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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)

VOLUNTARY ANNOUNCEMENT

PROPOSED INTERNAL TRANSFER OF SHARES AT CONTROLLING SHAREHOLDER LEVEL

This announcement is made by Lingbao Gold Group Company Ltd. (the “**Company**”) on a voluntary basis.

The Company has been informed by D&R Asset Management Group Company Limited (“**D&R Asset Management**”), the controlling shareholder of the Company, that, as part of an intra-group restructuring, it intends to transfer (i) 319,772,164 (the “**Relevant H Shares**”) overseas listed foreign shares in the ordinary share capital of the Company, which are listed on The Stock Exchange of Hong Kong Limited (“**H Shares**”), held by its wholly-owned subsidiary, D&R Industrial Development (Hong Kong) Limited (“**D&R HK**”) through the transfer of Shenzhen D&R Asset Industrial Development Limited, an immediate holding company of D&R HK, to its controlling shareholder, Shenzhen Jiesi Weiye Holding Co., Ltd (“**JSWY**”); and (ii) 185,339,000 (the “**Relevant Domestic Shares**”) domestic shares in the ordinary share capital of the Company (“**Domestic Shares**”) held by it to JSWY, representing all of the H Shares and Domestic Shares held directly or indirectly by it as at the date of this announcement (the “**Proposed Internal Transfer**”).

As at the date of this announcement, the Relevant H Shares represent approximately 51.8% of the total number of H Shares in issue and approximately 27.0% of the total number of shares of the Company in issue (the “**Shares**”) and the Relevant Domestic Shares represent approximately 32.7% of the total number of Domestic Shares in issue and approximately 15.7% of the total number of Shares in issue.

D&R Asset Management and JSWY have applied to the Executive Director of the Corporate Finance Division of the Securities and Futures Commission (the “**Executive**”) for a waiver of the obligation of JSWY to make a general offer for the Shares arising as a result of the Proposed Internal Transfer and the Executive has granted such waiver pursuant to Note 6(a) to Rule 26.1 of the Hong Kong Code on Takeovers and Mergers.

Shareholders of the Company and the public are reminded to exercise caution when dealing in the securities of the Company.

By order of the board of directors of the Company
Lingbao Gold Group Company Ltd.
Chen Jianzheng
Chairman

Henan, the PRC
26 January 2024

As at the date of this announcement, the board of directors of the Company 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.