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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Lingbao Gold Group Company Ltd.**, you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom, the sale or transfer was effected for transmission to the purchaser or the transferee.

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LINGJIN

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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)

**GENERAL MANDATE TO ISSUE SHARES, GENERAL MANDATE
TO ISSUE DEBT FINANCING INSTRUMENTS,
GENERAL MANDATE TO THE BOARD OF DIRECTORS TO
REPURCHASE H SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED DECLARATION OF FINAL DIVIDEND,
PROPOSED AMENDMENTS TO THE ARTICLES
AND
NOTICE OF ANNUAL SHAREHOLDERS' MEETING**

A notice convening the annual shareholders' meeting ("AGM") of Lingbao Gold Group Company Ltd. (the "Company") to be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC on Tuesday, 19 May 2026 at 9:00 a.m. is set out on pages 20 to 23 of this circular. A form of proxy is also enclosed. Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon. In order to be valid, the proxy form must be deposited by hand or by post, for holders of H shares of the Company, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 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. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM if you so wish and in such event, the proxy form shall be deemed to be revoked.

17 April 2026

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expression shall have the following meanings:

“Articles” or “Articles of Association”	the articles of association of the Company
“AGM”	the annual shareholders’ meeting of the Company to be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC on Tuesday, 19 May 2026 at 9:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 20 to 23 of this circular
“Amended Articles”	the amended articles of association of the Company incorporating and consolidating all the Proposed Amendments to be considered and approved for adoption by way of a special resolution at the AGM
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	靈寶黃金集團股份有限公司 (Lingbao Gold Group Company Ltd.), a joint stock limited company established in the PRC on 27 September 2002, the H shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) in the ordinary share capital of the Company, with a nominal value of RMB0.20 each, which were subscribed for in RMB
“H Share(s)”	overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB0.20 each, which are listed on the Stock Exchange
“H Shares Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase H Shares not exceeding 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 the proposed resolution approving the H Shares Repurchase Mandate at the AGM, details of which are set out in the notice of the AGM
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	10 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary shares of the Company with a nominal value of RMB0.20 each, comprising Domestic Share(s) and H Share(s)
“Shareholder(s)”	the holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the members of Supervisory Committee
“Supervisory Committee”	the Supervisory Committee of the Company established pursuant to the Company Law of the PRC
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers



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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)

Executive Directors:

Mr. Chen Jianzheng (*Chairman*)
Mr. Wang Pinran
Mr. Xing Jiangze
Mr. He Chengqun
Ms. Zhao Li

Registered office:

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

Non-executive Directors:

Mr. Zhang Feihu
Mr. Wang Guanran

*Principal place of business
in Hong Kong:*

Room 1104 & 1106
11th Floor
Leighton Centre
77 Leighton Road
Causeway Bay
Hong Kong

Independent non-executive Directors:

Mr. Yeung Chi Tat
Mr. Bo Shao Chuan
Mr. Guo Michael Xinsheng
Mr. Huang Hui

17 April 2026

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE SHARES, GENERAL MANDATE
TO ISSUE DEBT FINANCING INSTRUMENTS,
GENERAL MANDATE TO THE BOARD OF DIRECTORS TO
REPURCHASE H SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED DECLARATION OF FINAL DIVIDEND,
PROPOSED AMENDMENTS TO THE ARTICLES
AND
NOTICE OF ANNUAL SHAREHOLDERS' MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is, among other things, to provide you with the notice of the AGM and the information on certain resolutions to be considered at the AGM, so as to enable you to make an informed decision on whether to vote for or against the resolutions at the AGM.

GENERAL MANDATE TO ISSUE SHARES

In accordance with the Articles and the Listing Rules, where, as approved by way of a special resolution of the shareholders' meeting of the Company, the Company issues, either separately or concurrently, the Domestic Shares and overseas listed foreign shares (being H Shares) every 12 months (hereinafter referred to as the "**Relevant Issuance**"), and the number of the Domestic Shares and H Shares to be issued does not exceed 20% of the total number of the Shares in issue of the Company, when this resolution is passed at the AGM, the Company is not required to convene a shareholders' meeting for approval of the Relevant Issuance.

In order to maintain the flexibility and grant discretion to the Board, the Board approved and proposed the unconditional grant of the general mandate at the AGM. This general mandate will authorise the Board to determine whether to separately or concurrently allot, issue, and deal with the Domestic Shares, overseas listed foreign shares (being H Shares) of the Company and/or securities convertible into the Domestic Shares and/or H Shares (convertible bonds) of the Company, options, debentures, or similar rights to subscribe for the Domestic Shares and/or H Shares of the Company ("**Relevant Rights**"), the number of which shall not exceed 20% of the total number of the Shares in issue of the Company when this resolution is passed at the AGM.

Subject to authorisation by the AGM, the Board will continue to authorise the chairman and/or the president and/or a director designated by the chairman to carry out the rights under this general mandate and implement the Relevant Issuance.

Set forth below are details of the general mandate proposed at the AGM to empower the Board to issue the Domestic Shares and/or overseas listed foreign shares (being H Shares):

- (1) Subject to paragraphs (3) and (4) and pursuant to the Company Law of the PRC and the relevant regulations of the places where the Shares are listed (including the Listing Rules, as amended from time to time), the Board is hereby granted an unconditional general mandate to exercise all the powers to separately or concurrently allot, issue and deal with the Domestic Shares and/or H Shares and/or Relevant Rights, and to determine the terms and conditions for allotting, issuing and dealing with such new Shares including but not limited to the following terms:
 - a. the class and number of new Shares and/or the Relevant Rights to be issued;

LETTER FROM THE BOARD

- b. the pricing mechanism and/or issue price of the new Shares and/or the Relevant Rights to be issued (including price range);
 - c. the commencement and closing dates of issue;
 - d. the class and number of new Shares and/or Relevant Rights to be issued to existing Shareholders;
 - e. the issuance target and use of proceeds from fundraising; and/or
 - f. the making or granting of proposals, agreements, options, convertible rights and other relevant rights for the purpose of exercising the power mentioned above.
- (2) The mandate as referred to in paragraph (1) shall authorise the Board to, within the “Relevant Period” as defined below, make or grant any offers, agreements and options which might be exercised after the expiry of the “Relevant Period”.
- (3) The number of new Domestic Shares or new overseas listed foreign shares (being H Shares) conditionally or unconditionally, separately or concurrently allotted, issued and dealt with (whether pursuant to a share option or otherwise) by the Board of the Company within the “Relevant Period” pursuant to the mandate mentioned in paragraph (1) (excluding Shares issued by way of conversion of capital reserve into Shares in accordance with the Company Law of the PRC and the Articles) and/or the Relevant Rights shall not exceed 20% of the total number of the Shares in issue of the Company when this resolution is passed at the AGM.
- (4) In exercising the mandate pursuant to paragraph (1) above, the Board shall: a) comply with the Company Law of the PRC and the relevant regulatory requirements of the places where the Shares are listed, including the Listing Rules or applicable legislations, rules, and regulations of other governmental or regulatory bodies (as amended from time to time); and b) obtain approval from the China Securities Regulatory Commission (“CSRC”) and other relevant PRC government departments.
- (5) For the purpose of this resolution,
- “Relevant Period” means the period from the date of passing this resolution at the AGM until the earliest of the following:
- a. the date falling the expiration of 12 months following the passing of the resolution at the AGM;
 - b. the conclusion of the next AGM of the Company; and
 - c. the date on which the Shareholders at any shareholders’ meeting has by way of special resolution revoked or amended the mandate under this resolution.

LETTER FROM THE BOARD

- (6) The Board, subject to the approval of the relevant authorities of the PRC (wherever necessary) and in accordance with the relevant laws, administrative regulations, regulatory stipulations of the places where the Shares are listed and the Articles, is hereby authorised to increase the registered capital of the Company to the required amount upon the exercise of the powers pursuant to paragraph (1) above.
- (7) The Board is hereby authorised to prepare, approve, and sign any necessary documents, complete any necessary formalities and procedures and take other necessary steps to complete the allotment, issuance and listing of the new Shares upon the exercise of the powers pursuant to paragraph (1) above, provided that the same do not violate the relevant laws, regulations, the relevant regulatory requirements of the places where the Shares are listed and the Articles.
- (8) Subject to the approval of the relevant PRC authorities (wherever necessary), the Board is hereby authorised to make appropriate and necessary amendments to the Articles after completion of the allotment and issue of new Shares with reference to the method, class and number of new Shares of the Company allotted and issued and the shareholding structure of the Company at the time of completion of the allotment and issue of new Shares in order to reflect the alteration of the Share capital structure and registered capital of the Company pursuant to the exercise of this general mandate.

GENERAL MANDATE FOR ISSUANCE OF DEBT FINANCING INSTRUMENTS

A proposal will be submitted to the AGM for granting a general and unconditional mandate to the Board or person authorised by the Board to determine, within the extent of the amount of debt financing instruments that may be issued, the matters relating to the issuance of debt financing instruments, including (but not limited to) determining the actual amount to be issued, interest rate, term, target of issuance and use of proceeds of the relevant debt financing instruments and the preparation, signing and disclosure of all necessary documents. The relevant debt financing instruments include but not limited to RMB or foreign currency denominated debt financing instruments, such as short-term debentures, super-short term debentures, medium term notes, corporate bonds, offshore market RMB bonds and foreign currency bonds, etc. The debt financing instruments to be issued do not contain equity conversion clauses and are not linked to the company's shares or any related derivatives.

Subject to authorisation by the AGM, the Board will in turn authorise the chairman and/or person designated by the chairman to carry out the above matters of issuance.

This resolution will expire at the conclusion of the 2026 annual shareholders' meeting of the Company.

LETTER FROM THE BOARD

PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD OF DIRECTORS TO REPURCHASE H SHARES

With effect from 11 June 2024, the Listing Rules have been amended, among other things, to remove the requirement to cancel repurchased shares and to adopt a framework to govern the resale of treasury shares. In view of the amendments to the Listing Rules and in order to seize market opportunities, the Board proposes to approve and grant a general mandate to the Board to repurchase H Shares. The details are as follows:

- (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 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 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 H 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, 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 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 H 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;

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- (e) after the repurchase, the Company should make amendments to the Articles in respect of registered capital, total share capital and shareholding structure and other related content under the circumstances where the Board deems appropriate, and subject to the laws and regulations of the place where the Company is incorporated, the Listing Rules and the Articles, 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.

“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.

Details of this resolution are set out in Appendix II to this circular. The explanatory statement provides reasonable and requisite information for Shareholders to make an informed decision on whether to vote for or against the grant of the H Shares Repurchase Mandate.

The resolution regarding the proposed grant of general mandate to the Board to repurchase H Shares was considered and approved at the Board meeting on 26 March 2026, and is hereby submitted to the AGM as a special resolution for consideration and approval.

RE-ELECTION OF DIRECTORS

According to Article 104 of the Articles, for any person appointed pursuant to fill a casual vacancy should be subject to re-election by Shareholders at the following annual shareholders’ meeting after appointment. Mr. Wang Pinran (appointed in December 2025) and Mr. Huang Hui (appointed in January 2026) were appointed as Directors by the Board and they shall retire and being eligible, offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

Details of Directors are set out in Appendix III to this circular in accordance with the relevant requirements of the Listing Rules.

PROPOSED DECLARATION OF FINAL DIVIDEND

The Board has resolved to recommend the payment of a final dividend of RMB0.05 (2024: RMB0.08) per share (tax inclusive) for the year ended 31 December 2025, subject to Shareholders' approval at the forthcoming AGM of the Company. The proposed final dividend, if approved, will be paid on or about Tuesday, 23 June 2026 to Shareholders whose names appear on the register of members of the Company at the close of business on Friday, 29 May 2026. The proposed final dividend shall be declared in RMB and paid in Hong Kong dollars for Shareholders of H Shares. The final dividend payable in Hong Kong dollars will be converted from RMB at the average middle rate of RMB to Hong Kong dollars as announced by the People's Bank of China for the period from Friday, 15 May 2026 to Tuesday, 19 May 2026.

PROPOSED AMENDMENTS TO THE ARTICLES

Based on the Consultation Conclusions of the "Consultation Paper on Proposals to Further Expand the Paperless Listing Regime and Other Rule Amendments" published by the Stock Exchange in January 2025, it is proposed for issuers to ensure their constitutional documents enable them to hold hybrid shareholders' meetings and provide E-voting. In this regard, the articles amendments will also further clarify the manner of electronic meetings.

In addition, all of the Convertible Bonds (as detailed in the announcements of the Company dated 25 November 2025 and 1 December 2025, respectively) in an aggregate principal amount of HK\$1,166 million were fully converted into 65,395,378 H Shares at a conversion price of HK\$17.83 per H Share by 19 March 2026. As a result, the Company's share capital structure was updated to a total of 1,352,371,433 shares (comprising 181,397,058 Domestic Shares and 1,170,974,375 H Shares), and the registered capital of the Company increased to RMB270,474,286.60.

On 26 March 2026, the Board considered and approved the resolution on proposed amendments ("**Proposed Amendments**") to the Articles of the Company. Having regard to the actual situation of the Company, the Board proposed to amend the Articles to (a) clarification of constitutional documents in enabling hybrid shareholders' meeting and E-voting according to the law; and (b) make other miscellaneous amendments to reflect the updated capital structure and other administrative updates.

The full particulars of the Proposed Amendments brought about by the adoption of the Amended Articles are set out in Appendix I to this circular.

The Company has been advised by its respective legal advisers that the Proposed Amendments conform to the requirements under the Listing Rules and the applicable laws of the PRC. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

LETTER FROM THE BOARD

In the event of any inconsistency between the English version and the Chinese version of the Articles, the Chinese version shall prevail.

The Directors are of the view that the Proposed Amendments to the Articles are fair, reasonable and in the interests of the Company and the Shareholders as a whole.

AGM

The AGM Notice is set out on pages 20 to 23 of this circular for consideration of the resolutions relating to, *inter alia*, (1) the proposed grant of general mandate to the Board to issue Shares; (2) the proposed grant of general mandate to the Board to issue debt financing instruments; (3) the proposed grant of general mandate to the Board to repurchase H shares; (4) re-election of Directors, (5) the proposed declaration of final dividend, and (6) the Proposed Amendments to the Articles.

The AGM will be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao City, Henan Province, the PRC on Tuesday, 19 May 2026 at 9:00 a.m.

A proxy form for use at the AGM is enclosed herein. Whether or not H Shareholders intend to attend the AGM, please complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the H Share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for holding the AGM, or any adjournment thereof. 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. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM and in such event, the proxy form shall deemed to be revoked.

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.

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in AGM Notice will be decided by poll. The results of the poll will be published on the websites of the Stock Exchange and the Company.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the H Shareholders, who are entitled to attend and vote at the AGM, 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 no transfer of Shares of the Company will be registered. To be entitled to attend and vote at the AGM, all transfer documents of Shares accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited at shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong before 4:30 pm on

LETTER FROM THE BOARD

Wednesday, 13 May 2026. All H Shareholders whose names appear on the register of members of the Company on Tuesday, 19 May 2026 are entitled to attend and vote at the AGM.

In order to determine the H Shareholders who are qualify for the final dividend, the register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026 (both days inclusive), during which no transfer of Shares of the Company will be registered. To be qualify for the final dividend, all transfer documents of Shares accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited at shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong on or before 4:30 pm on Friday, 22 May 2026. Subject to the approval of the Shareholders at the AGM, the final dividend will be paid to the H Shareholders whose names appear on the register of members of the Company at close of business on Friday, 29 May 2026.

RECOMMENDATION

The Directors consider that the adoption of — (1) the proposed grant of general mandate to the Board to issue Shares; (2) the proposed grant of general mandate to the Board to issue debt financing instruments; (3) the proposed grant of general mandate to the Board to repurchase H shares; (4) re-election of Directors; (5) the proposed declaration of final dividend; and (6) the Proposed Amendments to the Articles would be in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

DIRECTORS’ RESPONSIBILITY STATEMENTS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
Lingbao Gold Group Company Ltd.
Chen Jianzheng
Chairman

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The English version of this appendix is an unofficial translation of its Chinese version prepared for reference only. In case of any discrepancy between the two versions, the Chinese version shall prevail.

Before amendments	After amendments
<p>Article 20</p> <p>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 (H 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 placing. 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.</p> <p>The current shareholding structure of the Company is: the Company's total number of shares is 1,286,976,055 shares, among which 181,397,058 are domestic shares and 1,105,578,997 are H 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 5.71% 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 1.35% 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 1.07% of the Company's total number of issued shares.</p> <p>.....</p>	<p>Article 20</p> <p>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 (H 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 placing. 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>On 20 March 2026, the full conversion of the convertible bonds issued by the Company was completed, with a total of 65,395,378 H shares converted.</u></p> <p>The current shareholding structure of the Company is: the Company's total number of shares is <u>1,352,371,433</u> shares, among which 181,397,058 are domestic shares and <u>1,170,974,375</u> are H 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 <u>5.44%</u> 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 <u>1.29%</u> 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 <u>1.02%</u> of the Company's total number of issued shares.</p> <p>.....</p>
<p>Article 23</p> <p>The Company's registered capital is RMB257,395,211.</p> <p>.....</p>	<p>Article 23</p> <p>The Company's registered capital is RMB<u>270,474,286.60</u>.</p> <p>.....</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Before amendments	After amendments
<p>Article 64</p> <p>At least twenty business days’ notice in writing (announcement or circular) convening an annual shareholders’ meeting and at least ten business days’ or fifteen day’s (whichever is longer) notice in writing (announcement or circular) convening an extraordinary shareholders’ 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.</p> <p>.....</p>	<p>Article 64</p> <p>At least twenty business days’ notice in writing (announcement or circular) convening an annual shareholders’ meeting and at least ten business days’ or fifteen day’s (whichever is longer) notice in writing (announcement or circular) convening an extraordinary shareholders’ 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.</p> <p><u>The place for holding shareholders’ meetings shall include: The domicile of the Company or other locations stated in the notice of the shareholders’ meeting. The Company shall set up a venue for the shareholders’ meeting and convene the meeting in the form of an on-site meeting. The Company may also, as required and on the premise that the legality and validity of the shareholders’ meeting are ensured, convene the meeting by electronic communication or online means at the same time. The Company may adopt other means such as video conference and telephone conference to facilitate shareholders’ attendance at the shareholders’ meeting. Shareholders participating in the shareholders’ meeting through the aforementioned means shall be deemed to be present.</u></p> <p><u>Where a shareholders’ meeting of the Company is conducted by online or other means, the time and procedures for voting by online or other means shall be clearly stated in the notice of the shareholders’ meeting.</u></p> <p>.....</p>

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information for them to make an informed decision on whether to vote for or against a special resolution to be proposed at the AGM in relation to the H Shares Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares was 1,352,371,433, which comprised 1,170,974,375 H Shares with a nominal value of RMB0.20 each and 181,397,058 Domestic Shares with a nominal value of RMB0.20 each.

2. REASONS FOR REPURCHASE OF H SHARES

The Directors believe that the granting of the H Shares Repurchase Mandate is in the best interest of the Company and its Shareholders. Subject to market conditions and funding arrangements at the time, the repurchase of H Shares may increase the net asset value per share and/or earnings per share and will only be made where the Board believes that such repurchase will benefit the Company and Shareholders.

3. EXERCISE OF H SHARES REPURCHASE MANDATE

Upon the passing of the special resolutions set out in the notice of the AGM, the Directors will be granted the H Shares Repurchase Mandate which takes effect until the Relevant Repurchase Period (as defined in the letter from the Board). In addition, the H Shares Repurchase Mandate is subject to obtaining approval from the relevant regulatory authorities in China in accordance with the laws, regulations and rules of the PRC. Furthermore, pursuant to the notification procedures of the Articles, the exercise of the H Shares Repurchase Mandate is conditional upon the absence of any demand from the Company's any creditors for repayment or provision of guarantee for any outstanding debts owed to them, or in the event of such demand, the Company, in its absolute discretion, having repaid or provided guarantee in respect of such debts. A notice to the creditors will not be given until the H Shares Repurchase Mandate is approved by means of a special resolution at the AGM.

As at the Latest Practicable Date, assuming that the H Shares Repurchase Mandate will only require approval at the AGM, the full exercise of the H Shares Repurchase Mandate will result in a repurchase of up to 117,097,437 H Shares by the Company during the Relevant Repurchase Period (as defined in the letter from the Board), assuming that the Company will not allot and issue or repurchase H Shares and the Company does not have any treasury Shares during the period from the Latest Practicable Date to the date of the AGM.

4. FUNDING OF REPURCHASE

In repurchasing H Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the laws of the PRC and/or any other applicable laws, as the case may be.

In accordance with the laws of the PRC or administrative regulations and subject to the approval of relevant authority, the Company is entitled by its Articles to repurchase H Shares. The Company shall not repurchase H Shares on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange from time to time.

5. IMPACT OF REPURCHASE

The Directors are of the view that, in the light of the financial position disclosed in the latest published audited accounts of the Company for the year ended 31 December 2025, there will not be any material adverse impact on the Company's working capital or gearing levels in the event of the exercise of the H Shares Repurchase Mandate in full at any time during the Relevant Repurchase Period. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors in due course with the circumstances then prevailing considered and in the best interests of the Company. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements and/or the gearing levels of the Group which in the opinion of the Directors are from time to time appropriate for the Group.

6. STATUS OF REPURCHASED H SHARES

With effect from 11 June 2024, the Listing Rules have been amended, among other things, to remove the requirement to cancel repurchased shares and to adopt a framework to govern the resale of treasury shares. In view of the amendments to the Listing Rules, if the Company purchases any H Shares pursuant to the H Shares Repurchase Mandate, the Company will either (i) cancel the H Shares repurchased and reduce the Company's registered capital by an amount equivalent to the aggregate nominal value of the H Shares so cancelled, and/or (ii) hold such H Shares as treasury Shares, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of H Shares are made. If the Company holds any H Shares as treasury Shares, any sale or transfer of H Shares into treasury Shares will be made in accordance with the Listing Rules and applicable laws and regulations of the PRC.

7. PRICES OF H SHARES

The highest and lowest trading prices of the H Shares traded on the Hong Kong Stock Exchange per month for the period from each of the past twelve months and as of the Latest Practicable Date (inclusive) are as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	10.44	5.68
May	11.40	8.13
June	12.98	9.62
July	11.06	9.22
August	14.40	9.91
September	19.22	14.32
October	21.48	15.70
November	18.10	14.74
December	19.68	16.41
2026		
January	26.90	17.38
February	28.88	19.70
March	31.20	20.16
April (as of the Latest Practicable Date)	30.60	26.76

8. GENERAL INFORMATION

Each of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) currently does not intend to sell any H Shares to the Company or its subsidiaries following the approval by the Shareholders of granting the H Shares Repurchase Mandate.

The Directors will exercise the power of the Company to repurchase H Shares pursuant to the H Shares Repurchase Mandate in compliance with the Listing Rules and applicable laws of the PRC. In addition, the Company has confirmed that neither the explanatory statement nor the proposed share repurchases have any unusual features.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the granting of the H Shares Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE

If, as a result of any repurchase of H Shares pursuant to the H Shares Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase in proportionate interest will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate his/her/its/their control of the Company and thereby becoming obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Shenzhen Jiesi Weiye Holding Co., Ltd (深圳傑思偉業控股股份有限公司) (“**Jiesi Weiye**”) controls or is entitled to control the voting rights of 489,111,164 H Shares of the Company, which account for approximately 36.17% of the Company's total issued share capital. If the general mandate to repurchase H Shares is fully exercised and assuming that no further issuance or repurchase of shares is made prior to such full exercise, the proportion of the interest of the voting rights held by Jiesi Weiye in the Company to the total share capital of the Company will therefore increase to approximately 39.60% (if it does not participate in such repurchase). The Board does not intend to exercise the H Shares Repurchase Mandate to such an extent as would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory general offer under Rule 26 of the Takeovers Code and accordingly, it is not anticipated that repurchase H Shares under the H Shares Repurchase Mandate will give rise to any consequences under the Takeovers Code. Save as aforesaid, the Board is not aware of any consequences of any purchases made under the H Shares Repurchase Mandate which may arise under the Takeovers Code. Moreover, the Board will not make H Shares repurchase on the Stock Exchange under the general mandate to repurchase H Shares if the repurchase will result in the total number of H Shares held by the public shareholders falling below the prescribed minimum percentage required by the Hong Kong Stock Exchange.

10. H SHARES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any Shares (whether on the Hong Kong Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

The following is the particulars of the Directors to be re-elected at the AGM.

EXECUTIVE DIRECTOR

Mr. Wang Pinran (“Mr. Wang”)

Mr. Wang Pinran (王品然先生), born in November 2002, previously studied mechanical engineering at University College London in the United Kingdom. From June 2022 to March 2023, he worked at Londian Wason Group. He joined the Company in April 2023. He has served as Chairman of the Management Executive Committee of the Company since November 2023, and a member of Strategy Committee and an executive Director since December 2025. Mr. Wang is the brother of Mr. Wang Guanran, a controlling shareholder and non-executive Director of the Company.

As at the date of this circular, Mr. Wang has been granted 500,000 share awards under the Company’s Share Award Scheme, which remain unvested, within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 Laws of Hong Kong).

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Huang Hui (“Mr. Huang”)

Mr. Huang (黃輝先生), born in September 1976, was an associate professor from January 2010 to July 2014, and has been a professor in the Faculty of Law of the Chinese University of Hong Kong since August 2014. Mr. Huang specializes in corporate law, securities regulation, financial law, etc. Mr. Huang is an expert advisor of Shanghai Financial Court. He is also an adjunct professor of Law at the University of New South Wales, a Li Ka Shing visiting professor in McGill Law School, a “Jingtian Scholar” honorary professor at East China University of Political Science and Law, and a guest professor at China University of Political Science and Law. He serves as an arbitrator for the Kuala Lumpur Regional Centre for Arbitration, the Shenzhen Court of International Arbitration and the Shanghai International Economic and Trade Arbitration Commission. Mr. Huang has served as an independent non-executive director of Mao Geping Cosmetics Co., Ltd. (whose shares are listed on the Stock Exchange, stock code: 1318) since April 2024. In addition, he was an independent non-executive director of China Travel International Investment Hong Kong Limited (whose shares are listed on the Stock Exchange, stock code: 308) from October 2018 to August 2025. Mr. Huang has served as an independent non-executive Director of the Company since January 2026, as well as the chairman of Remuneration and Review Committee, and member of each Audit Committee and Nomination Committee.

Mr. Huang obtained his bachelor’s degree in engineering in June 1998 and bachelor’s degree in law in July 1999 and his master’s degree in law in December 2001, all from Tsinghua University in the PRC, and a PhD in law from the University of New South Wales, Australia in December 2005.

As at the date of this circular, Mr. Huang does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 Laws of Hong Kong).

The Company confirms that Mr. Huang has confirmed that (i) he has satisfied all the factors for independence as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Group or connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment, and the Company considers him to be independent.

Mr. Wang and Mr. Huang will hold office until the 2027 annual shareholders' meeting of the Company at which they will be eligible for re-election. Thereafter, they will be subject to rotational retirement and re-election requirements pursuant to the Articles.

As at the date of this circular, save as disclosed above, Mr. Wang and Mr. Huang (a) have no other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (b) did not hold any directorship in other listed companies in the past three years; and (c) do not hold any other positions with the Company and other members of the Group. The emolument of Mr. Wang and Mr. Huang will be determined by the Remuneration Committee of the Company with reference to the level of responsibility, experience, the Company's performance and the market situation.

Other than those disclosed above, there are no other matters concerning Mr. Wang and Mr. Huang that need to be brought to the attention of the Shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

If Mr. Wang and Mr. Huang are appointed as the Directors, they will enter into service contracts with the Company and to hold office until the expiry of the term of 8th session of the Board.



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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.

NOTICE OF ANNUAL SHAREHOLDERS' MEETING

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

NOTICE OF ANNUAL SHAREHOLDERS' MEETING

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

NOTICE OF ANNUAL SHAREHOLDERS' MEETING

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 Xinsheng and Mr. Huang Hui.