

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



LINGJIN

灵 金

**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**

This announcement is made by Lingbao Gold Group Company Ltd. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that on 11 November 2021, it has resolved, among other things, to seek approval by way of special resolution for the proposed amendments to the articles of association of the Company (the “**Articles of Association**”) from its shareholders (the “**Shareholders**”) at the extraordinary general meeting (the “**EGM**”) of the Company expected to be held on Friday, 31 December 2021.

Based on the need for corporate management, 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 of Association at the forthcoming EGM.

The details of the proposed amendments to the Articles of Association are set out below:

### **1) ARTICLE 11**

Which originally reads as: The term “senior management” herein shall include the Company’s Chairman and Vice Chairman of the Board of Directors, Executive Directors, members of the Management Executive Committee, the Secretary of the Board, President, Senior Executive Vice President and Chief Financial Officer.

Is proposed to be amended as: The term “senior management” herein shall include the Company’s Chairman, Vice Chairman, President, Vice President, the Secretary of the Board and Chief Financial Officer.

## **2) ARTICLE 64**

Which originally reads as: prior forty-five days notice in writing informing all the registered shareholders of the matters to be examined at the meeting as well as the date and place of such meeting. Shareholders that intent to attend the general meeting shall, within twenty days prior to the meeting, deliver a written reply to the Company on meeting attendance.

Is proposed to be amended as: At least twenty business days' notice in writing (announcement or circular) convening an annual general meeting and at least ten business days' or fifteen day's (whichever is longer) notice in writing (announcement or circular) convening an extraordinary general meeting shall be given to those whose names appear on the register of shareholders, specifying the matters to be examined as well as the date and place of such meetings. Shareholders who intend to attend the annual general meeting shall, within seven days prior to the meeting, deliver a written reply to the Company on meeting attendance.

The announcement, notice and circular in relation to, among other things, the disclosable transactions, major transactions, very substantial acquisitions or disposals as well as related party (connected) transactions (as defined in the Listing Rules) which is subject to pre-approval procedures by the stock exchange or the securities regulatory authority, may not be published until they are approved by such a stock exchange or securities regulatory authority.

## **3) PARAGRAPH 1 OF ARTICLE 70 (THE FIRST SENTENCE)**

Which originally reads as: Based on the written replies received 20 days prior to a general meeting, the Company shall calculate the number of voting shares represented by the shareholders intending to attend the meeting.

Is proposed to be amended as: Based on the written replies received 7 days prior to a general meeting, the Company shall calculate the number of voting shares represented by the shareholders intending to attend the meeting.

## **4) ARTICLE 72**

Which originally reads as: 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 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.

The public announcement referred to in the preceding Article shall be published in one or more newspapers or periodicals designated by the competent securities department under the State Council during the period between 45 and 50 days before

the meeting is held. 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.

The Company shall send the notice carried so onto the papers in the form of public announcement, 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.

Is proposed to be amended as: 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 of the Company. For holders of the Domestic Shares, the notice of a general meeting may also be given by public announcement (being notice).

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.

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.

#### **5) PARAGRAPH 1 OF ARTICLE 108**

Which originally reads as: When the Company is to hold a class meeting, it shall issue a prior 45 days notice in writing to the meeting to all the registered shareholders of that class to the effect that the matters to be examined at the class meeting as well as the date and place of the meeting. Shareholders that intend to attend the class meeting shall, within 20 days prior to the day of the meeting, deliver a written reply to the Company on meeting attendance.

Is proposed to be amended as: When the Company is to hold a class meeting, it shall issue at least a prior 20 working days notice in writing to the meeting to all the registered shareholders of that class to the effect that the matters to be examined at the class meeting as well as the date and place of the meeting. Shareholders that intend to attend the class meeting shall, within 7 days prior to the day of the meeting, deliver a written reply to the Company on meeting attendance.

The proposed amendments to the Articles of Association are subject to the approval by the Shareholders at the general meeting of the Company by way of special resolutions. A circular of the Company containing detailed information of the abovementioned proposed amendments to the Articles of Association will be despatched to the Shareholders in due course. In the event of any inconsistency between the English version and the Chinese version of the Articles of Association, the Chinese version shall prevail.

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

Henan, the PRC, 12 November 2021

*As at the date of this announcement, the Board of the Company 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.*