



## Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 28 February 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Lingbao Gold Group Company Ltd. (A joint stock limited company incorporated in the People's Republic of China with limited liability)

Date Submitted: 01 March 2023

### I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Domestic Shares			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	566,975,091	RMB	0.2	RMB	113,395,018.2	
Increase / decrease (-)				RMB		
Balance at close of the month	566,975,091	RMB	0.2	RMB	113,395,018.2	

2. Type of shares	Ordinary shares	Class of shares	Class H	Listed on SEHK (Note 1)	Yes	
Stock code	03330	Description	LINGBAO GOLD			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	297,274,000	RMB	0.2	RMB	59,454,800	
Increase / decrease (-)				RMB		
Balance at close of the month	297,274,000	RMB	0.2	RMB	59,454,800	

Total authorised/registered share capital at the end of the month: RMB 172,849,818.2

**II. Movements in Issued Shares**

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Domestic Shares			
Balance at close of preceding month			566,975,091			
Increase / decrease (-)						
Balance at close of the month			566,975,091			

2. Type of shares	Ordinary shares	Class of shares	Class H	Listed on SEHK (Note 1)	Yes	
Stock code	03330	Description	LINGBAO GOLD			
Balance at close of preceding month			297,274,000			
Increase / decrease (-)						
Balance at close of the month			297,274,000			

### III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)

1. Type of shares issuable	Ordinary shares	Class of shares	Class H	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		03330				
Description			General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	<p>On 11 November 2021, the Company entered into the Subscription Agreements with the 達仁投資管理集團股份有限公司 (D&amp;R Asset Management Group Co. Ltd.*) ("the Subscriber"), connected person of the Company (thus constituted as a connected transaction), whereby the Company has conditionally agreed to issue and allot, and the Subscriber has conditionally agreed to subscribe for, 319,772,164 H Shares at the subscription price of HK\$0.85 per H Share.</p> <p>The Company obtained the approval of independent shareholders to proceed with the subscription and issuance of the Company's H shares under specific mandate to the Subscriber pursuant to the adjourned extraordinary general meeting, the adjourned domestic shareholders class meeting and the adjourned H shareholders class meeting held on 17 January 2022.</p> <p>As additional time is required for the fulfilment of certain conditions precedent of the Subscription Agreement, the parties, after arm's length negotiation, have agreed to amend the Subscription Agreement by way of a supplemental agreement. On 8 December 2022, the Company and the Subscriber entered into a supplemental agreement to the Subscription Agreement to extend the Original Long Stop Date to the New Long Stop Date or such other date as the parties to the Subscription Agreement may agree in writing.</p> <p>The Company further obtained the approval of independent shareholders to approve the extension of the validity period of the shareholders' resolutions relating</p>		20 January 2023	0	319,772,164	

<p>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 pursuant to the new extraordinary general meeting, the new domestic shareholders class meeting and the new H shareholders class meeting held on 20 January 2023.</p> <p>The Subscription Shares should be allotted and issued once all precedent conditions of the Subscription Agreements were fulfilled under the specific mandate. For details, please refer to the Company's announcements dated 11 November 2021, 12 November 2021, 2 December 2021, 29 December 2021, 30 December 2021, 8 December 2022, and circulars dated 31 December 2021 and 4 January 2023.</p>			
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Total D (Ordinary shares Class H): \_\_\_\_\_ 0

**(E). Other Movements in Issued Share** Not applicable

<p>Total increase / decrease (-) in Ordinary shares Class H during the month (i.e. Total of A to E) _____ 0</p>
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**IV. Information about Hong Kong Depositary Receipt (HDR)** Not applicable

## V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Chui Man Lung Everett

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)

### Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
  - . the securities are of the same nominal value with the same amount called up or paid up;
  - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
  - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
  - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
  - . "type of shares issuable" should be construed as "type of shares repurchased"; and
  - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
  - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
  - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
  - . "type of shares issuable" should be construed as "type of shares redeemed"; and
  - . "issue and allotment date" should be construed as "redemption date"