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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)

**ANNOUNCEMENT
POLL RESULTS OF THE 2020 ANNUAL GENERAL MEETING
HELD ON 28 MAY 2021
APPOINTMENT OF DIRECTORS AND SUPERVISORS
FOR THE SEVENTH SESSION
RETIREMENT OF DIRECTORS
AND
CHANGE OF AUTHORISED REPRESENTATIVE**

Reference is made to the circular of Lingbao Gold Group Company Ltd. dated 13 April 2021 (the “**Circular**”). Unless otherwise indicated, the terms used herein shall have the same meanings as those used in the Circular.

At the AGM held on 28 May 2021, all proposed resolutions as set out in the AGM Notice dated 13 April 2021 were taken by poll. Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking. Details of the result of poll voting are set out below:

ORDINARY RESOLUTIONS		Number of votes (%)	
		For	Against
1.	To consider and approve the report of the Board for the year 2020.	482,637,091 (99.70%)	1,434,000 (0.30%)
2.	To consider and approve the report of the supervisory committee of the Company for the year 2020.	482,637,091 (99.70%)	1,434,000 (0.30%)

ORDINARY RESOLUTIONS		Number of votes (%)	
		For	Against
3.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditors' reports for the year ended 31 December 2020.	482,637,091 (99.70%)	1,434,000 (0.30%)
4.	(a) to elect Mr. Zeng Xiangxin as an executive director of the Company.	482,637,091 (99.70%)	1,434,000 (0.30%)
	(b) to elect Mr. Xing Jiangze as an executive director of the Company.	482,637,091 (99.70%)	1,434,000 (0.30%)
	(c) to elect Mr. Dai Weitao as an executive director of the Company.	482,637,091 (99.70%)	1,434,000 (0.30%)
	(d) to elect Mr. He Chengqun as an executive director of the Company.	482,637,091 (99.70%)	1,434,000 (0.30%)
	(e) to elect Mr. Wu Liming as an executive director of the Company.	482,637,091 (99.70%)	1,434,000 (0.30%)
	(f) to elect Mr. Zhang Feihu as a non-executive director of the Company.	482,637,091 (99.70%)	1,434,000 (0.30%)
	(g) to elect Mr. Wang Guanran as a non-executive director of the Company.	482,637,091 (99.70%)	1,434,000 (0.30%)
	(h) to elect Mr. Wang Guanghua as an independent non-executive director of the Company.	482,637,091 (99.70%)	1,434,000 (0.30%)
	(i) to elect Mr. Wang Jiheng as an independent non-executive director of the Company.	482,637,091 (99.70%)	1,434,000 (0.30%)
	(j) to elect Mr. Xu Rong as an independent non-executive director of the Company.	482,637,091 (99.70%)	1,434,000 (0.30%)
	(k) to elect Mr. Tan Chong Huat as an independent non-executive director of the Company.	470,387,091 (99.70%)	1,434,000 (0.30%)
5.	(a) to elect Mr. Guo Xurang as a supervisor acting as Shareholders' representative of the Company.	482,637,091 (99.70%)	1,434,000 (0.30%)
	(b) to elect Mr. Zhao Bingbing as a supervisor acting as Shareholders' representative of the Company.	482,637,091 (99.70%)	1,434,000 (0.30%)
	(c) to elect Mr. Liu Haotian as a supervisor acting as Shareholders' representative of the Company.	482,637,091 (99.70%)	1,434,000 (0.30%)
6.	To authorise the Board to fix the remuneration of the directors and supervisors of the Company for the year 2020.	482,637,091 (99.70%)	1,434,000 (0.30%)
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.	482,637,091 (99.70%)	1,434,000 (0.30%)
8.	To consider and approve any motion proposed by any shareholder of the Company holding 5% or more of the shares with voting rights at such meeting, if any.	482,535,091 (99.68%)	1,536,000 (0.32%)

SPECIAL RESOLUTIONS		Number of votes (%)	
		For	Against
1.	To consider and approve the general mandate to issue new shares.	482,535,091 (99.68%)	1,536,000 (0.32%)
2.	To consider and approve the proposal in relation to the grant of authorisation to the Board to issue debt financing instruments.	482,535,091 (99.68%)	1,536,000 (0.32%)

As at the date of the AGM, the issued share capital of the Company was 864,249,091 shares (“**Shares**”) of the Company. The total number of Shares entitling the holder to attend and vote for or against the ordinary resolutions and special resolutions at the AGM was 864,249,091 Shares, representing 100% of the total issued share capital of the Company. No Shareholder is required to abstain from voting in respect of the ordinary resolutions and special resolutions.

As more than 50% of the valid votes were cast in favour of all ordinary resolutions, all ordinary resolutions were duly passed by way of poll at the AGM.

As more than two thirds of the votes were cast in favour of the special resolutions numbered 1 and 2, all special resolutions were duly passed by way of poll at the AGM.

In compliance with the requirements of the Listing Rules, Computershare Hong Kong Investor Services Limited, the Company’s H share registrar, acted as scrutineer for the AGM.

APPOINTMENT OF DIRECTORS AND SUPERVISORS FOR THE SEVENTH SESSION

At the AGM, Mr. Zeng Xiangxin, Mr. Xing Jiangze, Mr. He Chengqun, Mr. Dai Weitao, Mr. Wu Liming, Mr. Zhang Feihu, Mr. Wang Guanran, Mr. Wang Guanghua, Mr. Wang Jiheng, Mr. Xu Rong and Mr. Tan Chong Huat were duly elected by the Shareholders as Directors of the seventh session of the Board.

At the AGM, Mr. Guo Xurang, Mr. Zhao Bingbing and Mr. Liu Haotian were duly elected by the Shareholders as Supervisors representing the Shareholders of the seventh session of the Company. In addition, at the staffs and workers meeting of the Company, Mr. Chen Jianzheng and Mr. Yang Shilei were duly elected by the staffs and workers of the Company as Supervisors representing staffs and workers of the seventh session of the Company.

The appointment of the members of the seventh session of the Board and the members of the seventh session of the Supervisory Committee shall be effective from 28 May 2021 until the term of the current session of the Board of Directors and the Supervisory Committee expires.

Supervisors elected by staffs and workers of the Company:

Mr. Chen Jianzheng (陳建正先生) (“**Mr. Chen**”), born in December 1968. He graduated from Hunan Agricultural University (land management) in July 1990 and later obtained the bachelor degree in law from Hunan Administration Institute in December 2003. He has many years of experience related to the management and the operation of the mining industry. He also has worked in the underground mine and smelter for more than one year and is very familiar with the mining, mineral separation and smelting process. Prior to joining the Group, he was a member of the party leadership and deputy chief of Land and Resources Bureau of Yuanling County in Hunan Province. He was in charge of mine management and reserve management and possesses very good management experience in mining industry. Mr. Chen was the chairman of the Board and an executive Director of the Company from 23 January 2017 to 28 May 2021.

Mr. Chen 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 Mr. Chen. The emoluments will be determined with reference to his duties and responsibility in the Company, the Company’s performance and the market situation. Mr. Chen will be subject to rotational retirement and re-election requirements pursuant to the Articles. As at the date of this announcement, Mr. Chen has no personal interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Chen has confirmed that he is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, Mr. Chen has confirmed that there are no other matters relating to his election or re-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. Mr. Chen holds no directorship in listed public companies nor other major appointments in the last three years.

Mr. Yang Shilei (楊石磊先生) (“**Mr. Yang**”), born in September 1983, an environmental engineer. He graduated from the Third Military Medical University in July 2007 and obtained the bachelor degree of clinical medicine. Currently, he is serving as the deputy manager of the securities legal department and chairman of Lingbao Xinan Solid Waste Disposal Co., Ltd. (靈寶鑫安固體廢物處置有限責任公司). Mr. Yang was appointed as a Supervisor of the Group and the vice chairman of the Supervisory Committee in March 2019.

Mr. Yang 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 Mr. Yang. The emoluments will be determined with reference to his duties and responsibility in the Company, the Company’s performance and the market situation. Mr. Yang will be subject to rotational retirement and re-election requirements pursuant to the Articles. As at the date of this announcement, Mr. Yang has no personal interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Yang has confirmed that he is and was not connected with any Directors, senior

management or substantial or controlling shareholders of the Company. Save as disclosed above, Mr. Yang has confirmed that there are no other matters relating to his election or re-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. Mr. Yang holds no directorship in listed public companies nor other major appointments in the last three years.

Information including the biographies, length of service and emolument of the Directors and Supervisors above were set out in the Circular. Save as disclosed in the Circular and up to this announcement, there is no any other information in relation to the Directors and Supervisors above which is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, nor are there other matters in relation to their appointment that need to be brought to the attention of the Shareholders.

RETIREMENT OF DIRECTORS

Due to the expiration of the term of office, Mr. Chen Jianzheng* and Ms. Zhou Xing retired as the executive Director; Mr. Shi Yuchen and Mr. Wang Leo retired as the non-executive Director; and Mr. Han Qinchun retired as the independent non-executive Director, with effect from 28 May 2021. The Company would like to express its gratitude to them for their contribution to the Company during their term of office as Directors. The abovementioned persons have confirmed that they have no disagreement with the Board, and there are no matters relating to their retirement as Directors that need to be brought to the attention of the Shareholders.

* *After the retirement of executive Director, Mr. Chen Jianzheng was duly elected by the staffs and workers of the Company as Supervisor representing staffs and workers of the seventh session of the Company.*

CHANGE OF AUTHORISED REPRESENTATIVE

After Mr. Chen Jianzheng retired as executive Director and Chairman of the Company, Mr. Zeng Xiangxin, an executive Director and Chairman of the Board, was appointed as an authorised representative of the Company under Rule 3.05 of the Hong Kong Listing Rules in place of Mr. Chen Jianzheng with effect from 28 May 2021.

CHANGE IN THE COMPOSITION OF BOARD COMMITTEES

The first meeting of the seventh session of the Board was held on the same day and resolved to elect Mr. Zeng Xiangxin as the chairman of the seventh session of the Board, and resolved to appoint the chairman and members of each special committee under the seventh session of the Board as follows:

Board Committees

Directors

Strategy Committee

Mr. Zeng Xiangxin (*chairman*)
Mr. Xing Jiangze
Mr. He Chengqun
Mr. Dai Weitao
Mr. Wu Liming
Mr. Wang Guanghua

Audit Committee

Mr. Xu Rong (*chairman*)
Mr. Wang Guanghua
Mr. Wang Jiheng
Mr. Tan Chong Huat
Mr. Zhang Feihu

Nomination Committee

Mr. Wang Guanghua (*chairman*)
Mr. Zeng Xiangxin
Mr. Wang Jiheng
Mr. Xu Rong
Mr. Wang Guanran

Remuneration and Review Committee

Mr. Wang Jiheng (*chairman*)
Mr. Zeng Xiangxin
Mr. He Chengqun
Mr. Wang Guanghua
Mr. Xu Rong

By order of the Board
Lingbao Gold Group Company Ltd.
Zeng Xiangxin
Chairman

Henan Province, the PRC,
28 May 2021

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Zeng Xiangxin, 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.