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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Lingbao Gold Group Company Ltd.**, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING AND  
CLASS MEETINGS**

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A notice convening the extraordinary general meeting and class meetings of Lingbao Gold Group Company Ltd. (the "Company") to be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC on Thursday, 14 December 2023 at 9:00 a.m. is set out on pages 36 to 38 of this circular. A reply slip and a proxy form are also enclosed. Whether or not you are able to attend such meetings in person, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon. In order to be valid, the proxy form must be deposited by hand or by post, for holders of H shares of the Company, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and, for holders of domestic shares of the Company, to the registered address of the Company not less than 24 hours before the time for holding the meetings or any adjournment thereof. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the extraordinary general meeting and class meetings (as the case may be) if you so wish and in such event, the proxy form shall deemed to be revoked.

16 November 2023



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## DEFINITIONS

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*In this circular, the following expressions have the meanings set out below unless the context requires otherwise:*

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Class Meeting(s)”	the class meeting(s) of the Company to be convened and held for the holders of H Shares and Domestic Shares on Thursday, 14 December 2023, to consider and approve the proposed amendments to the Articles of Association
“Company”	靈寶黃金集團股份有限公司 (Lingbao Gold Group Company Ltd.), a joint stock company established in the PRC with limited liability on 27 September 2002, the H shares of which are listed on the Main Board of the Stock Exchange
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) in the ordinary share capital of the Company, with a nominal value of RMB0.20 each, which were subscribed for in RMB
“EGM”	the extraordinary general meeting of the Company to be held on Thursday, 14 December 2023 at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC, to consider and approve the proposed amendments to the Articles of Association
“H Share(s)”	overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB0.20 each, which are listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mandatory Provisions”	the “Mandatory Provisions for Articles of Association of Companies Listed Overseas” (《到境外上市公司章程必備條款》)
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the Share(s) of the Company

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## DEFINITIONS

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“Special Regulations”	“State Council’s Special Regulations on Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (《國務院關於股份有限公司境外募集股份及上市的特別規定》)
“State Council”	the State Council of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



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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)**

*Executive Directors:*

Mr. Chen Jianzheng (*Chairman*)  
Mr. Xing Jiangze (*Vice-Chairman*)  
Mr. He Chengqun (*President*)  
Mr. Dai Weitao  
Mr. Wu Liming

*Registered office:*

Hangu Road and Jingshan Road  
Intersection  
Lingbao City  
Henan Province  
The PRC

*Non-executive Directors:*

Mr. Zhang Feihu  
Mr. Wang Guanran

*Principal place of business  
in Hong Kong:*

Rooms 1104 & 1106  
11th Floor  
Leighton Centre  
77 Leighton Road  
Causeway Bay  
Hong Kong

*Independent non-executive Directors:*

Mr. Wang Jiheng  
Mr. Wang Guanghua  
Mr. Xu Rong  
Mr. Tan Chong Huat

16 November 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING AND  
CLASS MEETINGS**

**1. INTRODUCTION**

References are made to the announcement dated 10 November 2023 in relation to the proposed amendments to the Articles of Association.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with (1) further details of the proposed amendments to the Articles of Association, and (2) the notice of the EGM and Class Meetings, in order to seek your approval of the resolutions relating to the aforesaid matters at the EGM and Class Meetings (as the case may be).

### 2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board of the Company has resolved on 10 November 2023 to propose to the Shareholders certain amendments to the Articles of Association of the Company.

On 14 February 2023, the State Council of the PRC issued the “Decision of the State Council to Repeal Certain Administrative Regulations and Documents” (《國務院關於廢止部分行政法規和文件的決定》), and on 17 February 2023, the CSRC issued the “Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Enterprises” (《境內企業境外發行證券和上市管理試行辦法》) and relevant guidance (collectively, the “New Regulations”), which came into effect on 31 March 2023. On the same day when the New Regulations became effective, the Mandatory Provisions and the Special Regulations were repealed. Holders of Domestic Shares and H Shares are no longer regarded as different classes of shareholders, and therefore, the class meeting requirement applicable to holders of Domestic Shares and H Shares are no longer necessary. In light of the above, the Stock Exchange has adopted certain consequential amendments to the Listing Rules, which became effective on 1 August 2023. In view of the aforesaid change in rules and regulations and to cater to the operation and management needs, the Company proposes to amend the Articles of Association (the “Proposed Amendments”).

The Proposed Amendments mainly include (a) deletion of wordings relating to the Mandatory Provisions and Special Regulations to reflect recent relevant changes in PRC regulations and corresponding Listing Rules update; (b) amendments to provisions relating to the Company’s business scope to align with items set out in the Company’s business license; (c) certain housekeeping amendments to update outdated references and correct clerical inconsistencies with the Company Law, etc. The full text of the Proposed Amendments is set out in the Appendix I to this circular.

As Domestic Shares and H Shares are considered as the same class of ordinary shares under the PRC law and the substantive rights attached thereto, including voting rights, dividends, and distribution of assets upon liquidation, are the same, the Board is of the view that the removal of the provisions relating to the class meeting in the Articles of Association of the Company will not compromise the protection of H Shareholders and will not have a significant impact on shareholder protection measures.

The Proposed Amendments to the Articles of Association shall be subject to the approval by the Shareholders at the Company’s general meeting, Domestic Share Class Meeting and H Share Class Meeting by way of special resolutions, as well as the approval and registration or filing by the relevant government authorities in the PRC and Hong Kong.

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## LETTER FROM THE BOARD

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In the event of any inconsistency between the English and Chinese versions of the Articles of Association, the Chinese version shall prevail. The Directors consider the amendments to the Articles of Association are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **3. CLOSURE PERIOD OF REGISTER OF MEMBERS AND RECORD DATE**

In order to determine the list of Shareholders who are entitled to attend and vote at the EGM and Class Meetings, the register of members of the Company will be closed from Monday, 27 November 2023 to Thursday, 14 December 2023 (both days inclusive), during which period no transfer of Shares will be registered. The holders of H Shares and Domestic Shares whose names appear on the register of members of the Company on Friday, 24 November 2023 are entitled to attend and vote at the EGM and Class Meetings. In order for the H Shareholders to qualify for attending and voting at the EGM and H Share Class Meeting, all duly completed transfer documents accompanied by the relevant share certificates, must be lodged for registration of transfer of H Shares with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and not later than 4:30 p.m. on Friday, 24 November 2023.

### **4. EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS**

A notice of the EGM and the Class Meetings is set out on pages 36 to 38 of this circular for consideration of relevant Proposed Amendments. The reply slips and the proxy forms are also enclosed. No Shareholder is required to abstain from voting on any of the resolutions at the EGM and the Class Meetings.

Whether or not you are able to attend the EGM and the Class Meetings in person, you are requested to complete the accompanying proxy forms in accordance with the instructions printed thereon. In order to be valid, the proxy form must be deposited by hand or by post, for holders of H Shares of the Company, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or, for holders of Domestic Shares, to the registered office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao City, Henan Province, the PRC not less than 24 hours before the time for holding the EGM and the Class Meetings or any adjournment thereof. If the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the EGM and the Class Meetings and in such event, the proxy form shall deem to be revoked.

If you intend to attend the EGM and the Class Meetings in person or by proxy, you are requested to complete the accompanying reply slip. In order to be valid, the completed and signed reply slip shall be delivered to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares) or to the Company’s registered office at Hangu Road and Jingshan Road Intersection, Lingbao City, Henan Province, the PRC

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## LETTER FROM THE BOARD

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(for holders of Domestic Shares) on or before Thursday, 7 December 2023. The reply slip may be delivered to Computershare Hong Kong Investor Services Limited or the Company by hand or by post.

### 5. RESOLUTIONS TO BE VOTED BY WAY OF POLL

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the meetings must be taken by poll. An announcement of the poll results will be made by the Company after the EGM and the Class Meetings in the manner as prescribed under Rule 13.39(5) of the Listing Rules.

### 6. RECOMMENDATION

The Board considers that the Proposed Amendments will be in the best interests of the Company and the Shareholders as a whole, and accordingly, recommends that all Shareholders should vote in favour of the relevant resolutions to be proposed at the EGM and the Class Meetings.

### 7. RESPONSIBILITY STATEMENT

This circular for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
For and on behalf of the Board  
**Lingbao Gold Group Company Ltd.**  
**Chen Jianzheng**  
*Chairman*

*Details of the Proposed Amendments are set out below.*

Before amendments	After amendments	Basis of amendments
<p><b>Article 1</b> Lingbao Gold Group Company Ltd. (hereinafter referred to as the “Company”) is a joint stock company organized, pursuant to the related PRC laws and administrative statutes, more particularly, the Company Law of the People’s Republic of China (“Company Law”), the Securities Law of the People’s Republic of China (“Securities Law”), Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies (“Special Provisions”).</p> <p>...</p>	<p><b>Article 1</b> Lingbao Gold Group Company Ltd. (hereinafter referred to as the “Company”) is a joint stock company organized, pursuant to the related PRC laws and administrative statutes, more particularly, the Company Law of the People’s Republic of China (“Company Law”), <u>and</u> the Securities Law of the People’s Republic of China (“Securities Law”), <del>Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies (“Special Provisions”).</del></p> <p>...</p>	<p>The Mandatory Provisions and the Special Provisions were repealed with effect from 31 March 2023</p>
<p><b>Article 12</b> The Company may invest in other companies with limited liability and joint stock companies, and shall be held liable to the investee companies to the extent of the Company’s contribution of capital investment in them.</p> <p>Subject to the approval by the company examination and approval department authorised by the State Council, the Company may in accordance with its business and operation operate as a holding company as provided under Clause 2, Article 12 of the Company law.</p>	<p><b>Article 12</b> <del>The Company may invest in other companies with limited liability and joint stock companies, and shall be held liable to the investee companies to the extent of the Company’s contribution of capital investment in them.</del> <u>The company may invest in other enterprises. However, unless otherwise provided by law, it shall not become a joint liability investor for the debts of the invested enterprise.</u></p> <p><del>Subject to the approval by the company examination and approval department authorised by the State Council, the Company may in accordance with its business and operation operate as a holding company as provided under Clause 2, Article 12 of the Company law.</del></p>	<p>Be consistent with article 15 of the Company Law</p> <p>Article 8 of the Mandatory Provisions is no longer applicable</p>

Before amendments	After amendments	Basis of amendments
<p><b>Article 14 ...</b></p> <p>Business scope: carry on mining, smelting, further processing and distribution (for license-based operation only) with respect to gold (including accompaniment element); develop minerals, dressing, smelting, processing and distribution; distribute mining machinery, metal machinery &amp; electronics, office supplies; and carry out import and export practices with respect to goods and technologies (except such goods and technologies allocated to the restriction and approval groups which are prohibited to transact for imports and exports until approval subject to the national laws and regulations).</p> <p>...</p>	<p><b>Article 14 ...</b></p> <p>Business scope: carry on mining, smelting, further processing and distribution (for license-based operation only) with respect to <u>minerals</u> <del>gold</del> <del>(including accompaniment element)</del>; <del>develop minerals, dressing, smelting, processing and distribution</del>; distribute mining machinery, metal machinery &amp; electronics, office supplies; and carry out import and export practices with respect to goods and technologies <del>(except such goods and technologies allocated to the restriction and approval groups which are prohibited to transact for imports and exports until approval subject to the national laws and regulations</del> <u>excluding commodities and technologies that are restricted or prohibited from import and export by the state)</u>. <u>(Projects that are subject to approval according to law can only be operated with the approval of relevant departments)</u></p> <p>...</p>	<p>Be consistent with the business scope of the business license</p>
<p><b>Article 15</b> The Company shall have ordinary shares at all times. The Company may set other types of shares subject to needs, upon approval by the authorities that are authorized by the State Council. The Company’s shares are in form of equity.</p>	<p><b>Article 15</b> The Company shall have ordinary shares at all times. <del>The Company may set other types of shares subject to needs, upon approval by the authorities that are authorized by the State Council.</del> The Company’s shares are in form of equity.</p>	<p>The Mandatory Provisions and the Special Provisions were repealed with effect from 31 March 2023 (Domestic Shares and H Shares are no longer considered different classes of shares)</p>

Before amendments	After amendments	Basis of amendments
<p><b>Article 20...</b></p> <p>Domestic shares may be converted into H Shares upon approval by SEHK and by the State Council or the competent securities department under the State Council.</p>	<p><b>Article 20...</b></p> <p>Domestic shares may be converted into H Shares upon approval by SEHK and by the State Council or the competent securities department under the State Council. <u><b>The Board may arrange and implement the plans for converting domestic shares into H Shares in accordance with the law, which do not require approval from the shareholders' meeting.</b></u></p>	<p>On 15 November 2019 the spokesperson of the China Securities Regulatory Commission on the comprehensive promotion of the “full circulation” reform of H Shares stressed that this matter should comply with the internal resolution documents of the Company Law or the articles of association, and stated that three pilot companies have clarified in their articles of association that the matter does not apply to the voting procedures of the shareholders' meeting. According to existing cases, this matter does not require approval from the shareholders' meeting</p>
<p><b>Article 21</b> For the purpose of the overseas listed foreign shares and the domestic shares, the Board may arrange and implement the plans with respect of issue of the shares above upon such plans are approved by the Company's competent securities authority under the State Council.</p> <p>The Company's plans in respect to the issue of the overseas listed foreign shares and the domestic shares shall be transacted for implementation 15 months since after the date of approval by the Company's competent securities authority under the State Council.</p>	<p><b>Article 21</b> <del>For the purpose of the overseas listed foreign shares and the domestic shares,</del> <u>The the Board may arrange and implement the plans with respect of issue of the overseas listed foreign shares and the domestic shares in accordance with the law</u> <del>above upon such plans are approved by the Company's competent securities authority under the State Council.</del></p> <p><del>The Company's plans in respect to the issue of the overseas listed foreign shares and the domestic shares shall be transacted for implementation 15 months since after the date of approval by the Company's competent securities authority under the State Council.</del></p>	<p>Article 17 of the Mandatory Provisions is no longer applicable. According to the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises implemented on March 31, 2023, the issuance of overseas listed foreign shares does not require approval from the securities regulatory authority of the State Council</p>

Before amendments	After amendments	Basis of amendments
<p><b>Article 22</b> To the extent of Company's issue plans, the overseas listed foreign shares and the Domestic Shares defined for the total shares to be separately issued shall be fully subscribed at offerings. If such full subscription becomes failed to do so due to special circumstances, these shares can be transacted to issue in different periods, upon approval by the Company's competent securities authority under the State Council.</p>	<p><b>Article 22</b> To the extent of Company's issue plans, the overseas listed foreign shares and the Domestic Shares defined for the total shares to be separately issued shall be fully subscribed at offerings. If such full subscription becomes failed to do so due to special circumstances, these shares can be transacted to issue in different periods, <del>upon approval by the Company's competent securities authority under the State Council.</del></p>	<p>Article 18 of the Mandatory Provisions is no longer applicable</p>
<p><b>Article 30</b> ...</p> <p>The Company shall give notice to its creditors within 10 days upon the resolution on capital reduction has been made and shall give press announcement thereon at least 3 times within 30 days. The creditors shall be entitled to ask the Company to discharge its debts or provide security over such debts within 30 days after receipt of such notice, or if no notice has been received, within 90 days since the date of the first announcement aforesaid.</p> <p>...</p>	<p><b>Article 30</b> ...</p> <p>The Company shall give notice to its creditors within 10 days upon the resolution on capital reduction has been made and shall give press announcement thereon <del>at least 3 times</del> within 30 days. The creditors shall be entitled to ask the Company to discharge its debts or provide security over such debts within 30 days after receipt of such notice, or if no notice has been received, within <del>45-90</del> days since the date of the <del>first</del> announcement aforesaid.</p> <p>...</p>	<p>Article 23 of the Mandatory Provisions is no longer applicable, and combined with article 177 of the Company Law</p>

Before amendments	After amendments	Basis of amendments
<p><b>Article 31</b> The Company may by the approval given from the related government agency repurchase its shares outstanding if such repurchase is transacted to:</p> <p>(1) Cancel shares to reduce the Company’s capital;</p> <p>(2) Merge into other company holding share in the Company;</p> <p>(3) Other circumstances where laws and administrative statutes.</p>	<p><b>Article 31</b> The Company may <del>by the approval given from the related government agency</del> repurchase its shares outstanding if such repurchase is transacted to:</p> <p>(1) Cancel shares to reduce the Company’s capital;</p> <p>(2) Merge into other company holding share in the Company;</p> <p>(3) <del>Other circumstances where laws and administrative statutes.</del> <u>Use shares in employee stock ownership plans or equity incentives;</u></p> <p>(4) <u>the circumstance where shareholders demand that the company acquire their shares due to objections to the company’s merger or division resolution made at the shareholders’ meeting;</u></p> <p>(5) <u>Convert shares into convertible corporate bonds issued by the listed company;</u></p> <p>(6) <u>the circumstance where it is necessary for the listed company to maintain company value and shareholder equity.</u></p>	<p>Article 24 of the Mandatory Provisions is no longer applicable, and combined with article 142 of the Company Law (no provisions for repurchasing shares need the approval given from the related government agency)</p>

Before amendments	After amendments	Basis of amendments
<p><b>Article 32</b> Upon approval by the competent authorities, the Company may repurchase shares by any of the following:</p> <p>(1) Make a repurchase offer to all shareholders on pro rata basis;</p> <p>(2) Initiate repurchase through open transaction on a securities exchange;</p> <p>(3) Transact repurchase by an agreement other than on a securities exchange.</p>	<p><b>Article 32</b> <del>Upon approval by the competent authorities, the</del><u>The</u> Company may repurchase shares by any of the following:</p> <p>(1) Make a repurchase offer to all shareholders on pro rata basis;</p> <p>(2) Initiate repurchase through open transaction on a securities exchange;</p> <p>(3) Transact repurchase by an agreement other than on a securities exchange.</p>	<p>Article 25 of the Mandatory Provisions is no longer applicable, and no provisions in the Company Law or other laws that the methods of repurchasing shares need the approval by the competent authorities</p>
<p><b>Article 46</b> No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to general meeting or 5 days prior to the reference date set by the Company for the purpose of distribution of dividends.</p>	<p><b>Article 46</b> <del>No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to general meeting or 5 days prior to the reference date set by the Company for the purpose of distribution of dividends.</del> <u>With respect to the closure of registration of change on register of shareholders for transfer of shares before the base date for the general meeting of shareholders or dividend distribution, the relevant provisions of laws, regulations and the Listing Rules, if any, shall prevail.</u></p>	<p>Article 38 of the Mandatory Provisions is no longer applicable, and combined with article 139 of the Company Law</p>
<p><b>Article 49...</b></p> <p>Application for the replacements shares from holders of the domestic shares who have lost their certificates shall be transacted in accordance with the Company Law, Article 150.</p> <p>...</p>	<p><b>Article 49...</b></p> <p>Application for the replacements shares from holders of the domestic shares who have lost their certificates shall be transacted in accordance with the Company Law <u>and relevant laws and stipulations</u>, <del>Article 150</del>.</p> <p>...</p>	<p>The serial number of relevant provisions of the Company Law has been updated</p>

Before amendments	After amendments	Basis of amendments
<p><b>Article 52 ...</b></p> <p>Shareholder shall enjoy rights and have obligations according to the series and number of shares held by them. Holders of shares of the same series shall enjoy equal rights and have equal obligations.</p> <p>...</p>	<p><b>Article 52 ...</b></p> <p><del>Shareholder shall enjoy rights and have obligations according to the series and number of shares held by them. Holders of shares of the same series shall enjoy equal rights and have equal obligations.</del></p> <p>...</p>	<p>Domestic Shares and H Shares are no longer considered different classes of shares</p>
<p><b>Article 53</b> Holder of ordinary shares of the Company shall enjoy the following rights:</p> <p>...</p> <p>(II) Participate or to appoint proxies to participate in general meetings and exercise voting rights;</p> <p>...</p>	<p><b>Article 53</b> Holder of ordinary shares of the Company shall enjoy the following rights:</p> <p>...</p> <p>(II) Participate or to appoint proxies to participate in general meetings and exercise <u>the right to speak and vote (unless a particular shareholder is required to waive the voting right in respect of a resolution pursuant to the applicable laws and regulations or the Listing Rules)</u><del>voting rights</del>;</p> <p>...</p>	<p>Combining Appendix 3 of the Listing Rules to more fully protect the rights of shareholder</p>
<p><b>Article 55</b> Shareholder has the right to depend on the procedures mentioned in Article 232 hereunder to settle the decisions adopted by the shareholder's meeting and the Board that are in violation of laws, administrative statutes to have infringed such shareholder's legal rights or interests.</p>	<p><b>Article 55</b> <del>Shareholder has the right to depend on the procedures mentioned in Article 232 hereunder to settle the</del><u>The</u> decisions adopted by the shareholder's meeting and the Board that are in violation of laws, administrative statutes <u>shall be invalid to have infringed such shareholder's legal rights or interests.</u></p>	<p>Be consistent with the expression in article 22 of the Company Law</p>

Before amendments	After amendments	Basis of amendments
<b>Article 61</b> The general meeting may exercise the following powers:	<b>Article 61</b> The general meeting may exercise the following powers:	
...	...	
(2) Elect and replace directors and decide on matters concerning the remuneration of directors;	(2) Elect and replace directors <b><u>who are not representatives of the employees</u></b> and decide on matters concerning the remuneration of directors;	Be consistent with the expression in article 37 of the Company Law
(3) Elect and replace the supervisors who are to be appointed from among the shareholders' representatives and decide on the matters regarding the remuneration of supervisors;	(3) Elect and replace the supervisors who are <b><u>not representatives of the employees</u></b> <del>to be appointed from among the shareholders' representatives</del> and decide on the matters regarding the remuneration of supervisors;	Be consistent with the expression in article 37 of the Company Law
...	...	
(13) Examine and approve motions proposed by the shareholders who hold five percent (inclusive) and more of the Company's voting shares;	(13) Examine and approve motions proposed by the shareholders who hold <b><u>three</u></b> <del>five</del> percent (inclusive) and more of the Company's voting shares;	Article 50 of the Mandatory Provisions is no longer applicable, and combined with article 102 of the Company Law
...	...	

Before amendments	After amendments	Basis of amendments
<p><b>Article 64</b> At least twenty business days’ notice in writing (announcement or circular) convening an annual general meeting and at least ten business days’ or fifteen day’s (whichever is longer) notice in writing (announcement or circular) convening an extraordinary general meeting shall be given to those whose names appear on the register of shareholders, specifying the matters to be examined as well as the date and place of such meetings. Shareholders who intend to attend the general meeting shall, within seven days prior to the meeting, deliver a written reply to the Company on meeting attendance.</p> <p>...</p>	<p><b>Article 64</b> At least twenty business days’ notice in writing (announcement or circular) convening an annual general meeting and at least ten business days’ or fifteen day’s (whichever is longer) notice in writing (announcement or circular) convening an extraordinary general meeting shall be given to those whose names appear on the register of shareholders, specifying the matters to be examined as well as the date and place of such meetings. <del>Shareholders who intend to attend the general meeting shall, within seven days prior to the meeting, deliver a written reply to the Company on meeting attendance.</del></p> <p>...</p>	<p>The Company Law does not have the relevant provisions of shareholders’ written reply</p>
<p><b>Article 65</b> When the Company is to hold an annual general meeting, shareholders who individually or jointly hold five percent (inclusive) and more of the total number of the Company’s voting shares shall be entitled to propose motions in writing to the Company. The Company shall include in such meeting’s agenda the matters which are referred to in the motions.</p>	<p><b>Article 65</b> When the Company is to hold an annual general meeting, shareholders who individually or jointly hold <u>three</u> <del>five</del> percent (inclusive) and more of the total number of the Company’s voting shares shall be entitled to propose motions in writing to the Company. The Company shall include in such meeting’s agenda the matters which are referred to in the motions.</p>	<p>Combined with article 61 (13) after amendments</p>

Before amendments	After amendments	Basis of amendments
<p>Article 70 Based on the written replies received 7 days prior to a general meeting, the Company shall calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of the Company's voting shares, the Company may hold the general meeting. If not, the Company shall within five days inform the shareholders once again of the matters to be examined at the meeting as well as the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the general meeting.</p> <p>The matter without specified onto the meeting notice of an extraordinary general meeting shall not be decided.</p>	<p>Article 70 <del>Based on the written replies received 7 days prior to a general meeting, the Company shall calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of the Company's voting shares, the Company may hold the general meeting. If not, the Company shall within five days inform the shareholders once again of the matters to be examined at the meeting as well as the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the general meeting.</del></p> <p>The matter without specified onto the meeting notice of an extraordinary general meeting shall not be decided.</p>	<p>Article 55 of the Mandatory Provisions is no longer applicable</p> <p>Article 102 of the Company Law</p>

Before amendments	After amendments	Basis of amendments
<p><b>Article 71</b> The notice of a general meeting is required to:</p> <p>...</p> <p>(7) Disclose the nature and extent of conflict of interests, if any, of any director, supervisor, president and other officers in any matter to be discussed; provide an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, supervisor, president and other officers in his capacity as shareholder and the way in which such matter would affect other shareholders of the same category.</p> <p>...</p>	<p><b>Article 71</b> The notice of a general meeting is required to:</p> <p>...</p> <p>(7) Disclose the nature and extent of conflict of interests, if any, of any director, supervisor, president and other officers in any matter to be discussed; provide an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, supervisor, president and other officers in his capacity as shareholder and the way in which such matter would affect other shareholders <del>of the same category.</del></p> <p>...</p>	<p>Domestic Shares and H Shares are no longer considered different classes of shares</p>
<p><b>Article 78</b> ...</p> <p>If the stockholder is represented by the Recognized Clearing House, the same may delegate one person or more persons such shareholder thinks eligible to act as the representative on its behalf to attend any general meeting or such meetings of any category of shares; provided that the letter of authorization in respect of one person and more upon authorization shall bear the number and category of shares involved to such authorization. The person (s) authorized so may represent the Clearing House to exercise rights, as if such person(s) were the Company's individual shareholder.</p>	<p><b>Article 78</b> ...</p> <p>If the stockholder is represented by the Recognized Clearing House, the same may delegate one person or more persons such shareholder thinks eligible to act as the representative on its behalf to attend any general meeting <del>or such meetings of any category of shares;</del> provided that the letter of authorization in respect of one person and more upon authorization shall bear the number and category of shares involved to such authorization. The person (s) authorized so may represent the Clearing House to exercise rights, as if such person(s) were the Company's individual shareholder.</p>	<p>Domestic Shares and H Shares are no longer considered different classes of shares</p>

Before amendments	After amendments	Basis of amendments
<p><b>Article 91</b> An extraordinary general meeting or a meeting of shareholders of different categories required either by the Board of Supervisors or shareholders to convene shall proceed in accordance with the procedures set forth below:</p> <p>(1) The Board of Supervisors or two or more shareholders holding a total of ten percent (inclusive) or more of the shares carrying the right to vote at the meeting sought to be held may sign one or more written requests of identical form and substance requesting the Board to convene an extraordinary shareholder’s general meeting or a meeting of shareholders of different categories and stating the subject of the meeting. The Board shall convene the shareholder’s general meeting or the meeting of shareholders of different categories as soon as possible after having received the above-mentioned written request. The shareholding referred to above shall be calculated as of the day on which the written request is made; and</p> <p>...</p>	<p><b>Article 91</b> An extraordinary general meeting <del>or a meeting of shareholders of different categories</del> required either by the Board of Supervisors or shareholders to convene shall proceed in accordance with the procedures set forth below:</p> <p>(1) The Board of Supervisors or two or more shareholders holding a total of ten percent (inclusive) or more of the shares carrying the right to vote at the meeting sought to be held may sign one or more written requests of identical form and substance requesting the Board to convene an extraordinary shareholder’s general meeting <del>or a meeting of shareholders of different categories</del> and stating the subject of the meeting. The Board shall convene the shareholder’s general meeting <del>or the meeting of shareholders of different categories</del> as soon as possible after having received the above-mentioned written request. The shareholding referred to above shall be calculated as of the day on which the written request is made; and</p> <p>...</p>	<p>Domestic Shares and H Shares are no longer considered different classes of shares</p>

Before amendments	After amendments	Basis of amendments
<p><b>Article 95</b> The approaches to nominate candidates to act as the director and supervision.</p> <p>...</p> <p>(5) In case the number of director and supervisor is added, the Board and the Board of Supervisors shall bring forward such addition to be elected or replaced at the general meeting with the exception to Article 112 paragraph 5.</p>	<p><b>Article 95</b> The approaches to nominate candidates to act as the director and supervision.</p> <p>...</p> <p>(5) In case the number of director and supervisor is added, the Board and the Board of Supervisors shall bring forward such addition to be elected or replaced at the general meeting with the exception to Article <del>104-112</del> paragraph <u>4-5</u>.</p>	Update of the serial number
<p><b>Section 9</b> Special Procedures for Shareholders of Different Classes (Article 103 to 110)</p>	<p><b>Delete the whole Section</b></p>	Domestic Shares and H Shares are no longer considered different classes of shares
<p><b>Article 111</b> ...</p> <p>The Board shall have one half of external directors (defined as those directors who do not hold office in the Company) and 2 and more of independent directors (defined as those directors who are independent to the shareholders and don't hold office in the Company).</p>	<p><b>Article 103</b> ...</p> <p>The Board shall have <u>at least one-third</u> <del>one half of external directors (defined as those directors who do not hold office in the Company) and 2 and more</del> of independent directors (defined as those directors who are independent to the shareholders and don't hold office in the Company), <u>among which at least one must possess accounting or financial management expertise.</u></p>	With the repeal of the Mandatory Provisions and Special Provisions on 31 March 2023, the Opinions on Further Promoting the Standardized Operation and Deepening Reform of Overseas Listed Companies (Guo Jing Mao Qi Gai [1999] No. 230) (國經貿企改[1999]230號《關於進一步促進境外上市公司規範運作和深化改革的意見》, the Opinions) are no longer applicable (article 6 of the Opinions), and combined with Listing Rules 3.10 & 3.10A

Before amendments	After amendments	Basis of amendments
<p><b>Article 112</b> Director of the Board may hold office for 3 (three) years and may reelect after expiry of the previous term of office.</p> <p>No written notice of an intent to nominate a director candidate and the willingness of such candidate to accept such nomination shall be sent prior to the date immediately following the date when the notice of the general meeting is sent or later than 7 days before such general meeting is convened. With respect to the communication period of this notice aforesaid, this period shall be effective since after the date of the Company's delivery of the notice with respect to such election, and such period shall not be caused to cease 7 days later than(or early than) the convening date of the general meeting.</p> <p>...</p>	<p><b>Article 104</b> Director of the Board may hold office for 3 (three) years and may reelect after expiry of the previous term of office.</p> <p><del>No written notice of an intent to nominate a director candidate and the willingness of such candidate to accept such nomination shall be sent prior to the date immediately following the date when the notice of the general meeting is sent or later than 7 days before such general meeting is convened. With respect to the communication period of this notice aforesaid, this period shall be effective since after the date of the Company's delivery of the notice with respect to such election, and such period shall not be caused to cease 7 days later than(or early than) the convening date of the general meeting.</del></p> <p>...</p>	<p>Article 45 &amp; 108 of the Company Law</p> <p>With the repeal of the Mandatory Provisions and Special Provisions on 31 March 2023, the Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong (Zheng Jian Hai Han [1995] No.1) (證監海函[1995] 1號《關於到香港上市公司對公司章程作補充修改的意見的函》, the Circular) is no longer applicable (article 4 of the Circular), 4(4) &amp; 4(5) of Appendix 3 of Listing Rules have been repealed on 1 January 2022</p>
<p>No more than 2 (persons) of the Chairman and Vice Chairman of the Board and executive director) of the Company may be the officers of the controlling organization (the Chairman and Vice Chairman of the Board and executive director).</p>	<p><del>No more than 2 (persons) of the Chairman and Vice Chairman of the Board and executive director) of the Company may be the officers of the controlling organization (the Chairman and Vice Chairman of the Board and executive director).</del></p>	<p>Article 1 of the Opinions is no longer applicable</p>
<p>External director is required to have such time, knowledge and competencies sufficient enough that are necessary to discharge his duties. Discharge by the external director of his duties requires the Company to provide information in respect to such discharge where required. The independent director may report directly to the general meeting, CSRC and other related departments.</p>	<p><del>External director is required to have such time, knowledge and competencies sufficient enough that are necessary to discharge his duties. Discharge by the external director of his duties requires the Company to provide information in respect to such discharge where required. The independent director may report directly to the general meeting, CSRC and other related departments.</del></p>	<p>Article 6 of the Opinions is no longer applicable</p>

Before amendments	After amendments	Basis of amendments
<p><b>Article 113</b> Only the related laws and administrative regulations are observed can removal of director and president prior to expiry of respective tenure be made via special decision adopted at the general meeting (provided such removal shall not thereby cause to any affect on the claims against damages, if any, as mentioned in any contract).</p>	<p><b>Article 105</b> Only the related laws and administrative regulations are observed can removal of director and president prior to expiry of respective tenure be made via <del>ordinary-special</del> decision adopted at the general meeting (provided such removal shall not thereby cause to any affect on the claims against damages, if any, as mentioned in any contract).</p>	<p>Article 4 of the Circular is no longer applicable, and combined with 4(3) of Appendix 3 of Listing Rule</p>
<p><b>Article 114</b> The Board shall be accountable to the general meeting and shall have the powers to:</p> <p>...</p> <p>(9) Appoint or remove the Company’s members of the Management Executive Committee, President, Secretary to the Board, Senior Executive Vice President, Chief Financial Officer and determine their remunerations;</p> <p>...</p>	<p><b>Article 106</b> The Board shall be accountable to the general meeting and shall have the powers to:</p> <p>...</p> <p>(9) Appoint or remove the Company’s <u>senior management members of the Management</u> <del>Executive Committee, President, Secretary to the Board, Senior Executive Vice President, Chief Financial Officer</del> and determine their remunerations;</p> <p>...</p>	<p>Simplified the expression</p>

<b>Before amendments</b>	<b>After amendments</b>	<b>Basis of amendments</b>
<p><b>Article 117</b> When the Board disposes of fixed assets and the sum of the expected value of the consideration for the proposed disposal and the value of the consideration for disposal of fixed assets made in the four months immediately preceding the proposed disposal exceeds thirty-three percent of the value of the fixed assets shown in the last balance sheet placed before the general meeting, the Board may not dispose of the fixed assets or agree on such disposal without the prior approval of the general meeting shareholders.</p> <p>For the purpose of this Article, the term “disposal of fixed assets” shall include the assignment of a certain interest in assets other than by way of security.</p> <p>The validity of transactions whereby the Company disposes of fixed assets shall not be affected by the breach of the first paragraph of this Article.</p> <p>In respect to the Board’s decisions to make for the purpose of market development, M&amp;A and investments in new fields, the Board shall appoint external consulting services organization to provide professional opinions as the basis that underlies the Board’s decision to make insofar as the projects with respect to the investments or the assets under M&amp;A aforesaid are amounted to ten percent and above of the Company’s total assets.</p>	<p><b>Delete</b></p>	<p>Article 89 of the Mandatory Provisions and article 4 of the Opinions are no longer applicable</p>

Before amendments	After amendments	Basis of amendments
<p><b>Article 120 ...</b></p> <p>Where the Chairman of the Board cannot fulfill his duties due to the circumstances as mentioned in (2), (3) and (4) contained in Article 119 hereof, a Vice Chairman of the Board and one director shall be appointed to convene such meeting. If the Chairman of the Board is in default of discharge of his duties, and there is no person appointed to take place to resume such fulfillment, the Vice Chairman of the Board or more than half of directors may jointly recommend one director to take charge to convene the meeting.</p>	<p><b>Article 111 ...</b></p> <p>Where the Chairman of the Board cannot fulfill his duties due to the circumstances as mentioned in (2), (3) and (4) contained in Article <del>110</del> <b>111</b> hereof, a Vice Chairman of the Board and one director shall be appointed to convene such meeting. If the Chairman of the Board is in default of discharge of his duties, and there is no person appointed to take place to resume such fulfillment, the Vice Chairman of the Board or more than half of directors may jointly recommend one director to take charge to convene the meeting.</p>	Update of the serial number
<p><b>Article 122</b> The board meeting may be held only if more than half of directors attend (including the directors appointed to attend pursuant to Article 124 hereof).</p> <p>...</p>	<p><b>Article 113</b> The board meeting may be held only if more than half of directors attend (including the directors appointed to attend pursuant to Article <del>115—124</del> hereof).</p> <p>...</p>	Update of the serial number
<p><b>Article 123</b> The Board may present resolutions made at an extraordinary board meeting via fax insofar as the directors are assured to give full expression of opinions. Directors at the meeting shall sign the resolutions.</p>	<p><b>Article 114</b> The Board may present resolutions made at an extraordinary board meeting via fax, <u>e-mail, WeChat and other means of communication</u> insofar as the directors are assured to give full expression of opinions. Directors at the meeting shall sign the resolutions.</p>	Referring to other company cases and taking into account the actual situation of the Company

Before amendments	After amendments	Basis of amendments
<p><b>Article 128</b> There shall be an audit committee in the Company. The audit committee shall be accountable to and report to the Board. The audit committee shall do the acts and things to the extent of duties conferred by the Board upon decision from time to time. The audit committee shall have the powers as the Board grants after decision from time to time.</p> <p>The audit committee shall consist of 3 members, appointed by the Company from directors.</p>	<p><b>Article 119</b> <del>There shall be an audit committee in the Company. The audit committee shall be accountable to and report to the Board. The audit committee shall do the acts and things to the extent of duties conferred by the Board upon decision from time to time. The audit committee shall have the powers as the Board grants after decision from time to time.</del></p> <p><del>The audit committee shall consist of 3 members, appointed by the Company from directors.</del></p> <p><u>The Board has the following committees under its control, namely Strategic Committee, Nomination Committee, Audit Committee and Remuneration Committee. The composition and rules of procedure of each committee shall be separately determined by the Board.</u></p>	<p>Taking into account the actual situation of the Company</p>
<p><b>Article 131</b> A director or other officers (except the President and Chief Financial Officer) may also act as the Secretary to the Board. An accountant of accounting firm and attorney of law firm, appointed by the Company, may not act as the Secretary to the Board. Where the Secretary to the Board is held concurrently by a director, and a certain act is required to be done by a director and the Secretary to the Board separately, the person who concurrently holds the office of director and Secretary to the board of director may not perform such act in both capacities.</p>	<p><b>Article 122</b> A director or other officers <del>(except the President and Chief Financial Officer)</del> may also act as the Secretary to the Board. An accountant of accounting firm and attorney of law firm, appointed by the Company, may not act as the Secretary to the Board. Where the Secretary to the Board is held concurrently by a director, and a certain act is required to be done by a director and the Secretary to the Board separately, the person who concurrently holds the office of director and Secretary to the board of director may not perform such act in both capacities.</p>	<p>No relevant prohibitive provisions in the Company Law and relevant laws and regulations</p>

Before amendments	After amendments	Basis of amendments
<p><b>Article 133 ...</b></p> <p>Election or removal of the Chairman of the Board of Supervisors shall be determined by two-thirds (inclusive) and more of the Board of Supervisors.</p> <p>Where the Chairman of the Board of Supervisors cannot serve his duties, the Chairman may appoint one supervisor to represent on his behalf to exercise powers.</p>	<p><b>Article 124 ...</b></p> <p>Election or removal of the Chairman of the Board of Supervisors shall be determined by <u>more than half of the members</u> <del>two thirds (inclusive) and more</del> of the Board of Supervisors.</p> <p>Where the Chairman of the Board of Supervisors cannot <u>or fails to</u> serve his duties, <u>a supervisor jointly elected by more than half of the supervisors shall convene and preside over the meeting of the Board of Supervisors</u> <del>the Chairman may appoint one supervisor to represent on his behalf to exercise powers.</del></p>	<p>Article 5 of the Circular is no longer applicable, and combined with article 117 of the Company Law</p>

Before amendments	After amendments	Basis of amendments
<p><b>Article 134</b> The Board of Supervisors shall consist of shareholder’s representative, the Company’s employee representative and external supervisor (External supervisor shall mean the supervisor not act in the capacity of the Company’s in-house supervisor, the same below). The supervisor in the capacity of the shareholder’s representative and the external supervisor shall be caused to elect and remove adopted at the general meeting. The supervisor in the capacity of employee representative shall be caused to take office through democratically election and removal by the Company’s employees. The supervisors represented by the Company’s employee representative shall not be numbered less than one third of the supervisors.</p> <p>The Board of Supervisors shall at least consist of the external supervisors at the number more than half of the number of supervisors. Of the supervisors, two and more shall be independent supervisors (Independent supervisor shall mean the supervisor independent from the shareholders and act in no capacity of the Company’s supervisor). The independent supervisor has the right to deliver the independent report to the general meeting in respect of the Company’s officers for faith and diligence.</p>	<p><b>Article 125</b> The Board of Supervisors shall consist of shareholder’s representative,<u>and</u> the Company’s employee representative<del>—and—</del> <b>external supervisor (External supervisor shall mean the supervisor not act in the capacity of the Company’s in-house supervisor, the same below).</b> The supervisor in the capacity of the shareholder’s representative<del>—and the external supervisor</del> shall be caused to elect and remove adopted at the general meeting. The supervisor in the capacity of employee representative shall be caused to take office through democratically election and removal by the Company’s employees. The supervisors represented by the Company’s employee representative shall not be numbered less than one third of the supervisors.</p> <p><del>The Board of Supervisors shall at least consist of the external supervisors at the number more than half of the number of supervisors. Of the supervisors, two and more shall be independent supervisors (Independent supervisor shall mean the supervisor independent from the shareholders and act in no capacity of the Company’s supervisor). The independent supervisor has the right to deliver the independent report to the general meeting in respect of the Company’s officers for faith and diligence.</del></p>	<p>Article 105 of the Mandatory Provisions is no longer applicable, and combined with article 117 of the Company Law</p> <p>Article 7 of the Opinions is no longer applicable</p>

Before amendments	After amendments	Basis of amendments
<p><b>Article 139</b> The Board of Supervisors shall be accountable to the general meeting and have the powers by law to:</p> <p>...</p> <p>(6) Represent the Company in negotiating with or instituting legal proceedings against a director;</p> <p>...</p>	<p><b>Article 130</b> The Board of Supervisors shall be accountable to the general meeting and have the powers by law to:</p> <p>...</p> <p>(6) <u>Initiate lawsuits against directors and senior management in accordance with the relevant provisions of the Company Law</u><del>Represent the Company in negotiating with or instituting legal proceedings against a director;</del></p> <p>...</p>	<p>Article 108 of the Mandatory Provisions is no longer applicable, and combined with article 53 &amp; 151 of the Company Law</p>
<p><b>Article 140</b> All supervisors shall be given the notice in respect to the meeting of the Board of Supervisors in written form to be sent not less than 10 days prior to the convening of the meeting. The meeting of the Board of Supervisors shall be held only more than one half of its members attend. Each supervisor has one voting right to vote at the meeting. Resolution of the meeting of the Board of Supervisors shall be passed by the affirmative vote of more than two-thirds (inclusive) of all of its members.</p> <p>...</p>	<p><b>Article 131</b> All supervisors shall be given the notice in respect to the meeting of the Board of Supervisors in written form to be sent not less than 10 days prior to the convening of the meeting. The meeting of the Board of Supervisors shall be held only more than one half of its members attend. Each supervisor has one voting right to vote at the meeting. Resolution of the meeting of the Board of Supervisors shall be passed by the affirmative vote of more than <del>half two thirds (inclusive)</del> of all of its members.</p> <p>...</p>	<p>Article 6 of the Circular is no longer applicable, and combined with article 119 of the Company Law</p>

Before amendments	After amendments	Basis of amendments
<p><b>Article 153</b> The Company’s directors, supervisors, President and other officers shall, in the exercise of their duties, abide by the principles of honesty and credibility and shall not place themselves in a position where there is a conflict between their personal interests and their duties. This principle shall include (but not limited to) the fulfillment of the following obligations:</p> <p>...</p> <p>(4) To be impartial to shareholders of the same category and of different categories;</p> <p>...</p>	<p><b>Article 144</b> The Company’s directors, supervisors, President and other officers shall, in the exercise of their duties, abide by the principles of honesty and credibility and shall not place themselves in a position where there is a conflict between their personal interests and their duties. This principle shall include (but not limited to) the fulfillment of the following obligations:</p> <p>...</p> <p>(4) To be impartial to shareholders <del>of the same category and of different categories;</del></p> <p>...</p>	<p>Domestic Shares and H Shares are no longer considered different classes of shares</p>
<p><b>Article 164</b> To the permitted extent of applicable laws and regulations, the Company may:</p> <p>...</p> <p>(2) Except director’s act or omission of the Company’s director that either violates the Article 155 and 158 contained herein or serious misconduct or improper fraud, the Company shall hold the director indemnified with the Company’s property for the director’s personal defense against the liability in civil or criminal lawsuit under proceeding or charged from his act or omission as the Company’s director under the following circumstances:</p> <p>...</p>	<p><b>Article 155</b> To the permitted extent of applicable laws and regulations, the Company may:</p> <p>...</p> <p>(2) Except director’s act or omission of the Company’s director that either violates the Article <del>146 155</del> and <del>149 158</del> contained herein or serious misconduct or improper fraud, the Company shall hold the director indemnified with the Company’s property for the director’s personal defense against the liability in civil or criminal lawsuit under proceeding or charged from his act or omission as the Company’s director under the following circumstances:</p> <p>...</p>	<p>Update of the serial number</p>

<b>Before amendments</b>	<b>After amendments</b>	<b>Basis of amendments</b>
<p><b>Article 167</b> A guarantee provided by the Company in breach of the first paragraph of Article 165 shall not be enforceable against the Company, except in the following circumstances:</p> <p>...</p>	<p><b>Article 158</b> A guarantee provided by the Company in breach of the first paragraph of Article <del>156-165</del> shall not be enforceable against the Company, except in the following circumstances:</p> <p>...</p>	<p>Update of the serial number</p>
<p><b>Article 170</b> The Company shall, with the prior approval of the shareholders in general meeting, enter into a contract in writing with each director or supervisor of the Company in respect of his remuneration. The aforesaid remuneration shall include:</p> <ol style="list-style-type: none"> <li>(1) Remuneration in respect of his service as director, supervisor or officer of the Company;</li> <li>(2) Remuneration in respect of his service as director, supervisor or officer of any subsidiary of the Company;</li> <li>(3) Remuneration in respect of other service provided in connection with the management of the affairs of the Company and its subsidiaries;</li> <li>(4) Money payable as compensation for loss of office or as consideration for retirement from office of that director or supervisor.</li> </ol> <p>Except pursuant to a contract entered into in accordance with the foregoing provisions, a director or supervisor shall not institute proceedings against the Company for any benefit due to his in respect of the matters specified above.</p>	<p><b>Delete</b></p>	<p>Article 128 of the Mandatory Provisions is no longer applicable</p>

<b>Before amendments</b>	<b>After amendments</b>	<b>Basis of amendments</b>
<p><b>Article 171</b> The contract entered into between the Company and its director or supervisor shall stipulate that when the Company is being taken over, that director and supervisor is entitled, subject to the informed consent of the shareholders in general meeting being obtained, to receive compensation or other payment by reason of his loss of office or retirement. The foregoing reference to a takeover of the Company is to any of the following circumstances:</p> <p>(1) A takeover of an offer made by any person to all shareholders of the Company; or</p> <p>(2) A takeover of an offer made by any person, the purpose of which is for the offeror to become the controlling shareholder within the meaning of Article 59 hereof.</p> <p>If the relevant director or supervisor doesn't comply with the provisions stipulated in this Article, then any moneys received by him shall belong to those persons who have sold their shares through an acceptance of that offer, and the expenses incurred in making pro rata distribution of such moneys shall be borne by that director or supervisor and shall not be deducted from those moneys.</p>	<p><b>Delete</b></p>	<p>Article 129 of the Mandatory Provisions is no longer applicable</p>

Before amendments	After amendments	Basis of amendments
<p><b>Article 172 (II)</b> Any agreement or arrangement entered into or reached with any related person (as defined in Article 173) of any director, supervisor, officer of the Company, ...</p>	<p><b>Article 161 (II)</b> Any agreement or arrangement entered into or reached with any related person (as defined in Article <del>162-173</del>) of any director, supervisor, officer of the Company, ...</p>	Update of the serial number
<p><b>Article 173</b> For the purpose of the person as shareholder, director, supervisor and officer, the term “related person” as mentioned in Article 172 above shall mean: ...</p>	<p><b>Article 162</b> For the purpose of the person as shareholder, director, supervisor and officer, the term “related person” as mentioned in Article <del>161-172</del> above shall mean: ...</p>	Update of the serial number
<p><b>Article 178</b> The financial report of the Company shall be made available at the legal address of the Company 20 days prior to the holding of the annual general meeting of the Company for inspection by shareholders. Every shareholder of the Company shall have the right to obtain the financial report referred to in this Section.</p> <p>A printed copy of the aforesaid (1) financial report and the report of the Board, together with (2) a report of financial summary shall, not less than 21 days before the date of the annual general meeting, be sent by prepaid post by the Company to every shareholder. The address of the recipient shall be the registered address entered in the register of shareholders.</p>	<p><b>Article 167</b> The financial report of the Company shall be made available at the legal address of the Company 20 days prior to the holding of the annual general meeting of the Company for inspection by shareholders. Every shareholder of the Company shall have the right to obtain the financial report referred to in this Section.</p> <p><del>A printed copy of the aforesaid (1) financial report and the report of the Board, together with (2) a report of financial summary shall, not less than 21 days before the date of the annual general meeting, be sent by prepaid post by the Company to every shareholder. The address of the recipient shall be the registered address entered in the register of shareholders.</del></p>	<p>Article 165 of the Company Law</p> <p>Article 7 of the Circular is no longer applicable, and 5 of the Appendix 3 of the Listing Rules has been repealed on 1 January 2022</p>

Before amendments	After amendments	Basis of amendments
<p><b>Article 189</b> The Company shall appoint a receiving agent for the holder of overseas listed foreign shares who shall, on behalf of such holders, receive dividends declared and all other moneys payable by the Company in respect of their overseas listed foreign shares.</p> <p>The receiving agent appointed by the Company for holders of the overseas listed foreign shares listed in Hong Kong shall be a trust corporation registered under the Trustee Ordinance in Hong Kong.</p> <p>The receiving agent appointed by the Company for the holders of the overseas listed foreign shares listed in SEHK shall comply with the rules of the stock exchange on which the shares of the Company are listed.</p> <p>The Company has the right to cease release of the dividend warrant to such shareholder in default of cashing such dividend warrant sent from the Company by postage for two consecutive times. The Company may exercise such right upon return of the dividend warrant since after its first sending by postage to the shareholder without receipt.</p>	<p><b>Delete</b></p>	<p>Article 140 of the Mandatory Provisions is no longer applicable</p> <p>Article 8 of the Circular is no longer applicable</p> <p>1(c) of the Appendix 13 of the Listing Rules has been repealed on 1 August 2023</p> <p>13(1) of the Appendix 3 of the Listing Rules has been repealed on 1 January 2022</p>
<p><b>Article 191</b> The Company' notice published through public announcement shall be deemed to have been served to all the related personnel in respect of such notice upon announcement.</p> <p>The Company's notice released via announcement shall be carried onto paper for such announcement.</p>	<p><b>Article 179</b> The Company' notice published through public announcement shall be deemed to have been served to all the related personnel in respect of such notice upon announcement.</p> <p><del>The Company's notice released via announcement shall be carried onto paper for such announcement.</del></p>	<p>The methods for notification and announcement shall be subject to the provisions of the articles of association of the company according to article 81 of the Company Law</p>

Before amendments	After amendments	Basis of amendments
<p><b>Article 200</b> The employment, dismissal or refusal of the renewal of the employment of an accounting firm shall be decided upon by the general meeting and reported to the competent securities department under the State Council for record.</p> <p>...</p>	<p><b>Article 188</b> The employment, dismissal or refusal of the renewal of the employment of an accounting firm shall be decided upon by the general meeting <del>and reported to the competent securities department under the State Council for record.</del></p> <p>...</p>	<p>Article 147 of the Mandatory Provisions is no longer applicable, and combined with article 169 of the Company Law (no provision for reporting to the competent securities department under the State Council for record)</p>
<p><b>Article 204</b> Merger of the Company may take the form of merger by absorption and merger by new establishment.</p> <p>In the event of a merger of the Company, the parties to the merger shall enter into a merger agreement and prepare balance sheets and a property list. The Company shall notify its creditors within a period of 10 days from the date on which the merger resolution is passed and publish at least three announcements on the merger in papers within 30 days of the date.</p> <p>...</p>	<p><b>Article 192</b> Merger of the Company may take the form of merger by absorption and merger by new establishment.</p> <p>In the event of a merger of the Company, the parties to the merger shall enter into a merger agreement and prepare balance sheets and a property list. The Company shall notify its creditors within a period of 10 days from the date on which the merger resolution is passed and publish <u>an</u> <del>at least three</del> announcements on the merger in papers within 30 days of the date.</p> <p>...</p>	<p>Article 172 of the Company Law</p> <p>Article 150 of the Mandatory Provisions is no longer applicable, and combined with article 173 of the Company Law</p>

Before amendments	After amendments	Basis of amendments
<p><b>Article 205</b> In the event of a Division of the Company, its assets shall be segregated in an appropriate manner.</p> <p>For Division of the Company, the parties to the subdivision shall enter into a division agreement and prepare balance sheets and a property list. The Company shall notify its creditors within a period of 10 days from the date on which the division resolution is passed and publish at least three announcements on the division in papers within 30 days of the date.</p> <p>...</p> <p>Debts owed by the Company prior to the division shall be assumed by the company in existence after such division in accordance with the agreement reached.</p>	<p><b>Article 193</b> In the event of a Division of the Company, its assets shall be segregated in an appropriate manner.</p> <p>For Division of the Company, the parties to the subdivision shall enter into a division agreement and prepare balance sheets and a property list. The Company shall notify its creditors within a period of 10 days from the date on which the division resolution is passed and publish <u>an at least three</u> announcements on the division in papers within 30 days of the date.</p> <p>...</p> <p><del>Debts owed by the Company prior to the division shall be assumed by the company in existence after such division in accordance with the agreement reached. The debts of the company before the division shall be jointly and severally liable by the company after the division, unless otherwise agreed in a written agreement between the company and its creditors on the payment of debts before the division.</del></p>	<p>Article 175 of the Company Law</p> <p>Article 151 of the Mandatory Provisions is no longer applicable, and combined with article 175 of the Company Law</p> <p>Article 175 &amp; 176 of the Company Law</p>
<p><b>Article 206</b> The creditor has the right to ask the Company to settle debts or provide security accordingly 30 days since after receipt date of the notice, or 90 days upon the date of the first announcement if such notice is not received. Where the Company cannot settle debts or provide security, neither merger nor division shall be caused to proceed.</p>	<p><b>Article 194</b> The creditor has the right to ask the Company to settle debts or provide security accordingly 30 days since after receipt date of the notice, or <del>45</del> <b>90</b> days upon the date of <del>the first</del> announcement if such notice is not received. Where the Company cannot settle debts or provide security, neither merger nor division shall be caused to proceed.</p>	<p>Article 173 of the Company Law</p>

Before amendments	After amendments	Basis of amendments
<p><b>Article 212</b> The liquidation committee shall notify creditors within a period of 10 days from the date of its establishment and publish at least three announcements of the liquidation in a newspaper within 60 days.</p> <p>Creditors shall, within 30 days since the date of receiving the notice, report their creditor's rights to the liquidation committee, or for creditors who do not receive the notice, within 90 dates since the date of the first public notice. Where creditors do not report their creditors' rights to the liquidation committee according to schedule, the rights shall be deemed to have been waived by the creditors. When reporting creditors' right, the creditor shall provide an explanation of matters relevant to the creditors' rights and shall provide evidently materials. The liquidation committee shall register the creditors' rights.</p>	<p><b>Article 200</b> The liquidation committee shall notify creditors within a period of 10 days from the date of its establishment and publish <u>an</u> <del>at least three</del> announcements of the liquidation in a newspaper within 60 days.</p> <p>Creditors shall, within 30 days since the date of receiving the notice, report their creditor's rights to the liquidation committee, or for creditors who do not receive the notice, within <u>45</u> <del>90</del> dates since the date of <del>the first</del> public notice. Where creditors do not report their creditors' rights to the liquidation committee according to schedule, the rights shall be deemed to have been waived by the creditors. When reporting creditors' right, the creditor shall provide an explanation of matters relevant to the creditors' rights and shall provide evidently materials. The liquidation committee shall register the creditors' rights.</p>	<p>Article 156 of the Mandatory Provisions is no longer applicable, and combined with article 185 of the Company Law</p>
<p><b>Article 220</b> Where an amendment to the Company's Articles of Association involves the matters provided for in the Articles of Association of Companies Seeking a Listing Outside the PRC, it shall become effective after being examined and approved by the company examination and approval department authorized by the State Council and the competent securities department under the State Council. Where an amendment to the Company's Articles of Association involves the matters of company registration, the amendment shall be registered according to law.</p>	<p><b>Article 208</b> <del>Where an amendment to the Company's Articles of Association involves the matters provided for in the Articles of Association of Companies Seeking a Listing Outside the PRC, it shall become effective after being examined and approved by the company examination and approval department authorized by the State Council and the competent securities department under the State Council.</del> Where an amendment to the Company's Articles of Association involves the matters of company registration, the amendment shall be registered according to law.</p>	<p>Article 162 of the Mandatory Provisions is no longer applicable</p>
<p><b>Section 22</b> Settlement of Disputes (article 223)</p>	<p><b>Delete the whole section</b></p>	<p>Article 163 of the Mandatory Provisions and Article 11 of the Circular are no longer applicable</p>

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**NOTICE OF EXTRAORDINARY GENERAL MEETING  
AND CLASS MEETINGS**

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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)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING AND  
CLASS MEETINGS FOR HOLDERS OF DOMESTIC SHARES AND  
H SHARES**

NOTICE IS HEREBY GIVEN that the following meetings of Lingbao Gold Group Company Ltd. (the “Company”) will be held at the registered office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the People’s Republic of China (“PRC”) on Thursday, 14 December 2023:

- (1) the extraordinary general meeting (“EGM”) will be held at 9:00 a.m. on Thursday, 14 December 2023;
- (2) the class meeting for holders of domestic shares (“Domestic Shares”) of the Company will be held immediately after the conclusion of the EGM as stated in (1) above or the adjourned meeting thereof; and
- (3) the class meeting for holders of overseas listed foreign shares (“H Shares”) of the Company will be held immediately after the conclusion of the Domestic Shares class meeting as stated in (2) above or the adjourned meeting thereof.

Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 16 November 2023 (the “Circular”).

These meetings are to be held for the purposes of considering and, if thought fit, passing the following resolutions:

**EGM  
Special Resolution**

1. To consider and approve the Proposed Amendments to the Articles of Association.

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**NOTICE OF EXTRAORDINARY GENERAL MEETING  
AND CLASS MEETINGS**

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**DOMESTIC SHAREHOLDERS CLASS MEETING  
Special Resolution**

1. To consider and approve the Proposed Amendments to the Articles of Association.

**H SHAREHOLDERS CLASS MEETING  
Special Resolution**

1. To consider and approve the Proposed Amendments to the Articles of Association.

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

Lingbao, Henan, the PRC

16 November 2023

**Notes:**

1. The register of members of the Company will be closed from Monday, 27 November 2023 to Thursday, 14 December 2023, (both days inclusive), during which period no transfer of shares will be registered. In order for the shareholders to qualify for attending the EGM and the Class Meetings, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the registered office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC (for holders of Domestic Shares), no later than 4:30 p.m. on Friday, 24 November 2023.
2. Holders of Domestic Shares and H Shares whose names appear on the register of members of the Company at the close of business on Friday, 24 November 2023 are entitled to attend and vote at the EGM and the Class Meetings and may appoint one or more proxies to attend and, in the event of a poll, vote on their behalf. A proxy need not be a member of the Company.
3. In order to be valid, the proxy form must be deposited by hand or by post, for holders of H Shares of the Company, to the H Shares registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and, for holders of Domestic Shares of the Company, to the registered address of the Company not less than 24 hours before the time for holding the meeting or any adjournment thereof. If the proxy

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**NOTICE OF EXTRAORDINARY GENERAL MEETING  
AND CLASS MEETINGS**

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form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form.

4. Shareholders or their proxies shall produce their identity documents when attending the meeting.
5. Shareholders who intend to attend the EGM and/or relevant Class Meetings should complete and return the reply slip by hand or by post to the share registrar of the Company (for holders of H Shares) or to the registered office of the Company (for holders of Domestic Shares) on or before Thursday, 7 December 2023.
6. The registered office address of the Company is as follows:  
  
Hangu Road and Jingshan Road Intersection  
Lingbao City  
Henan Province  
The People's Republic of China  
Tel: +86 398 8860166  
Email: lbgold@lbgold.com
7. The EGM and the Class Meetings are expected to take half a day. Shareholders attending the EGM and/or the Class Meetings shall be responsible for their own travel and accommodation expenses.
8. The Board confirms that there is no other matter which should be brought to the attention of the shareholders.
9. All resolutions as set out above will be determined by way of poll.
10. As at the date of this notice, 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.