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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 ANNUAL SHAREHOLDERS' MEETING

Notice is hereby given that the annual shareholders' meeting ("AGM") of Lingbao Gold Group Company Ltd. ("Company") for the year ended 31 December 2025 will be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the People's Republic of China ("PRC") on Tuesday, 19 May 2026 at 9:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

I. AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company ("Board") for the year 2025;
2. To consider and approve the report of the supervisory committee of the Company for the year 2025;
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditors' report for the year ended 31 December 2025;
4. To consider and approve the re-election of Mr. Wang Pinran as an executive director of the Company;
5. To consider and approve the re-election of Mr. Huang Hui as an independent non-executive director of the Company;
6. To authorise the Board to fix the remuneration of the directors and supervisors of the Company for the year 2025;

7. To consider and approve the final dividend for the year ended 31 December 2025; and
8. To re-appoint BDO Limited as the Company's international auditors and BDO China Shu Lun Pan CPA as the Company's PRC auditors and to authorise the Board to fix their remuneration.

II. AS SPECIAL RESOLUTIONS

1. to consider and approve the general mandate for the Company to issue new shares;
2. to consider and approve the general mandate for the Company to issue debt financing instruments;
3. to consider and approve the proposed amendments to the articles of association of the Company; and
4. To consider and approve the proposed grant of general mandate to the Board of Directors of the Company to repurchase H Shares:
 - a) the general mandate that H Shares in issue of the Company are repurchased by the Board of Directors at its discretion and in a timely manner, subject to the fluctuation and changes of the capital markets and the share price of the Company during the Relevant Repurchase Period (as defined below);
 - b) the total amount of repurchase of H Shares that were publicly issued by the Company shall not exceed 10% of the total number of the Company's H Shares in issue (excluding any treasury Shares and H Shares repurchased but not yet cancelled) as at the date of passing of this resolution at the AGM (i.e. the total amount of H Shares repurchased shall not exceed 10% of the total number of H Shares in issue (excluding any treasury Shares and H Shares repurchased but not yet cancelled) as at the date of passing of this resolution at the AGM).

The funds of repurchase are funds that meet the requirements of regulatory policies and regulations, including self-owned funds and self-raised funds. The Articles of Association of the Company confer the Company rights to repurchase H Shares. The funds of repurchase include internal resources of the Company that can be legally allocated for such purpose in accordance with the Articles of Association and applicable PRC laws, rules and regulations;

- c) to formulate, approve and implement specific repurchase plan, including but not limited to the price, type, batch, amount and time of execution of the repurchase of shares, as well as to handle the relevant procedures, such as notifying the creditors of the Company and publishing announcements and dealing with matters relating to the exercise of their rights by creditors (if involved) in accordance with the provisions of the Company Law of the People's Republic of China and the Articles of Association, and signing other documents or agreements relevant to the repurchase of shares;
- d) if there are new provisions in laws and regulations or from the securities regulatory authorities relating to the share repurchase policies, or if there are changes in market conditions, unless it is required under the relevant laws and regulations, requirements of the regulators or the Articles of Association of the Company for a re-vote by the shareholders' meeting(s), the Board may adjust the plan for repurchase and continue to deal with relevant matters of repurchase of shares in accordance with requirements of relevant laws and regulations and regulators as well as the market conditions and the actual situation of the Company;
- e) after the repurchase, the Company should make amendments to the Articles of Association in respect of registered capital, total share capital and shareholding structure and other related content under the circumstances where the Board of Directors deems appropriate, and subject to the laws and regulations of the place where the Company is incorporated, the Listing Rules and the Articles of Association, deal with the treasury Shares based on its actual needs, such as (i) cancel the H Shares repurchased or disposing of the treasury Shares under the general mandate for the issuance of new Shares; (ii) utilizing the treasury Shares for employee share ownership plans or equity incentive schemes; (iii) utilizing the treasury Shares as consideration for share transactions; or (iv) converting the treasury Shares into convertible securities, etc.; and
- f) all other actions that the Board or the persons delegated and approved by the Board and their delegates reasonably consider necessary to execute, complete and deliver all documents that they reasonably consider necessary to implement the general mandate to repurchase H Shares.

The Board may delegate such mandate to Mr. Chen Jianzheng, our chairman of the Board, by which the Board agrees that Mr. Chen Jianzheng, our chairman of the Board, shall be its authorized person to deal with relevant matters in relation to the mandate to repurchase H Shares.

For the purpose of this resolution:

“Relevant Repurchase Period” refers to the period from the date of passing of this resolution until whichever is the earliest of:

- a) the conclusion of the 2026 annual shareholders’ meeting of the Company; or
- b) the revocation or variation of the authority granted under this resolution by passing of a special resolution at any shareholders’ meeting of the Company.

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

Lingbao City, Henan Province, the People’s Republic of China

17 April 2026

Notes:

1. The register of members of the Company will be closed from Thursday, 14 May 2026 to Tuesday, 19 May 2026, (both days inclusive), during which period no transfer of shares will be registered. In order for the shareholders to qualify for attending the forthcoming AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H shares) or the registered office address of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC (for holders of domestic shares), no later than 4:30 p.m. on Wednesday, 13 May 2026.
2. Holders of Domestic Shares and H Shares whose names appear on the register of members of the Company at the close of business on Tuesday, 19 May 2026 are entitled to attend and vote at the AGM and may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not be a member of the Company.
3. In order to be valid, the proxy form must be deposited by hand or post, for holders of H Share of the Company, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong and, for holders of domestic shares of the Company, to the registered address of the Company not less than 24 hours before the time for holding the AGM or any adjournment thereof. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form.
4. Shareholders or their proxies shall produce their identity documents when attending the meeting.
5. Non-registered H Shareholders whose shares are held through the Hong Kong Securities Clearing Company Limited, banks, brokers or other custodians are advised to consult with them directly to assist in the appointment of proxy.

6. The registered office address of the Company is as follows:

Hangu Road and Jingshan Road Intersection Lingbao City
Henan Province
The People's Republic of China

Tel: +86 398 8860166

email: lbgold@lbgold.com

7. The AGM is expected to take half a day. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
8. The Board confirms that there is no other matter which should be brought to the attention of the shareholders.
9. All resolutions as set out above will be determined by way of poll.
10. As at the date of this notice, the Board comprises five executive directors, namely Mr. Chen Jianzheng, Mr. Wang Pinran, Mr. Xing Jiangze, Mr. He Chengqun 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. Bo Shao Chuan, Mr. Guo Michael Xincheng and Mr. Huang Hui.