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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, the 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)

**(1) PROPOSED PROFIT DISTRIBUTION PLAN
FOR THE HALF YEAR OF 2025;
(2) PROPOSED GRANT OF GENERAL MANDATE
TO THE BOARD OF DIRECTORS
TO REPURCHASE H SHARES;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 9 of this circular.

A notice convening the EGM of the Company to be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao City, Henan Province, the PRC on Wednesday, 17 September 2025 at 9:00 a.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM in person, you are requested to complete and return the form of proxy (as applicable) in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding of the EGM or any adjournment thereof. In order to be valid, the proxy form must be deposited by hand or by post to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in the case of holders of H Shares) or to the Company's registered office at Hangu Road and Jingshan Road Intersection, Lingbao City, Henan Province, the PRC (in the case of holders of Domestic Shares). 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 form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish. For the avoidance of doubt, holders of treasury Shares of the Company, if any, shall abstain from voting at the EGM in connection to such treasury Shares.

1 September 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles” or “Articles of Association”	the articles of association of the Company
“associates”	has the meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“Business Day” or “Trading Day”	any day on which Stock Exchange opens for trading of securities
“Company”	靈寶黃金集團股份有限公司 (Lingbao Gold Group Company Ltd.), a joint stock company incorporated 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 with stock code 3330
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary domestic share(s) of the Company with a nominal value of RMB0.20 each in the share capital of the Company
“EGM”	the second extraordinary general meeting of the Company to be held in 2025 to consider and, if thought fit, to approve the (1) Proposed profit distribution plan for the half year of 2025, and (2) Proposed grant of general mandate to the board of directors to repurchase H shares
“Group”	collectively, the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) of the Company with a nominal value of RMB0.20 each in the share capital of the Company which are listed on the Stock Exchange and are traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of the H Share(s)
“H Shares Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase H Shares not exceeding 10% of the total number of H Shares in issue (excluding any treasury Shares and H Shares repurchased but not yet cancelled) as at the date of passing the proposed resolution approving the H Shares Repurchase Mandate at the EGM, details of which are set out in the notice of the EGM
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	27 August 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Notice of EGM”	the notice convening the EGM as set out on pages 14 to 17 of this circular
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Reporting Period”	for the six months ended 30 June 2025
“Share(s)”	collectively, the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed thereto under the Listing Rules
“treasury Shares”	has the meaning ascribed thereto under the Listing Rules. For the purposes of the share award scheme, references to the new H Shares include treasury Shares, and references to the issuance of new H Shares include the transfer of treasury Shares
“%”	per cent

LETTER FROM THE BOARD



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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
Mr. Xing Jiangze
Mr. He Chengqun
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, 11/F
Leighton Centre 77 Leighton Road
Causeway Bay, Hong Kong

Independent non-executive Directors:

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

1 September 2025

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED PROFIT DISTRIBUTION PLAN
FOR THE HALF YEAR OF 2025;
(2) PROPOSED GRANT OF GENERAL MANDATE
TO THE BOARD OF DIRECTORS
TO REPURCHASE H SHARES;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is, among other things, to provide you with the notice of the EGM and the information on certain resolutions to be considered at the EGM, so as to enable you to make an informed decision on whether to vote for or against the resolutions at the EGM.

2. PROPOSED PROFIT DISTRIBUTION PLAN FOR THE HALF YEAR OF 2025

For the six months ended 30 June 2025, the Group recorded a significant increase in profit, earnings per share attributable to Shareholders for the Reporting Period was RMB0.5233. The Board proposes to distribute dividend totaling 31.5% of the core net profit (RMB670 million). Calculated on the basis of the number of the Company's Shares of 1,286,976,055 as of 30 June 2025, the Board has resolved to recommend the declaration of an interim dividend of RMB0.164 per ordinary share (including tax) (the “**2025 Interim Dividend**”) to Shareholders, subject to Shareholders' approval at the EGM.

The 2025 Interim Dividend is expected to be paid in cash on or around 22 October 2025 to the Shareholders whose names appear on the register of members of the Company on 28 September 2025 (the “**Record Date**”). If there are any changes in the total number of Shares on the Record Date for dividend distribution as a result of additional issue, repurchase, conversion of convertible bonds into equity and other circumstances prior to the Record Date for dividend distribution, the amount of the dividend per share shall remain unchanged and the total amount of dividend shall be adjusted accordingly based on the total number of Shares registered on the Record Date for dividend distribution. Regarding the payment of dividends, the dividends for H Shareholders will be declared in RMB but paid in Hong Kong dollars. The actual amount of the 2025 Interim Dividend to be paid to H Shareholders in Hong Kong dollars will be calculated based on the average middle rate of RMB to Hong Kong dollars as announced by the People's Bank of China for the period from 14 September 2025 to 17 September 2025.

According to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementing rules, and the Notice of the State Taxation Administration on Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Shareholders who are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)), as a PRC domestic enterprise, the Company will, after withholding 10% of the dividend as enterprise income tax, distribute the dividend to non-resident enterprise Shareholders whose names appear on the H Shares register of members (i.e. any Shareholders who hold H Shares in the name of non-individual shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or H Shareholders registered in the name of other organizations and groups). After receiving dividends, the non-resident enterprise Shareholders may apply to the relevant tax authorities for enjoying treatment of taxation treaties (arrangement) in person or by proxy or by the Company, and provide information to prove that it is an actual beneficiary under the requirements of such taxation treaties (arrangement). After the tax authorities have verified that there is no error,

LETTER FROM THE BOARD

the tax difference between the amount of tax levied and the amount of tax payable calculated at the tax rate under the requirements of the relevant taxation treaties (arrangement) will be refunded.

Pursuant to the Notice of the State Taxation Administration on the Issues Regarding Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), the Company shall withhold and pay individual income tax for individual holders of H Shares. If the individual holders of H Shares are Hong Kong or Macau residents or residents of other countries or regions that have a tax rate of 10% under the tax treaties with the PRC, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders.

If the individual holders of H Shares are residents of countries or regions that have a tax rate lower than 10% under the tax treaties with the PRC, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders. If such Shareholders wish to claim refund of the amount in excess of the individual income tax payable under the tax treaties, the Company may apply, on behalf of such Shareholders and according to the relevant tax treaties, for the relevant treatment under tax treaties, provided that the relevant Shareholders submit the relevant documents and information in a timely manner required by the Administrative Measures on Enjoying Treatment under Tax Treaties by Non-resident Taxpayers (State Taxation Administration Announcement 2015, No. 60) (《非居民納稅人享受稅收協議待遇管理辦法》(國家稅務總局公告2015年第60號)) and the provisions of the relevant tax treaties. The Company will assist in refunding the excessive amount of tax withheld subject to the approval of the competent tax authorities.

If the individual holders of H Shares are residents of countries or regions that have a tax rate higher than 10% but lower than 20% under the tax treaties with the PRC, the Company will withhold and pay individual income tax at the applicable tax rates stated in such tax treaties on behalf of such Shareholders.

If the individual holders of H Shares are residents of countries or regions that have a tax rate of 20% under the tax treaties with the PRC, or that have not entered into any tax treaties with the PRC, or otherwise, the Company will withhold and pay individual income tax at the rate of 20% on behalf of such Shareholders.

Where the Company withholds and pays individual income tax for individual holders of H Shares, and If the competent tax authority has other opinion, advice or guidance on the above withholding and payment, the Company shall implement the same with reference to the opinion, advice or guidance of the relevant competent tax authority.

Shareholders are recommended to consult their tax advisors regarding the tax impacts in the PRC, Hong Kong and other countries or regions for holding and disposal of H Shares.

For determining the entitlement to the proposed 2025 Interim Dividend, the register of members of the Company will be closed from 23 September 2025 to 28 September 2025 (both days inclusive), during which period no transfer of shares will be registered. In order

LETTER FROM THE BOARD

to qualify for the entitlement to the proposed 2025 Interim Dividend, all share transfer documents of the Company accompanied by the relevant share certificates must be lodged with the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on 22 September 2025.

The resolution was considered and approved at the Board meeting on 26 August 2025, and is hereby submitted to the EGM as an ordinary resolution for consideration and approval.

3. PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD OF DIRECTORS TO REPURCHASE H SHARES

With effect from 11 June 2024, the Listing Rules have been amended, among other things, to remove the requirement to cancel repurchased shares and to adopt a framework to govern the resale of treasury shares. In view of the amendments to the Listing Rules and in order to seize market opportunities, the Board proposes to approve and grant a general mandate to the Board to repurchase H Shares. The details are as follows:

- (a) the general mandate that H Shares in issue of the Company are repurchased by the Board of Directors at its discretion and in a timely manner, subject to the fluctuation and changes of the capital markets and the share price of the Company during the Relevant Repurchase Period (as defined below);
- (b) the total amount of repurchase of H Shares that were publicly issued by the Company shall not exceed 10% of the total number of the Company's H Shares in issue (excluding any treasury Shares and H Shares repurchased but not yet cancelled) as at the date of passing of this resolution at the EGM (i.e. the total amount of H Shares repurchased shall not exceed 10% of the total number of H Shares in issue (excluding any treasury Shares and H Shares repurchased but not yet cancelled) as at the date of passing of this resolution at the EGM).

The funds of repurchase are funds that meet the requirements of regulatory policies and regulations, including self-owned funds and self-raised funds. The Articles of Association of the Company confer the Company rights to repurchase H Shares. The funds of repurchase include internal resources of the Company that can be legally allocated for such purpose in accordance with the Articles of Association and applicable PRC laws, rules and regulations;

- (c) to formulate, approve and implement specific repurchase plan, including but not limited to the price, type, batch, amount and time of execution of the repurchase of shares, as well as to handle the relevant procedures, such as notifying the creditors of the Company and publishing announcements and dealing with matters relating to the exercise of their rights by creditors (if involved) in accordance with the provisions of the Company Law of the People's Republic of China and the Articles of Association, and signing other documents or agreements relevant to the repurchase of shares;

LETTER FROM THE BOARD

- (d) if there are new provisions in laws and regulations or from the securities regulatory authorities relating to the share repurchase policies, or if there are changes in market conditions, unless it is required under the relevant laws and regulations, requirements of the regulators or the Articles of Association of the Company for a re-vote by the general meeting(s), the Board may adjust the plan for repurchase and continue to deal with relevant matters of repurchase of shares in accordance with requirements of relevant laws and regulations and regulators as well as the market conditions and the actual situation of the Company;
- (e) after the repurchase, the Company should make amendments to the Articles of Association in respect of registered capital, total share capital and shareholding structure and other related content under the circumstances where the Board of Directors deems appropriate, and subject to the laws and regulations of the place where the Company is incorporated, the Listing Rules and the Articles of Association, deal with the treasury Shares based on its actual needs, such as (i) canceling the treasury Shares; (ii) disposing of the treasury Shares under the general mandate for the issuance of new Shares; (iii) utilizing the treasury Shares for employee share ownership plans or equity incentive schemes; (iv) utilizing the treasury Shares as consideration for share transactions; or (v) converting the treasury Shares into convertible securities, etc.; and
- (f) all other actions that the Board or the persons delegated and approved by the Board and their delegates reasonably consider necessary to execute, complete and deliver all documents that they reasonably consider necessary to implement the general mandate to repurchase H Shares.

The Board may delegate such mandate to Mr. Chen Jianzheng, our chairman of the Board, by which the Board agrees that Mr. Chen Jianzheng, our chairman of the Board, shall be its authorized person to deal with relevant matters in relation to the mandate to repurchase H Shares.

“Relevant Repurchase Period” refers to the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the 2025 annual general meeting of the Company; or
- (b) the revocation or variation of the authority granted under this resolution by passing of a special resolution at any general meeting of the Company.

Details of this resolution are set out in Appendix to this circular. The explanatory statement provides reasonable and requisite information for Shareholders to make an informed decision on whether to vote for or against the grant of the H Shares Repurchase Mandate.

The resolution regarding the Proposed Grant of General Mandate to the Board of Directors to Repurchase H Shares was considered and approved at the Board meeting on 26 August 2025, and is hereby submitted to the EGM as a special resolution for consideration and approval.

LETTER FROM THE BOARD

4. EGM AND POLL PROCEDURE

A notice of the EGM to be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao City, Henan Province, the PRC at 9:00 a.m. on Wednesday, 17 September 2025 is enclosed with this circular. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions set out in the notice of the EGM shall be voted by poll. Votes may be given either personally or by proxy. The results of the poll will be published on the websites of the Stock Exchange and the Company.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM in person, you are requested to complete and return the form of proxy (as applicable) in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding of the EGM or any adjournment thereof. In order to be valid, the proxy form must be deposited by hand or by post to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in the case of holders of H Shares) or to the Company's registered office at Hangu Road and Jingshan Road Intersection, Lingbao City, Henan Province, the PRC (in the case of holders of Domestic Shares). 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 form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

5. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement of the Shareholders to attend and vote at the EGM, the H Share register of members of the Company will be closed from Friday, 12 September 2025 to Wednesday, 17 September 2025, both days inclusive, during which period no transfer of H Shares will be registered. In order to qualify for attending and voting at the EGM, all H Share transfer documents, together with the relevant share certificates, must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 11 September 2025. The record date for the attending and voting at the EGM is Wednesday, 17 September 2025.

6. RECOMMENDATION

The Board considers that (i) the proposed profit distribution plan for the half year of 2025, and (ii) the proposed grant of general mandate to the Board of Directors to repurchase H Shares as set out in the notice of the EGM are fair and reasonable and in the best interests of the Company and the Shareholders as a whole, and accordingly recommends all Shareholders to vote in favour of all the resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

7. RESPONSIBILITY STATEMENT

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

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information for them to make an informed decision on whether to vote for or against a special resolution to be proposed at the EGM in relation to the H Shares Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares was 1,286,976,055, which comprised 1,105,578,997 H Shares with a nominal value of RMB0.20 each and 181,397,058 Domestic Shares with a nominal value of RMB0.20 each.

2. REASONS FOR REPURCHASE OF H SHARES

The Directors believe that the granting of the H Shares Repurchase Mandate is in the best interest of the Company and its Shareholders. Subject to market conditions and funding arrangements at the time, the repurchase of H Shares may increase the net asset value per share and/or earnings per share and will only be made where the Board believes that such repurchase will benefit the Company and Shareholders.

3. EXERCISE OF H SHARES REPURCHASE MANDATE

Upon the passing of the special resolutions set out in the notice of the EGM, the Directors will be granted the H Shares Repurchase Mandate which takes effect until the Relevant Repurchase Period (as defined in the letter from the Board). In addition, the H Shares Repurchase Mandate is subject to obtaining approval from the relevant regulatory authorities in China in accordance with the laws, regulations and rules of the PRC. Furthermore, pursuant to the notification procedures of the Articles of Association, the exercise of the H Shares Repurchase Mandate is conditional upon the absence of any demand from the Company's any creditors for repayment or provision of guarantee for any outstanding debts owed to them, or in the event of such demand, the Company, in its absolute discretion, having repaid or provided guarantee in respect of such debts. A notice to the creditors will not be given until the H Shares Repurchase Mandate is approved by means of a special resolution at the EGM.

As at the Latest Practicable Date, assuming that the H Shares Repurchase Mandate will only require approval at the EGM, the full exercise of the H Shares Repurchase Mandate will result in a repurchase of up to 110,557,899 H Shares by the Company during the Relevant Repurchase Period (as defined in the letter from the Board), assuming that the Company will not allot and issue or repurchase H Shares and the Company does not have any treasury Shares during the period from the Latest Practicable Date to the date of the EGM.

4. FUNDING OF REPURCHASE

In repurchasing H Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the laws of the PRC and/or any other applicable laws, as the case may be.

In accordance with the laws of the PRC or administrative regulations and subject to the approval of relevant authority, the Company is entitled by its Articles of Association to repurchase H Shares. The Company shall not repurchase H Shares on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange from time to time.

5. IMPACT OF REPURCHASE

The Directors are of the view that, in the light of the financial position disclosed in the latest published audited accounts of the Company for the year ended 31 December 2024, there will not be any material adverse impact on the Company's working capital or gearing levels in the event of the exercise of the H Shares Repurchase Mandate in full at any time during the Relevant Repurchase Period. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors in due course with the circumstances then prevailing considered and in the best interests of the Company.

6. STATUS OF REPURCHASED H SHARES

With effect from 11 June 2024, the Listing Rules have been amended, among other things, to remove the requirement to cancel repurchased shares and to adopt a framework to govern the resale of treasury shares. In view of the amendments to the Listing Rules, if the Company purchases any H Shares pursuant to the H Shares Repurchase Mandate, the Company will either (i) cancel the H Shares repurchased and reduce the Company's registered capital by an amount equivalent to the aggregate nominal value of the H Shares so cancelled, and/or (ii) hold such H Shares as treasury Shares, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of H Shares are made. If the Company holds any H Shares as treasury Shares, any sale or transfer of H Shares in treasury will be made in accordance with the Listing Rules and applicable laws and regulations of the PRC.

7. PRICES OF H SHARES

The highest and lowest trading prices of the H Shares traded on the Hong Kong Stock Exchange per month for the period from each of the past twelve months and as of the Latest Practicable Date (inclusive) are as follows:

Month	Highest HK\$	Lowest HK\$
2024		
August	3.573	2.713
September	3.233	2.613
October	3.643	2.653
November	3.493	2.703
December	2.943	2.583
2025		
January	5.193	2.813
February	5.633	4.563
March	7.763	4.853
April	10.353	5.593
May	11.313	8.043
June	12.980	9.620
July	11.060	9.220
August (as of the Latest Practicable Date)	12.680	9.910

8. GENERAL INFORMATION

Each of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) currently does not intend to sell any H Shares to the Company following the approval by the Shareholders of granting the H Shares Repurchase Mandate.

The Directors will exercise the power of the Company to repurchase H Shares pursuant to the H Shares Repurchase Mandate in compliance with the Listing Rules and applicable laws of the PRC. In addition, the Company has confirmed that neither the explanatory statement nor the proposed share repurchases have any unusual features.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the granting of the H Shares Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE

If, as a result of any repurchase of H Shares pursuant to the H Shares Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase in proportionate interest will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate his/her/its/their control of the Company and thereby becoming obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Shenzhen Jiesi Weiye Holding Co., Ltd (深圳傑思偉業控股股份有限公司) ("**Jiesi Weiye**") controls or is entitled to control the voting rights of 489,111,164 H Shares of the Company, which account for approximately 38.00% of the Company's total issued share capital. If the general mandate to repurchase H Shares is fully exercised and assuming that no further issuance or repurchase of shares is made prior to such full exercise, the proportion of the interest of the voting rights held by Jiesi Weiye in the Company to the total share capital of the Company will therefore increase to approximately 41.58% (if it does not participate in such repurchase). The Board does not intend to exercise the H Shares Repurchase Mandate to such an extent as would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory general offer under Rule 26 of the Takeovers Code and accordingly, it is not anticipated that repurchase H Shares under the H Shares Repurchase Mandate will give rise to any consequences under the Takeovers Code. Save as aforesaid, the Board is not aware of any consequences of any purchases made under the H Shares Repurchase Mandate which may arise under the Takeovers Code. Moreover, the Board will not make H Shares repurchase on the Stock Exchange under the general mandate to repurchase H Shares if the repurchase will result in the total number of H Shares held by the public shareholders falling below the prescribed minimum percentage required by the Hong Kong Stock Exchange.

10. H SHARES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any Shares (whether on the Hong Kong Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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(Stock Code: 3330)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Lingbao Gold Group Company Ltd. (the “**Company**”) will be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao City, Henan Province, the PRC on Wednesday, 17 September 2025 at 9:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution of the Company:

ORDINARY RESOLUTION

1. To consider and approve the proposed profit distribution plan for the half year of 2025 of the Company.

SPECIAL RESOLUTION

2. To consider and approve the proposed grant of general mandate to the Board of Directors of the Company to repurchase H Shares:
 - (a) the general mandate that H Shares in issue of the Company are repurchased by the Board of Directors at its discretion and in a timely manner, subject to the fluctuation and changes of the capital markets and the share price of the Company during the Relevant Period (as defined below);
 - (b) the total amount of repurchase of H Shares that were publicly issued by the Company shall not exceed 10% of the total number of the Company's H Shares in issue (excluding any treasury Shares and H Shares repurchased but not yet cancelled) as at the date of passing of this resolution at the EGM (i.e. the total amount of H Shares repurchased shall not exceed 10% of the total

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number of H Shares in issue (excluding any treasury Shares and H Shares repurchased but not yet cancelled) as at the date of passing of this resolution at the EGM).

The funds of repurchase are funds that meet the requirements of regulatory policies and regulations, including self-owned funds and self-raised funds. The Articles of Association of the Company confer the Company rights to repurchase H Shares. The funds of repurchase include internal resources of the Company that can be legally allocated for such purpose in accordance with the Articles of Association and applicable PRC laws, rules and regulations;

- (c) to formulate, approve and implement specific repurchase plan, including but not limited to the price, type, batch, amount and time of execution of the repurchase of shares, as well as to handle the relevant procedures, such as notifying the creditors of the Company and publishing announcements and dealing with matters relating to the exercise of their rights by creditors (if involved) in accordance with the provisions of the Company Law of the People's Republic of China and the Articles of Association, and signing other documents or agreements relevant to the repurchase of shares;
- (d) if there are new provisions in laws and regulations or from the securities regulatory authorities relating to the share repurchase policies, or if there are changes in market conditions, unless it is required under the relevant laws and regulations, requirements of the regulators or the Articles of Association of the Company for a re-vote by the general meeting(s), the Board may adjust the plan for repurchase and continue to deal with relevant matters of repurchase of shares in accordance with requirements of relevant laws and regulations and regulators as well as the market conditions and the actual situation of the Company;
- (e) after the repurchase, the Company should make amendments to the Articles of Association in respect of registered capital, total share capital and shareholding structure and other related content under the circumstances where the Board of Directors deems appropriate, and subject to the laws and regulations of the place where the Company is incorporated, the Listing Rules and the Articles of Association, deal with the treasury Shares based on its actual needs, such as (i) canceling the treasury Shares; (ii) disposing of the treasury Shares under the general mandate for the issuance of new Shares; (iii) utilizing the treasury Shares for employee share ownership plans or equity incentive schemes; (iv) utilizing the treasury Shares as consideration for share transactions; or (v) converting the treasury Shares into convertible securities, etc.; and

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- (f) all other actions that the Board or the persons delegated and approved by the Board and their delegates reasonably consider necessary to execute, complete and deliver all documents that they reasonably consider necessary to implement the general mandate to repurchase H Shares.

The Board may delegate such mandate to Mr. Chen Jianzheng, our chairman of the Board, by which the Board agrees that Mr. Chen Jianzheng, our chairman of the Board, shall be its authorized person to deal with relevant matters in relation to the mandate to repurchase H Shares.

For the purpose of this resolution:

“**Relevant Period**” refers to the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the 2025 annual general meeting of the Company; or
- (b) the revocation or variation of the authority granted under this resolution by passing of a special resolution at any general meeting of the Company.

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

Henan, the PRC

1 September 2025

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 Xinsheng.

Notes:

1. Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, each of the resolutions set out in the notice of EGM will be voted by poll. An announcement on the voting results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.lbgold.com) in accordance with the Listing Rules.
2. Any Shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder. Shareholders or their proxies shall produce their identity documents when attending the meeting.

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3. The proxy form together with the notarised power of attorney or other documents of authorisation, if any, must be completed and returned to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited (in case of H Shareholders) or registered office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao City, Henan Province, the PRC (in case of Domestic Shareholders) not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Computershare Hong Kong Investor Services Limited is located at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof should he/she so wish.
4. The H Shares register of members of the Company will be closed, for the purpose of determining the entitlement of H Shareholders to attend the EGM, from Friday, 12 September 2025 to Wednesday, 17 September 2025 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the EGM, all share certificates, together with the relevant transfer documents, must be lodged by the H Shareholders for registration 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, Wan Chai, Hong Kong, and not later than 4:30 p.m. on Thursday, 11 September 2025. The record date for the attending and voting at the EGM is Wednesday, 17 September 2025.
5. Where there are joint holders of any Shares, the one whose name stands first in the register of members shall be entitled to attend and vote at the EGM in respect of such shares.
6. The EGM is expected to last for not more than one day. Eligible Shareholders (or their proxies) who attend the meeting shall bear their own travelling and accommodation expenses.
7. The address of the headquarter of the Company is:

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

Tel: 86–398 886 0166
email: lbgold@lbgold.com