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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 GENERAL MEETING

Notice is hereby given that the annual general meeting (“AGM”) of Lingbao Gold Group Company Ltd. (“**Company**”) for the year ended 31 December 2023 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 Wednesday, 29 May 2024 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 2023;
2. To consider and approve the report of the supervisory committee of the Company for the year 2023;
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 2023;
4. To consider and approve the following candidates as directors of the Company of the eighth session of the Board with a term of three years commencing from the conclusion of the AGM;
 - (a) to elect Mr. Chen Jianzheng as an executive director of the Company;
 - (b) to elect Mr. Xing Jiangze as an executive director of the Company;
 - (c) to elect Mr. He Chengqun as an executive director of the Company;

- (d) to elect Mr. Wu Liming as an executive director of the Company;
 - (e) to elect Ms. Zhao Li as an executive director of the Company;
 - (f) to elect Mr. Zhang Feihu as a non-executive director of the Company;
 - (g) to elect Mr. Wang Guanran as a non-executive director of the Company;
 - (h) to elect Mr. Yeung Chi Tat as an independent non-executive director of the Company;
 - (i) to elect Mr. Tan Chong Huat as an independent non-executive director of the Company;
 - (j) to elect Mr. Bo Shao Chuan as an independent non-executive director of the Company;
 - (k) to elect Mr. Guo Michael Xinsheng as an independent non-executive director of the Company;
5. To consider and approve the following candidates as supervisors of the Company acting as Shareholders' representatives of the eighth session of the supervisory committee of the Company with a term of three years commencing from the conclusion of the AGM:
- (a) to elect Mr. Liu Haotian as a supervisor acting as shareholders' representative of the Company;
 - (b) to elect Mr. Guo Xurang as a supervisor acting as shareholders' representative of the Company;
 - (c) to elect Mr. Zhao Bingbing as a supervisor acting as shareholders' representative of the Company;
6. To consider and approve the remuneration of the directors and supervisors of the Company for the year 2023;
7. To consider and approve the final dividend for the year ended 2023;
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; and
9. To consider and approve any motion proposed by any shareholders of the Company holding 5% or more of the shares with voting rights at such meeting, if any.

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.

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

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

26 April 2024

Notes:

1. The register of members of the Company will be closed from Friday, 24 May 2024 to Wednesday, 29 May 2024, (both days inclusive), during which period no transfer of shares will be registered. In order for the shareholders to qualify for attending the forthcoming annual general meeting, 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 Thursday, 23 May 2024.
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 Thursday, 23 May 2024 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. 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.