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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)

**(1) PROPOSED ADOPTION OF THE SHARE AWARD SCHEME; AND
(2) PROPOSED MANDATE TO THE BOARD AND/OR THE
COMMITTEE TO HANDLE MATTERS PERTAINING
TO THE SHARE AWARD SCHEME**

(1) PROPOSED ADOPTION OF THE SHARE AWARD SCHEME

The Board has resolved at the Board meeting held on 5 September 2024 to propose the adoption of the Share Award Scheme. The Share Award Scheme will take effect upon the satisfaction of the following conditions:

- (i) passing of special resolutions by the Shareholders at the EGM to approve the proposed adoption of the Share Award Scheme; and

- (ii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the H Shares which may be issued in respect of the Awards granted under the Share Award Scheme.

The principal terms of the Share Award Scheme are set out below:

Purpose: The purpose of the Share Award Scheme is to:

1. provide incentives and rewards to Eligible Persons for their contribution;
2. retain Eligible Persons to serve the Group for the continuous operation and development of the Group; and
3. attract suitable persons for the further development of the Group.

Period of validity: Unless terminated early by the Board or the Committee in accordance with the Scheme Rules, the Share Award Scheme shall be valid and effective for a period of ten (10) years from the Adoption Date, provided that no new H Shares will be allotted or issued to the Trust by the Company on or after the tenth (10th) anniversary of the Adoption Date.

Source of Awarded Shares: The source of the Awarded Shares under the Share Award Scheme shall be new H Shares issued by the Company to the Trustee. Subject to the Scheme Rules, the Company may issue and allot H Shares to the Trustee under the scheme mandate limit granted by the Shareholders at general meetings from time to time (unless such issue and allotment of H Shares has otherwise been approved by the Shareholders), and such H Shares will form part of the Shares Pool. The Trustee must hold and maintain the Shares Pool during the Trust period. When the Selected Participant has satisfied all vesting conditions specified by the Board or the Committee at the time of granting the Awarded Shares and become entitled to the Awarded Shares, the Trustee will transfer the relevant vested Shares in the Shares Pool to the Selected Participant.

In the Share Award Scheme, any reference to new H Shares shall include the treasury shares listed on the Stock Exchange, and any reference to the issue of H Shares shall include the transfer of treasury shares listed on the Stock Exchange.

Scheme mandate limit:	Without Shareholders' approval, the Company shall not grant any Awarded Shares if it would result in the scheme mandate limit exceeding 10% of the total number of issued H Shares as at the Adoption Date, i.e. 67,650,096 Shares.
Service provider sublimit:	The maximum number of awards granted to Service Providers under any other share schemes of the Group and any share options or Awarded Shares granted to Service Providers within the scheme mandate limit shall not in aggregate exceed 1% of the total number of issued H Shares as at the Adoption Date, i.e. 6,765,010 Shares.
Refreshment of the limits:	<p>The Company may seek approval of the Shareholders in general meeting for "refreshing" the scheme mandate limit and the service provider sublimit after three (3) years from the Adoption Date or the date of Shareholders' approval for the last refreshment.</p> <p>Pursuant to the requirements under the Listing Rules, any refreshment of the scheme mandate limit and the service provider sublimit within any three (3)-year period shall be approved by Shareholders, and any controlling Shareholders and their associates (or if there is no controlling Shareholder, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates) shall abstain from voting in favour of the relevant resolution at the general meeting of the Company.</p> <p>The Company may seek separate approval by its Shareholders in general meeting for granting Awarded Shares beyond the scheme mandate limit or the refreshed scheme mandate limit to the eligible participant specially identified by the Company before such approval is sought.</p>
Selected participant limit:	The total number of Awarded Shares or any share awards or share options granted to a Selected Participant under the Scheme, or any other share scheme (including the new share option scheme) of the Company, in any twelve (12)-month period shall not exceed 1% of the total number of issued H Shares from time to time.

Where any grant of Awards to a Selected Participant would result in the Awards granted (excluding any awards lapsed in accordance with the terms of the Scheme) in the twelve (12)-month period up to and including the date of such grant representing in aggregate over 1% of the H Shares in issue, such grant must be separately approved by Shareholders in general meeting with such Selected Participant and his/her close associates (or associates if the Selected Participant is a connected person) abstaining from voting.

**Connected person
limit:**

Any grant of Awards to a Director, chief executive or substantial shareholder of the Company, or any of their respective associates, must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of Awards).

Where any grant of Awards (excluding the grant of options) to a Director (other than an independent non-executive Director) or chief executive of the Company, or any of their associates would result in the H Shares issued and to be issued in respect of all Awards granted (excluding any Awards lapsed in accordance with the terms of the Scheme) to such person in the twelve (12)-month period up to and including the date of such grant, representing in aggregate over 0.1% of the H Shares in issue, such further grant of Awards must be approved by the Shareholders in general meeting.

Where any grant of options or Awards to an independent non-executive Director or a substantial shareholder of the Company, or any of their respective associates would result in the H Shares issued and to be issued in respect of all options and Awards granted (excluding any Awards lapsed in accordance with the terms of the Scheme) to such person in the twelve (12)-month period up to and including the date of such grant, representing in aggregate over 0.1% of the H Shares in issue, such further grant of options or Awards must be approved by the Shareholders in general meeting.

Eligible Persons and Selected Participants: Eligible Persons who may participate in the Share Award Scheme include any of the following, subject to relevant regulations of PRC government and securities regulatory commission:

1. Directors and employees of the Group (including persons who are granted options or Awards under the Scheme as an inducement to enter into employment contracts with these companies) (the “**Employee Participant(s)**”);
2. Directors and employees of the holding companies, fellow subsidiaries or associated companies of the Company (the “**Related Entity Participant(s)**”); and
3. Persons who provide services to the Group on a recurring and continuing basis in the ordinary and usual course of its business which are in the interests of the long-term growth of the Group, including persons who work for the Group as independent contractors where the continuity and frequency of their services are akin to those of employees, but excluding placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions, or professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity (the “**Service Provider(s)**”).

The Board or the Committee may, in its sole discretion, determine whether the relevant person falls within the above categories and may, in its sole discretion, invite Eligible Persons to be granted Awarded Shares (the “**Selected Participant(s)**”) based on the contribution of the Eligible Persons to the development and growth of the Group.

Administration: The Share Award Scheme is subject to the administration of the Board and the Committee in accordance with the Scheme Rules and the terms of the Trust Deed.

Vesting:

The Board or the Committee may determine the vesting criteria and conditions or periods in accordance with all applicable laws at the time of granting Awards and as set out in the Award Notice, provided that the vesting period is not less than twelve (12) months. Save in the exceptional circumstances of a change in the personal circumstances of a Selected Participant who is an Employee Participant under the Scheme Rules, such as death or retirement, the Board or the Committee (and the Remuneration Committee in the cases of Share Awards granted to Directors and/or senior executives) may, in its sole discretion, determine that Share Awards granted to Employee Participants shall be subject to a shorter vesting period in the following circumstances:

1. grants of “make-whole” Awarded Shares to new joiners to replace the share awards or options forfeited when leaving their previous employers;
2. grants that are made in batches during a year for administrative or compliance reasons, which include Awarded Shares that should have been granted earlier if not for such administrative or compliance reasons but ended up having to wait for a subsequent batch. In such cases, the vesting period may be shorter to reflect the time from which the Awarded Shares would have been granted;
3. grants with performance-based vesting conditions provided in the Scheme or as specified in the Award Notice in lieu of time-based vesting criteria; and
4. grants with a total vesting and holding period of more than 12 months.

In addition, if an offer is made to all holders of the Shares (or to the offeror, any person controlled by the offeror and all holders other than those acting jointly or in concert with the offeror) by way of a takeover, merger, scheme of arrangement, share repurchase or otherwise which results in a change of control of the Company, and such offer becomes or is declared to become unconditional prior to the vesting of the Awarded Shares in the Selected Participant (i.e. all the conditions to which the relevant transaction is subject have been satisfied), then the Awarded Shares shall vest immediately, notwithstanding the timing of the vesting of the Awarded Shares as set out in the Award Notice.

Vesting of Award granted under the Scheme is subject to:

1. the applicable vesting conditions set forth in the Award Notice; and
2. any customs, requirements, conditions or obligations (whether or not set forth in the Award Notice or the Scheme Rules) relating to the grant or vesting of any Awarded Shares under any applicable laws, rules or regulations.

Performance targets: The Board or the Committee may, at its discretion, impose any conditions (including performance targets, if any) that must be met before the Awarded Shares may vest. Performance targets include, but are not limited to, revenue, profit (before or after income tax), cash flow (before or after dividends), earnings per share, market capitalization or economic value added, return on assets, return on equity, return on investment, share price, return on shareholders' equity, cost reductions (including expense management), customer satisfaction metrics, product quality metrics, research and development milestones, productivity, and operating margins and performance, and such other targets as the Board may determine from time to time.

**Lapse of Award and
clawback
mechanism:**

All Awarded Shares granted but not vested will lapse and be cancelled forthwith, and such Awarded Shares shall not vest as at their respective vesting date and shall become the Returned Shares under the Scheme in the event of certain circumstances stipulated in the Share Award Scheme, unless the Board or the Committee has otherwise determined that such Awarded Shares shall not be deemed to have lapsed. For instance, such circumstances include commencement of liquidation of the Company; and in case of an individual Selected Participant, failure of the Selected Participant to deliver the vesting document under the Trust Deed to the Trustee within the required period; termination of employment of the Selected Participant due to dishonesty or serious misconduct, actions that adversely affect the reputation of the Group and malpractice; immediate dismissal or conviction of any criminal offence relating to his/her integrity or honesty; or being determined to be ineligible to participate in the Share Award Scheme upon the resolution of the Board or the Committee (each a “**Lapse Event**”). In addition, all fractional shares in relation to the Awarded Shares of the Selected Participant arising from allocation or consolidation shall become Returned Shares under the Scheme.

The Returned Shares shall be held by the Trustee exclusively for the benefit of the Selected Participant who shall be determined at the sole discretion of, and selected in writing by, the Board or the Committee from time to time. Such Returned Shares shall become an integral part of the Shares Pool.

Voting right:

The Trustee shall not exercise any voting right and power attached to any Shares held upon Trust, including but not limited to the Awarded Shares, the Returned Shares, any bonus shares and dividend shares.

**Transferability and
other rights:**

Any Award granted but not vested under the Scheme shall belong to the Selected Participant and shall not be transferable. The Selected Participant shall not sell, transfer, charge, pledge, encumber or create any benefit in favor of any other person upon any Awarded Shares in any manner whatsoever, or enter into any agreement to dispose the Awarded Shares so granted.

The H Shares allocated and issued to the Selected Participant upon the vesting of the Award, shall rank *pari passu* in all aspects with other fully-paid H Shares in issue as at the date of issue, and also be entitled to voting right, dividend, right to transfer or other rights attached to other fully-paid H Shares, including such rights arising from the liquidation of the Company.

Consolidation and subdivision:

If the Company conducts a capitalization issue, rights issue, share consolidation or subdivision or reduction of the Company's share capital (each an "Adjustment Event"), the Selected Participant shall be entitled to receive the same percentage (rounded down to the nearest whole number) of such Awarded Shares as such Selected Participant was entitled to immediately prior to such Adjustment Event. The Board or the Committee shall, as soon as reasonably practicable after the occurrence of such Adjustment Event, notify such Selected Participant of any adjustment to the number of Awarded Shares to which such Selected Participant shall be entitled upon vesting after such Adjustment Event, provided that:

1. no such adjustment shall be made in the case of H Shares issued at less than their par value; and
2. In respect of any adjustment (other than an adjustment in relation to a capitalization issue), the auditors or the independent financial adviser of the Company must confirm in writing to the Directors that the adjustment complies with the relevant requirements of the Listing Rules.

Black-out period:

No Awarded Shares shall be granted by the Company to a Selected Participant who is a Director in any of the following circumstances:

1. Any Director who has obtained unannounced insider information concerning the Company or its securities and is prohibited from dealing in any securities of the Company in accordance with any code or requirement of the Listing Rules and all applicable laws from time to time;

2. On the date of publication of the annual results announcement of the Company under the Listing Rules and within sixty (60) days prior to the date of publication of the annual results announcement, or during the period from the last day of the relevant financial year to the date of publication of the results, whichever is the shorter; and
3. During the period between the date of publication of the interim results announcement of the Company under the Listing Rules and the date falling within thirty (30) days prior to the date of publication of the interim results announcement, or the period from the last date of the relevant six months period to the date of publication of the results, whichever is the shorter, until the date of the results announcement.

Each grant of Awarded Shares to a Director shall be subject to the prior approval of the Remuneration Committee or, in the case of a proposed grant of Awarded Shares to any member of the Remuneration Committee, subject to the approval of all other members of the Remuneration Committee.

Additionally, the Company shall not grant any Awarded Shares after becoming aware of insider information until (and including) the trading day after the Company has announced the information. In particular, the Company shall not grant any Awarded Shares within one (1) month immediately prior to the earlier of:

1. the date of the Board meeting (as such date is first notified to the Stock Exchange under the Listing Rules) for approving the Company's results for any year, six months period, or any other interim period (whether or not required under the Listing Rules); and
2. the deadline for the Company to announce its results for any year, six months period, or any other interim period under the Listing Rules (whether or not required under the Listing Rules),

until the date of the results announcement.

Amendment or termination:

The Board or the Committee may amend any aspect of the Share Award Scheme by resolution, provided that the relevant provisions as set out in the Listing Rules and the Scheme Rules are complied with.

Without exceeding the scheme mandate limit, the Share Award Scheme may be amended or supplemented in any aspect with the approval by a resolution of the Board. Any amendments or supplements to the Share Award Scheme shall be notified to the Trustee and all Selected Participants in writing.

The Share Award Scheme shall terminate on the earlier of: (i) the tenth (10th) anniversary of the Adoption Date; or (ii) the date of early termination as determined by the Board or the Committee (provided that such termination shall not affect any subsisting rights of any Selected Participants).

After the termination of the Share Award Scheme (whether by early termination or expiration of the Scheme period), the Company will not, and shall not, grant any Awarded Shares and will notify the Trustee in writing. All Awarded Shares granted to Selected Participants under the Share Award Scheme will remain valid. The Awarded Shares that are not yet vested will be vested in the Selected Participants in accordance with the conditions (such Awarded Shares have not been vested in the Selected Participants through the transfer of the Awarded Shares held upon Trust and the trust funds).

Furthermore, the Trustee shall not transfer any H Shares to the Company under any circumstances upon the termination of the Share Award Scheme.

Fees:

The Company shall bear the costs for the establishment and management of the Share Award Scheme. Other expenses, including but not limited to transaction levies, brokerage commissions, taxes, or expenses of any nature payable by Selected Participants or the Trustee in connection to the sale, purchase, vesting, or transfer of any H Shares under the Share Award Scheme, shall be borne by the Selected Participants.

Reasons for and Benefits of the Adoption of the Share Award Scheme

Please refer to the paragraph headed “(1) PROPOSED ADOPTION OF THE SHARE AWARD SCHEME — Purpose” of this announcement. The Directors are of the view that the adoption of the Share Award Scheme will realise the aforesaid goals, and that the Scheme Rules are on normal commercial terms and are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Listing Rules Implications

The Share Award Scheme will constitute a share scheme under Chapter 17 of the Listing Rules. Pursuant to the Listing Rules, share schemes involving the issue of new shares must be approved by shareholders of the listed issuer in general meeting. Accordingly, the adoption of the Share Award Scheme is conditional upon (i) the approval of the Share Award Scheme by the Shareholders at the EGM; and (ii) the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the H Shares which may be issued in respect of the Awards granted under the Share Award Scheme.

(2) PROPOSED MANDATE TO THE BOARD AND/OR THE COMMITTEE TO HANDLE MATTERS PERTAINING TO THE SHARE AWARD SCHEME

In order to ensure the successful implementation of the Scheme, the Board proposed that, subject to the approval of the Scheme at the EGM, the Shareholders also grant a mandate to the Board and/or the Committee to handle matters pertaining to the Share Award Scheme with full authority, including but not limited to, the following powers:

- (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' meeting as required by the Scheme Rules and/or the relevant regulatory authorities necessary for such amendments as required by laws, regulations, or relevant regulatory authorities;
- (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.

The above mandate to the Board and/or the Committee shall be valid for the period during which the Scheme remains valid.

EGM

The EGM will be convened to consider and, if thought fit, to approve (1) proposed adoption of the Share Award Scheme and (2) proposed mandate to the Board and/or the Committee to handle matters pertaining to the Share Award Scheme.

A circular of the Company containing, among others, (i) further details of the Share Award Scheme; (ii) further details of the proposed mandate to the Board and/or the Committee to handle matters pertaining to the Share Award Scheme; and (iii) the notice of the EGM will be dispatched to the Shareholders in due course under the requirements of the Listing Rules.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions shall have the following meanings.

- “Adjustment Event”** any capitalization issue, rights issue, share consolidation or subdivision or reduction of the Company’s share capital conducted by the Company, provided that the shares or other securities of the Group issued as consideration in transactions may not be regarded as a circumstance requiring an adjustment
- “Adoption Date”** the date on which the Share Award Scheme is approved and adopted by the Shareholders at the EGM
- “associate(s)”** has the meaning ascribed thereto under the Listing Rules
- “Award Notice”** the notice issued by the Company to each of the Selected Participant(s) in the form as determined by the Board and/or the Committee from time to time, setting out the conditions or term of the Awarded Shares and other terms and conditions as the Board and/or the Committee shall determine without prejudice to the Share Award Scheme
- “Awarded Share(s)” or “Award(s)”** the H Shares awarded to a Selected Participant in accordance with the terms of the Share Award Scheme
- “Board”** the board of Directors
- “Committee”** the committee, sub-committee, any Director(s) or person(s) from time to time delegated by the Board with the power and authority to administer the Share Award Scheme
- “Company”** 靈寶黃金集團股份有限公司 (Lingbao Gold Group Company Ltd.), a joint stock company incorporated in the PRC with limited liability on 27 September 2002, the H Shares of which are listed on the Main Board of the Stock Exchange with stock code 3330
- “connected person(s)”** has the meaning ascribed thereto under the Listing Rules
- “control”** has the meaning ascribed thereto under the Codes on Takeovers and Mergers and Share Buybacks of Hong Kong, as amended from time to time
- “Director(s)”** the director(s) of the Company

“Domestic Share(s)”	the ordinary domestic share(s) of the Company with a nominal value of RMB0.20 each in the share capital of the Company
“EGM”	the second extraordinary general meeting of the Company to be held in 2024 to consider the matters herein
“Eligible Person(s)”	person(s) eligible to participate in the Share Award Scheme. For more information, please refer to the paragraph headed “(1) PROPOSED ADOPTION OF THE SHARE AWARD SCHEME — Eligible Persons and Selected Participants”
“Employee Participant(s)”	directors and employees of the Group (including persons who are granted options or Awards under the Scheme as an inducement to enter into employment contracts with these companies)
“employee(s)”	employee(s) of the Group
“Group”	collectively, the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) of the Company with a nominal value of RMB0.20 each in the share capital of the Company which are listed on the Stock Exchange and are traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Lapse Event”	certain circumstances under which all Awarded Shares granted but not vested will automatically lapse under the Share Award Scheme, such as commencement of liquidation of the Company; and in case of an individual Selected Participant, failure by the Selected Participant to deliver the vesting document under the Trust Deed to the Trustee within the required period; termination of employment of the Selected Participant due to dishonesty or serious misconduct, actions that adversely affect the reputation of the Group and malpractice; immediate dismissal or conviction of any criminal offence relating to his/her integrity or honesty; or being determined to be ineligible to participate in the Share Award Scheme upon the resolution of the Board or the Committee
“Listing Committee”	The Listing Committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)

“performance target(s)”	any one or more performance target(s) relating to the Eligible Person, the Company, a department, segment or business unit of the Company or the Group as a whole, which shall be assessed annually or cumulatively over a period of time based on pre-determined targets, past or current performance or absolute or relative benchmarks against internal targets or industry performance, as specified in each case by the Board (or, as the case may be, the Remuneration Committee of the Company) in its sole discretion
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Related Entity Participant(s)”	directors and employees of the holding companies, fellow subsidiaries or associated companies of the Company
“Remuneration Committee”	the remuneration committee of the Board
“Returned Shares”	such Awarded Shares which are not vested and/or lapsed in accordance with the Scheme Rules, or such Shares being deemed to be Returned Shares in accordance with the Scheme Rules and the Trust Deed
“Scheme Rules”	the rules governing the operation of the Share Award Scheme and the implementation procedures (as amended from time to time)
“Selected Participant(s)”	Eligible Person(s) selected by the Board or the Committee for participating in the Scheme
“Service Provider(s)”	persons who provide services to the Group on a continuing and recurring basis in its ordinary and usual course of business which are in the interests of the long-term development of the Group, including but not limited to persons working for the Group in the capacity of independent contractors (including consultants, experts, distributors, contractors, suppliers, agents and service providers of any member of the Group) where the continuity and frequency of such services are akin to those of employees, but excluding placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions and professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity

“Share Award Scheme” or “Scheme”	the share award scheme, as amended from time to time, proposed to be adopted by the Company at the EGM
“Share(s)”	collectively, the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Shares Pool”	comprising the followings: <ul style="list-style-type: none"> (a) H Shares subscribed by the Trustee which are allotted or issued to it in accordance with the Scheme Rules or otherwise contributed to the Trust; (b) any H Shares irrevocably donated or transferred to the Trustee by persons recommended by the Company to be held by the Trustee upon Trust in accordance with and subject to the powers and provisions under the Trust Deed; (c) H Shares as may be allotted or issued to the Trustee as a holder of Shares which form part of the Trust, whether by way of scrip dividend or otherwise; and (d) the Returned Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed thereto under the Listing Rules
“treasury shares”	has the meaning ascribed thereto under the Listing Rules
“Trust”	the trust constituted by the Trust Deed
“Trust Deed”	the trust administration contract to be entered into between the Company and the Trustee pursuant to the Share Award Scheme
“Trustee”	Tricor Trust (Hong Kong) Limited, being the sole trustee independent of the Company and its connected persons, which has been appointed by the Company for the purposes of the Share Award Scheme and will hold the Shares for the benefit of the Selected Participants in accordance with the terms and conditions of the Trust Deed

“%”

per cent

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

Lingbao City, Henan Province, the People's Republic of China
5 September 2024

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.