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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)**

## **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 (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board of directors of the Company (the “**Board**”) hereby announces that it considered and approved the resolution in relation to the proposed amendments (the “**Proposed Amendments**”) to the articles of association of the Company (the “**Articles of Association**”) on 28 March 2025.

Taking into account the actual situation of the Company, the Board proposed to amend the Articles of Association to (a) reflect the changes in the registered share capital and the shareholding structure of the Company and (b) better meet the practical needs of corporate governance. The full text of the Proposed Amendments is set out in the Appendix to this announcement.

The Proposed Amendments shall be subject to the approval by the shareholders of the Company (the “**Shareholders**”) at the Company’s annual general meeting (the “**AGM**”) to be held on 27 May 2025 by way of a special resolution. A circular containing, among others, the details of the Proposed Amendments, together with a notice convening the AGM, will be made available to the Shareholders in due course.

By order of the Board  
**Lingbao Gold Group Company Ltd.**  
**Chen Jianzheng**  
*Chairman*

Henan Province, the PRC  
28 March 2025

*As at the date of this announcement, the Board comprises five executive directors, namely Mr. Chen Jianzheng, Mr. Xing Jiangze, Mr. He Chengqun, Mr. Wu Liming and Ms. Zhao Li; two non-executive directors, namely Mr. Zhang Feihu and Mr. Wang Guanran; and four independent non-executive directors, namely Mr. Yeung Chi Tat, Mr. Tan Chong Huat, Mr. Bo Shao Chuan and Mr. Guo Michael Xinsheng.*

## APPENDIX

Before amendments	After amendments
<p><b>Article 20</b> 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. On 28 February 2024, the Company issued 32,538,000 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 1,216,559,255 shares, among which 566,975,091 are domestic shares and 649,584,164 are overseas listed foreign shares.</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 6.04% 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 1.43% 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 1.13% 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 1.01% of the Company’s total number of issued shares.</p> <p>...</p>	<p><b>Article 20</b> 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 (<b>H shares</b>) 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. On 28 February 2024, the Company issued 32,538,000 H shares by way of <b>placing</b>. <b><u>On 25 April 2024, the Company issued 26,916,800 H shares by way of placing. On 23 January 2025, the Company completed H share full circulation (i.e. 385,578,033 domestic shares were converted into 385,578,033 H shares). On 18 March 2025, the Company issued 43,500,000 H shares by way of placing.</u></b></p> <p>The current shareholding structure of the Company is: the Company’s total number of shares is <b><u>1,286,976,055</u></b> shares, among which <b><u>181,397,058</u></b> are domestic shares and <b><u>1,105,578,997</u></b> are <b>H shares</b>.</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 <b><u>5.71%</u></b> 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 <b><u>1.35%</u></b> 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 <b><u>1.07%</u></b> of the Company’s total number of issued shares.</p> <p>...</p>

Before amendments	After amendments
<p><b>Article 23</b> The Company's registered capital is RMB243,311,851.</p> <p>...</p>	<p><b>Article 23</b> The Company's registered capital is RMB<u>257,395,211</u>.</p> <p>...</p>
<p><b>Newly added</b></p>	<p><b>Paragraph 4 of Article 106</b> <u>For the Company's external investment, acquisition and sale of assets and other matters that need to be announced according to the listing rules, it shall be submitted to the board of directors for approval.</u></p>