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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, 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)**

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

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A letter from the Board is set out on pages 3 to 5 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 Thursday, 22 January 2026 at 9:00 a.m. is set out on pages 9 to 10 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.

6 January 2026

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## DEFINITIONS

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*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
“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 extraordinary general meeting of the Company to be held on Thursday, 22 January 2026 at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao City, Henan Province, the PRC, to consider and approve the proposed amendments to the Articles of Association
“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)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	30 December 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 9 to 10 of this circular

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## DEFINITIONS

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“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
“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

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Chen Jianzheng  
Mr. Wang Pinran  
Mr. Xing Jiangze  
Mr. He Chengqun  
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. Bo Shao Chuan  
Mr. Guo Michael Xinsheng

6 January 2026

*To the Shareholders*

Dear Sir or Madam,

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

**1. INTRODUCTION**

The purpose of this circular is, among other things, to provide you with the notice of the EGM and the information on the proposed amendments to the Articles of Association to be considered at the EGM, so as to enable you to make an informed decision on whether to vote for or against the resolution(s) at the EGM.

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## LETTER FROM THE BOARD

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

The Board of the Company has resolved on 24 December 2025 to propose to the Shareholders certain amendments to the Articles of Association of the Company.

Taking into account the needs of corporate governance and business development and in light of the Company Law of the People's Republic of China (revised on 29 December 2023), which took effect on 1 July 2024 ("**new Company Law**"), the Company proposes to amend the Articles of Association (the "**Proposed Amendments**"). The full text of the Proposed Amendments is set out in the Appendix to this circular.

The Proposed Amendments to the Articles of Association shall be subject to the approval by the Shareholders at the Company's EGM by way of special resolution, as well as the approval and registration or filing by the relevant government authorities in the PRC and Hong Kong.

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 and Chinese versions of the Articles of Association, the Chinese version shall prevail.

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

### 3. 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 Thursday, 22 January 2026 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 resolution(s) 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

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## LETTER FROM THE BOARD

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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.

#### 4. 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 Monday, 19 January 2026 to Thursday, 22 January 2026, 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 Friday, 16 January 2026. The record date for the attending and voting at the EGM is Thursday, 22 January 2026.

#### 5. RECOMMENDATION

The Board considers that Proposed Amendments 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 the resolution to be proposed at the EGM.

#### 6. 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 ARTICLES OF ASSOCIATION BEFORE AND AFTER AMENDMENTS

Before amendments	After amendments	Notes/Basis of amendments
<p><b>Article 14 ...</b> Business scope: carry on mining, smelting, further processing and distribution (for license-based operation only) with respect to minerals; distribute mining machinery, metal machinery &amp; electronics, office supplies; and carry out import and export practices with respect to goods and technologies (excluding commodities and technologies that are restricted or prohibited from import and export by the state). (Projects that are subject to approval according to law can only be operated with the approval of relevant departments.) ...</p>	<p><b>Article 14 ...</b> Business scope: carry on mining, smelting, further processing and distribution (for license-based operation only) with respect to minerals; distribute mining machinery, metal machinery &amp; electronics, office supplies; and carry out import and export practices with respect to goods and technologies (excluding commodities and technologies that are restricted or prohibited from import and export by the state). (Projects that are subject to approval according to law can only be operated with the approval of relevant departments.) <u>Common non-ferrous metal smelting; Precious metal smelting; Non-ferrous metal rolling processing; Sales of gold and silver products; Jewelry and accessories manufacturing; Wholesale of jewelry and accessories; Retail of jewelry and accessories; Jewelry and accessories recycling and repair services; Non-ferrous metal alloy manufacturing; Non-ferrous metal alloy sales; Sales of high-performance non-ferrous metals and alloy materials; Manufacturing of arts and crafts and ceremonial articles (excluding ivory and its products); Sales of arts and crafts and ceremonial articles (excluding ivory and its products); Retail of arts and crafts and collectibles (excluding ivory and its products); Wholesale of arts and crafts and collectibles (excluding ivory and its products); Internet sales (excluding sales of goods requiring a license); Marketing planning; Information consulting services (excluding information consulting services requiring a license). (Except for projects that must be approved by law, business activities can be carried out independently in accordance with the law with a business license.)</u> ...</p>	<p>Expand the business scope in accordance with the business development needs (this shall be subject to the approval of the company registration authority)</p>

Before amendments	After amendments	Notes/Basis of amendments
<p><b>Article 20 ...</b> 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. 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.</p>	<p><b>Article 20 ...</b> Domestic shares may be converted into H Shares upon approval by <u>the shareholders' meeting</u>, SEHK and <del>by the State Council</del> or the competent securities department under the State Council.</p>	<p>Upgrade the relevant matters from approval by the board of directors to approval by the shareholders' meeting</p>
<p><b>Article 61</b> The general meeting may exercise the following powers: ... (13) Examine and approve motions proposed by the shareholders who hold three percent (inclusive) and more of the Company's voting shares; ...</p>	<p><b>Article 61</b> The <u>shareholders'</u> meeting may exercise the following powers: ... (13) Examine and approve motions proposed by the shareholders who hold <u>more than one percent of the Company's shares either individually or jointly</u>; ...</p>	<p>Article 115 of the new Company Law</p>
<p><b>Article 65</b> When the Company is to hold an annual general meeting, shareholders who individually or jointly hold three 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 <u>shareholders'</u> meeting, shareholders who individually or jointly hold <u>more than one percent</u> 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>Article 115 of the new Company Law</p>
<p><b>Article 161</b> Any material contract and agreement of the Company mentioned hereinafter shall be required for approval by more than two-thirds of the entire directors, and also consent adopted by the shareholders representing more than two-thirds of the Company's total share capital: ...</p>	<p><b>Article 161</b> The signing of material contracts by the Company shall comply with laws and regulations such as the Company Law and regulatory provisions such as listing rules.</p>	<p>Delete the original article and revise it according to laws, regulations and the needs of corporate governance</p>

Before amendments	After amendments	Notes/Basis of amendments
<b>Article 162</b> For the purpose of the person as shareholder, director, supervisor and officer, the term “related person” as mentioned in Article 161 above shall mean: ...	<b>Article 162</b> The “material contracts” as mentioned in the preceding article refers to contracts involving transactions such as external investment, acquisition, and sale, and the relevant transaction matters meet the standards of announcement or above as stipulated in the listing rules.	Delete the original article and revise it according to laws, regulations and the needs of corporate governance
Revise all the terms “shareholders’ general meeting(s)” and “general meeting(s)” that appear in the full text to “shareholders’ meeting(s)”.		Be consistent with the expression in the new Company Law

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## NOTICE OF EXTRAORDINARY 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 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 Thursday, 22 January 2026 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:

### SPECIAL RESOLUTION

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

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

Lingbao City, Henan, the PRC  
6 January 2026

*As at the date of this notice, the Board comprises five executive directors, namely Mr. Chen Jianzheng, Mr. Wang Pinran, Mr. Xing Jiangze, Mr. He Chengqun and Ms. Zhao Li; two non-executive directors, namely Mr. Zhang Feihu and Mr. Wang Guanran; and three independent non-executive directors, namely Mr. Yeung Chi Tat, Mr. Bo Shao Chuan and Mr. Guo Michael Xinsheng.*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolution 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](http://www.hkexnews.hk)) and the Company ([www.lbgold.com](http://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.
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 Monday, 19 January 2026 to Thursday, 22 January 2026 (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 Friday, 16 January 2026. The record date for the attending and voting at the EGM is Thursday, 22 January 2026.
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](mailto:lbgold@lbgold.com)
8. The Board confirms that there is no other matter which should be brought to the attention of the Shareholders.