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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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Lingbao Gold Group Company Ltd. (the “**Company**”) will be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao City, Henan Province, the PRC on Tuesday, 5 August 2025 at 9:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution of the Company:

### **SPECIAL RESOLUTIONS**

1. “**THAT**

- (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the new Shares to be allotted and issued in connection with the Share Awards granted under the terms and conditions of the Share Award Scheme of the Company (the “**Share Award Scheme**”) (the rules of which are contained in the document marked “A” produced to the EGM and initialed by the chairman of the EGM for the purpose of identification), the Share Award Scheme be and is hereby approved and adopted; and
- (b) the total number of Shares which may be issued pursuant to all options and awards to be granted under the Share Award Scheme and any other schemes of the Company must not in aggregate exceed 5% of the total number of H Shares in issue (excluding treasury Shares) as at the Adoption Date or the relevant date of approval of the refreshment of the Scheme Mandate Limit.

2. **“THAT:**

Conditional upon resolution no. 1 above being passed, the Board and/or the Committee is hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as they may in their absolute discretion consider necessary or expedient to implement the Share Award Scheme, including but not limited to:

- (a) to construe and interpret the Scheme Rules and the terms of the Award granted under the Scheme;
- (b) to supervise the daily management of the Scheme;
- (c) to make or vary such arrangements, guidelines, procedures and/or regulations for the administration, interpretation, implementation and operation of the Scheme, provided that they are not inconsistent with the Scheme Rules;
- (d) to determine how the vesting of the Awarded Shares will be settled pursuant to the Scheme Rules;
- (e) to determine the basis of eligibility of any Eligible Person for the grant of Awards from time to time on the basis of their contribution to the development and growth of the Group or such other factors deemed appropriate;
- (f) to grant Awards to those Eligible Persons whom it shall select from time to time;
- (g) to determine the terms and conditions of the Awards and determine whether the vesting conditions are met;
- (h) to establish and administer performance targets in respect of the Scheme;
- (i) to approve from time to time the form of the Award Notice and vesting notice;
- (j) to exercise any authority as may be granted by the Shareholders from time to time;
- (k) to determine the execution, amendment and termination of the Scheme and obtain any approvals from the Shareholders in general meeting as required by the Scheme Rules and/or the laws, regulations, or relevant regulatory authorities for such amendments;
- (l) to engage bank(s), broker(s), trustee(s), accountant(s), legal adviser(s), consultant(s) and other professional institutions for the purpose of the Scheme; and

- (m) to sign, execute, amend and terminate documents (including the Trust Deed) relating to the Scheme and take such other steps or actions to give effect to the terms and intent of the Scheme Rules.

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

Henan, the PRC

18 July 2025

*As at the date of this notice, 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.*

*Notes:*

1. Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, each of the resolutions set out in the notice of EGM will be voted by poll. An announcement on the voting results will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.lbgold.com](http://www.lbgold.com)) in accordance with the Listing Rules.
2. Any Shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder. Shareholders or their proxies shall produce their identity documents when attending the meeting.
3. The proxy form together with the notarised power of attorney or other documents of authorisation, if any, must be completed and returned to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited (in case of H Shareholders) or registered office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao City, Henan Province, the PRC (in case of Domestic Shareholders) not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Computershare Hong Kong Investor Services Limited is located at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof should he/she so wish.
4. The H Shares register of members of the Company will be closed, for the purpose of determining the entitlement of H Shareholders to attend the EGM, from Thursday, 31 July 2025 to Tuesday, 5 August 2025 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the EGM, all share certificates, together with the relevant transfer documents, must be lodged by the H Shareholders for registration with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, and not later than 4:30 p.m. on Wednesday, 30 July 2025. The record date for the attending and voting at the EGM is Tuesday, 5 August 2025.

5. Where there are joint holders of any Shares, the one whose name stands first in the register of members shall be entitled to attend and vote at the EGM in respect of such shares.
6. The EGM is expected to last for not more than one day. Eligible Shareholders (or their proxies) who attend the meeting shall bear their own travelling and accommodation expenses.
7. The address of the headquarter of the Company is:

Hangu Road and Jingshan Road Intersection Lingbao City  
Henan Province The PRC

Tel: 86-398 886 0166  
email: lbgold@lbgold.com