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Lingbao Gold Group Company Ltd.

靈寶黃金集團股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3330)

**POLL RESULTS OF THE NEW EGM, THE NEW DOMESTIC
SHAREHOLDERS CLASS MEETING AND THE NEW H
SHAREHOLDERS CLASS MEETING HELD ON 20 JANUARY 2023**

**POLL RESULTS OF THE NEW EGM, THE NEW DOMESTIC SHAREHOLDERS
CLASS MEETING AND THE NEW H SHAREHOLDERS CLASS MEETING**

The New EGM, the New Domestic Shareholders Class Meeting and the New H Shareholders Class Meeting were held at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC on Friday, 20 January 2023. The Board is pleased to announce that each of the resolutions proposed at the respective meetings was duly passed as a special resolution by way of poll.

References are made to (i) the announcement of Lingbao Gold Group Company Ltd. (the “**Company**”) dated 8 December 2022 in respect of, among other things, the extension of the Original Long Stop Date and the Extension Resolutions; (ii) the notice of the New EGM, the notice of the New Domestic Shareholders Class Meeting and the notice of the New H Shareholders Class Meeting each dated 19 December 2022 (collectively, the “**Notices**”); and (iii) the circular of the Company dated 4 January 2023 containing, among others, (a) details of the Extension Resolutions; (b) a letter of advice from the Independent Board Committee on the terms of the Extension Resolutions; and (c) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders on the Extension Resolutions (the “**Circular**”). Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE NEW EGM, THE NEW DOMESTIC SHAREHOLDERS CLASS MEETING AND THE NEW H SHAREHOLDERS CLASS MEETING

The New EGM, the New Domestic Shareholders Class Meeting and the New H Shareholders Class Meeting were held at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC on Friday, 20 January 2023. The Board is pleased to announce that each of the resolutions proposed at the respective meetings was duly passed as a special resolution by way of poll. All Directors attended the New EGM, the New Domestic Shareholders Class Meeting and the New H Shareholders Class Meeting.

As at the date of the New EGM, the New Domestic Shareholders Class Meeting and the New H Shareholders Class Meeting, the registered and issued capital of the Company was RMB172,849,818.2, which was divided into 566,975,091 Domestic Shares and 297,274,000 H Shares. (a) Shareholders and authorised proxies holding an aggregate of 583,851,591 Shares (including 185,339,000 Domestic Shares held by the Subscriber), representing approximately 67.56% of the total issued Shares, were present at the New EGM; (b) Shareholders and authorised proxies holding an aggregate of 529,295,091 Domestic Shares (including 185,339,000 Domestic Shares held by the Subscriber), representing approximately 93.35% of the total issued Domestic Shares, were present at the New Domestic Shareholders Class Meeting; and (c) Shareholders and authorised proxies holding an aggregate of 51,056,500 H Shares, representing approximately 17.17% of the total issued H shares were present at the New H Shareholders Class Meeting.

As disclosed in the Circular, the Subscriber and its associates will abstain from voting on the Extension Resolutions to be proposed at the New EGM, the New Domestic Shareholders Class Meeting and the New H Shareholders Class Meeting. Accordingly, the Subscriber and its associates, holding 185,339,000 Domestic Shares in aggregate, representing approximately 32.7% and 21.4% of the total number of issued Domestic Shares and the total number of issued Shares as at the date of this announcement respectively, were required to abstain and have abstained from voting on the Extension Resolutions at the New EGM, the New Domestic Shareholders Class Meeting and the New H Shareholders Class Meeting.

Save for the aforesaid: (i) no other Shareholder was required to abstain from voting; and (ii) none of the Shareholders had stated their intention in the Circular to vote against or to abstain from voting, on the Extension Resolutions at the New EGM, the New Domestic Shareholders Class Meeting and the New H Shareholders Class Meeting. Accordingly, the total number of issued Shares entitling the relevant Shareholders to attend and vote for or against the Extension Resolutions at the New EGM was 678,910,091. The total number of Domestic Shares entitling the holders of Domestic Shares to attend and vote for or against the Extension Resolutions at the New Domestic Shareholders Class Meeting was 381,636,091. The total number of H Shares entitling the holders of H Shares to attend and vote for or against the Extension Resolutions at the New H Shareholders Class Meeting was 297,274,000.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Extension Resolutions at the New EGM, the New Domestic Shareholders Class Meeting and the New H Shareholders Class Meeting as set out in Rule 13.40 of the Listing Rules.

The Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the New EGM, the New Domestic Shareholders Class Meeting and the New H Shareholders Class Meeting.

Poll Results of the New EGM

SPECIAL RESOLUTIONS		Number of votes cast (Approximate percentage of total number of votes cast)	
		For	Against
1.	To consider and approve the extension of the validity period of the shareholders' resolutions relating to the Subscription (including the grant of the Specific Mandate) and the issuance of Subscription Shares for a further period of twelve (12) months from 17 January 2023 to 16 January 2024.	397,462,591 (99.74%)	1,050,000 (0.26%)

SPECIAL RESOLUTIONS		Number of votes cast (Approximate percentage of total number of votes cast)	
		For	Against
2.	To authorise the designated director(s) or company secretary(ies) of the Company to do all such acts or things to amend, sign, deliver and execute all agreements or documents in connection with the additional issuance; to communicate with competent authorities in Hong Kong and other applicable jurisdictions and take such actions as he/she/it deems necessary or desirable; to prepare, modify, sign and submit the reporting materials on behalf of the Company related to the issuance, declaration, transaction and listing in respect of the issuance of Subscription Shares and the Share Issuance Extension Resolution (including but not limited to the submission of application materials to the China Securities Regulatory Commission for the issuance of Subscription Shares), and complete procedures related to disclosure/waiver of disclosure as required by the relevant authorities in relation to the issuance of Subscription Shares and the Share Issuance Extension Resolution; to confirm whether the conditions precedent to the completion of the issuance of Subscription Shares are satisfied and to decide whether to waive such conditions to completion of the Subscription in accordance with the Subscription Agreement; to open a special account for the proceeds from the issuance of Subscription Shares at home and abroad and if necessary, make corresponding amendments to the issuance proposal (including the use of proceeds) subject to compliance with the requirements of the Listing Rules and the Takeovers Code.	397,462,591 (99.74%)	1,050,000 (0.26%)

Please refer to the Circular for details of each of the above resolutions. As more than two-thirds of the votes were cast in favour of the resolutions No. 1 and No. 2 set out above at the New EGM, such resolutions were duly passed as special resolutions of the Company.

Poll Results of the New Domestic Shareholders Class Meeting

SPECIAL RESOLUTIONS		Number of votes cast (Approximate percentage of total number of votes cast)	
		For	Against
1.	To consider and approve the extension of the validity period of the shareholders' resolutions relating to the Subscription (including the grant of the Specific Mandate) and the issuance of Subscription Shares for a further period of twelve (12) months from 17 January 2023 to 16 January 2024.	343,956,091 (100%)	0 (0%)
2.	To authorise the designated director(s) or company secretary(ies) of the Company to do all such acts or things to amend, sign, deliver and execute all agreements or documents in connection with the additional issuance; to communicate with competent authorities in Hong Kong and other applicable jurisdictions and take such actions as he/she/it deems necessary or desirable; to prepare, modify, sign and submit the reporting materials on behalf of the Company related to the issuance, declaration, transaction and listing in respect of the issuance of Subscription Shares and the Share Issuance Extension Resolution (including but not limited to the submission of application materials to the China Securities Regulatory Commission for the issuance of Subscription Shares), and complete procedures related to disclosure/waiver of disclosure as required by the relevant authorities in relation to the issuance of Subscription Shares and the Share Issuance Extension Resolution; to confirm whether the conditions precedent to the completion of the issuance of Subscription Shares are satisfied and to decide whether to waive such conditions to completion of the Subscription in accordance with the Subscription Agreement; to open a special account for the proceeds from the issuance of Subscription Shares at home and abroad and if necessary, make corresponding amendments to the issuance proposal (including the use of proceeds) subject to compliance with the requirements of the Listing Rules and the Takeovers Code.	343,956,091 (100%)	0 (0%)

Please refer to the Circular for details of each of the above resolutions. As more than two-thirds of the votes were cast in favour of the resolutions No. 1 and No. 2 set out above at the New Domestic Shareholders Class Meeting, such resolutions were duly passed as special resolutions of the Company.

Poll Results of the New H Shareholders Class Meeting

SPECIAL RESOLUTIONS		Number of votes cast (Approximate percentage of total number of votes cast)	
		For	Against
1.	To consider and approve the extension of the validity period of the shareholders' resolutions relating to the Subscription (including the grant of the Specific Mandate) and the issuance of Subscription Shares for a further period of twelve (12) months from 17 January 2023 to 16 January 2024.	50,006,500 (97.94%)	1,050,000 (2.06%)
2.	To authorise the designated director(s) or company secretary(ies) of the Company to do all such acts or things to amend, sign, deliver and execute all agreements or documents in connection with the additional issuance; to communicate with competent authorities in Hong Kong and other applicable jurisdictions and take such actions as he/she/it deems necessary or desirable; to prepare, modify, sign and submit the reporting materials on behalf of the Company related to the issuance, declaration, transaction and listing in respect of the issuance of Subscription Shares and the Share Issuance Extension Resolution (including but not limited to the submission of application materials to the China Securities Regulatory Commission for the issuance of Subscription Shares), and complete procedures related to disclosure/waiver of disclosure as required by the relevant authorities in relation to the issuance of Subscription Shares and the Share Issuance Extension Resolution; to confirm whether the conditions precedent to the completion of the issuance of Subscription Shares are satisfied and to decide whether to waive such conditions to completion of the Subscription in accordance with the Subscription Agreement; to open a special account for the proceeds from the issuance of Subscription Shares at home and abroad and if necessary, make corresponding amendments to the issuance proposal (including the use of proceeds) subject to compliance with the requirements of the Listing Rules and the Takeovers Code.	50,006,500 (97.94%)	1,050,000 (2.06%)

Please refer to the Circular for details of each of the above resolutions. As more than two-thirds of the votes were cast in favour of the resolutions No. 1 and No. 2 set out above at the New H Shareholders Class Meeting, such resolutions were duly passed as special resolutions of the Company.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and are recommended to consult their stockbroker, company manager, solicitor or other professional adviser if they are in any doubt about their position and as to actions that they should take.

By Order of the Board
Lingbao Gold Group Company Ltd.
Chen Jianzheng
Chairman

Henan, the PRC
20 January 2023

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Chen Jianzheng, Mr. Xing Jiangze, Mr. He Chengqun, Mr. Dai Weitao and Mr. Wu Liming; two non-executive Directors, namely Mr. Zhang Feihu and Mr. Wang Guanran; and four independent non-executive Directors, namely Mr. Wang Guanghua, Mr. Wang Jiheng, Mr. Xu Rong and Mr. Tan Chong Huat.