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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,
RE-ELECTION AND ELECTION OF DIRECTORS,
RE-ELECTION OF SHAREHOLDER
REPRESENTATIVE SUPERVISORS,
PROPOSED DECLARATION OF FINAL DIVIDEND
PROPOSED AMENDMENTS TO THE ARTICLES
AND
NOTICE OF ANNUAL GENERAL MEETING**

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 Wednesday, 29 May 2024 at 9:00 a.m. is set out on pages 25 to 28 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.

26 April 2024

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DEFINITIONS

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 Wednesday, 29 May 2024 at 9:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 25 to 28 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
“H Shareholders”	the holders of H share(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	18 April 2024, 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

DEFINITIONS

“Proposed Amendments”	the proposed amendments to the existing Articles as set out in Appendix III to this circular
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the shares of the Company
“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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靈寶黃金集團股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3330)

Executive Directors:

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

Registered office:

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

Non-executive Directors:

Mr. Zhang Feihu
Mr. Wang Guanran

*Principal place of business
in Hong Kong:*

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

Independent non-executive Directors:

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

26 April 2024

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE SHARES,
GENERAL MANDATE TO ISSUE DEBT
FINANCING INSTRUMENTS,
RE-ELECTION AND ELECTION OF DIRECTORS,
RE-ELECTION OF SHAREHOLDER
REPRESENTATIVE SUPERVISORS,
PROPOSED DECLARATION OF FINAL DIVIDEND,
PROPOSED AMENDMENTS TO THE ARTICLES
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

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) the re-election and election of Directors; (4) the re-election of Shareholder representative Supervisors; (5) proposed declaration of final dividend; (6) the proposed amendments to the Articles, and (7) 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 total number of the Domestic Shares and H Shares to be issued does not exceed 20% of the total issued shares when this resolution is passed at the AGM, the Company is not required to convene a 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 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 total number of the issued 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 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;

LETTER FROM THE BOARD

- 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 total issued shares 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,
- “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.

LETTER FROM THE BOARD

- (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, convertible bonds of H Shares, offshore market RMB bonds and foreign currency bonds, etc.

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 2024 annual general meeting of the Company.

LETTER FROM THE BOARD

RE-ELECTION AND ELECTION OF DIRECTORS

The Board currently consists of eleven Directors, including five executive Directors, namely Mr. Chen Jianzheng, Mr. Xing Jiangze, Mr. He Chengqun, Mr. Dai Weitao and Mr. Wu Liming; two non-executive Directors, namely Mr. Zhang Feihu and Mr. Wang Guanran; and four independent non-executive Directors, namely Mr. Wang Guanghua, Mr. Wang Jiheng, Mr. Xu Rong and Mr. Tan Chong Huat.

According to Article 104 of the Articles, the term of office of each of the Director is three years and is due on 28 May 2024 which is the expiry of the term of seventh session of the Board. Under the Articles, the appointment of the Directors requires the approval by Shareholders at general meetings and shall commence on the date of their appointment. Each Director shall be eligible for re-election by Shareholders upon end of term.

The Board has resolved to propose the following candidates to be nominated as members of the eighth term of the Board. Mr. Chen Jianzheng, Mr. Xing Jiangze, Mr. He Chengqun, Mr. Wu Liming and Ms. Zhao Li as candidates for election as executive Directors, Mr. Zhang Feihu and Mr. Wang Guanran as candidates for election as non-executive Directors, Mr. Yeung Chi Tat, Mr. Tan Chong Huat, Mr. Bo Shao Chuan and Mr. Guo Michael Xinsheng as candidates for election as independent non-executive Directors. The term of the eighth session of the Board shall be three years commencing from the date of the AGM.

At the AGM, resolutions will be proposed to elect the Directors for the eighth term. The Directors' remuneration will be determined by the remuneration committee of the Board and will be approved by Shareholders at a general meeting pursuant to the Articles. A resolution will be proposed at the AGM to authorise the Board to enter into new service contracts and/or appointment letters with each of the newly elected executive Directors, non-executive Director(s) and independent non-executive Directors respectively.

The biographical details of the candidates proposed to be elected as Directors at the AGM are set out in Appendix I to this circular.

RE-ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS

The Supervisory Committee currently consists of four Supervisors, namely Mr. Yang Shilei, Mr. Guo Xurang, Mr. Zhao Bingbing and Mr. Liu Haotian.

In accordance with Article 124 of the Articles, the term of appointment of each Supervisor shall be three years and each of the Supervisors shall be eligible for re-election upon the end of term by Shareholders or staff and workers of the Company where appropriate.

The Supervisory Committee has nominated Mr. Liu Haotian, Mr. Guo Xurang and Mr. Zhao Bingbing as candidates for election as Supervisors representing the Shareholders for the eighth term. The eighth term of office shall be three years commencing from the date of the AGM.

LETTER FROM THE BOARD

Resolutions will be proposed at the AGM to elect the Supervisors representing the Shareholders and to authorise the Board to enter into service contracts or appointment letters with each of the newly elected Supervisors. The Supervisors' remuneration will be determined by the remuneration committee of the Board and will be approved by Shareholders at a general meeting pursuant to the Articles.

The biographical details of the candidates proposed to be elected as Supervisors representing the Shareholders of the Company at the AGM are set out in Appendix II to this circular.

PROPOSED DECLARATION OF FINAL DIVIDEND

The Board has resolved to recommend the payment of a final dividend of RMB0.065 per Share (tax inclusive) for the year ended 31 December 2023 (2022: Nil) subject to approval by Shareholders at the AGM. The final dividend, if approved by the Shareholders at the AGM, will be paid on or about 31 July 2024 to shareholders whose names appear on the register of members of the Company at close of business on Friday, 7 June 2024. For further details on the final dividend, please refer to the Company's announcement dated 28 March 2024. 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 25 May 2024 to 29 May 2024.

PROPOSED AMENDMENTS TO THE ARTICLES

Reference is made to the announcement of the Company dated 27 March 2024 in relation to, among other matters, the Board considers that it is necessary and in the interests of the Company and the Shareholders as a whole to propose the relevant amendments to the Articles at the forthcoming AGM.

In order to, among other things, update and bring the Articles in line with the relevant amendments made to the Listing Rules in respect of the electronic dissemination of corporate communications by listed issuers (effective from 31 December 2023), the Board has passed a resolution on 27 March 2024 proposing to seek the approval of the Shareholders by way of a special resolution at the AGM to amend the Articles by the deletion in their entirety and the substitution in their place of the Amended Articles.

The full particulars of the Proposed Amendments brought about by the adoption of the Amended Articles are set out in Appendix III 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 People's Republic of China. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

LETTER FROM THE BOARD

The proposed adoption of the Amended Articles is subject to the approval of the Shareholders by way of a special resolution at the AGM. After the Proposed Amendments come into effect, the full text of the Amended Articles will be published on the websites of the Stock Exchange and the Company.

AGM

The AGM Notice is set out on pages 25 to 28 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) re-election and election of Directors; (4) re-election of Shareholder representative Supervisors; (5) the proposed declaration of final dividend; and (6) the proposed amendments to the Articles.

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 Wednesday, 29 May 2024 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 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 Friday, 24 May 2024 to Wednesday, 29 May 2024 (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

LETTER FROM THE BOARD

Thursday, 23 May 2024. All H Shareholders whose names appear on the register of members of the Company on Wednesday, 29 May 2024 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 Tuesday, 4 June 2024 to Friday, 7 June 2024 (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 Monday, 3 June 2024. 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 Friday, 7 June 2024.

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 re-election and election of Directors; (4) the re-election of Shareholder representative Supervisors; (5) the proposed declaration of final dividend; and (6) 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

In Biographical details of the candidates proposed to be elected as Directors are set out as follows:

EXECUTIVE DIRECTORS

Mr. Chen Jianzheng (陳建正先生), born in December 1968, holds a bachelor's degree in law from Hunan Administration Institute. Previously, he rendered his services at various government agencies or in different locations in Hunan Province, including the Land and Resources Bureau, of Yuanling County and Madi Yixiang in Yuanling County; the Land Resources Administration of Yuanling County; Guanzhuang Town of Yuanling County; the Hunan Jiemuxi National Nature Reserve Bureau; and the Command Center for Gucheng South Road Redevelopment, a key construction project. Since January 2017, he has been working at Lingbao Gold Group Company Ltd., during which, he served as Chairman from January 2017 to May 2021, and Chairman of the Supervisory Committee from May 2021 to October 2022. With effect from October 2022, Mr. Chen was appointed as Chairman.

Mr. Xing Jiangze (邢江澤先生), born in March 1967, holds a bachelor's degree in computer science and technology from the PLA Information Engineering University. He is a registered certified public accountant, certified tax agent, senior accountant, senior consultant, and economist in China, with fund practice qualification. Previously, he worked at various companies, including Lingbao Wuhua Fuel LLC (靈寶物華燃料有限公司), Henan Lingye Group LLC (河南凌冶集團有限公司), Henan Zhengyong Accounting Firm (河南正永會計師事務所), and Lingbao Shuangxin Mining LLC (靈寶雙鑫礦業有限公司). Since April 2007, he has been working at Lingbao Gold Group Company Ltd., and currently serves as the vice chairman and secretary of the Board. With effect from May 2020, he has also been serving as an Independent Non-executive Director at Shanghai La Chapelle Fashion Co., Ltd. (603157.SH and 06116.HK).

Mr. He Chengqun (何成群先生), born in February 1971, holds a bachelor's degree in enterprise management from Henan College of Economics and Finance (河南財經學院). Previously, he worked at various organizations, including Tonggou Gold Mine, Henan Linghua Group Company, Metallurgical Plant of Lingbao, and Lingbao Wason Copper Foil Company Ltd. From January 2018 to August 2021, he served as chairman of Habahe Huatai Gold Company Limited. From June 2018 to May 2021, he was the vice president of Lingbao Gold Group Company Ltd. Since May 2021, he has been serving as executive Director and President of Lingbao Gold Group Company Ltd.

Mr. Wu Liming (吳黎明先生), born in February 1982, holds a master's degree in accounting from Jinan University (暨南大学) and is a senior accountant and certified management accountant (CMA). Previously, he worked at CSSC Offshore & Marine Engineering (Group) Company Limited. From November 2019 to May 2021, he served as the Chief Financial Officer of Lingbao Gold Group Company Ltd. Since May 2021, he has been serving as an executive Director, vice chairman, and Chief Financial Officer of Lingbao Gold Group Company Ltd.

Ms. Zhao Li (趙理女士), born in November 1978, holds her master's degree in finance and business administration from the Chinese University of Hong Kong. She is a registered certified public accountant in China and a Certified Internal Auditor, with over twenty years of experience in auditing, consulting, and financial management. From 2001 to 2007, she worked as an Audit and Assurance Manager at Deloitte Touche Tohmatsu, and served as a Partner in the Risk Advisory at Deloitte Touche Tohmatsu from 2008 to 2023. Since September 2023, she has been a member of the management executive committee of Lingbao Gold Group Company Ltd.

All executive Directors will enter into a service contract for a term of three years with the Company and a resolution has been proposed to authorise the Board to determine the emoluments of each of the executive Directors. The emoluments will be determined with reference to their duties and responsibility in the Company, the Company's performance and the market situation. All executive Directors are subject to rotational retirement and re-election requirements pursuant to the Articles. As at the Latest Practicable Date, save as disclosed above, each of the executive Directors has no personal interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Each of the executive Directors has confirmed that he is and was not connected with any other Directors, Supervisors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, each of the executive Directors has confirmed that there are no other matters relating to his election as appropriate that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. Other than those disclosed above, each of the executive Directors did not hold any directorship in other listed public companies in the last three years nor other major appointments.

NON-EXECUTIVE DIRECTORS

Mr. Zhang Feihu (張飛虎先生), born in November 1971, holds his correspondence undergraduate degree in law from the Henan Provincial Party School. Previously, he held a teaching position in Daying Town, Shan County, and subsequently worked in different locations, including Su Village Town, Yinzhuang Town, Yangdian Town, and Chengguan Town of Lingbao City. Furthermore, he rendered his services at the mass work department of Lingbao Municipal Committee, and Lingbao City Urban Transformation Investment Company Limited. Since October 2018, he has been serving as the Chairman of Lingbao State-owned Assets Operation Limited Liability Company. Since April 2019, he has been serving as a non-executive Director of Lingbao Gold Group Company Ltd.

Mr. Wang Guanran (王冠然先生), born in May 2000, attended the George Washington University School of Business in the United States of America, majoring in International Relations and Economics, as an undergraduate. However, due to the COVID-19 pandemic, he discontinued his studies in 2020. In 2019, he joined Shenzhen Jiesi Weiye Holding Co., Ltd (深圳傑思偉業控股股份有限公司), and has since 2020 been serving as Chairman and President. In July 2020, he was appointed as Director of D&R Asset Management Group Company Limited (達仁投資管理集團股份有限公司), and has since May 2021 been serving as Chairman. During the same period, he also joined Shenzhen Londian Electrics Co., Ltd., and has since December 2020 been serving as a director. Subsequently he was appointed as Co-Chief Executive Officer with effect from May 2023. Since May 2021, he has been serving as a non-executive Director of Lingbao Gold Group Company Ltd. Mr. Wang Guanran is the controlling shareholder of Shenzhen Jiesi Weiye Holding Co., Ltd (深圳傑思偉業控股股份有限公司).

As at the Latest Practicable Date, Mr. Wang Guanran is deemed to be interested in (i) 185,339,000 Domestic Shares of the Company directly held by Shenzhen Jiesi Weiye Holding Co., Ltd. (深圳傑思偉業控股股份有限公司), which in turn is owned as to approximately 70.59% by Mr. Wang Guanran; and (ii) 319,772,164 H Shares of the Company directly held by D&R Industrial Development (Hong Kong) Limited (達仁實業發展(香港)有限公司). D&R Industrial Development (Hong Kong) Limited is wholly owned by Shenzhen D&R Industrial Development Limited (深圳達仁實業發展有限公司). Shenzhen D&R Industrial Development Limited (深圳達仁實業發展有限公司) is wholly owned by Shenzhen Jiesi Weiye Holding Co., Ltd (深圳傑思偉業控股股份有限公司), which in turn is owned as to approximately 70.59% by Mr. Wang Guanran. Accordingly, Mr. Wang Guanran is deemed to be interested in the same number of shares of the Company held by Shenzhen Jiesi Weiye Holding Co., Ltd. and D&R Industrial Development (Hong Kong) Limited respectively within the meaning of Part XV of the SFO.

All non-executive Directors will enter into a service contract for a term of three years with the Company and a resolution has been proposed to authorise the Board to determine the emolument of each of the non-executive Directors. The emolument will be determined with reference to their duties and responsibility in the Company, the Company's performance and the market situation. All non-executive Directors are subject to rotational retirement and re-election requirements pursuant to the Articles. As at the Latest Practicable Date, save as disclosed above, each of the non-executive Directors has no personal interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Each of the non-executive Director has confirmed that they are and were not connected with any Directors, Supervisors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, each of the non-executive Directors has confirmed that there is no other matters relating to their election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. The non-executive Directors held no directorship in other listed public companies in the last three years nor other major appointments.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yeung Chi Tat (楊志達先生), born in October 1969, is a permanent resident of Hong Kong, China. He holds a master's degree in professional accounting with distinction from Hong Kong Polytechnic University, and is a fellow member of the Institute of Chartered Accountants in England and Wales, the Association of Chartered Certified Accountants, and the Hong Kong Institute of Certified Public Accountants. He worked at a major international accounting firm for over 10 years and then worked for various Hong Kong listed companies as vice president, chief financial officer, financial controller and/or company secretary. He was one of the founders and the President (2022–2023) of the Hong Kong Independent Non-executive Director Association. As at the Latest Practicable Date, since 2011, Mr. Yeung has been serving as independent non-executive director of Sitoy Group Holdings Limited (01023.HK). From 2016 to May 2023, he served as independent director of New Hope Dairy Co., Ltd (002946.SZ). From 2017 to May 2022, he served as independent non-executive director of Guodian Technology & Environment Group Corporation Limited (01296.HK). Since 2019 and 2022, he has been serving as independent non-executive director of ZO Future Group (02309.HK) and ImmuneOnco Biopharmaceuticals (Shanghai) Inc. (01541.HK) respectively. Since 2023, he has been serving as independent non-executive director at Beijing Capital Grand Limited (01329.HK) and Shiyue Daotian Group Co., Ltd. (09676.HK).

Mr. Yeung has indicated that he may hold six or more listed companies' directorship, including the Company in the future. Mr. Yeung has disclosed to the Company the number and nature of offices held in public companies or organisations and other significant commitments with time involved. In this regard, Mr. Yeung confirms that he will be able to devote sufficient time to the Company on the following basis: (i) based on the latest available annual reports of relevant listed companies, Mr. Yeung had a good track record in attending the board and board committee meetings; (ii) as an independent non-executive director of the other listed companies, Mr. Yeung is mainly responsible for providing strategic advice or independent opinions to the management of those companies and reviewing those companies' businesses from an independent perspective which do not require him to devote his full time to participating in the day-to-day operation and management of those companies; and (iii) Mr. Yeung's ample knowledge and experience of serving as an independent non-executive director, and his background, experience and qualifications indicate that Mr. Yeung is able to manage his time to meet the needs. In particular, Mr. Yeung's previous working experience has demonstrated his satisfactory time management skills in managing a vast portfolio of different clients in different industries.

Mr. Tan Chong Huat (陳聰發先生), born in October 1963, is a Singaporean citizen. He holds a Bachelor Degree in Law from the National University of Singapore and a LLM from the University of London. Mr. Tan is the Deputy Chairman of the Singapore Exchange Disciplinary Committee, a member of Appeals Committee of the Singapore Exchange, a fellow member of Singapore Institute of Directors and The Hong Kong Institute of Directors, and Chairman of National Council Against Drug Abuse. Since 1990, he has been an associate for Colin Ng & Partners, and Shook Lin & Bok, senior associate for Tan Jin Hwee, Eunice & Lim Choo Eng, partner of Colin Ng & Partners and White & Case Colin Ng, director of Stamford Law Corporation, and Managing Partner and Head of

the Corporate & Securities Department at Khattar Wong. Since May 2011, he has been the managing partner and one of the founders of RHT Law Taylor Wessing. Since May 2021, he has been serving as independent non-executive director of Lingbao Gold Group Company Ltd. With effect from January 2024, he assumed the office of chairman at National Council Against Drug Abuse.

Mr. Bo Shao Chuan (薄少川先生), born in October 1965, is a Canadian citizen. He holds a master's degree in signal transmission and processing from China University of Petroleum, and is a senior engineer. Mr. Bo has over 30 years of work experience in the mining, oil and gas industries. Previously, he worked for PetroChina before joining Ivanhoe Capital Corporation, where he successively held management positions in Ivanhoe Mines (Canada), Ivanhoe Energy, Jinshan Gold Mines and other joint ventures/cooperative companies. Subsequently, he served as the general manager for business development of Ivanhoe Capital Corporation, responsible for commercial, legal, joint venture and cooperation, and other transactions. Since 2005, he has served as a director or senior manager for a number of mining companies from Canada, Australia, and Brazil, as well as a consultant for international and domestic companies in the mining, oil and gas industries. As a result, Mr. Bo has extensive practical experience in company development, investment, financing, capital markets, international mergers and acquisitions, joint ventures and cooperation, and project management. Besides being the author of *Ins and Outs International Mining*, he served as an independent non-executive director at Sinomine Resource Group Co., Ltd. (中礦資源集團股份有限公司, 002738.SZ) from May 2020 to May 2023, and he has been serving as an independent non-executive Director at Zijin Mining Group Co., Ltd.* (紫金礦業集團股份有限公司) (600189.SH and 02899.HK) since December 2020.

Mr. Guo Michael Xinsheng (郭新生先生), born in September 1963, is a Canadian citizen, and holds a master's degree in mineral survey and exploration from Central South University of Technology and a Doctorate in Geochemistry from the University of Science and Technology of China. He is a registered geologist in Ontario and Alberta, Canada, and is a Qualified Person under NI 43-101. From 2005 to 2011, Mr. Guo worked for Dahrouge Geological Consulting Ltd and Cameco Corporation in Canada. From 2011 to 2012, he served as the Deputy General Manager of the International Department and Dean of the International Geological Exploration Institute at Zijin Mining Group Co., Ltd.* (紫金礦業集團股份有限公司). From 2012 to 2014, he was the Chief Geologist at Shandong Gold International Mining Co., Ltd. (山東黃金國際礦業有限公司). Between 2014 and 2017, he was the General Manager of Geological Exploration at Focus Minerals Limited, an Australian-listed company. From 2018 to 2023, he served as the Chief Representative and Chief Geologist at the Toronto Representative Office of Shandong Gold Mining Co., Ltd. Since 2023, Mr. Guo has been the Chief Geologist at MG Geological Consulting Ltd in Toronto.

Each of the independent non-executive Directors will enter into a service contract for a term of three years with the Company and a resolution has been proposed to authorise the Board to determine the emoluments of each of the independent non-executive Directors. The emoluments will be determined with reference to their duties and responsibility in the Company, the Company's performance and the market situation. All independent

non-executive Directors will be subject to rotational retirement and re-election requirements pursuant to the Articles. As at the Latest Practicable Date, each of the independent non-executive Directors has no personal interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Each of the independent non-executive Directors has confirmed that they are and were not connected with any other Directors, Supervisors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, each of the independent non-executive Directors has confirmed that there are no other matters relating to their election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. Save as disclosed above, each of the independent non-executive Directors held no directorship in other listed public companies in the last three years nor other major appointments.

Each of the independent non-executive Directors has confirmed his/her independence pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent.

In Biographical details of the candidates proposed to be elected as Shareholder representative Supervisors are set out as follows:

SUPERVISORS

Mr. Liu Haotian (劉皓天) (“Mr. Liu”), born in July 1985, obtained a bachelor’s degree in accounting from Zhengzhou University. Previously, he worked at various government bodies, including the Lingbao Health Bureau (靈寶市衛生局) from March 2008 to September 2010, the Lingbao Agricultural Tax Bureau (靈寶市農業稅務局) from October 2010 to March 2011, and the Administrative and Law Section of Lingbao Finance Bureau (靈寶市財政局行政政法科) from April 2011 to September 2015. From October 2015 to December 2017, Mr. Liu was promoted as the deputy director of the Office of Non-Taxation Bureau of Lingbao Finance Bureau (靈寶市財政局非稅局辦公室), and the head of the Investment and Financing Section of the Lingbao Shanty Reform Office (靈寶市棚改辦招商融資科). Since January 2018, he has been the director of the Office of the Non-tax Bureau of the Lingbao Finance Bureau (靈寶市財政局非稅局辦公室) in addition to the head of the Investment and Financing Section of the Lingbao Shanty Reform Office (靈寶市棚改辦招商融資科). Since October 2018, Mr. Liu has been the general manager of Lingbao State-owned Assets Operation Limited Liability Company.

Mr. Guo Xurang (郭許讓先生) (“Mr. Guo”), born in May 1970, obtained a master’s degree in business administration from Hangzhou Dianzi University, Zhejiang Province. Since April 2007 Mr. Guo has been the chairman of Lingbao Wanlaixin Mining Trade Company Limited (former names: Beijing Wanlaixin Investment Company Limited, Shannan Wanlaixin Investment Company Limited, and Shannan Wanlaixin Mining Trade Company Limited). Mr. Guo was appointed as a supervisor of the Group in June 2014.

Mr. Zhao Bingbing (趙兵兵先生) (“Mr. Zhao”), born in March 1978, obtained a bachelor’s degree in economic management from Institute of the Chinese Communist Party in Henan Province. He has been working at Lingbao Kaiyuan Mining Company Limited since March 2005 and is currently the chairman of the company. Mr. Zhao was appointed as a supervisor of the Company in June 2018.

Each of the Supervisors will enter into a service contract for a term of three years with the Company and a resolution has been proposed to authorise the Board to determine the emoluments of each of the Supervisors. The emoluments will be determined with reference to their duties and responsibility in the Company, the Company’s performance and the market situation. All Supervisors will be subject to rotational retirement and re-election requirements pursuant to the Articles. As at the Latest Practicable Date, save as disclosed above, each of the Supervisors has no personal interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Each of the Supervisor has confirmed that they are and were not connected with any Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, each of the Supervisors has confirmed that there are no other matters relating to their election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. Each of the Supervisor holds no directorship in other listed public companies nor other major appointments in the last three years.

The English version of this Appendix III 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>Article 3 The Company's contacts Domicile: Hangu Road and Jingshan Road intersection, Lingbao, Henan Province, The PRC Zip Code: 472500 Tel: +86 398 8862200 Fax: +86 398 8860166 Website: www.lbgold.com</p>	<p>Article 3 The Company's contacts Domicile: Hangu Road and Jingshan Road intersection, Lingbao, Henan Province, The PRC Zip Code: 472500 Tel: +86 398 8860166 Fax: +86 398 8860166 Website: www.lbgold.com</p>
<p>Article 11 The term "senior management" herein shall include the Company's Chairman and Vice Chairman of the Board of Directors, President, Vice President, members of the Management Executive Committee, the Secretary of the Board and Chief Financial Officer.</p>	<p>Article 11 The term "senior management" herein shall include the Company's Chairman and Vice Chairman of the Board of Directors, President, Vice President, members of the Management Executive Committee, the Secretary of the Board and Chief Financial Officer.</p>
<p>Article 20 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.</p> <p>The current shareholding structure of the Company is: the Company's total number of shares is 1,184,021,255 shares, among which 566,975,091 are domestic shares and 617,046,164 are overseas listed foreign shares.</p>	<p>Article 20 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. <u>On 28 February 2024, the Company issued 32,538,000 H shares by way of non-public issuance.</u></p> <p>The current shareholding structure of the Company is: the Company's total number of shares is <u>1,216,559,255</u> shares, among which 566,975,091 are domestic shares and <u>649,584,164</u> are overseas listed foreign shares.</p>

Before amendments	After amendments
<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 6.21% 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 1.47% 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 1.16% 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 1.03% of the Company's total number of issued shares.</p> <p>...</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 <u>6.04%</u> 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 <u>1.43%</u> 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 <u>1.13%</u> 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 <u>1.01%</u> of the Company's total number of issued shares.</p> <p>...</p>
<p>Article 23 The Company's registered capital is RMB236,804,251.</p> <p>...</p>	<p>Article 23 The Company's registered capital is RMB<u>243,311,851</u>.</p> <p>...</p>

Before amendments	After amendments
<p>Article 72 The notice of a general meeting shall be entitled to the shareholders (whether or not entitled to vote thereat) by assigned persons or pre-paid mail (being circular) to the recipient's address shown in the register of shareholders or by being published on the website of the Company. For holders of the Domestic Shares, the notice of a general meeting may also be given by public announcement (being notice).</p> <p>The public announcement referred to in the preceding Article shall be published on the designated website of the place where the securities of the Company are listed in accordance with the time specified in Article 64. Once the announcement is made, all holders of the Domestic Shares shall be deemed to have received the notice of the relevant shareholder's meeting.</p> <p>The Company shall send the notice in the form of public announcement published on the designated website of the place where the securities of the Company are listed, to the sufficient communication extent, so as to enable the shareholders in Hong Kong to have the time sufficient enough to exercise respective rights or do the acts and things as required in the terms mentioned in such notice.</p>	<p>Article 72 The notice of a general meeting shall be entitled to the shareholders <u>by the methods specified in Article 178.</u></p>
<p>Article 73 With respect to the notice, materials or written statement of the Company's release communicated to the holders of overseas listed foreign shares, the foregoing shall be sent either by hand or by postage mailed to every holder of such Shares. The notice mailed to the holders of the overseas listed foreign shares shall be sent from Hong Kong in every possible way.</p>	<p>Article 73 <u>Although the shareholders have the right to request receipt of the notice of shareholders' general meeting by other methods, if the notice of shareholders' general meeting is sent through the website of the Hong Kong Stock Exchange, once the notice is announced, all the shareholders shall be deemed to have received the notice of the relevant shareholder's meeting.</u></p>
<p>Article 103 There shall be a Board of Directors (the "Board") that consists of 11 members, 1 Chairman and Vice Chairman of the Board each and 4 independent directors.</p> <p>...</p>	<p>Article 103 There shall be a Board of Directors (the "Board") that consists of 11 members, 1 Chairman and <u>1-2</u> Vice Chairman of the Board each and 4 independent directors.</p> <p>...</p>

Before amendments	After amendments
<p>Article 124 The Board of Supervisors shall consist of 5 supervisors, including one Chairman. A supervisor shall hold in office for 3 years and shall be subject to re-election.</p> <p>Election or removal of the Chairman of the Board of Supervisors shall be determined by more than half of the members of the Board of Supervisors.</p> <p>Where the Chairman of the Board of Supervisors cannot or fails to serve his duties, a supervisor jointly elected by more than half of the supervisors shall convene and preside over the meeting of the Board of Supervisors.</p>	<p>Article 124 The Board of Supervisors shall consist of 5 supervisors, including <u>1</u> Chairman <u>and may have 1-2 vice chairmen</u>. A supervisor shall hold in office for 3 years and shall be subject to re-election.</p> <p>Election or removal of the Chairman <u>or vice chairman</u> of the Board of Supervisors shall be determined by more than half of the members of the Board of Supervisors.</p> <p><u>The chairman of the Board of supervisors shall convene and preside over the meeting of the Board of Supervisors.</u> Where the Chairman of the Board of Supervisors cannot or fails to serve his duties, <u>the vice chairman shall convene and preside over the meeting of the Board of Supervisors.</u> <u>Where the vice chairman of the Board of Supervisors cannot or fails to serve his duties,</u> a supervisor jointly elected by more than half of the supervisors shall convene and preside over the meeting of the Board of Supervisors.</p>
<p>Article 136 ...</p> <p>As approved by the Board of Directors of the Company, the Company can establish a Management Executive Committee and the Management Executive Committee and/or its members shall exercise operation and management rights (including the whole or part of the above powers of the President). The Chairman and President are members of the Management Executive Committee, and the other members are subject to the approval of the Board of Directors. The Board of Directors of the Company is responsible for determining the relevant rules of the Management Executive Committee.</p>	<p>Article 136 ...</p> <p>As approved by the Board of Directors of the Company, the Company can establish a Management Executive Committee and the Management Executive Committee and/or its members shall exercise operation and management rights (including the whole or part of the above powers of the President). The Chairman and President are members of the Management Executive Committee, and the other members are subject to the approval of the Board of Directors. The Board of Directors of the Company is responsible for determining the relevant rules of the Management Executive Committee.</p>
<p>Section 16 Notice</p>	<p>Section 16 Notices <u>and Announcements</u></p>

Before amendments	After amendments
<p>Article 178 The Company's notice may be sent:</p> <ol style="list-style-type: none"> (1) Personal delivery by hand; (2) By postage; (3) Via public announcement; (4) By fax; and (5) Other forms as ascribed in these Articles. 	<p>Article 178 The Company's notices, <u>communications or other materials and documents in writing of the Company, including but not limited to annual reports, interim reports, notice of shareholders' general meetings, listing documents, shareholders' circulars and proxy forms ("corporate communication")</u>, may be sent <u>through any of the following means:</u></p> <ol style="list-style-type: none"> (1) Personal delivery by hand; (2) By postage; (3) Via public announcement; (4) By fax <u>or by e-mail;</u> (5) <u>By posting on the website of the Company and the specified website of the stock exchange of the place(s) where shares of the Company are listed in accordance with the laws, administrative regulations and the securities regulatory rules of the place(s) where shares of the Company are listed;</u> (6) <u>Other forms already agreed upon by the Company or the recipient in advance or recognized by the party notified on the receipt of the notice; and</u> (7) <u>By any other means approved by the relevant regulatory authorities in the place(s) where the Company' shares are listed or other forms as prescribed in these Articles.</u> <p><u>With regard to the methods by which the Company provides and/or delivers corporate communications to the holders of the overseas listed foreign shares in accordance with the requirements of the Listing Rules, to the extent permitted under applicable laws and regulations, regulatory documents and securities regulatory authorities rules of the place(s) where shares of the Company are listed, the Company must (i) sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means or (ii) making the corporate communication available on the Company's website and the Hong Kong Stock Exchange's website.</u></p>

Before amendments	After amendments
Newly added	<p data-bbox="807 251 1390 821"><u>Article 180 Save as otherwise stipulated under the Articles of Association, if the notices to the holders of shares listed in Hong Kong are issued by way of announcement, the Company shall on the same day submit an electronic version of such announcement to the Hong Kong Stock Exchange through the electronic publishing system of the Hong Kong Stock Exchange for immediate release on the website of the Hong Kong Stock Exchange in accordance with the requirements of the local listing rules. The announcement shall also be published on the Company's website at the same time. In addition, in case of serving by post, the notice shall be delivered to each of the registered addresses as set forth in the register of holders of shares listed in Hong Kong by way of personal delivery or pre-paid mail so as to give the shareholders sufficient notice and time to exercise their rights or take any action in accordance with the terms of the notice.</u></p> <p data-bbox="807 859 1390 1332"><u>Subject to relevant laws, regulations, the securities regulatory rules of the place(s) where shares of the Company are listed and the Articles of Association, holders of shares listed in Hong Kong may choose in writing to receive corporate communication that the Company is required to send to shareholders either by electronic means or by post, and may also elect to receive either the Chinese or English version only, or both the Chinese and English versions. The shareholders may also notify the Company to change their choices as to the manner of receiving and the language versions of the aforesaid information by giving a written notice to the Company in advance within a reasonable period in accordance with applicable procedures.</u></p>
Newly added	<p data-bbox="807 1357 1390 1759"><u>Article 183 For matters on which the Company shall make announcement(s) in accordance with the laws, administrative regulations and provisions of the securities regulatory authorities where the Company's shares are listed, or for matters on which the Company's general meeting, Board of Directors and Board of Supervisors resolve to make announcement(s), the Company shall designate the media and website(s) approved by the securities regulatory authorities where the Company's shares are listed as the media and website(s) for publishing Company announcements and for information disclosure.</u></p>

Before amendments	After amendments
<p>Article 185 If the position of accounting firm becomes vacant, the board of directors may appoint an accounting firm to fill such vacancy before a shareholders' general meeting is held. However, if there are other accounting firms holding the position of accounting firm of the Company while such vacancy still exists, such accounting firms shall continue to act.</p>	<p>Article 187 If the position of accounting firm becomes vacant, the board of directors may appoint an accounting firm to fill such vacancy before a shareholders' general meeting is held. However, if there are other accounting firms holding the position of accounting firm of the Company while such vacancy still exists, such accounting firms shall continue to act. <u>The accounting firm appointed by the board of directors to fill the vacancy shall hold office until the next annual meeting of shareholders of the company and may continue to be appointed at that meeting.</u></p>

NOTICE OF ANNUAL GENERAL MEETING



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 2023 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 Wednesday, 29 May 2024 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 2023;
2. To consider and approve the report of the supervisory committee of the Company for the year 2023;
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 2023;
4. To consider and approve the following candidates as directors of the Company of the eighth session of the Board with a term of three years commencing from the conclusion of the AGM;
 - (a) to elect Mr. Chen Jianzheng as an executive director of the Company;
 - (b) to elect Mr. Xing Jiangze as an executive director of the Company;
 - (c) to elect Mr. He Chengqun as an executive director of the Company;
 - (d) to elect Mr. Wu Liming as an executive director of the Company;
 - (e) to elect Ms. Zhao Li as an executive director of the Company;
 - (f) to elect Mr. Zhang Feihu as a non-executive director of the Company;
 - (g) to elect Mr. Wang Guanran as a non-executive director of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (h) to elect Mr. Yeung Chi Tat as an independent non-executive director of the Company;
 - (i) to elect Mr. Tan Chong Huat as an independent non-executive director of the Company;
 - (j) to elect Mr. Bo Shao Chuan as an independent non-executive director of the Company;
 - (k) to elect Mr. Guo Michael Xinsheng as an independent non-executive director of the Company;
5. To consider and approve the following candidates as supervisors of the Company acting as Shareholders' representatives of the eighth session of the supervisory committee of the Company with a term of three years commencing from the conclusion of the AGM:
- (a) to elect Mr. Liu Haotian as a supervisor acting as shareholders' representative of the Company;
 - (b) to elect Mr. Guo Xurang as a supervisor acting as shareholders' representative of the Company;
 - (c) to elect Mr. Zhao Bingbing as a supervisor acting as shareholders' representative of the Company;
6. To consider and approve the remuneration of the directors and supervisors of the Company for the year 2023;
7. To consider and approve the final dividend for the year ended 2023;
8. 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; and
9. To consider and approve any motion proposed by any shareholders of the Company holding 5% or more of the shares with voting rights at such meeting, if any.

NOTICE OF ANNUAL GENERAL MEETING

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

26 April 2024

Notes:

1. The register of members of the Company will be closed from Friday, 24 May 2024 to Wednesday, 29 May 2024, (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 Thursday, 23 May 2024.
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 Thursday, 23 May 2024 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.

NOTICE OF ANNUAL GENERAL MEETING

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. Dai Weitao and Mr. Wu Liming; two non-executive Directors, namely Mr. Zhang Feihu and Mr. Wang Guanran; and four independent non-executive Directors, namely Mr. Wang Guanghua, Mr. Wang Jiheng, Mr. Xu Rong and Mr. Tan Chong Huat.