

The Securities and Futures Commission, Hong Kong Exchanges and Clearing Limited and the Stock Exchange 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.

The announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



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)

**(1) POLL RESULTS OF THE ADJOURNED EGM,
THE ADJOURNED DOMESTIC SHAREHOLDERS CLASS MEETING
AND THE ADJOURNED H SHAREHOLDERS CLASS MEETING
HELD ON 17 JANUARY 2022;
(2) GRANT OF WHITEWASH WAIVER; AND
(3) AMENDMENTS TO THE ARTICLES**

**POLL RESULTS OF THE ADJOURNED EGM, THE ADJOURNED DOMESTIC
SHAREHOLDERS CLASS MEETING AND THE ADJOURNED H
SHAREHOLDERS CLASS MEETING**

The Adjourned EGM, the Adjourned Domestic Shareholders Class Meeting and the Adjourned H Shareholders Class Meeting were held at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC on Monday, 17 January 2022. The Board is pleased to announce that each of the resolutions proposed at the respective meetings were duly passed as a special resolution by way of poll.

GRANT OF THE WHITEWASH WAIVER

On 13 January 2022, the Executive has conditionally granted the Whitewash Waiver, subject to (i) the Whitewash Waiver and the underlying transactions (i.e. the Specific Mandate, the Subscription Agreement and the transaction contemplated thereunder) being separately approved by at least 75% and more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of the Company, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights of the Company being made by the Subscriber and parties acting in concert with it between the date of the Announcement and the completion of the Subscription. As at the date of this announcement, the aforementioned condition (i) imposed by the Executive has been fulfilled.

AMENDMENTS TO THE ARTICLES

The Board announces that, as passed in resolution No. 3 at the Adjourned EGM, resolution No. 3 at the Adjourned Domestic Shareholders Class Meeting and resolution No. 3 at the Adjourned H Shareholders Class Meeting, the Subscription-related Amendments to the Articles will become effective subject to approval of and registration or filing with the relevant PRC and Hong Kong authorities.

The Board announces that, as passed in resolution No. 6 at the Adjourned EGM, the Corporate Governance-related Amendments to the Articles will become effective subject to approval of and registration or filing with the relevant PRC and Hong Kong authorities.

References are made to (i) the announcement of Lingbao Gold Group Company Ltd. (the “**Company**”) dated 11 November 2021 in relation to, among other things, the Subscription (including the grant of Specific Mandate and the approval of Subscription Agreement), the Whitewash Waiver and the Amendments to the Articles (the “**Announcement**”); (ii) the announcement of the Company dated 12 November 2021 in relation to the Corporate Governance-related Amendments to the Articles; (iii) the notice of EGM, the notice of H Shareholders Class Meeting and the notice of Domestic Shareholders Class Meeting each dated 12 November 2021 (collectively, the “**Notices**”); (iv) the announcement of the Company dated 29 December 2021 in relation to the Adjourned EGM (the “**Adjourned EGM**”), the Adjourned Domestic Shareholders Class Meeting (the “**Adjourned Domestic Shareholders Class Meeting**”) and the Adjourned H Shareholders Class Meeting (the “**Adjourned H Shareholders Class Meeting**”) (collectively, the “**Adjourned Meetings**”) and extension of period of closure of register of members; and (v) the circular of the Company dated 31 December 2021 (the “**Circular**”). Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE ADJOURNED EGM, THE ADJOURNED DOMESTIC SHAREHOLDERS CLASS MEETING AND THE ADJOURNED H SHAREHOLDERS CLASS MEETING

The Adjourned EGM, the Adjourned Domestic Shareholders Class Meeting and the Adjourned H Shareholders Class Meeting were held at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC on Monday, 17 January 2022. The Board is pleased to announce that each of the resolutions proposed at the respective meetings were duly passed as a special resolution by way of poll. All Directors attended the Adjourned EGM, the Adjourned Domestic Shareholders Class Meeting and the Adjourned H Shareholders Class Meeting.

As at the date of the Adjourned Meetings, the registered and issued capital of the Company was RMB172,849,818.2, which was divided into 566,975,091 Domestic Shares and 297,274,000 H Shares. (a) Shareholders and authorised proxies holding an aggregate of 619,633,342 Shares (including 185,339,000 Domestic Shares held by the Subscriber), representing approximately 71.7% of the total issued Shares, were present at the Adjourned EGM; (b) Shareholders and authorised proxies holding an aggregate of 555,744,842 Domestic Shares (including 185,339,000 Domestic Shares held by the Subscriber), representing approximately 98.0% of the total issued Domestic Shares, were present at the Adjourned Domestic Shareholders Class Meeting; and (c) Shareholders and authorised proxies holding an aggregate of 63,448,500 H Shares, representing approximately 21.3% of the total issued H shares were present at the Adjourned H Shareholders Class Meeting.

The Subscriber and parties acting in concert with it and the Subscriber's associates, who are Shareholders, holding 185,339,000 Domestic Shares representing approximately 21.4% of the total number of issued Shares as at the date of this announcement, were required to abstain and have abstained from voting in respect of the resolutions to approve the Subscription (including the grant of the Specific Mandate and the approval of Subscription Agreement), the Whitewash Waiver and the Subscription-related Amendments to the Articles at the Adjourned Meetings.

Save for the aforesaid, no other Shareholder was required to abstain from voting on the resolutions to approve the Subscription (including the grant of the Specific Mandate and the approval of Subscription Agreement), the Whitewash Waiver and the Amendments to the Articles at any of the Adjourned Meetings. Accordingly, the total number of issued Shares entitling the relevant Shareholders to attend and vote for or against the resolutions No. 1 to No. 5 to approve the Subscription (including the grant of the Specific Mandate and the approval of Subscription Agreement), the Whitewash Waiver and the Subscription-related Amendments to the Articles at the Adjourned EGM was 678,910,091 and the total number of issued Shares entitling the relevant Shareholders to attend and vote for or against the resolution No. 6 to approve the Corporate Governance-related Amendments to the Articles at the Adjourned EGM was 619,633,342. The total number of Domestic Shares entitling the holders of Domestic

Shares to attend and vote for or against the relevant resolutions at the Adjourned Domestic Shareholder Class Meeting was 381,636,091. The total number of H Shares entitling the holders of H Shares to attend and vote for or against the relevant resolutions at the Adjourned H Shareholders Class Meeting was 297,274,000.

There was no Share entitling the Shareholders to attend and abstain from voting in favour of the resolutions at any of the Adjourned Meetings as set out in Rule 13.40 of the Listing Rules.

The Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the Adjourned Meetings.

Poll Results of the Adjourned EGM

SPECIAL RESOLUTIONS		Number of votes cast (Approximate percentage of total number of votes cast)	
		For	Against
1.	(a) To consider and approve the Subscription and issuance of Subscription Shares, including:		
	i) Type of Subscription Shares;	434,264,342 (99.993092%)	30,000 (0.006908%)
	ii) Par value of Subscription Shares;	434,264,342 (99.993092%)	30,000 (0.006908%)
	iii) Number of Subscription Shares;	434,264,342 (99.993092%)	30,000 (0.006908%)
	iv) Subscription Price and pricing principle;	434,264,342 (99.993092%)	30,000 (0.006908%)
	v) Subscriber;	434,264,342 (99.993092%)	30,000 (0.006908%)
	vi) Method of issuance;	434,264,342 (99.993092%)	30,000 (0.006908%)
	vii) Use of proceeds;	434,264,342 (99.993092%)	30,000 (0.006908%)
	viii) Validity period of resolutions; and	434,264,342 (99.993092%)	30,000 (0.006908%)
	ix) Conditions precedent.	434,264,342 (99.993092%)	30,000 (0.006908%)

SPECIAL RESOLUTIONS		Number of votes cast (Approximate percentage of total number of votes cast)	
		For	Against
	(b) To authorise the designated director(s) or company secretary(ies) of the Company to do all such acts or things to amend, sign, deliver and execute all agreements or documents in connection with the additional issuance; to communicate with competent authorities in Hong Kong and other applicable jurisdictions and take such actions as he/she/it deems necessary or desirable; to prepare, modify, sign and submit the reporting materials on behalf of the Company related to the issuance, declaration, transaction and listing in respect of the issuance of Subscription Shares (including but not limited to the submission of application materials to the China Securities Regulatory Commission for the issuance of Subscription Shares), and complete procedures related to disclosure/waiver of disclosure as required by the relevant authorities in relation to the issuance of Subscription Shares; to confirm whether the conditions precedent to the completion of the issuance of Subscription Shares are satisfied and to decide whether to waive such conditions to completion of the Subscription in accordance with the Subscription Agreement; to open a special account for the proceeds from the issuance of Subscription Shares at home and abroad and if necessary, make corresponding amendments to the issuance proposal (including the use of proceeds) subject to compliance with the requirements of the Listing Rules and the Takeovers Code.	434,264,342 (99.993092%)	30,000 (0.006908%)
2.	To consider and approve the Subscription Agreement and the transactions contemplated thereunder.	434,264,342 (99.993092%)	30,000 (0.006908%)

SPECIAL RESOLUTIONS		Number of votes cast (Approximate percentage of total number of votes cast)	
		For	Against
3.	To consider and approve the amendments to the articles of association of the Company in relation to the changes in the registered share capital and shareholding structure of the Company as a result of the Subscription, details of which will be set out in the Whitewash Circular, and to submit the revised Articles to the relevant PRC and Hong Kong authorities for approval, filing or registration.	434,264,342 (99.993092%)	30,000 (0.006908%)
4.	To consider and approve a specific mandate to issue 319,772,164 H shares at the subscription price of HK\$0.85 per H Share in accordance with the terms and conditions of the Subscription Agreement and the authorisation to the Board and the person(s) authorised by the Board to deal with all matters relating to the Subscription and issuance of Subscription Shares.	434,264,342 (99.993092%)	30,000 (0.006908%)
5.	To consider and approve the Whitewash Waiver granted or to be granted by the Executive pursuant to the Takeovers Code for waiving any obligation on the part of the Subscriber (or its wholly-owned overseas subsidiaries) to make a mandatory general offer for all the issued Shares of the Company not already owned or agreed to be acquired by it or parties acting in concert with it as a result of the issuance of Subscription Shares by the Company to the Subscriber.	434,264,342 (99.993092%)	30,000 (0.006908%)
6.	To consider and approve the amendments to the Articles for the purpose of improving the corporate governance of the Company, details of which will be set out in the Whitewash Circular, and to submit the revised Articles to the relevant PRC and Hong Kong authorities for approval, filing or registration.	619,603,342 (99.995158%)	30,000 (0.004842%)

As only Shareholders holding 434,294,342 Shares who attended the Adjourned EGM are entitled to vote in respect of resolutions No. 1 to No. 4 set out above proposed at the Adjourned EGM and more than two-thirds of the votes were cast in favour of such resolutions at the Adjourned EGM, respectively, such resolutions were duly passed as special resolutions of the Company; and as at least 75% of the votes with voting rights were cast in favour of the resolution No. 5 above proposed at the Adjourned EGM, such resolution was duly passed as a special resolution of the Company. As Shareholders holding 619,633,342 Shares who attended the Adjourned EGM are entitled to vote in respect of resolution No. 6 set out above proposed at the Adjourned EGM and more than two-thirds of the votes were cast in favour of such resolution at the Adjourned EGM, such resolution was duly passed as a special resolution of the Company.

Poll Results of the Adjourned Domestic Shareholders Class Meeting

SPECIAL RESOLUTIONS		Number of votes cast (Approximate percentage of total number of votes cast)	
		For	Against
1.	(a) To consider and approve the Subscription and issuance of Subscription Shares, including:		
	i) Type of Subscription Shares;	370,405,842 (100.000000%)	0 (0.000000%)
	ii) Par value of Subscription Shares;	370,405,842 (100.000000%)	0 (0.000000%)
	iii) Number of Subscription Shares;	370,405,842 (100.000000%)	0 (0.000000%)
	iv) Subscription Price and pricing principle;	370,405,842 (100.000000%)	0 (0.000000%)
	v) Subscriber;	370,405,842 (100.000000%)	0 (0.000000%)
	vi) Method of issuance;	370,405,842 (100.000000%)	0 (0.000000%)
	vii) Use of proceeds;	370,405,842 (100.000000%)	0 (0.000000%)
	viii) Validity period of resolutions; and	370,405,842 (100.000000%)	0 (0.000000%)
	ix) Conditions precedent.	370,405,842 (100.000000%)	0 (0.000000%)

SPECIAL RESOLUTIONS		Number of votes cast (Approximate percentage of total number of votes cast)	
		For	Against
	(b) To authorise the designated director(s) or company secretary(ies) of the Company to do all such acts or things to amend, sign, deliver and execute all agreements or documents in connection with the additional issuance; to communicate with competent authorities in Hong Kong and other applicable jurisdictions and take such actions as he/she/it deems necessary or desirable; to prepare, modify, sign and submit the reporting materials on behalf of the Company related to the issuance, declaration, transaction and listing in respect of the issuance of Subscription Shares (including but not limited to the submission of application materials to the China Securities Regulatory Commission for the issuance of Subscription Shares), and complete procedures related to disclosure/waiver of disclosure as required by the relevant authorities in relation to the issuance of Subscription Shares; to confirm whether the conditions precedent to the completion of the issuance of Subscription Shares are satisfied and to decide whether to waive such conditions to completion of the Subscription in accordance with the Subscription Agreement; to open a special account for the proceeds from the issuance of Subscription Shares at home and abroad and if necessary, make corresponding amendments to the issuance proposal (including the use of proceeds) subject to compliance with the requirements of the Listing Rules and the Takeovers Code.	370,405,842 (100.000000%)	0 (0.000000%)
2.	To consider and approve the Subscription Agreement and the transactions contemplated thereunder.	370,405,842 (100.000000%)	0 (0.000000%)
3.	To consider and approve the amendments to the articles of association of the Company in relation to the changes in the registered share capital and shareholding structure of the Company as a result of the Subscription, details of which will be set out in the Whitewash Circular, and to submit the revised Articles to the relevant PRC and Hong Kong authorities for approval, filing or registration.	370,405,842 (100.000000%)	0 (0.000000%)

SPECIAL RESOLUTIONS		Number of votes cast (Approximate percentage of total number of votes cast)	
		For	Against
4.	To consider and approve a specific mandate to issue 319,772,164 H shares at the subscription price of HK\$0.85 per H Share in accordance with the terms and conditions of the Subscription Agreement and the authorisation to the Board and the person(s) authorised by the Board to deal with all matters relating to the Subscription and issuance of Subscription Shares.	370,405,842 (100.000000%)	0 (0.000000%)
5.	To consider and approve the Whitewash Waiver granted or to be granted by the Executive pursuant to the Takeovers Code for waiving any obligation on the part of the Subscriber (or its wholly-owned overseas subsidiaries) to make a mandatory general offer for all the issued Shares of the Company not already owned or agreed to be acquired by it or parties acting in concert with it as a result of the issuance of Subscription Shares by the Company to the Subscriber.	370,405,842 (100.000000%)	0 (0.000000%)

As only Shareholders holding 370,405,842 Domestic Shares who attended the Adjourned Domestic Shareholders Class Meeting are entitled to vote in respect of resolutions proposed at the Adjourned Domestic Shareholders Class Meeting and more than two-thirds of the votes were cast in favour of the resolutions No. 1 to No. 4 set out above at the Adjourned Domestic Shareholders Class Meeting, such resolutions were duly passed as special resolutions of the Company; and as at least 75% of the votes with voting rights were cast in favour of the resolution No. 5 above at the Adjourned Domestic Shareholders Class Meeting, such resolution was duly passed as a special resolution of the Company.

Poll Results of the Adjourned H Shareholders Class Meeting

SPECIAL RESOLUTIONS		Number of votes cast (Approximate percentage of total number of votes cast)	
		For	Against
1.	(a) To consider and approve the Subscription and issuance of Subscription Shares, including:		
	i) Type of Subscription Shares;	63,418,500 (99.952718%)	30,000 (0.047282%)
	ii) Par value of Subscription Shares;	63,418,500 (99.952718%)	30,000 (0.047282%)
	iii) Number of Subscription Shares;	63,418,500 (99.952718%)	30,000 (0.047282%)
	iv) Subscription Price and pricing principle;	63,418,500 (99.952718%)	30,000 (0.047282%)
	v) Subscriber;	63,418,500 (99.952718%)	30,000 (0.047282%)
	vi) Method of issuance;	63,418,500 (99.952718%)	30,000 (0.047282%)
	vii) Use of proceeds;	63,418,500 (99.952718%)	30,000 (0.047282%)
	viii) Validity period of resolutions; and	63,418,500 (99.952718%)	30,000 (0.047282%)
	ix) Conditions precedent.	63,418,500 (99.952718%)	30,000 (0.047282%)

SPECIAL RESOLUTIONS		Number of votes cast (Approximate percentage of total number of votes cast)	
		For	Against
	(b) To authorise the designated director(s) or company secretary(ies) of the Company to do all such acts or things to amend, sign, deliver and execute all agreements or documents in connection with the additional issuance; to communicate with competent authorities in Hong Kong and other applicable jurisdictions and take such actions as he/she/it deems necessary or desirable; to prepare, modify, sign and submit the reporting materials on behalf of the Company related to the issuance, declaration, transaction and listing in respect of the issuance of Subscription Shares (including but not limited to the submission of application materials to the China Securities Regulatory Commission for the issuance of Subscription Shares), and complete procedures related to disclosure/waiver of disclosure as required by the relevant authorities in relation to the issuance of Subscription Shares; to confirm whether the conditions precedent to the completion of the issuance of Subscription Shares are satisfied and to decide whether to waive such conditions to completion of the Subscription in accordance with the Subscription Agreement; to open a special account for the proceeds from the issuance of Subscription Shares at home and abroad and if necessary, make corresponding amendments to the issuance proposal (including the use of proceeds) subject to compliance with the requirements of the Listing Rules and the Takeovers Code.	63,418,500 (99.952718%)	30,000 (0.047282%)
2.	To consider and approve the Subscription Agreement and the transactions contemplated thereunder.	63,418,500 (99.952718%)	30,000 (0.047282%)

SPECIAL RESOLUTIONS		Number of votes cast (Approximate percentage of total number of votes cast)	
		For	Against
3.	To consider and approve the amendments to the articles of association of the Company in relation to the changes in the registered share capital and shareholding structure of the Company as a result of the Subscription, details of which will be set out in the Whitewash Circular, and to submit the revised Articles to the relevant PRC and Hong Kong authorities for approval, filing or registration.	63,418,500 (99.952718%)	30,000 (0.047282%)
4.	To consider and approve a specific mandate to issue 319,772,164 H shares at the subscription price of HK\$0.85 per H Share in accordance with the terms and conditions of the Subscription Agreement and the authorisation to the Board and the person(s) authorised by the Board to deal with all matters relating to the Subscription and issuance of Subscription Shares.	63,418,500 (99.952718%)	30,000 (0.047282%)
5.	To consider and approve the Whitewash Waiver granted or to be granted by the Executive pursuant to the Takeovers Code for waiving any obligation on the part of the Subscriber (or its wholly-owned overseas subsidiaries) to make a mandatory general offer for all the issued Shares of the Company not already owned or agreed to be acquired by it or parties acting in concert with it as a result of the issuance of Subscription Shares by the Company to the Subscriber.	63,418,500 (99.952718%)	30,000 (0.047282%)

As only Shareholders holding 63,448,500 H Shares who attended the Adjourned H Shareholders Class Meeting are entitled to vote in respect of resolutions proposed at the Adjourned H Shareholders Class Meeting and more than two-thirds of the votes were cast in favour of the resolutions No. 1 to No. 4 set out above at the Adjourned H Shareholders Class Meeting, such resolutions were duly passed as special resolutions of the Company; and as at least 75% of the votes with voting rights were cast in favour of the resolution No. 5 above at the Adjourned H Shareholders Class Meeting, such resolution was duly passed as a special resolution of the Company.

Effect of shareholding structure of the Company

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after completion of the Subscription (assuming there is no change in the total issued share capital of the Company since the date of this announcement and up to completion of the Subscription save for the issue of the Subscription Shares):

Name of Shareholder	Class of Shares	As at the date of this announcement		Immediately after completion of the Subscription	
		<i>Approximate Number of Shares</i>	<i>% of total issued Shares</i>	<i>Approximate Number of Shares</i>	<i>% of total issued Shares</i>
<i>The Subscriber and parties acting in concert with it</i>					
The Subscriber (Note 1)	Domestic H	185,339,000	21.4%	185,339,000	15.7%
Parties acting in concert with the Subscriber		—	—	319,772,164	27.0%
		—	—	—	—
<i>Subtotal for the Subscriber and parties acting in concert with it</i>		185,339,000	21.4%	505,111,164	42.7%
Lingbao State-owned Assets Operation Company Limited (靈寶市國有資產經營有限責任公司)	Domestic	73,540,620	8.5%	73,540,620	6.2%
Shanghai Zhengxi Investment Management Partnership (Limited Partnership) (上海正禧投資管理合夥企業(有限合夥))	Domestic	57,000,000	6.6%	57,000,000	4.8%
Other Domestic Shareholders	Domestic	251,095,471	29.1%	251,095,471	21.2%
Public H Shareholders	H	<u>297,274,000</u>	<u>34.4%</u>	<u>297,274,000</u>	<u>25.1%</u>
Total		<u>864,249,091</u>	<u>100.0%</u>	<u>1,184,021,255</u>	<u>100.0%</u>

Notes:

- (1) The Subscriber is majority-owned as to approximately 52.26% by Beijing Jiesi Weiye Co., Ltd (北京傑思偉業控股有限公司), which in turn is majority-owned as to approximately 93.04% and 6.96% by Mr. Wang Guanran, a non-executive Director and two limited liability partnerships whose general partner is Mr. Wang Guanran, respectively (noting that the share transfer agreement has been entered into between Mr. Wang Weidong and Mr. Wang Guanran to transfer the 99% interests in each of the two limited liability partnerships from Mr. Wang Weidong to Mr. Wang Guanran and Mr. Wang Guanran has become the general partner of the two limited liability partnerships, where the registration with the local industry and commerce authority has yet been completed, but the share transfer agreement is legally binding and the consideration has been fully paid). The Subscriber is also directly owned as to approximately 5.79% by Mr. Wang Guanran.
- (2) Save for the interests held through the Subscriber by Mr. Wang Guanran, a non-executive Director, as disclosed in note (1) above, no other Directors have any relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) of the Company as at the date of this announcement.

GRANT OF THE WHITEWASH WAIVER

On 13 January 2022, the Executive has conditionally granted the Whitewash Waiver, subject to (i) the Whitewash Waiver and the underlying transactions (i.e. the Specific Mandate, the Subscription Agreement and the transaction contemplated thereunder) being separately approved by at least 75% and more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of the Company, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights of the Company being made by the Subscriber and parties acting in concert with it between the date of the Announcement and the completion of the Subscription. As at the date of this announcement, the aforementioned condition (i) imposed by the Executive has been fulfilled.

Further announcement(s) in relation to the progress of the Subscription (including the grant of Specific Mandate and the approval of Subscription Agreement), the Whitewash Waiver and the Amendments to the Articles will be made in compliance with the Listing Rules and other relevant requirements in the PRC as and when appropriate.

AMENDMENTS TO THE ARTICLES

The Board announces that, as passed in resolution No. 3 at the Adjourned EGM, resolution No. 3 at the Adjourned Domestic Shareholders Class Meeting and resolution No. 3 at the Adjourned H Shareholders Class Meeting, the Subscription-related Amendments to the Articles will become effective subject to approval of and registration or filing with the relevant PRC and Hong Kong authorities.

The Board announces that, as passed in resolution No. 6 at the Adjourned EGM, the Corporate Governance-related Amendments to the Articles will become effective subject to approval of and registration or filing with the relevant PRC and Hong Kong authorities.

For the full text of the revised Articles, please refer to the websites of the Stock Exchange and the Company.

Completion of the Subscription is subject to the fulfilment or waiver (as applicable) of the conditions precedent in accordance with the Subscription Agreement. Accordingly, the Subscription may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and are recommended to consult their stockbroker, company manager, solicitor or other professional adviser if they are in any doubt about their position and as to actions that they should take.

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

Lingbao City, Henan Province, the PRC
17 January 2022

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.

The Directors jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.