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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)

(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 2018 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, 12 June 2019 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 2018;
2. to consider and approve report of the supervisory committee of the Company for the year 2018;
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 2018;
4. to consider and approve the re-election of Mr. Zhang Feihu as a non-executive director of the Company;
5. to consider and approve the profit distribution proposal of the Company and the relevant declaration and payment of final dividends for the year ended 2018;
6. to consider and approve the remuneration of the directors and supervisors of the Company for the year 2018;

7. to re-appoint KPMG as the Company's international auditors and KPMG Huazhen LLP as the Company's PRC auditors and to authorise the Board to fix their remuneration; and
8. 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.

II. AS SPECIAL RESOLUTIONS

1. to consider and approve the general mandate to issue new shares;
2. to consider and approve the general mandate for the Company to issue debt financing instruments; and
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, Henan, the PRC

26 April 2019

Notes:

1. The register of members of the Company will be closed from Monday, 13 May 2019 to Wednesday, 12 June 2019, (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 Shops 1712–1716, 17th 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 Friday, 10 May 2019.

The register of members of the Company will be closed from Tuesday, 18 June 2019 to Saturday, 22 June 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents of shares accompanied by the relevant share certificates must be lodged with the Company's H shares registrar, Computershare Hong Kong Investor Services Limited at shops 1712–1716, 17th 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 Monday, 17 June 2019.

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 Monday, 13 May 2019 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, Shops 1712–1716, 17th 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 meeting 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. Shareholder who intend to attend the AGM should complete and return the reply slip and return it by hand or by post to the share registrar of the Company (for holders of H Share) or to the registered office address of the Company (for holders of domestic shares) on or before Thursday, 23 May 2019.
6. The registered office address of the Company is as follows:

Hangu Road and
Jingshan Road Intersection
Lingbao
Henan
The People’s Republic of China
Tel: +86 398 8862218
Fax: +86 398 8860166
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, Ms. Zhou Xing, Mr. Zhao Kun and Mr. Wang Leo; two non-executive directors, namely Mr. Shi Yuchen and Mr. Zhang Feihu; and four independent non-executive directors, namely Mr. Yang Dongsheng, Mr. Han Qinchun, Mr. Wang Jiheng and Mr. Wang Guanghua.