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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 a 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 or the transferee or to the bank, licensed securities dealer or other agent through whom, the sale or transfer was effected for transmission to the purchaser or the transferee.

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LINGJIN

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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)**

**GENERAL MANDATE TO ISSUE SHARES, GENERAL MANDATE  
TO ISSUE DEBT FINANCING INSTRUMENTS,  
PROPOSED DECLARATION OF FINAL DIVIDEND,  
PROPOSED AMENDMENTS TO THE ARTICLES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (“AGM”) 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 Tuesday, 27 May 2025 at 9:00 a.m. is set out on pages 12 to 14 of this circular. A form of proxy is also enclosed. Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy 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 AGM 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 AGM if you so wish and in such event, the proxy form shall be deemed to be revoked.

24 April 2025

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expression shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC on Tuesday, 27 May 2025 at 9:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 12 to 14 of this circular
“Amended Articles”	the amended articles of association of the Company incorporating and consolidating all the Proposed Amendments to be considered and approved for adoption by way of a special resolution at the AGM
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	靈寶黃金集團股份有限公司 (Lingbao Gold Group Company Ltd.), a joint stock limited company established in the PRC on 27 September 2002, the H shares of which are listed on the Main Board of the Stock Exchange
“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
“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
“Latest Practicable Date”	14 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the shares of the Company

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the members of Supervisory Committee
“Supervisory Committee”	the Supervisory Committee of the Company established pursuant to the Company Law of the PRC



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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. Wu Liming  
Ms. Zhao Li

*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:*  
Room 1104 & 1106  
11th Floor  
Leighton Centre  
77 Leighton Road  
Causeway Bay  
Hong Kong

*Independent non-executive Directors:*

Mr. Yeung Chi Tat  
Mr. Bo Shao Chuan  
Mr. Guo Michael Xinsheng  
Mr. Tan Chong Huat

24 April 2025

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE SHARES, GENERAL MANDATE  
TO ISSUE DEBT FINANCING INSTRUMENTS,  
PROPOSED DECLARATION OF FINAL DIVIDEND,  
PROPOSED AMENDMENTS TO THE ARTICLES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with information regarding, among others, (1) the proposed grant of general mandate to the Board to issue Shares; (2) the proposed grant of general mandate to the Board to issue debt financing instruments; (3) proposed declaration of final dividend; (4) the proposed amendments to the Articles, and (5) to issue the AGM Notice, in order to seek your approval of the resolutions relating to, *inter alia*, the aforesaid matters at the AGM.

### GENERAL MANDATE TO ISSUE SHARES

In accordance with the Articles and the Listing Rules, where, as approved by way of a special resolution of the general meeting of the Company, the Company issues, either separately or concurrently, the Domestic Shares and overseas listed foreign shares (being H Shares) every 12 months (hereinafter referred to as the “**Relevant Issuance**”), and the number of the Domestic Shares and H Shares to be issued does not exceed 20% of the issued Domestic Shares and overseas listed foreign shares (being H Shares), respectively, when this resolution is passed at the AGM, the Company is not required to convene a class general meeting for approval of the Relevant Issuance.

In order to maintain the flexibility and grant discretion to the Board, the Board approved and proposed the unconditional grant of the general mandate at the AGM. This general mandate will authorise the Board to determine whether to separately or concurrently allot, issue, and deal with the Domestic Shares, overseas listed foreign shares (being H Shares) of the Company and/or securities convertible into the Domestic Shares and/or H Shares (convertible bonds) of the Company, options, debentures, or similar rights to subscribe for the Domestic Shares and/or H Shares of the Company (“**Relevant Rights**”), the number of which shall not exceed 20% of the respective number of the issued Domestic Shares or overseas listed foreign shares (being H Shares) when this resolution is passed at the AGM.

Subject to authorisation by the AGM, the Board will continue to authorise the chairman and/or the president and/or a director designated by the chairman to carry out the rights under this general mandate and implement the Relevant Issuance.

Set forth below are details of the general mandate proposed at the AGM to empower the Board to issue the Domestic Shares and/or overseas listed foreign shares (being H Shares):

- (1) Subject to paragraphs (3) and (4) and pursuant to the Company Law of the PRC and the relevant regulations of the places where the Shares are listed (including the Listing Rules, as amended from time to time), the Board is hereby granted an unconditional general mandate to exercise all the powers to separately or concurrently allot, issue and deal with the Domestic Shares and/or H Shares

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## LETTER FROM THE BOARD

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and/or Relevant Rights, and to determine the terms and conditions for allotting, issuing and dealing with such new Shares including but not limited to the following terms:

- a. the class and number of new Shares and/or the Relevant Rights to be issued;
  - b. the pricing mechanism and/or issue price of the new Shares and/or the Relevant Rights to be issued (including price range);
  - c. the commencement and closing dates of issue;
  - d. the class and number of new Shares and/or Relevant Rights to be issued to existing Shareholders;
  - e. the issuance target and use of proceeds from fundraising; and/or
  - f. the making or granting of proposals, agreements, options, convertible rights and other relevant rights for the purpose of exercising the power mentioned above.
- (2) The mandate as referred to in paragraph (1) shall authorise the Board to, within the “Relevant Period” as defined below, make or grant any offers, agreements and options which might be exercised after the expiry of the “Relevant Period”.
- (3) The number of new Domestic Shares or new overseas listed foreign shares (being H Shares) conditionally or unconditionally, separately or concurrently allotted, issued and dealt with (whether pursuant to a share option or otherwise) by the Board of the Company within the “Relevant Period” pursuant to the mandate mentioned in paragraph (1) (excluding Shares issued by way of conversion of capital reserve into Shares in accordance with the Company Law of the PRC and the Articles) and/or the Relevant Rights shall not exceed 20% of the Domestic Shares or overseas listed foreign shares (being H Shares) of the Company respectively in issue when this resolution is passed at the AGM.
- (4) In exercising the mandate pursuant to paragraph (1) above, the Board shall: a) comply with the Company Law of the PRC and the relevant regulatory requirements of the places where the Shares are listed, including the Listing Rules or applicable legislations, rules, and regulations of other governmental or regulatory bodies (as amended from time to time); and b) obtain approval from the China Securities Regulatory Commission (“CSRC”) and other relevant PRC government departments.
- (5) For the purpose of this resolution,

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## LETTER FROM THE BOARD

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“**Relevant Period**” means the period from the date of passing this resolution at the AGM until the earliest of the following:

- a. the date falling the expiration of 12 months following the passing of the resolution at the AGM;
  - b. the conclusion of the next annual general meeting of the Company; and
  - c. the date on which the Shareholders at any general meeting has by way of special resolution revoked or amended the mandate under this resolution.
- (6) The Board, subject to the approval of the relevant authorities of the PRC (wherever necessary) and in accordance with the relevant laws, administrative regulations, regulatory stipulations of the places where the Shares are listed and the Articles, is hereby authorised to increase the registered capital of the Company to the required amount upon the exercise of the powers pursuant to paragraph (1) above.
- (7) The Board is hereby authorised to prepare, approve, and sign any necessary documents, complete any necessary formalities and procedures and take other necessary steps to complete the allotment, issuance and listing of the new Shares upon the exercise of the powers pursuant to paragraph (1) above, provided that the same do not violate the relevant laws, regulations, the relevant regulatory requirements of the places where the Shares are listed and the Articles.
- (8) Subject to the approval of the relevant PRC authorities (wherever necessary), the Board is hereby authorised to make appropriate and necessary amendments to the Articles after completion of the allotment and issue of new Shares with reference to the method, class and number of new Shares of the Company allotted and issued and the shareholding structure of the Company at the time of completion of the allotment and issue of new Shares in order to reflect the alteration of the Share capital structure and registered capital of the Company pursuant to the exercise of this general mandate.

### **GENERAL MANDATE FOR ISSUANCE OF DEBT FINANCING INSTRUMENTS**

A proposal will be submitted to the AGM for granting a general and unconditional mandate to the Board or person authorised by the Board to determine, within the extent of the amount of debt financing instruments that may be issued, the matters relating to the issuance of debt financing instruments, including (but not limited to) determining the actual amount to be issued, interest rate, term, target of issuance and use of proceeds of the relevant debt financing instruments and the preparation, signing and disclosure of all necessary documents. The relevant debt financing instruments include but not limited to RMB or foreign currency denominated debt financing instruments, such as short-term debentures, super-short term debentures, medium term notes, corporate bonds, offshore market RMB bonds and foreign currency bonds, etc. The debt financing instruments to be issued do not contain equity conversion clauses and are not linked to the company’s shares or any related derivatives.

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## LETTER FROM THE BOARD

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Subject to authorisation by the AGM, the Board will in turn authorise the chairman and/or person designated by the chairman to carry out the above matters of issuance.

This resolution will expire at the conclusion of the 2025 annual general meeting of the Company.

### **PROPOSED DECLARATION OF FINAL DIVIDEND**

The Board has resolved to recommend the payment of a final dividend of RMB0.08 (2023: RMB0.065) per share (tax inclusive) for the year ended 31 December 2024, subject to shareholders' approval at the forthcoming annual general meeting of the Company. The proposed final dividend, if approved, will be paid on or about 31 July 2025 to shareholders whose names appear on the register of members of the Company at the close of business on Wednesday, 11 June 2025. The proposed final dividend shall be declared in RMB and paid in Hong Kong dollars. The final dividend payable in Hong Kong dollars will be converted from RMB at the average middle rate of RMB to Hong Kong dollars as announced by the People's Bank of China for the period from 27 May 2025 to 30 May 2025.

### **PROPOSED AMENDMENTS TO THE ARTICLES**

On 28 March 2025, the Board considered and approved the resolution on proposed amendments ("**Proposed Amendments**") to the Articles of the Company. Having regard to the actual situation of the Company, the Board proposed to amend the Articles to (a) reflect the changes in the registered share capital and share capital structure of the Company; and (b) better meet the practical needs of corporate governance.

The full particulars of the Proposed Amendments brought about by the adoption of the Amended Articles are set out in Appendix I to this circular.

The Company has been advised by its respective legal advisers that the Proposed Amendments conform to the requirements under the Listing Rules and the applicable laws of the PRC. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

In the event of any inconsistency between the English version and the Chinese version of the Articles, the Chinese version shall prevail.

The Directors are of the view that the Proposed Amendments to the Articles are fair, reasonable and in the interests of the Company and the Shareholders as a whole.

### **AGM**

The AGM Notice is set out on pages 12 to 14 of this circular for consideration of the resolutions relating to, *inter alia*, (1) the proposed grant of general mandate to the Board to issue Shares; (2) the proposed grant of general mandate to the Board to issue debt financing instruments; (3) the proposed declaration of final dividend; and (4) the proposed amendments to the Articles.

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## LETTER FROM THE BOARD

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The AGM will be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao City, Henan Province, the PRC on Tuesday, 27 May 2025 at 9:00 a.m.

A proxy form for use at the AGM is enclosed herein. Whether or not H Shareholders intend to attend the AGM, please complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the H Share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM, or any adjournment thereof. Non-registered H Shareholders whose shares are held through the Hong Kong Securities Clearing Company Limited, banks, brokers or other custodians are advised to consult with them directly to assist in the appointment of proxy. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM and in such event, the proxy form shall be deemed to be revoked.

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.

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in AGM Notice will be decided by poll. The results of the poll will be published on the websites of the Stock Exchange and the Company.

### **CLOSURE OF REGISTER OF MEMBERS**

In order to determine the H Shareholders, who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 22 May 2025 to Tuesday, 27 May 2025 (both days inclusive), during which no transfer of shares of the Company will be registered. To be entitled to attend and vote at the AGM, all transfer documents of shares accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited at shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong before 4:30 pm on Wednesday, 21 May 2025. All H Shareholders whose names appear on the register of members of the Company on Tuesday, 27 May 2025 are entitled to attend and vote at the AGM.

In order to determine the H Shareholders who are qualify for the Final Dividend, the register of members of the Company will be closed from Friday, 6 June 2025 to Wednesday, 11 June 2025 (both days inclusive), during which no transfer of shares of the Company will be registered. To be qualify for the Final Dividend, all transfer documents of shares accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited at shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before 4:30 pm on Thursday, 5 June 2025. Subject to the approval of the Shareholders at the AGM, the Final Dividend will be paid to the H Shareholders whose names appear on the register of members of the Company at close of business on Wednesday, 11 June 2025.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the adoption of — (1) the proposed grant of general mandate to the Board to issue Shares; (2) the proposed grant of general mandate to the Board to issue debt financing instruments; (3) the proposed declaration of final dividend; and (4) the proposed amendments to the Articles would be in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

### DIRECTORS' RESPONSIBILITY STATEMENTS

This circular, for which the Directors 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 Company. 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*

## APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

*The English version of this appendix is an unofficial translation of its Chinese version prepared for reference only. In case of any discrepancy between the two versions, the Chinese version shall prevail.*

Before amendments	After amendments
<p><b>Article 20</b> After the Company's establishment, upon the granting of approval from the China Securities Regulatory Commission on 7 December 2005, the Company issued 297,274,000 overseas listed foreign shares for the first time. On 7 February 2018, the Company issued 94,000,000 domestic shares by way of non-public issuance. On 18 August 2023, the Company issued 319,772,164 H shares by way of non-public issuance. On 28 February 2024, the Company issued 32,538,000 H shares by way of non-public issuance.</p> <p>The current shareholding structure of the Company is: the Company's total number of shares is 1,216,559,255 shares, among which 566,975,091 are domestic shares and 649,584,164 are overseas listed foreign shares.</p> <p>The number of shares held by the promoters of the Company are as follows: Lingbao Stated-owned Assets Operation Co., Ltd* (靈寶市國有資產經營有限責任公司) holds 73,540,620 shares which represents 6.04% of the Company's total number of issued shares; Lingbao City Electric Company* (靈寶市電業總公司) holds 17,435,687 shares which represents 1.43% of the Company's total number of issued shares; Lingbao Jinxiang Auto Parts Co., Ltd* (靈寶市金象汽車零部件有限責任公司) holds 13,750,000 shares which represents 1.13% of the Company's total number of issued shares; and Lingbao Guoshi Mining Co., Ltd* (靈寶郭氏礦業有限責任公司) holds 12,250,000 shares which represents 1.01% of the Company's total number of issued shares.</p> <p>...</p>	<p><b>Article 20</b> After the Company's establishment, upon the granting of approval from the China Securities Regulatory Commission on 7 December 2005, the Company issued 297,274,000 overseas listed foreign shares <b>(H shares)</b> for the first time. On 7 February 2018, the Company issued 94,000,000 domestic shares by way of non-public issuance. On 18 August 2023, the Company issued 319,772,164 H shares by way of non-public issuance. On 28 February 2024, the Company issued 32,538,000 H shares by way of <b>placing</b>. <b><u>On 25 April 2024, the Company issued 26,916,800 H shares by way of placing. On 23 January 2025, the Company completed H share full circulation (i.e. 385,578,033 domestic shares were converted into 385,578,033 H shares). On 18 March 2025, the Company issued 43,500,000 H shares by way of placing.</u></b></p> <p>The current shareholding structure of the Company is: the Company's total number of shares is <b><u>1,286,976,055</u></b> shares, among which <b><u>181,397,058</u></b> are domestic shares and <b><u>1,105,578,997</u></b> are <b>H shares</b>.</p> <p>The number of shares held by the promoters of the Company are as follows: Lingbao Stated-owned Assets Operation Co., Ltd* (靈寶市國有資產經營有限責任公司) holds 73,540,620 shares which represents <b><u>5.71%</u></b> of the Company's total number of issued shares; Lingbao City Electric Company* (靈寶市電業總公司) holds 17,435,687 shares which represents <b><u>1.35%</u></b> of the Company's total number of issued shares; Lingbao Jinxiang Auto Parts Co., Ltd* (靈寶市金象汽車零部件有限責任公司) holds 13,750,000 shares which represents <b><u>1.07%</u></b> of the Company's total number of issued shares.</p> <p>...</p>

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**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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<b>Before amendments</b>	<b>After amendments</b>
<b>Article 23</b> The Company's registered capital is RMB243,311,851. ...	<b>Article 23</b> The Company's registered capital is RMB <u>257,395,211</u> . ...
<b>Newly added</b>	<b>Paragraph 4 of Article 106</b> <u>For the Company's external investment, acquisition and sale of assets and other matters that need to be announced according to the listing rules, it shall be submitted to the board of directors for approval.</u>

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## NOTICE OF ANNUAL GENERAL MEETING

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LINGJIN

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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 ANNUAL GENERAL MEETING

**Notice is hereby given** that the annual general meeting (“AGM”) of Lingbao Gold Group Company Ltd. (“**Company**”) for the year ended 31 December 2024 will be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the People’s Republic of China (“**PRC**”) on Tuesday, 27 May 2025 at 9:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

### **I. AS ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors of the Company (“**Board**”) for the year 2024;
2. To consider and approve the report of the supervisory committee of the Company for the year 2024;
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditors’ report for the year ended 31 December 2024;
4. To consider and approve the remuneration of the directors and supervisors of the Company for the year 2024;
5. To consider and approve the final dividend for the year ended 31 December 2024; and
6. To re-appoint BDO Limited as the Company’s international auditors and BDO China Shu Lun Pan CPA as the Company’s PRC auditors and to authorise the Board to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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### II. AS SPECIAL RESOLUTIONS

1. to consider and approve the general mandate for the Company to issue new shares.
2. to consider and approve the general mandate for the Company to issue debt financing instruments.
3. to consider and approve the proposed amendments to the articles of association of the Company.

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

Lingbao City, Henan Province, the People's Republic of China

24 April 2025

*Notes:*

1. The register of members of the Company will be closed from Thursday, 22 May 2025 to Tuesday, 27 May 2025, (both days inclusive), during which period no transfer of shares will be registered. In order for the shareholders to qualify for attending the forthcoming annual general meeting, 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) or the registered office address 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 Wednesday, 21 May 2025.
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 Wednesday, 21 May 2025 are entitled to attend and vote at the AGM and may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. 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 post, for holders of H Share of the Company, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, 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 AGM 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.
4. Shareholders or their proxies shall produce their identity documents when attending the meeting.
5. Non-registered H Shareholders whose shares are held through the Hong Kong Securities Clearing Company Limited, banks, brokers or other custodians are advised to consult with them directly to assist in the appointment of proxy.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 AGM is expected to take half a day. Shareholders attending the AGM 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. Wu Liming and Ms. Zhao Li; two non-executive directors, namely Mr. Zhang Feihu and Mr. Wang Guanran; and four independent non-executive directors, namely Mr. Yeung Chi Tat, Mr. Tan Chong Huat, Mr. Bo Shao Chuan and Mr. Guo Michael Xincheng.