# 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)*

# ANNUAL REPORT 2024

# CONTENTS

# CORPORATE INFORMATION

## DIRECTORS*

### Executive Directors

Mr. Chen Jianzheng *(Chairman)*
Mr. Xing Jiangze *(Vice-Chairman)*
Mr. He Chengqun *(President)*
Mr. Wu Liming
Ms. Zhao Li

### Non-executive Directors

Mr. Zhang Feihu
Mr. Wang Guanran

### Independent Non-executive Directors

Mr. Yeung Chi Tat
Mr. Bo Shao Chuan
Mr. Guo Michael Xinsheng
Mr. Tan Chong Huat

## SUPERVISORS*

Mr. Yang Shilei
Mr. Liu Haotian
Mr. Guo Xurang
Mr. Zhao Bingbing

## STRATEGY COMMITTEE

Mr. Chen Jianzheng *(Chairman)*
Mr. Xing Jiangze
Mr. He Chengqun
Mr. Wu Liming
Ms. Zhao Li
Mr. Bo Shao Chuan

## AUDIT COMMITTEE

Mr. Yeung Chi Tat *(Chairman)*
Mr. Zhang Feihu
Mr. Tan Chong Huat
Mr. Bo Shao Chuan
Mr. Guo Michael Xinsheng

## NOMINATION COMMITTEE

Mr. Bo Shao Chuan *(Chairman)*
Mr. Chen Jianzheng
Mr. Wang Guanran
Mr. Tan Chong Huat
Mr. Guo Michael Xinsheng

## REMUNERATION AND REVIEW COMMITTEE

Mr. Tan Chong Huat *(Chairman)*
Mr. Xing Jiangze
Ms. Zhao Li
Mr. Bo Shao Chuan
Mr. Guo Michael Xinsheng

## COMPANY SECRETARY

Mr. Chui Man Lung Everett

## AUTHORISED REPRESENTATIVES

Mr. Chen Jianzheng
Mr. Chui Man Lung Everett

## INTERNATIONAL AUDITOR

BDO Limited
Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance

## PRC AUDITOR

BDO China Shu Lun Pan Certified Public Accountants
Public Interest Entity Auditor recognised in accordance with the Accounting and Financial Reporting Council Ordinance

## LEGAL ADVISER

*Hong Kong law*
Eric Chow & Co. in Association with Commerce & Finance Law Offices

*PRC Law*
FenXun Partners, Beijing Office
Henan Xiaohan Law Firm

* *Note:* The term of seventh session of the Board and the Supervisory Committee was expired on the annual general meeting of the Company on 29 May 2024. The above Directors and Supervisors were duly elected for the eighth session of the Board and the Supervisory Committee at that meeting.

## PRINCIPAL BANKERS

Bank of China, Lingbao City Branch
China Construction Bank, Lingbao City Branch
Industrial and Commercial Bank of China, Lingbao City Branch
Zhongyuan Bank, Sanmenxia Branch
China Everbright Bank, Zhengzhou Branch
China Guangfa Bank, Sanmenxia Branch
Industrial Bank of China, Zhengzhou Branch
Export-import Bank of China, Henan Branch
Shanghai Pudong Development Bank, Zhengzhou Branch
China CITIC Bank, Zhengzhou Branch

## SHARE REGISTRAR AND TRANSFER OFFICE FOR H SHARES

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

## REGISTERED OFFICE OF THE COMPANY

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

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1104, 11/F Leighton Centre
77 Leighton Road
Causeway Bay, Hong Kong

## INVESTOR RELATIONS CONTACT

Mr. Xing Jiangze (PRC Office)
Hangu Road and Jingshan Road Intersection
Lingbao City
Henan Province
The People's Republic of China
(Postcode: 472500)
Tel: (86–398) 8860–166
Email: ir@lbgold.com

Mr. Chui Man Lung Everett (Hong Kong Office)
Room 1104, 11/F Leighton Centre
77 Leighton Road
Causeway Bay, Hong Kong
Email: ir@lbgold.com

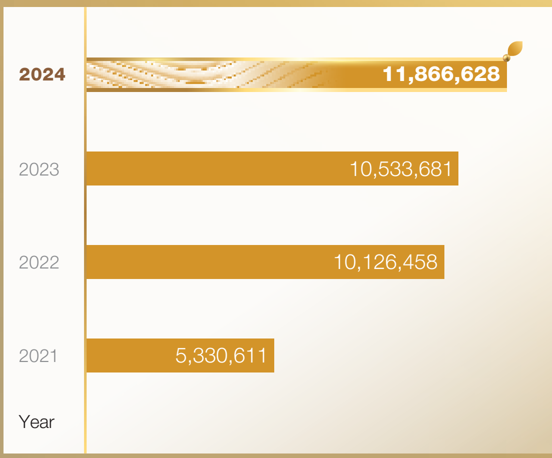
## STOCK INFORMATION

| | | |
|---|---|---|
| Stock Code | : | 3330 |
| Listing Date | : | 12 January 2006 |
| Issued Shares# | : | 1,105,578,997 shares (H Shares)<br>181,397,058 shares (Domestic Shares) |
| Nominal Value | : | RMB0.20 per share |
| Stock Name | : | Lingbao Gold |
| Website of the Company | : | www.lbgold.com |
| Investors' website | : | www.irasia.com/listco/hk/lingbao |

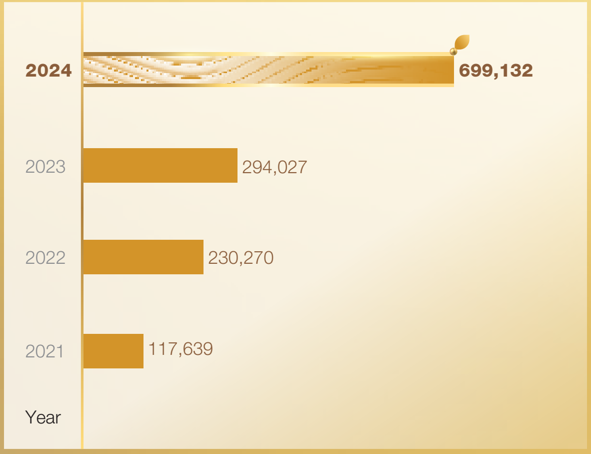
*# Conversion of the 385,578,033 domestic shares into H shares of the Company pursuant to the H Share circulation with effect from 23 January 2025.*

# FINANCIAL HIGHLIGHTS

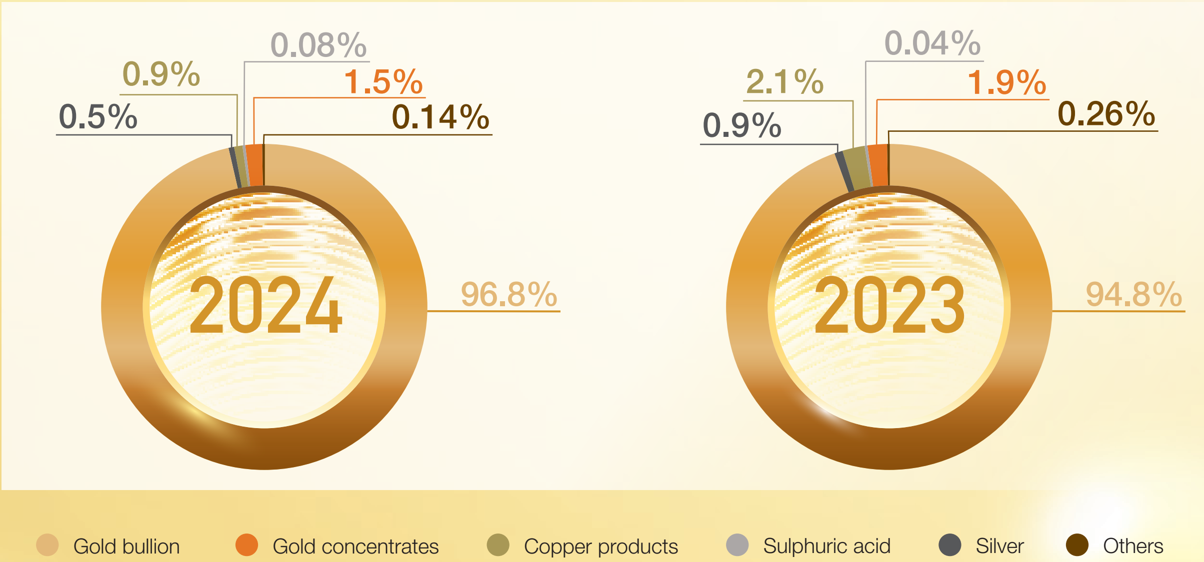
**REVENUE**
RMB'000




**PROFIT FOR THE YEAR**
RMB'000




## SALES ANALYSIS BY PRODUCTS




## CAPITAL RESOURCES

| | 2024<br>RMB'000 | 2023<br>RMB'000 | 2022<br>RMB'000 | 2021<br>RMB'000 |
|---|---|---|---|---|
| Total assets | **7,215,144** | 6,836,150 | 6,903,903 | 7,003,901 |
| Cash and cash equivalent | **279,985** | 256,724 | 173,010 | 160,145 |
| Bank and other borrowings | **2,644,510** | 2,853,108 | 3,671,749 | 3,542,876 |
| Total equity attributable to equity shareholders of the Company | **3,385,772** | 2,662,151 | 2,104,393 | 1,929,031 |

# CORPORATE PROFILE

**Lingbao Gold Group Company Ltd.** ("**Lingbao Gold**" or the "**Company**" and together with its subsidiaries, the "**Group**") is listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") since 12 January 2006.

The Group is an integrated gold mining enterprise in the People's Republic of China ("**PRC**"), and is mainly engaged in gold mining, smelting and refining. The products of the Group are gold, silver, copper products and sulphuric acid. The Shanghai Gold Exchange certified the Group as a standard gold bullion production enterprise. The Group's mineral resources are scattered in the PRC regions of Henan, Xinjiang, Jiangxi, Inner Mongolia and Gansu, and Kyrgyz Republic ("**KR**") with 37 mining and exploration rights with a total area of 216.04 sq. km. The total gold reserve resources as at 31 December 2024 were approximately 131.81 tonnes (approximately 4,099,749 ounces) respectively. The gold reserve and resources report is prepared in accordance with PRC GB/T17766–2020, "Solid Mineral Resources/Reserves Classification", GB/T13908–2020 "General Requirements for Solid Mineral Geological Exploration" and DZ/T0205–2020 "Specifications for Hard-Rock Gold Exploration". In 2024, approximately 20,853 kg (approximately 648,601 ounces) of gold bullion was produced by the Group, and the basic and diluted earnings per share for the year ended 31 December 2024 was RMB56.75 cents.

The objective of the Group's strategy in the future is continuous expansion, to become a leading, internationally recognized and outstanding gold mining enterprise in the PRC. The Group will focus on the exploration and expansion of production scale and continue to acquire gold resources with potential.

The following is a table of gold resources of the Group as at 31 December 2024:

| No. | Mine (Project) Name | Minerals | Unit | Proven | Indicated | Inferred |
|---|---|---|---|---|---|---|
| 1 | Henan Lingjin No. 1 Mine | Gold | Ore (t) | 567,877 | 1,613,126 | 3,053,862 |
| | | | Grade (g/t) | 7.21 | 6.40 | 5.41 |
| | | | Gold Contained (kg) | 4,095 | 10,330 | 16,513 |
| 2 | Henan Hongtuling Gold Mine | Gold | Ore (t) | | 116,856 | 113,120 |
| | | | Grade (g/t) | | 4.79 | 4.75 |
| | | | Gold Contained (kg) | | 560 | 537 |
| 3 | Henan Hongxin No. 1 Mine | Gold | Ore (t) | | 113,027 | 36,065 |
| | | | Grade (g/t) | | 4.41 | 3.88 |
| | | | Gold Contained (kg) | | 499 | 140 |
| 4 | Henan Lingjin No. 2 Mine | Gold | Ore (t) | | 691,058 | 364,941 |
| | | | Grade (g/t) | | 7.44 | 7.42 |
| | | | Gold Contained (kg) | | 5,144 | 2,707 |
| 5 | Henan Lingjin No. 3 Mine | Gold | Ore (t) | | 126,395 | 131,354 |
| | | | Grade (g/t) | | 5.60 | 4.62 |
| | | | Gold Contained (kg) | | 708 | 607 |
| 6 | Henan Tongbailaowan Goldfield (Pengjialaozhuang Section) | Gold | Ore (t) | | 102,752 | 532,739 |
| | | | Grade (g/t) | | 4.50 | 4.69 |
| | | | Gold Contained (kg) | | 462 | 2,497 |
| 7 | Henan Tongbailaowan Goldfield (Shangshanghe Section) | Gold | Ore (t) | | 219,037 | 306,701 |
| | | | Grade (g/t) | | 4.52 | 4.88 |
| | | | Gold Contained (kg) | | 990 | 1,496 |

| No. | Mine (Project) Name | Minerals | Unit | Proven | Indicated | Inferred |
|---|---|---|---|---|---|---|
| 8 | Henan Tongbailaowan Goldfield (Periphery of Shangshanghe Section) | Gold | Ore (t) | | 1,204,869 | 2,344,452 |
| | | | Grade (g/t) | | 6.14 | 4.96 |
| | | | Gold Contained (kg) | | 7,392 | 11,623 |
| 9 | Henan Tongbailaowan Goldfield (Laowan Section) | Gold | Ore (t) | | 138,124 | 116,534 |
| | | | Grade (g/t) | | 4.32 | 3.42 |
| | | | Gold Contained (kg) | | 597 | 399 |
| 10 | Henan Tongbailaowan Goldfield (Eastern Laowan Section) | Gold | Ore (t) | 109,630 | 546,523 | 183,762 |
| | | | Grade (g/t) | 6.86 | 7.23 | 7.69 |
| | | | Gold Contained (kg) | 752 | 3,950 | 1,414 |
| 11 | Xinjiang Duolanasayi Gold Mine | Gold | Ore (t) | 471,597 | 2,376,955 | 1,627,728 |
| | | | Grade (g/t) | 1.87 | 2.26 | 2.27 |
| | | | Gold Contained (kg) | 882 | 5,361 | 3,696 |
| 12 | Deep part of Xinjiang Duolanasayi Gold Mine | Gold | Ore (t)<br>Grade (g/t)<br>Gold Contained (kg) | (The resource quantity as of 31 December 2021, reviewed and filed, has been incorporated into the mining rights of the Duolanasayi Gold Mine) | | |
| 13 | Periphery of Xinjiang Duolanasayi Gold Mine | Gold | Ore (t) | | | 129,803 |
| | | | Grade (g/t) | | | 5.18 |
| | | | Gold Contained (kg) | | | 672 |
| 14 | Xinjiang Tuokuzibayi Gold Mine | Gold | Ore (t) | | 88,259 | 116,495 |
| | | | Grade (g/t) | | 5.05 | 7.79 |
| | | | Gold Contained (kg) | | 446 | 901 |
| 15 | Deep part of Xinjiang Tuokuzibayi Gold Mine | Gold | Ore (t) | | 21,828 | 318,909 |
| | | | Grade (g/t) | | 4.76 | 4.90 |
| | | | Gold Contained (kg) | | 104 | 1,563 |
| 16 | Jinchanshan Gold Mine of Inner Mongolia | Gold | Ore (t) | 30,048 | 485,106 | 299,638 |
| | | | Grade (g/t) | 8.72 | 5.00 | 5.03 |
| | | | Gold Contained (kg) | 262 | 2,424 | 1,506 |
| 17 | Shuiquan Gou Gold Mine of Inner Mongolia | Gold | Ore (t) | | | 746,112 |
| | | | Grade (g/t) | | | 10.13 |
| | | | Gold Contained (kg) | | | 7,560 |
| | Total of gold contained — Domestic | | Gold Contained (kg) | 5,991 | 38,967 | 53,831 |

| No. | Mine (Project) Name | Minerals | Unit | Proven | Indicated | Inferred |
|---|---|---|---|---|---|---|
| 18 | Upper part of Istanbul Gold Mine of Kyrgyzstan | Gold | Ore (t) | | 545,667 | 1,409,377 |
| | | | Grade (g/t) | | 9.32 | 6.71 |
| | | | Gold Contained (kg) | | 5,083 | 9,457 |
| 19 | Eastern Istanbul Gold Mine of Kyrgyzstan | Gold | Ore (t) | | 101,075 | 1,560,364 |
| | | | Grade (g/t) | | 7.96 | 6.64 |
| | | | Gold Contained (kg) | | 805 | 10,359 |
| 20 | Istanbul Gold Mine of Kyrgyzstan | Gold | Ore (t) | | 6,228 | 630,789 |
| | | | Grade (g/t) | | 10.92 | 11.49 |
| | | | Gold Contained (kg) | | 68 | 7,250 |
| | Total of gold contained — Oversea | | Gold Contained (kg) | | 5,956 | 27,066 |
| | Total of gold contained | | Gold Contained (kg) | 5,991 | 44,923 | 80,897 |

The total gold resources and reserves of the Group were made according to the Specifications for Hard-Rock Gold Exploration (DZ/T0205–2020) issued by the Ministry of Land and Resources of the PRC by adopting the following assumptions:

**Henan Lingjin no. 1 Mine**

1. The gold resources and reserves reporting cutoff grade was 1g/t, and the minimum industrial grade was 3g/t.
2. The ore resources and reserves depletion for Henan Lingjin No. 1 Mine was approximately 2,665kg.
3. The resources and reserves included diluting materials with an assuming dilution grade of 0g/t.
4. Parameters for short hole shrinkage mining method:
   Length of block: 50m
   Minimum width of block: 1.0m
   Pillar between blocks: 5m
   Crown pillar: 5m
   Distance between levels: 50m

**Henan Hongtuling Gold Mine**

1. The gold resources and reserves reporting cutoff grade was 1g/t, and the minimum industrial grade was 2.5g/t.
2. The ore resources and reserves depletion for Henan Hongtuling Gold Mine was approximately 0kg.
3. The resources and reserves included diluting materials with an assuming dilution grade of 0g/t.
4. Parameters for short hole shrinkage mining method:
   Length of block: 50m
   Minimum width of block: 1.0m
   Pillar between blocks: 5m
   Crown pillar: 5m
   Distance between levels: 50m

**Henan Hongxin no. 1 Mine**

1. The gold resources and reserves reporting cutoff grade was 1g/t, and the minimum industrial grade was 2.5g/t.
2. The ore resources and reserves depletion for Henan Hongxin No. 1 Mine was 0kg.
3. The resources and reserves included diluting materials with an assuming dilution grade of 0g/t.
4. Parameters for short hole shrinkage mining method:
   Length of block: 50m
   Minimum width of block: 0.8m
   Pillar between blocks: 5m
   Crown pillar: 5m
   Distance between levels: 50m

**Henan Lingjin no. 2 Mine**

1. The gold resources and reserves reporting cutoff grade was 1g/t, and the minimum industrial grade was 2.5g/t.
2. The ore resources and reserves depletion for Henan Lingjin No. 2 Mine was 0kg.
3. The resources and reserves included diluting materials with an assuming dilution grade of 0g/t.
4. Parameters for short hole shrinkage mining method:
   Length of block: 50m
   Minimum width of block: 1.2m
   Pillar between blocks: 6m
   Crown pillar: 5m
   Distance between levels: 50m

**Henan Tongbailaowan Goldfield (Pengjialaozhuang Section)**

1. The gold resources and reserves reporting cutoff grade was 1g/t, and the minimum industrial grade was 2.5g/t.
2. The ore resources and reserves depletion for Henan Pengjialaozhuang Gold Mine was 0kg.
3. The resources and reserves included diluting materials with an assuming dilution grade of 0g/t.

**Henan Tongbailaowan Goldfield (Shangshanghe Section)**

1. The gold resources and reserves reporting cutoff grade was 1g/t, and the minimum industrial grade was 2.5g/t.
2. The ore resources and reserves depletion for Henan Shangshanghe Gold Mine was 560kg.
3. The resources and reserves included diluting materials with an assuming dilution grade of 0g/t.
4. Parameters for short hole shrinkage mining method:
   Length of block: 50m
   Minimum width of block: 0.8m
   Pillar between blocks: 5m
   Crown pillar: 5m
   Distance between levels: 50m

**Henan Tongbailaowan Goldfield (Periphery of Shangshanghe Section)**

No geological exploration and mining activities have been conducted since the record in the Ministry of Land and Resources of the PRC in 2011. The former gold resources and reserves reporting cutoff grade was 1g/t, and the minimum industrial grade was 2.5g/t.

**Henan Tongbailaowan Goldfield (Laowan Section)**

1. The gold resources and reserves reporting cutoff grade was 1g/t, and the minimum industrial grade was 2.5g/t.
2. The ore resources and reserves depletion for Henan Laowan Gold Mine was 0kg.
3. The resources and reserves included diluting materials with an assuming dilution grade of 0g/t.
4. Parameters for short hole shrinkage mining method:
   Length of block: 50m
   Minimum width of block: 0.8m
   Pillar between blocks: 5m
   Crown pillar: 5m
   Distance between levels: 50m

**Henan Tongbailaowan Goldfield (Eastern Laowan Section)**

1. The gold resources and reserves reporting cutoff grade was 1g/t, and the minimum industrial grade was 2.5g/t.
2. The ore resources and reserves increment for Henan Eastern Laowan Gold Mine was 596kg.
3. The resources and reserves included diluting materials with an assuming dilution grade of 0g/t.
   Length of block: 50m
   Minimum width of block: 0.8m
   Pillar between blocks: 5m
   Crown pillar: 5m
   Distance between levels: 50m

**Xinjiang Duolanasayi Gold Mine**

1. The gold resources and reserves reporting cutoff grade was 1g/t, and the minimum industrial grade was 3g/t.
2. The ore resources and reserves depletion for Xinjiang Duolanasayi Gold Mine was 758kg.
3. The resources and reserves included diluting materials with an assuming dilution grade of 0g/t.
4. Parameters for flat base short hole shrinkage mining method:
   Length of block: 50m
   Minimum width of block: 0.8m
   Pillar between blocks: 5m
   Crown pillar: 8m
   Distance between levels: 50m

**Deep Part of Xinjiang Duolanasayi Gold Mine**

The mine is conducting geological exploration activities. The former gold resources and reserves reporting cutoff grade was 1g/t, and the minimum industrial grade was 3g/t.

**Periphery of Xinjiang Duolanasayi Gold Mine**

The mine is conducting geological exploration activities. The former gold resources and reserves reporting cutoff grade was 1g/t, and the minimum industrial grade was 3g/t.

**Xinjiang Tuokuzibayi Gold Mine**

1. The gold resources and reserves reporting cutoff grade was 1g/t, and the minimum industrial grade was 3g/t.
2. The ore resources and reserves depletion for Xinjiang Tuokuzibayi Gold Mine was 176kg.
3. The resources and reserves included diluting materials with an assuming dilution grade of 0g/t.
4. Parameters for flat base short hole shrinkage mining method:
   Length of block: 50m
   Minimum width of block: 0.8m
   Pillar between blocks: 5m
   Crown pillar: 6m
   Distance between levels: 50m

**Deep Part of Xinjiang Tuokuzibayi Gold Mine**

The mine is conducting geological exploration activities, and no mining activities has been conducted. The former gold resources and reserves reporting cutoff grade was 1g/t, and the minimum industrial grade was 3g/t.

**Jinchanshan Gold Mine of Inner Mongolia**

1. The gold resources and reserves reporting cutoff grade was 1g/t, and the minimum industrial grade was 3g/t.
2. The ore resources and reserves depletion for Jinchanshan Gold Mine was 330kg.
3. The resources and reserves included diluting materials with an assuming dilution grade of 0g/t.
4. Parameters for short hole shrinkage mining method:
   Length of block: 50m
   Minimum width of block: 0.8m
   Pillar between blocks: 5m
   Crown pillar: 6m
   Distance between levels: 40m

**Shuiquan Gou Gold Mine of Inner Mongolia**

The mine is in the stage of applying mining permit procedure and no exploration and exploitation activities are carried out. The former gold resources and reserves reporting cutoff grade was 1g/t, and the minimum industrial grade was 3g/t.

**Upper Part of Istanbul Gold Mine of Kyrgyzstan**

1. The gold resources and reserves reporting cutoff grade was 1g/t, and the minimum industrial grade was 3g/t.
2. The ore resources and reserves depletion for Upper Part of Istanbul Gold Mine was 1,016kg.
3. The resources and reserves included diluting materials with an assuming dilution grade of 0g/t.
4. Parameters for sublevel caving mining method:
   Length of block: 50m
   Minimum width of block: 0.8m
   Pillar between blocks: 5m
   Crown pillar: 6m
   Distance between levels: 40m

**Eastern Istanbul Gold Mine of Kyrgyzstan**

1. The gold resources and reserves reporting cutoff grade was 1g/t, and the minimum industrial grade was 3g/t.
2. The resources and reserves included diluting materials with an assuming dilution grade of 0g/t.
3. Parameters for sublevel caving mining method:
   Length of block: 50m
   Minimum width of block: 0.8m
   Pillar between blocks: 5m
   Crown pillar: 6m
   Distance between levels: 40m

**Istanbul Gold Mine of Kyrgyzstan**

The mine is conducting geological exploration activities. The former gold resources and reserves reporting cutoff grade was 1g/t, and the minimum industrial grade was 3g/t.

The gold resources and reserves estimates were based on the estimates of resources and reserves as approved for record by the Department of Land and Resources of the PRC in 2011. The changes in gold resources and reserves during the period were due to mining consumption and exploration and was confirmed by qualified mineral resources evaluator.

# CHAIRMAN'S STATEMENT

## DEAR SHAREHOLDERS,

We express our appreciation for the trust and support you have in Lingbao Gold Group Company Ltd. I am pleased to present the operating results of the Group for the year ended 31 December 2024:

In 2024, the Company capitalized on the favorable opportunities arising from the upward market trend, with a focus on enhancing operational efficiency. By strategically integrating diverse resources, we effectively coordinated and advanced production organization management and the development of key engineering projects. Furthermore, we accelerated our digital and intelligent transformation initiatives and deepened internal reforms, attaining steady progress and a positive trajectory in our overall development. The following summarizes the key aspects of our business operations for the year under review:

### (I) Significant growth in business performance

Leveraging on favorable market conditions, we meticulously organized the production and operational activities of our branches and subsidiaries, successfully addressing challenges encountered in production and operations. Through strengthened market analysis and strategic judgment, the Group achieved remarkable results in its annual production and operations, delivering substantial growth in business performance.

### (II) New milestones in capital operations

The Company successfully completed two rounds of H-share placements, expanding its share capital base. Additionally, we completed the H-share full circulation project, optimizing our share capital structure. We have also driven forward an equity incentive scheme designed to motivate and retain top talent, thereby supporting the Company's sustainable and robust development.

### (III) Significant achievements in "digitalization" transformation

The Group successfully established and enhanced dispatching and commanding centers, along with key system integrations, across four mining enterprises. The "MES" system for mining, processing and smelting was completed and put into operation. Additionally, digital systems for transaction management, contract management, human resources management and SRM procurement were developed and launched. Concurrent development of intelligent transformation platforms for other business segments is underway with accelerated implementation progress.

### (IV) Notable progress in internal reform and fundamental management

The Group comprehensively upgraded its human resources management system, focusing on building a management framework that is highly aligned with its development strategy. Efforts were made to attract professionals and fresh graduates, increasing the proportion of specialized and younger talent within the Group. Focused on system optimization and innovation, we revised relevant management policies and, drawing on best practices from leading domestic and international mining enterprises, formulated the Group's technical standards for geological operations. With the goal of establishing a robust internal control system, we conducted internal reviews of key production units to further standardize management practices and business operations.

### (V) Steady Progress in International Expansion

Remaining steadfast in its "going global" strategy, we established an overseas business division to accelerate the implementation of its internationalization strategy. Overseas resource projects in line with the Group's investment strategy were prioritised to provide a solid foundation for future project mergers and acquisitions and the global expansion of resource deployment.

### (VI) Sustainable and stable workplace safety and environmental protection

Adhering to the principle of "source control", the Group strictly controlled project approval and safety production permits to effectively avoid risks in all aspects such as design and construction. The Group continued to increase its investment in workplace safety and environmental protection to effectively improve the safety production conditions and enhance the level of intrinsic safety. Through the planning and implementation of green mine construction, the Group restored the ecological and environmental damage caused by the mining process, and was committed to creating a green, environmentally friendly and sustainable mine development model.

## Outlook for 2025

In 2025, by maintaining strategic determination and focusing on development goals, we will continuously improve operational efficiency, optimize our cost structure, accelerate the pace of internationalization, and promote the dual transformation of digital intelligence and green and low-carbon, so as to ensure the steady progress of the Company.

**(I) To adhere to the strategy of paying equal attention to exploitation and resource merger and acquisition, and constantly consolidate the cornerstone of industrial development**

We will actively cooperate with scientific research institutes and exploration units, introduce advanced prospecting concepts and technical equipment, and formulate exploration plans for main production bases, striving to achieve breakthroughs in prospecting and increase reserves and production. We will continue to promote our internationalization strategy to create new growth poles for the Group.

**(II) To deepen lean management for promotion of cost reduction and efficiency enhancement across all business segments**

Each production unit shall clarify management priorities and regard internal management as the breakthrough for cost reduction and efficiency improvement. We will actively benchmark against leading peers to accelerate the development of a management system that aligns with the Company's growth, and integrate information technology with production and operations management to further enhance management levels and efficiency.

**(III) To accelerate digital transformation to continuously create new development advantages**

Focusing on the integration of business systems and data, we will build a digitalized business management system and supporting guarantee system around core management functions. We will sort out intelligent mining data to achieve seamless connection between business systems and financial data, and empower management efficiency through operational analysis.

**(IV) To uphold talent recruitment and development simultaneously to expedite the construction of a talent-strong enterprise**

We will focus on talent development by broadening the horizons and professional capabilities of management and employees. We also attract outstanding graduates from universities to join us and nurture a group of young talents with innovation and stereotype-breaking features to continuously infuse vitality into the Group's sustainable development. In addition, we will increase our efforts in cultivating and introducing international talents to assist the Group's expansion and development with global perspectives and cross-cultural communication skills.

**(V) To uphold the bottom line of safety and environmental protection and build new safeguards for corporate development**

We will organize and carry out dedicated activities for safety production inspections and guidance to improve the situation of obsolete equipment and weak safety in some old mines, thereby comprehensively enhancing the overall safety management level of the Group. We will also persistently promote the construction of green mines to achieve efficient resource utilization, energy conservation, emission reduction, and environmental protection.

**(VI) Clarify the concept of common development and build a new model of sustainable development**

We will construct an ESG system with a global perspective. By upholding the philosophy of green, low-carbon and sustainable development, we will continuously refine the ESG system to fully apply the governance concepts in corporate management practices to achieve a virtuous cycle and mutual enhancement among environmental, social, and economic benefits. Besides, we strive to construct better Lingjin culture and branding, in particular, to establish smooth and efficient communication mechanisms and foster a positive work atmosphere and culture, thereby to enhance the overall effectiveness of the team.

The new year began with a promising prospect. We must persist in innovation and embrace transformation, pursuing excellence with the spirit of determination, persistence and hard work and navigating towards the goal of becoming a top domestic gold mining group with international prestige.

## APPRECIATION

On behalf of the board of directors ("**Board**"), I wish to express our sincere gratitude to all the shareholders for their support and trust, and to the management and all the staff for their dedication and hard work over the past year.

By order of the Board

**Chen Jianzheng**
*Chairman*

Lingbao, Henan, the PRC
28 March 2025

# MANAGEMENT DISCUSSION AND ANALYSIS

## REVIEW OF BUSINESS

In the year ended 31 December 2024 ("**Fiscal Year 2024**"), the Group produced approximately 20,853 kg (equivalent to approximately 648,601 ounces) of gold bullion, representing a decrease of approximately 1,711 kg (equivalent to approximately 53,212 ounces) or 7.3% as compared with the previous year. The decrease in gold bullion produced was attributable to the implementation of production capacity adjustments and merger of the gold leaching system by the smelting subsidiary for optimization of resource allocation. During the Fiscal Year 2024, the Group has adopted multiple measures to accelerate production, and achieved significant results in optimizing and improving mineral separation and mining technologies, as well as in refining management reforms, thereby markedly improving overall operational efficiency. With the rise in gold market prices, the Group recorded a net profit of approximately RMB699,132,000 (for the year ended 31 December 2023 ("**Fiscal Year 2023**"): net profit of RMB294,027,000). The basic earnings per share of the Company for the Fiscal Year 2024 was RMB56.75 cents (Fiscal Year 2023: RMB32.35 cents).

The Group's mineral resources are mainly scattered in the regions of Henan, Xinjiang, Inner Mongolia, Jiangxi and Gansu of the PRC and KR with 37 mining and exploration rights as at 31 December 2024, covering 216.04 square kilometers. The total gold reserves and resources as at 31 December 2024 were approximately 131.81 tonnes (4,099,749 ounces).

### 1. Mining segment

**Revenue and production**

Our mining business mainly comprises the sales of gold concentrates and compound gold. Most of the gold concentrates and compound gold were sold to the Group's smelting plant as intra-group sales.

The following table sets forth the analysis on the production and sales volume of the mining segment by product category:

| | | **2024** | | 2023 | |
|---|---|---|---|---|---|
| | **Unit** | **Approximate production volume** | **Approximate sales volume** | Approximate production volume | Approximate sales volume |
| Gold concentrates (contained gold) | kg | **4,317** | **4,318** | 4,769 | 4,957 |
| Compound gold | kg | **847** | **866** | 709 | 712 |
| Total | kg | **5,164** | **5,184** | 5,478 | 5,669 |
| Total | Ounce | **160,628** | **161,248** | 176,108 | 182,249 |

The total revenue of the mining segment of the Group for the Fiscal Year 2024 was approximately RMB2,571,687,000, representing an increase of approximately RMB186,268,000 or 7.81% from approximately RMB2,385,419,000 in the previous year. Such increase benefited from the substantial increase in gold prices during the year. Among them, revenue from Mining — PRC was approximately RMB2,314,365,000 (Fiscal Year 2023: RMB2,245,632,000), and revenue from Mining — KR was approximately RMB257,322,000 (Fiscal Year 2023: RMB139,787,000). In the Fiscal Year 2024, revenue of gold mines in Henan, Xinjiang, KR and Inner Mongolia represented approximately 69.3%, 14.98%, 10% and 5.72% of the total revenue of the mining segment, respectively. The production volume of compound gold in the mining segment increased by approximately 138 kg to approximately 847 kg while the production volume of the gold concentrates decreased by approximately 452 kg to approximately 4,317 kg.

**Segment results**

The Group's total profit of the mining segment for the Fiscal Year 2024 was approximately RMB1,107,383,000, representing an increase of approximately 55.96% as compared with that in the Fiscal Year 2023, among which, the profit from Mining — PRC was approximately RMB1,096,868,000 (Fiscal Year 2023: RMB808,030,000), and the Mining — KR turned a loss into a profit of approximately RMB10,515,000 (Fiscal Year 2023: loss of RMB97,981,000). The segment result to segment revenue ratio of the Group's mining business for the Fiscal Year 2024 was approximately 43.06%, as compared with approximately 29.8% for Fiscal Year 2023.

In the Fiscal Year 2024, the profit from the Mining — PRC segment increased by approximately 35.75% as compared with that in the Fiscal Year 2023, mainly benefiting from the Group's multi-pronged efforts to fully overcome the impacts of policies and infrastructure transformation in the first half of the year, ramping up production in the second half, optimizing mineral separation and mining techniques, and achieving significant results through refined management reforms, which greatly enhanced overall operational efficiency. The Group completed the production of 5,164 kg of gold concentrates (contained gold) and compound gold throughout the year, representing a decrease of 314 kg and a year-on-year decrease of 5.73%.

Additionally, benefited from Full Gold Mining Limited Liability Company ("**Full Gold**") which strengthened site management, scientifically adjusted mining methods, improved ore recovery rates, repaired old materials and recycled waste, and implemented energy-saving and cost-reduction measures, the Mining — KR segment successfully turned from a loss of approximately RMB97,981,000 in the Fiscal Year 2023 into a profit of approximately RMB10,515,000 in the Fiscal Year 2024.

Based on the above, there was an improvement in the mining and mineral separation efficiency of the Group's mining segment as compared with that of the Fiscal Year 2023, resulting in an overall increase in revenue and profit.

## 2. Smelting Segment

The Group's melting plant is situated in Henan Province, and is capable of processing gold, silver, copper products and sulphuric acid. Its main products include gold bullion, silver, copper products and sulphuric acid. The following table sets forth the analysis on the production and sales volume of the smelting segment by product category:

| | | 2024 | | 2023 | |
|---|---|---|---|---|---|
| Products | Unit | Approximate production volume | Approximate sales volume | Approximate production volume | Approximate sales volume |
| Gold bullion (processed from gold concentrates) | kg | 9,784 | 9,776 | 11,066 | 10,992 |
| | ounce | 304,323 | 304,062 | 355,794 | 353,405 |
| Gold bullion (processed from compound gold) | kg | 11,069 | 11,067 | 11,498 | 11,798 |
| | ounce | 344,278 | 344,234 | 369,673 | 379,292 |
| Silver | kg | 9,983 | 9,780 | 18,122 | 19,244 |
| | ounce | 310,494 | 304,190 | 582,652 | 618,713 |
| Copper products | tonne | 1,661 | 1,689 | 3,443 | 3,664 |
| Sulphuric acid | tonne | 90,764 | 90,561 | 114,204 | 118,681 |

### Sales and production

The Group's total revenue in the smelting segment for the Fiscal Year 2024 was approximately RMB12,043,436,000, representing an increase of approximately 13.42% from approximately RMB10,618,737,000 in the previous year.

### Segment results

In the Fiscal Year 2024, the smelting segment successfully turned losses into profits, recording a profit of approximately RMB48,269,000 (Fiscal Year 2023: recording a loss of approximately RMB9,500,000). In the Fiscal Year 2024, the Group optimized resource allocation by coordinating and adjusting production capacity, transforming the roasting of ordinary ores, and merging two sets of gold leaching systems. With a focus on the goals of "improving efficiency, enhancing effectiveness and increasing profitability", the Group strengthened production organization and implemented refined metal balance management, so as to firmly reduce costs and increase efficiency, thereby improving the gross profit of its products.

## Outlook for 2025

The Group will accelerate its pace for internationalization, implements dual transformations towards intelligent digitalized and green and low carbon environments, and commits to become a national top rated as well as world renowned gold mining enterprise.

## FINANCIAL INFORMATION

### 1. Operating Results

**Revenue**

The Group's operating analysis by products is shown as follows:

| | 2024 | | | 2023 | | |
|---|---|---|---|---|---|---|
| | Amount (RMB'000) | Sales volume (kg/tonne) | Unit price (RMB per kg/ tonne) | Amount (RMB'000) | Sales volume (kg/tonne) | Unit price (RMB per kg/ tonne) |
| Gold bullion | 11,713,064 | 20,983 | 558,211 | 10,058,989 | 22,790 | 441,383 |
| Silver | 62,799 | 9,780 | 6,421 | 94,578 | 19,244 | 4,915 |
| Copper products | 110,840 | 1,689 | 65,609 | 218,903 | 3,664 | 59,748 |
| Sulphuric acid | 9,957 | 90,561 | 110 | 4,211 | 118,681 | 35 |
| Gold concentrates | 181,812 | | | 203,706 | 545 | 373,910 |
| Others | 17,358 | | | 34,212 | – | – |
| Revenue before tax | 12,095,830 | | | 10,614,599 | | |
| Less: Sales taxes | (229,202) | | | (80,918) | | |
| | 11,866,628 | | | 10,533,681 | | |

The Group's revenue for the Fiscal Year 2024 was approximately RMB11,866,628,000, representing an increase of approximately 12.7% as compared with the previous year.

**Gross profit**

The Group's gross profit for the Fiscal Year 2024 was RMB1,461,919,000 as compared with the gross profit of RMB969,901,000 in the previous year, representing a significant increase of approximately 50.73%. The Group has strengthened the control of production costs through a series of measures, such as adjusting the production capacity structure, optimizing resource allocation, enhancing refined management, as well as reducing costs and increasing efficiency. This has been accompanied by an increase in market prices, resulting in simultaneous significant increases in gross profit and gross profit margins.

**Other net loss**

The Group's other net loss for the Fiscal Year 2024 was approximately RMB34,546,000, representing a decrease of approximately 45.28% as compared with approximately RMB63,131,000 in the previous year. The significant decrease in other net loss was mainly due to decrease of impairment losses of assets.

**Other revenue**

The Group's other revenue for the Fiscal Year 2024 was approximately RMB59,658,000, representing an increase of approximately 23.5% as compared with approximately RMB48,292,000 in the previous year. The increase in other revenue was mainly due to external disposal of smelting tailings by the smelting subsidiary.

**Profit attributable to the Company's equity shareholders**

For the Fiscal Year 2024, the Company recorded a profit of approximately RMB697,997,000 attributable to equity shareholders of the Company (Fiscal Year 2023: RMB318,082,000). The basic and diluted earnings per share for the Fiscal Year 2024 was RMB56.75 cents (Fiscal Year 2023: RMB32.35 cents).

## 2. Liquidity and Financial Resources

The Group generally finances its acquisition and operations with internally generated funds and bank loans. The cash and cash equivalents and pledged deposits as at 31 December 2024 amounted to RMB899,570,000 (31 December 2023: RMB956,604,000).

The total equity of the Group as at 31 December 2024 amounted to RMB3,158,184,000 (31 December 2023: RMB2,436,554,000). As at 31 December 2024, the Group had current assets of RMB3,008,793,000 (31 December 2023: RMB2,964,554,000) and current liabilities of RMB3,025,313,000 (31 December 2023: RMB3,706,322,000). The current ratio was 99.45% (31 December 2023: 80.0%).

As at 31 December 2024, the Group had total outstanding bank and other borrowings of approximately RMB2,644,510,000 with interest rates ranging from 1.1% to 4% per annum (approximately RMB2,081,810,000 and approximately RMB562,700,000 repayable within one year and over one year but within two years, respectively). The gearing ratio as at 31 December 2024 was 36.65% (31 December 2023: 41.7%), which was calculated by total borrowings divided by total assets.

As at 31 December 2024, the Group had unutilised bank facilities related to unsecured bank loans facilities of RMB743,480,000. These facilities could be drawn down by the Group to finance its operation. Based on the past experience and the communication with banks, the Board believes that the Company has the ability to renew or secure banking facilities upon maturity.

In order to effectively lower the debt ratio and improve the financing ability of the Group, the Group has taken the following measures:

1) Strengthening refined management and continuously promoting cost reduction and efficiency enhancement to further improve the gross profit margin of the internal mines, optimizing the allocation of production capacity and creating operating cash flow;

2) Strengthening the mechanism of capital allotment to improve the efficiency of capital utilization and further optimize the scale of liabilities;

3) Strengthening communication with banks and other financial institutions and enhancing mutual trust with them based on the continuous improvement and enhancement of the Company's performance and cash flow, so as to convert financing guarantees from external guarantees to internal guarantees of the Group and continue to reduce financing costs;

4) Leveraging the attributes of the gold mining industry, such as high inventory liquidity and quick realization, to reasonably allocate low-cost supply chain financing;

5) Optimizing the financing structure by replacing part of the short-term borrowings with medium and long-term loan financing to alleviate the pressure of short-term loan repayment;

6) Completing placing of new H shares under the general mandate to no less than six placees (as detailed in the announcements dated 21 February 2024 and 28 February 2024, respectively). The net proceeds from the placing are intended to be used for procurement of gold concentrate for the production of gold bullion;

7) Completing placing of new H shares under the general mandate to no less than six placees (as detailed in the announcements dated 17 April 2024 and 25 April 2024, respectively). The net proceeds from the placing are intended to be used for procurement of gold concentrate for the production of gold bullion.

## 3. Security and guarantee

For details of securities and guarantees of the Group as at 31 December 2024, please refer to Note 31 "Bank and Other Borrowings" to these financial statements.

## 4. Material Acquisition or Disposal

Save as otherwise disclosed in this report, there were no material acquisitions or disposals subsequent to 31 December 2024 and up to the date of this report.

## 5. Market Risks

The Group is exposed to various types of market risks, including fluctuations in gold price and other commodity prices, as well as changes in interest rates, foreign exchange rates and inflation.

**Gold price and other commodities price risk**

The Group's revenue and profit are affected by fluctuations in the gold prices and other commodity prices as all of our products are sold at market prices and such fluctuations in prices are beyond our control. The Group does not use and strictly prohibits the use of commodity derivative instruments or futures for speculation purpose. All commodity derivative instruments are used to minimise the potential price fluctuation of gold and other commodities.

**Interest rate risk**

The Group is exposed to risks associated with the fluctuation in interest rates on our debt obligations. The Group undertakes debt obligations for general corporate purposes such as support of capital expenditure and working capital. The Group's bank loans bear interest rates that are subject to adjustment made by our lenders in accordance with changes of the relevant regulations of the People's Bank of China. If the People's Bank of China increases the interest rates, our finance cost increases accordingly. In addition, to the extent that we may need to raise our debt financing in the future, upward fluctuations in interest rates will increase the cost of new debt.

**Exchange rate risk**

The Group's transactions are mainly denominated in Renminbi. As such, fluctuations in exchange rates may affect the international and domestic gold prices, and our operational results may be affected.

In addition to the foregoing, the exchange rate risks to which the Group exposes are mainly caused by certain bank deposits, trade and other receivables, trade and other payables and bank loans, which are denominated in foreign currencies. The currency risk is primarily United States dollars.

Fluctuations in exchange rates may adversely affect the value of our net assets, earnings and any dividends we declare when they are being converted or translated into Hong Kong dollars.

## 6. Contractual Obligations

As at 31 December 2024, the Group's total capital commitments in respect of the contracted costs and the authorised but not contracted costs which were not provided for in the financial statements were approximately RMB17,571,000 (31 December 2023: RMB376,043,000) and RMBnil (31 December 2023: RMBnil), respectively.

## 7. Contingent Liabilities

As at 31 December 2024, the Group had no material contingent liabilities.

## 8. Capital Expenditure

For the Fiscal Year 2024, the Group's capital expenditure was approximately RMB542,954,000, representing an increase of approximately 88.9% from approximately RMB287,398,000 for the previous year.

The Group's capital expenditure mainly relates to the construction of mining shafts and renewal of mining rights for other relevant subsidiaries, expansion of project equipment and upgrading of production equipment.

## 9. Employees

As at the end of the Fiscal Year 2024, the number of employees of the Group was 3,618. The Company highly treasures its human resources and provides its employees with competitive remuneration and training programs. The gender and type of employees will be disclosed in detail in the ESG report.

## 10. Share Option Scheme

The Board has resolved at the Board meeting held on 5 September 2024 to propose the adoption of a share award scheme. Please refer to the announcement of the Company dated 5 September 2024 for details.

## 11. Future plans for material investment or capital assets

Saved as disclosed in this report, the Directors confirmed that as at the date of this report, there are no current plans to acquire any material investment or capital assets other than in the Group's ordinary business development.

## 12. Significant investments

Saved as disclosed in this report, the Company had no significant investment held during the year ended 31 December 2024.

## 13. Event after the reporting period

Save as disclosed in this report, the Group did not have material subsequent events from 31 December 2024 to the date of this report.

# PROFILE OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

## EXECUTIVE DIRECTORS

**Mr. Chen Jianzheng (陳建正先生) ("Mr. Chen")**, born in December 1968, holds a bachelor's degree in law from Hunan Administration Institute. Previously, he rendered his services at various government agencies or in different locations in Hunan Province, including the Land and Resources Bureau, of Yuanling County and Madi Yixiang in Yuanling County; the Land Resources Administration of Yuanling County; Guanzhuang Town of Yuanling County; the Hunan Jiemuxi National Nature Reserve Bureau; and the Command Center for Gucheng South Road Redevelopment, a key construction project. Since January 2017, he has been working at the Company, during which, he served as Chairman from January 2017 to May 2021, and Chairman of the Supervisory Committee from May 2021 to October 2022. With effect from October 2022, Mr. Chen was appointed as the Chairman and an executive Director of the Company, the chairman of the Strategic Committee, and the member of the Nomination Committee.

**Mr. Xing Jiangze (邢江澤先生) ("Mr. Xing")**, born in March 1967, holds a bachelor's degree in computer science and technology from the PLA Information Engineering University. He is a registered certified public accountant, certified tax agent, senior accountant, senior consultant, and economist in China, with fund practice qualification. Previously, he worked at various companies, including Lingbao Wuhua Fuel LLC (靈寶物華燃料有限公司), Henan Lingye Group LLC (河南凌冶集團有限公司), Henan Zhengyong Accounting Firm (河南正永會計師事務所), and Lingbao Shuangxin Mining LLC (靈寶雙鑫礦業有限公司). Since April 2007, he has been working at the Company, and currently serves as the vice chairman and secretary of the Board, as well as the member of each Strategic Committee and Remuneration and Review Committee. From May 2020, Mr. Xing has been serving as an Independent Non-executive Director at Xinjiang La Chapelle Fashion Co., Ltd. (IN REORGANISATION) (Formerly known as Shanghai La Chapelle Fashion Co., Ltd.) (a company de-listed on Shanghai Stock Exchange ("**SSEx**"), stock code: 603157 in May 2022 and a company de-listed on Hong Kong Stock Exchange ("**HKEx**"), stock code: 06116 in November 2024).

**Mr. He Chengqun (何成群先生) ("Mr. He")**, born in February 1971, holds a bachelor's degree in enterprise management from Henan College of Economics and Finance (河南財經學院). Previously, he worked at various organizations, including Tonggou Gold Mine, Henan Linghua Group Company, Metallurgical Plant of Lingbao, and Lingbao Wason Copper Foil Company Ltd. From January 2018 to August 2021, he served as chairman of Habahe Huatai Gold Company Limited. From June 2018 to May 2021, he was the vice president of the Company. Since May 2021, he has been serving as executive Director and President of the Company, as well as the member of Strategic Committee.

**Mr. Wu Liming (吳黎明先生) ("Mr. Wu")**, born in February 1982, holds a master's degree in accounting from Jinan University (暨南大學) and is a senior accountant and certified management accountant (CMA). Previously, he worked at CSSC Offshore & Marine Engineering (Group) Company Limited. From November 2019 to May 2021, he served as the Chief Financial Officer of the Company. Since May 2021, he has been serving as an executive Director, vice president, and Chief Financial Officer of the Company, as well as the member of Strategic Committee.

**Ms. Zhao Li (趙理女士) ("Ms. Zhao")**, born in November 1978, holds her master's degree in finance and business administration from the Chinese University of Hong Kong. She is a registered certified public accountant in China and a Certified Internal Auditor, with over twenty years of experience in auditing, consulting, and financial management. From 2001 to 2007, she worked as an Audit and Assurance Manager at Deloitte Touche Tohmatsu, and served as a Partner in the Risk Advisory at Deloitte Touche Tohmatsu from 2008 to 2023. Since September 2023, she has been a member of the management executive committee of the Company; moreover, since May 2024, she has been an executive Director, vice president, and a member of each Strategic Committee and Remuneration and Review Committee.

## NON-EXECUTIVE DIRECTORS

**Mr. Zhang Feihu (張飛虎先生) ("Mr. Zhang")**, born in November 1971, holds his correspondence undergraduate degree in law from the Henan Provincial Party School. Previously, he held a teaching position in Daying Town, Shan County, and subsequently worked in different locations, including Su Village Town, Yinzhuang Town, Yangdian Town, and Chengguan Town of Lingbao City. Furthermore, he rendered his services at the mass work department of Lingbao Municipal Committee, and Lingbao City Urban Transformation Investment Company Limited. Since October 2018, he has been serving as the Chairman of Lingbao State-owned Assets Operation Limited Liability Company. Since April 2019, he has been serving as a non-executive Director of the Company, as well as the member of Audit Committee.

**Mr. Wang Guanran (王冠然先生) ("Mr. Wang")**, born in May 2000, attended the George Washington University School of Business in the United States of America, majoring in International Relations and Economics, as an undergraduate. However, due to the COVID-19 pandemic, he discontinued his studies in 2020. In 2019, he joined Shenzhen Jiesi Weiye Holding Co., Ltd (深圳傑思偉業控股股份有限公司), and has since 2020 been serving as Chairman and President. In December 2020, he was appointed as Director of Londian Wason Group (龍電華鑫集團). Subsequently he was appointed as Co-Chief Executive Officer with effect from May 2023. Since May 2021, he has been serving as a non-executive Director of the Company, and the member of Nomination Committee. Mr. Wang is the controlling shareholder of Shenzhen Jiesi Weiye Holding Co., Ltd (深圳傑思偉業控股股份有限公司).

As of 31 December 2024, Mr. Wang was interested in certain Shares. Please refer to the section headed "Directors' and Chief Executives' Interests and Short Positions in Shares of the Company" in this Directors' Report for further details.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Yeung Chi Tat (楊志達先生) ("Mr. Yeung")**, born in October 1969, is a permanent resident of Hong Kong, China. He holds a master's degree in professional accounting with distinction from Hong Kong Polytechnic University, and is a fellow member of the Institute of Chartered Accountants in England and Wales, the Association of Chartered Certified Accountants, and the Hong Kong Institute of Certified Public Accountants. He worked at a major international accounting firm for over 10 years and then worked for various Hong Kong listed companies as vice president, chief financial officer, financial controller and/or company secretary. He was one of the founders and the President (2022–2023) of the Hong Kong Independent Non-executive Director Association. Since 2011, Mr. Yeung has been serving as independent non-executive director of Sitoy Group Holdings Limited (HKEx stock code: 01023). From 2016 to May 2023, he served as independent director of New Hope Dairy Co., Ltd (a company listed on Shenzhen Stock Exchange ("**SZEx**"), stock code: 002946). From 2017 to May 2022, he served as independent non-executive director of Guodian Technology & Environment Group Corporation Limited (HKEx stock code: 01296). Since 2019 and 2022, he has been serving as independent non-executive director of ZO Future Group (HKEx stock code: 02309) and ImmuneOnco Biopharmaceuticals (Shanghai) Inc. (HKEx stock code: 01541) respectively. Since 2023, he has been serving as independent non-executive director at Shiyue Daotian Group Co., Ltd. (HKEx stock code: 09676). Mr. Yeung was an Independent non-executive director of Beijing Capital Grand Limited (withdrawal of listing on the HKEx) from May 2023 to January 2025. Since April 2024, he has been an independent non-executive director of Sichuan Baicha Baidao Industrial Co., Ltd (HKEx stock code: 02555). Since May 2024, he has been serving as an independent non-executive Director of the Company and the chairman of Audit Committee.

**Mr. Tan Chong Huat (陳聰發先生) ("Mr. Tan")**, born in October 1963, is the Senior Partner and one of the founding members of RHTLaw Asia LLP, a leading full-services legal practice with an Asia Pacific presence. Mr. Tan is a trusted go-to expert for regulatory issues, complex financing (corporate finance and project finance) transactions, deals structuring and funding, corporate governance and board matters, and reputational management matters for corporate leaders and major corporates in the region and internationally. He has been named frequently a leading practitioner in many reputable professional publications, including IFLR1000 and Legal 500 Asia Pacific. Since May 2021, Mr. Tan has been serving as independent non-executive director of the Company and the member of the Audit Committee. Since May 2024, he has been serving as chairman of Remuneration and Review Committee and the member of Nomination Committee.

Mr. Tan has been appointed as an independent non-executive director and the non-executive chairman of Takbo Group Holdings Limited (HKEx stock code: 8436) since 29 September 2017 and an independent non-executive director of Raffles Interior Limited (HKEx stock code: 1376) since 7 October 2022.

Mr. Tan is also the Executive Chairman of RHT Group of Companies, which is involved in sectors such as fintech, wealthtech, fund, assets and wealth management, Web3, and digital technology. He has successfully invested in start-ups, SMEs, and listed companies. Notably, he is knowledgeable and passionate in blockchain, distributed ledger and related technologies, and cryptocurrencies having invested into 2 exchanges, which apply the DLT technology and a Web3 blockchain ecosystem platform. One of them is SDAX (licensed by the Monetary Authority of Singapore), which the first digital exchange to tokenise gold backed loan notes.

Mr. Tan was the deputy chairman of the SGX disciplinary committee and was a member of the SGX Appeals Committee. He was a member of the first corporate governance council set up by the Monetary Authority of Singapore.

Mr. Tan was the chairman of an oil and gas group with operations in Indonesia and listed on the Singapore Stock Exchange for almost a decade. He has personally invested in a gold mine in Indonesia and listed it on the Singapore Stock Exchange. He is also active in public service and charity work. He is the chairman of the National Council Against Drug Abuse. He is the President of the Singapore Golf Association and also the Chairman of the ASEAN Golf Federation.

**Mr. Bo Shao Chuan (薄少川先生) ("Mr. Bo")**, born in October 1965, is a Canadian citizen. He holds a master's degree in signal transmission and processing from China University of Petroleum, and is a senior engineer. Mr. Bo has over 30 years of work experience in the mining, oil and gas industries. Previously, he worked for PetroChina before joining Ivanhoe Capital Corporation, where he successively held management positions in Ivanhoe Mines (Canada), Ivanhoe Energy, Jinshan Gold Mines and other joint ventures/ cooperative companies. Subsequently, he served as the general manager for business development of Ivanhoe Capital Corporation, responsible for commercial, legal, joint venture and cooperation, and other transactions. Since 2005, he has served as a director or senior manager for a number of mining companies from Canada, Australia, and Brazil, as well as a consultant for international and domestic companies in the mining, oil and gas industries. As a result, Mr. Bo has extensive practical experience in company development, investment, financing, capital markets, international mergers and acquisitions, joint ventures and cooperation, and project management. Besides being the author of Ins and Outs International Mining, he served as an independent non-executive director at Sinomine Resource Group Co., Ltd. (中礦資源集團股份有限公司, SZEx stock Code: 002738.) from May 2020 to May 2023, and he has been serving as an independent non-executive Director at Zijin Mining Group Co., Ltd.* (紫金礦業集團股份有限公司) (SZEx stock code: 600189 and HKEx stock code: 02899) since December 2020. Since May 2024, he has been serving as an independent non-executive Director of the Company, as well as the chairman of the Nomination Committee and the member of each Strategic Committee, Audit Committee and Remuneration and Review Committee.

**Mr. Guo Michael Xinsheng (郭新生先生) ("Mr. Guo")**, born in September 1963, is a Canadian citizen, and holds a master's degree in mineral survey and exploration from Central South University of Technology and a Doctorate in Geochemistry from the University of Science and Technology of China. He is a registered geologist in Ontario and Alberta, Canada, and is a Qualified Person under NI 43–101. From 2005 to 2011, Mr. Guo worked for Dahrouge Geological Consulting Ltd and Cameco Corporation in Canada. From 2011 to 2012, he served as the Deputy General Manager of the International Department and Dean of the International Geological Exploration Institute at Zijin Mining Group Co., Ltd.* (紫金礦業集團股份有限公司) (SZEx stock code: 600189 and HKEx stock code: 02899). From 2012 to 2014, he was the Chief Geologist at Shandong Gold International Mining Co., Ltd. (山東黃金國際礦業有限公司) (SSEx stock code: 600547 and HKEx stock code: 01787). Between 2014 and 2017, he was the General Manager of Geological Exploration at Focus Minerals Limited, an Australian-listed company. From 2018 to 2023, he served as the Chief Representative and Chief Geologist at the Toronto Representative Office of Shandong Gold Mining Co., Ltd. Since 2023, Mr. Guo has been the Chief Geologist at MG Geological Consulting Ltd in Toronto. Since May 2024, he has been serving as an independent non-executive Director of the Company, as well as the member of each Audit Committee, Nomination Committee and Remuneration and Review Committee.

## SUPERVISORY COMMITTEE AND SUPERVISORS

**Mr. Yang Shilei (楊石磊先生) ("Mr. Yang")**, born in September 1983, an environmental engineer. He graduated from the Third Military Medical University in July 2007 and obtained the bachelor degree of clinical medicine. In August 2008, he joined Lingbao Gold Group Company Ltd. and worked in the Safety and Environmental Protection Department and the Securities and Legal Department. He later served as a senior manager in subsidiaries such as Habahe Huatai Gold Co., Ltd. and Chifeng Jinchan Mining Co., Ltd. Since 2023, he has served as Secretary-General and Office Director of the Management Executive Committee of the Company. Since March 2019, he has served as Supervisor of the Company.

**Mr. Guo Xurang (郭許讓先生) ("Mr. Guo")**, born in May 1970, obtained a master's degree in business administration from Hangzhou Dianzi University, Zhejiang Province. Since April 2007 Mr. Guo has been the chairman of Lingbao Wanlaixin Mining Trade Company Limited (former names: Beijing Wanlaixin Investment Company Limited, Shannan Wanlaixin Investment Company Limited, and Shannan Wanlaixin Mining Trade Company Limited). Mr. Guo was appointed as a supervisor of the Group in June 2014.

**Mr. Zhao Bingbing (趙兵兵先生) ("Mr. Zhao")**, born in March 1978, obtained a bachelor's degree in economic management from Institute of the Chinese Communist Party in Henan Province. Mr. Zhao has over 25 years of experience in gold industry. Mr. Zhao has been working in Lingbao Kaiyuen Mining Company Limited since January 2006 and is currently its Chairman. Mr. Zhao was appointed as a supervisor of the Company since June 2018.

**Mr. Liu Haotian (劉皓天) ("Mr. Liu")**, born in July 1985, obtained a bachelor's degree in accounting from Zhengzhou University. Previously, he worked at various government bodies, including the Lingbao Health Bureau (靈寶市衛生局) from March 2008 to September 2010, the Lingbao Agricultural Tax Bureau (靈寶市農業稅務局) from October 2010 to March 2011, and the Administrative and Law Section of Lingbao Finance Bureau (靈寶市財政局行政政法科) from April 2011 to September 2015. From October 2015 to December 2017, Mr. Liu was promoted as the deputy director of the Office of Non-Taxation Bureau of Lingbao Finance Bureau (靈寶市財政局非稅局辦公室), and the head of the Investment and Financing Section of the Lingbao Shanty Reform Office (靈寶市棚改辦招商融資科). Since January 2018, he has been the director of the Office of the Non-tax Bureau of the Lingbao Finance Bureau (靈寶市財政局非稅局辦公室) in addition to the head of the Investment and Financing Section of the Lingbao Shanty Reform Office (靈寶市棚改辦招商融資科). Since October 2018, Mr. Liu has been the general manager of Lingbao State-owned Assets Operation Limited Liability Company. Mr. Liu was appointed as a supervisor of the Company since May 2021.

## SENIOR MANAGEMENT

**Mr. Wang Pinran (王品然先生) ("Mr. Wang PR")**, born in November 2002, obtained a bachelor of engineering degree in mechanical engineering from University College London in the United Kingdom. From June 2022 to March 2023, he worked in Londian Wason Group. He joined the Company in April 2023 and has been the assistant to the Chairman since April 2023 and the chairman of the management executive committee since November 2023. Mr. Wang PR also served as a senior manager in subsidiaries such as Shenzhen Jinda Gold Company Limited.

**Mr. Zhou Yi (周熠先生) ("Mr. Zhou")**, born in November 1965, obtained a master's degree in automation from the Second Artillery Engineering College and holds the title of associate professor. From 1989 to 2008, he worked in the Automation Department of the Second Artillery Engineering College and the Military Science and Technology Teaching and Research Section of the National University of Defense Technology, and won two third prizes for military scientific and technological progress and one third prize for military teaching achievements. In 2008, he transferred to work at Central South University. In October 2022, he joined the Company and served as deputy manager, manager of the Human Resources Department, and deputy general manager of Nanshan Branch. From March 2024 to September 2024, he served as vice president and from September 2024 to date, he has served as executive vice president.

Save as disclosed herein, as of the date of this annual report, the Directors confirmed that no change in information was required to be disclosed pursuant to Rule 13.51B(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**").

# CORPORATE GOVERNANCE REPORT

Being one of the integrated gold mining companies based in PRC, the Company is committed to continually achieving high standards of corporate governance practices and has put in place a set of well-defined corporate governance procedures to ensure the transparency of the Company and protect the overall interest and rights of shareholders as well as employees.

The Company has adopted the code provisions ("**Code Provisions**") as stated in the Corporate Governance Code and Corporate Governance Report ("**CG Code**") contained in Appendix C1 to the Listing Rules. The Board is committed to complying with the Code Provisions as stated in the CG Code to the extent that the Directors consider it is applicable and practical to the Company.

During the year under review, the Company has complied with the Code Provisions in the CG Code.

## THE BOARD

The Board is the executive body of the Company and shall be responsible for formulating and executing the operation plans and management decisions of the Company as well as establishing the overall strategic direction. Its duties include evaluating the performance of senior management and supervising the system of the Company. The Board has to act in the best interest of the Company and its shareholders.

The current composition of the Board is set out in the following table:

| **Director** | **Position** |
|---|---|
| Mr. Chen Jianzheng | Executive Director and Chairman |
| Mr. Xing Jiangze | Executive Director and Vice-Chairman |
| Mr. He Chengqun | Executive Director and President |
| Mr. Wu Liming | Executive Director |
| Ms. Zhao Li | Executive Director |
| Mr. Zhang Feihu | Non-executive Director |
| Mr. Wang Guanran | Non-executive Director |
| Mr. Yeung Chi Tat | Independent Non-executive Director |
| Mr. Bo Shao Chuan | Independent Non-executive Director |
| Mr. Guo Michael Xinsheng | Independent Non-executive Director |
| Mr. Tan Chong Huat | Independent Non-executive Director |

Pursuant to the articles of association of the Company ("**Articles of Association**"), the term of appointment of the Directors (including the non-executive Directors and independent non-executive Directors) shall be three years and the Directors are eligible for re-election. The chairman of the Company, Mr. Chen Jianzheng, and the other four executive Directors are responsible for the business management of the Company, formulation and implementation of important strategies, making daily business decision, and coordination of overall business operation.

All of the Directors can give sufficient time and attention to the Company's affairs.

Non-executive Directors and independent non-executive Directors possess wide expertise and experience and are able to give professional advice in various aspects such as law, accounting, finance, tax, equity capital and industrial and commercial industries. The non-executive Directors would participate in Board meetings of the Company to bring an independent judgment to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct. In addition, they would take the lead in Board meetings where potential conflicts of interests arise. They also have to scrutinise the Company's performance in achieving agreed corporate goals and objectives.

Independent non-executive Directors are expressly identified in the corporate communications that disclose the names of the Directors by the Company.

The Company has received annual written confirmation from each of the independent non-executive Directors to ensure they are in compliance with Rule 3.13 of the Listing Rules in respect of their independence. Apart from employment relationships with the Company, there is no any financial, business, family or other material relationships amongst members of the Board. The Company considers that they are independent.

The Company has established various internal control systems which allow the Board to maintain high standard of corporate governance in the management of the Company. To ensure that the Board performs its duties effectively, the management is required to submit business and financial reports of the Company to the Board regularly. The Board is responsible for performing the corporate governance duties according to the Code Provision A.2.1 set out on the CG Code, which includes: (1) developing and reviewing the policies and practices on corporate governance of the Group; (2) reviewing and monitoring the training and continuous professional development of Directors and senior management; (3) reviewing and monitoring the Group's policies and practices on compliance with legal and regulatory requirements; (4) developing, reviewing and monitoring the code of conduct applicable to Directors and employees; and (5) reviewing the Company's compliance with the CG Code and disclosure in the corporate governance report of the Company.

Directors would make further enquiries if they require further enquiries than is information volunteered by management. The Board has separate and independent access to the company secretary and other senior management at all times to conduct informal discussions. It is at the Company's expense for the Board to contact the auditors, lawyers or other professionals to obtain independent professional opinions when appropriate. Management are regularly reminded by the company secretary that they have an obligation to provide the Board and its committees with adequate, complete and reliable information in a timely manner. All Directors have access to Board papers and related materials which will enable the Board to make an informed decision on matters placed before it. Steps are taken to respond to enquiries raised by Directors as fully as possible.

### Procedures for the handling and dissemination of inside information

The Group has established procedures in handling and dissemination of inside information in an accurate, secure and timely manner and to avoid possible mishandling of inside information within the Group.

The Group complies with requirements of Securities & Futures Ordinance ("**SFO**") and the Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the Safe Harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensure that information contained in announcements are not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

For the year ended 31 December 2024, the Board of the Company held 17 meetings to discuss and approve various important matters. All such meetings were convened in accordance with the Articles of Association. The table below lists out the attendance of each Director at the Board meetings held during the year up to the date of this report. The attendance illustrates the attention of the Board to the management of the Company's affairs. The matters processed by the Board in the meetings are all recorded, and the relevant records are kept pursuant to relevant laws and regulations.

| **Director** | **First date of appointment** | **Period in office as at the date of Annual Report (Years of service)** | **Board Meetings attended/ Eligible to attend** | **Number of general meetings attended/held** |
|---|---|---|---|---|
| Mr. Chen Jianzheng | 23 January 2017 | 8 | 17/17 | 2/2 |
| Mr. Xing Jiangze | 3 June 2015 | 9 | 17/17 | 2/2 |
| Mr. He Chengqun | 21 July 2010 | 14 | 17/17 | 2/2 |
| Mr. Dai Weitao[2] | 28 May 2021 | 3 | 8/8 | 2/2 |
| Mr. Wu Liming | 28 May 2021 | 3 | 17/17 | 2/2 |
| Ms. Zhao Li[1] | 29 May 2024 | >1 | 9/9 | 0/0 |
| Mr. Zhang Feihu | 12 April 2019 | 5 | 17/17 | 2/2 |
| Mr. Wang Guanran | 28 May 2021 | 3 | 17/17 | 1/2 |
| Mr. Yeung Chi Tat[1] | 29 May 2024 | >1 | 9/9 | 0/0 |
| Mr. Bo Shao Chuan[1] | 29 May 2024 | >1 | 9/9 | 0/0 |
| Mr. Guo Michael Xinsheng[1] | 29 May 2024 | >1 | 9/9 | 0/0 |
| Mr. Wang Jiheng[2] | 3 June 2015 | 9 | 8/8 | 2/2 |
| Mr. Wang Guanghua[2] | 30 March 2016 | 9 | 8/8 | 2/2 |
| Mr. Xu Rong[2] | 6 July 2020 | 4 | 8/8 | 2/2 |
| Mr. Tan Chong Huat | 28 May 2021 | 3 | 17/17 | 2/2 |

*Notes:*

1. Appointed as Directors with effect from 29 May 2024.

2. Retired to act as Directors with effect from 29 May 2024.

Prior to each regular Board meeting, the management of the Company shall submit materials relevant to the affairs to be discussed in the meeting to the Board. Notice convening the regular Board meeting shall be sent to all Directors at least ten days before the meeting so that arrangements can be made to attend the meeting. Documents required for regular meetings of the Board shall be sent to the Directors at least three days before the meeting, to ensure that enough time is given to the Directors to review the documents and get prepared for the meeting.

The Board meeting is chaired by the chairman to ensure that sufficient time is allocated to the consideration and discussion of each matter in the agenda and each Director is given an equal opportunity to speak. In addition, the Board are given an opportunity to include matters in the agenda. Minutes of Board meetings and meetings of Board committees record detailed concerns raised by Directors and dissenting views expressed. Minutes of Board meetings and meetings of Board committees would be kept by secretary and such minutes are opened for inspection at any reasonable time on reasonable notice by any Director.

If a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter would not be dealt with by way of circulation or by a committee but a Board meeting would be held. Independent non-executive Directors have no material interest in the transaction would be present at such Board meeting.

Every newly-appointed Director would receive a comprehensive, formal and tailored induction on the first occasion of his/her appointment, and subsequently continuous briefing and professional development would be arranged to ensure that he/she has a proper understanding of the operations and business of the Company and that he/she is fully aware of his/her responsibilities under statute and common law, the Listing Rules, applicable legal requirements and other regulatory requirements and the business and governance policies of the Company. All Directors are encouraged by the Group to participate in continuous professional development to develop and refresh their knowledge and skills. In November 2024, the Company invited the Hong Kong legal adviser to conduct thematic training in relation to the directors' responsibilities and the Listing Rules, in which all Directors attended. In addition, all Directors have read latest development of the Company's business or directors' duties and responsibilities and the Listing Rules as well as other applicable regulatory requirements.

## APPOINTMENT AND RE-ELECTION OF DIRECTORS

Pursuant to the Articles of Association, Directors shall be subject to election at the Company's general meetings with a term of office of three years and may be re-elected. The Company has implemented a set of effective procedures for the appointment of new Directors. The nomination committee shall, in accordance with provisions of the relevant laws and regulations and the Articles of Association, take into account the practical situations of the Company, consider the selection criteria, selection procedures and terms of office of the Directors, and record and submit the resolutions to the Board for approval. All newly nominated Directors are subject to election and approval at general meetings.

All Directors have been elected for a term of three years at the annual general meeting of the Company held on 29 May 2024. All Directors may be nominated and re-elected at the 2027 annual general meeting of the Company.

## BOARD SKILLS MATRIX

The following table summarises the combination of skills and experience of the Board:

| Experience, skills & attributes | Board | Nomination | Audit | Remuneration & Review | Strategy & Execution |
|---|---|---|---|---|---|
| **Total Executive Directors** | 5 | 1 | — | 2 | 5 |
| **Total Non-Executive Directors** | 2 | 1 | 1 | — | — |
| **Total Independent Non-Executive Directors** | 4 | 3 | 4 | 3 | 1 |
| **Experience** | | | | | |
| **Corporate leadership** | | | | | |
| Successful experience in CEO and/or other senior corporate leadership | 11 | 5 | 5 | 5 | 6 |
| **Resource industry experience** | | | | | |
| Relevant industry (resources, mining, exploration) experience | 8 | 4 | 4 | 4 | 5 |
| **Other Board level listed experience** | | | | | |
| Membership of other listed entities (last 3 years) | 5 | 3 | 4 | 4 | 2 |
| **Knowledge and skills** | | | | | |
| Finance and capital management | 8 | 4 | 4 | 5 | 4 |
| **Governance** | | | | | |
| Risk and Compliance | 5 | 1 | 2 | 3 | 3 |
| **International experience** | | | | | |
| Senior experience in multiple international locations | 4 | 3 | 4 | 3 | 1 |
| **Gender** | | | | | |
| Male | 10 | 5 | 5 | 4 | 5 |
| Female | 1 | — | — | 1 | 1 |

## BOARD COMMITTEE

The Board has established four committees. Each committee has its terms of reference, including the review of matters of extraordinary nature, giving suggestions to the Board and making decisions on behalf of the Board relating to such matters when appropriate.

### (1) Audit Committee

The audit committee of the Board is a body specifically set up by the Board according to the resolutions of general meetings and shall mainly be responsible for the communication, supervision and inspection of internal and external audit.

After our listing, the Company has been in full compliance with the requirements of Rule 3.21 of the Listing Rules.

In 2024, the audit committee comprises of five members, all of which are non-executive Director or independent non-executive Director. Any former partner of BDO Limited should be prohibited from acting as a member of the audit committee. Pursuant to the Listing Rules, a member of independent director specializing in accounting will be the chairman of the audit committee who will be in charge of the work of the committee. The committee now comprises of the following members:

Mr. Yeung Chi Tat[1] *(Chairman)*
Mr. Zhang Feifu
Mr. Tan Chong Huat
Mr. Bo Shao Chuan[1]
Mr. Guo Michael Xinsheng[1]
Mr. Xu Rong[2]
Mr. Wang Jiheng[2]
Mr. Wang Guanghua[2]

*Notes:*

1. Appointed with effect from 29 May 2024.

2. Retired with effect from 29 May 2024.

The principal duties of the audit committee are: (a) to suggest recruiting or changing external audit organization; (b) to supervise the internal audit system of the Company and its implementation; (c) to facilitate the communication between internal audit and external audit; (d) to review the financial information of the Company and its disclosure; (e) to inspect the internal control system of the Company and to audit major connected transactions; (f) to develop and implement policy on the engagement of an external auditor to supply non-audit service; (g) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard. The audit committee would discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences; (h) to monitor integrity of financial statements and the annual reports of the Company and accounts, half-year reports and to review significant financial reporting judgments contained in them. In this regard, in reviewing the relevant statements and reports before the submission of the Company's annual reports and accounts, half-year reports to the Board, the committee would focus particularly on: (i) any changes in accounting policies and practices; (ii) major judgmental areas; (iii) significant adjustments resulting from audit; (iv) the going concern assumptions and any qualifications; (v) compliance with accounting standards; (vi) compliance with the Listing Rules and other legal requirements in relation to financial reporting; (vii) members of the committee would liaise with the Board, senior management of the Company and the qualified accountant and the committee must meet, at least once a year, with the Company's auditors; and (viii) the committee would consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts and must give due consideration to any matters that have been raised by the qualified accountant, compliance adviser and auditors; (i) to discuss with the management the system of internal control and ensure that management has discharged its duty to have an effective internal control system; (j) to consider any findings of major investigations of internal control matters as delegated by the Board or on its own initiative and management's response; (k) to ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor the effectiveness of the internal audit function; (l) to review the external auditor's management letter, any material queries raised by the auditor to management in respect of the accounting records, financial accounts or systems of control and management's response; (m) to report to the Board on the matters set out in Code Provision D.3.3; and (n) to be responsible for other matters as authorized by the Board of the Company.

The terms of reference of audit committee are kept at the registered office of the Company and have been published on the Company's website for reference.

The audit committee has been provided with sufficient resources to discharge its duty. Details of audit committee meetings held during the year are as follows:

| **Committee** | **Expertise** | **Meetings attended/ eligible to attend (*)** |
|---|---|---|
| Mr. Yeung Chi Tat *(Chairman)* | Fellow member of the Institute of Chartered Accountants in England and Wales, the Association of Chartered Certified Accountants, and the Hong Kong Institute of Certified Public Accountants | 2/2 |
| Mr. Zhang Feihu | Graduated from the Henan Provincial Party School with a undergraduate degree in law, and has been serving as the Chairman of Lingbao State-owned Assets Operation Limited Liability Company since October 2018. | 3/3 |
| Mr. Tan Chong Huat | Is the Senior Partner and one of the founding members of RHTLaw Asia LLP, a leading full-services legal practice with an Asia Pacific presence; and served as an independent non-executive director for various listing companies in Singapore and Hong Kong. | 3/3 |
| Mr. Bo Shao Chuan | Holds a master's degree in signal transmission and processing from China University of Petroleum, and is a senior engineer. Mr. Bo has over 30 years of work experience in the mining, oil and gas industries. | 2/2 |
| Mr. Guo Michael Xinsheng | Holds a master's degree in mineral survey and exploration from Central South University of Technology and a Doctorate in Geochemistry from the University of Science and Technology of China. He is a registered geologist in Ontario and Alberta, Canada, and is a Qualified Person under NI 43–101. | 2/2 |
| Mr. Wang Jiheng | Holds a master's degree in law of NorthWest University of Politics and Law and a doctoral degree in law of Wuhan University, and is an associate professor and an advisor of master degree students. | 1/1 |
| Mr. Wang Guanghua | Graduated from Beijing Institute of Chemical Technology (renamed Beijing University of Chemical Technology in 1994) majoring in chemical engineering in July 1974. Mr. Wang GH has more than 30 years of experience in investment, government affairs and business operation and management. | 1/1 |
| Mr. Xu Rong | Holds a master's degree in finance and investment management from the University of Hong Kong in March 2012. Mr. Xu is currently a certified public accountant in the People's Republic of China ("**PRC**"), certified public asset appraiser in the PRC and certified tax agent in the PRC. | 1/1 |

* Represents the total number of meetings held during the year ended 31 December 2024.

In 2024, 3 meetings of the audit committee were held. On 28 March 2024, the audit committee reviewed the audited results announcement for the year ended 31 December 2023. On 28 August 2024, the audit committee reviewed the Company's interim report for the year 2024. In December 2024, the audit committee meet the auditor to review the 2024 audit planning. In addition, the audit committee had reviewed the financial statements for the year ended 31 December 2024 before the announcement of the Company's annual results. During the discussion, the audit committee had reviewed the key components that require management's judgment on adequate provisioning, disclosure and internal control policies.

### (2) Strategic Committee

The strategic committee of the Board is a body specifically set up by the Board according to the resolution of the general meeting and shall mainly be responsible for conducting research and giving advice regarding the long-term development strategies and material investment decisions of the Company.

For the year ended 31 December 2024, the strategic committee comprises of six members, with at least one independent non-executive Director pursuant to the implementation measure. The committee now comprises of the following members:

Mr. Chen Jianzheng *(Chairman)*
Mr. Xing Jiangze
Mr. He Chengqun
Mr. Wu Liming
Ms. Zhao Li[1]
Mr. Bo Shao Chuan[1]
Mr. Wang Guanghua[2]
Mr. Dai Weitao[2]

*Notes:*

1. Appointed with effect from 29 May 2024.

2. Retired with effect from 29 May 2024.

The principal duties of the strategic committee in strategic and investment planning are: (a) to conduct research and make suggestions concerning the long-term development strategic plans of the Company; (b) to conduct research and make suggestions concerning the material investment and financial proposals which are subject to the approvals of the Board and the general meeting pursuant to the Articles of Association; (c) to conduct research and make suggestions concerning the material capital management and assets management projects which are subject to the approvals of the Board and the general meeting pursuant to the Articles of Association; (d) to conduct research and make suggestions concerning other significant events that influence the development of the Company; (e) to carry out inspection concerning the implementation of the above matters; and (f) to be responsible for other matters as delegated by the Board.

With reference to the amendment made in the Implementation Rules of the strategic committee on 16 February 2022, the strategic committee enhanced the principal duties in environmental, social and governance, which are: (i) to review and give advice on the Company's vision, goals, and strategies for its environmental, social and governance matters; (ii) to review the Company's policies and strategies for environmental, social and governance matters to ensure its compliance with relevant laws, regulations and standards; (iii) to review and assess the Company's risks and opportunities arising from its environmental, social and governance matters; (iv) to review and assess the adequacy and effectiveness of the Company's environmental, social and governance structure; (v) to review and give advice on the Company's environmental, social and governance reports; and (vi) other matters authorized by the Board.

In 2024, one meeting of the strategic committee was held. All members attended the meeting.

The strategic committee had reviewed the 2023 Environmental, Social and Governance Report ("**ESG report**").

### (3) Nomination Committee

The nomination committee of the Board is a body specifically set up by the Board according to the resolutions of general meetings and shall mainly be responsible for making suggestions regarding the selection of the Directors and managers of the Company, choosing and making suggestions relating to the selection standards and procedures.

The nomination committee comprises of the following members, a majority of which are independent non-executive Directors:

Mr. Bo Shao Chuan[1] *(Chairman)*
Mr. Chen Jianzheng
Mr. Wang Guanran
Mr. Tan Chong Huat
Mr. Guo Michael Xinsheng[1]
Mr. Xu Rong[2]
Mr. Wang Guanghua[2]
Mr. Wang Jiheng[2]

*Notes:*

1. Appointed with effect from 29 May 2024.

2. Retired with effect from 29 May 2024.

The main duties of the nomination committee include: (a) making recommendations to the Board on the Board's scale and composition in accordance with the operating activities, scale of assets and shareholding structure of the Company; (b) studying the criteria and procedures for the election of Directors and management personnel and making recommendations to the Board thereon; (c) seeking for the right candidates for the position of Directors and management personnel; (d) reviewing the candidates for the position of Directors and management personnel and making recommendations thereon; (e) reviewing other senior management proposed to be appointed by the Board and making recommendations thereon; and (f) undertaking other tasks as delegated by the Board.

The terms of reference of nomination committee have been published on the Company's website.

The nomination committee would hold a meeting to discuss the appropriateness of the candidates and consult the chairman about their proposals relating to the nomination of other executive Directors and have access to professional advice if considered necessary. The criteria for selection include professional qualification, industrial experience and academic background.

Written notice of the intention to nominate a candidate together with the respective resume would be delivered to the Board for its consideration and approval.

In 2024, one meeting of the nomination committee were held to (i) review the structure, size and diversity of the Board; (ii) assess and confirm the independence of the independent non-executive Directors; (iii) consider the re-appointment of retiring directors at the annual general meeting of the Company; and (iv) review the board diversity policy of the Company; and to recommend the appointment of 8th Session of the Board. All members attended the meeting.

### (4) Remuneration and Review Committee

The remuneration and review committee is a body specifically set up by the Board according to the resolutions of general meetings and shall mainly be responsible for formulating the review criteria of and conducting review for the Directors and senior management of the Company, as well as formulating and reviewing their remuneration packages and proposals. It is accountable to the Board. The committee would be provided with sufficient resources to discharge its duty.

In 2024, the remuneration and review committee comprises of three independent non-executive Directors and two executive Directors. The members of the committee are as follows:

Mr. Tan Chong Huat[1] *(Chairman)*
Mr. Xing Jiangze[1]
Ms. Zhao Li[1]
Mr. Bo Shao Chuan[1]
Mr. Guo Michael Xinsheng[1]
Mr. Chen Jianzheng[2]
Mr. Wang Guanghua[2]
Mr. Xu Rong[2]
Mr. He Chengqun[2]
Mr. Wang Jiheng[2]

*Notes:*

1. Appointed with effect from 29 May 2024.

2. Retired with effect from 29 May 2024.

The main duties of the remuneration and review committee include: (a) formulating and making recommendation to the Board on policy and structure for remuneration packages or proposals according to the major areas, duties and importance of the management position of Directors and senior management and the remuneration for relevant positions of other relevant enterprises; (b) establishing criteria, procedures and major assessment system for performance assessment and major proposals and systems for awards and punishments; (c) reviewing the performance of duties and conducting annual performance assessment of the Company's Directors and senior management; (d) monitoring the implementation of the Company's remuneration system; and (e) undertaking other tasks as delegated by the Board.

Moreover, the remuneration and review committee has to review and approve the compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company.

Besides, the remuneration and review committee would review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate.

The remuneration and review committee will also ensure that none of the Directors or any of their associates is involved in deciding his own remuneration.

The remuneration and review committee makes available its terms of reference, explaining its role and the authority delegated to the Company by the Board, and copies of its terms of reference are kept at the registered office and has been published on the Company's website.

In 2024, two meetings of the remuneration and review committee was held. All members attended the meeting.

The remuneration and review committee had considered the annual salary review as well as bonus plan of Directors and senior management for 2024.

Breakdown of the Directors' and the supervisors' remuneration for the year ended 31 December 2024 is set out in note 12 to the financial statements.

## BOARD DIVERSITY POLICY

### Purpose

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

### Measurable Objectives

Selection of candidates for Directors will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board's composition (including gender and age) will be disclosed in the annual report of the Company.

### Monitoring and Reporting

The nomination committee of the Company will review annually the Board's composition under diversified perspectives, and monitor the implementation of the Board Diversity Policy.

## SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies ("**Model Code**") as set out in Appendix C3 to the Listing Rules as the code of conduct for securities transactions by Directors and supervisors. The Company has made specific enquiry to all Directors and supervisors, who have confirmed that they have complied with the Model Code in 2024.

The Board has established written guidelines for employees who are likely to possess unpublished inside information in respect of their dealings in the securities of the Company.

## CHAIRMAN AND PRESIDENT

Mr. Chen Jianzheng is the chairman of the Company and Mr. He Chengqun is the president of the Company. The roles of the chairman and president are served by different individuals to achieve a balance of authority and power. The main responsibility of the chairman is to lead the Board and manage its work to ensure that it effectively operates and fully discharges its responsibilities. According to Article136 of the Articles of Association of the Company, currently, the management executive committee of the Company (the "**Management Executive Committee**") exercises the operation and management rights of the Company (including the whole or part of the powers of the president of the Company). The president, supported by the Management Executive Committee, is responsible for the day-to-day management of the Group's business and determining and implementing operational decisions.

## MANAGEMENT FUNCTIONS

The Board is responsible for formulating and approving the operation plans and management decisions of the Company as well as establishing the overall strategic direction. When the Board delegates its management functions to the management, clear directions will be given and management will report to the Board on regularly basis. The Board reserves most of the powers and delegates routine duties to management including bank loan arrangement. There would be a periodic review of the arrangement. Management must obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Group.

## COMPANY SECRETARY

The Company has engaged in a service contract with an external service provider, Mr. Chui Man Lung Everett, who was appointed as the company secretary of the Company (the "**Company Secretary**"). Mr. Xing Jiangze, the executive Director, is the primary corporate contact person of the Company with the Company Secretary. Being the Company Secretary, Mr. Chui Man Lung Everett plays an important role in supporting the Board by ensuring good information flow within the Board and that the Board policies and procedures are followed. Mr. Chui Man Lung Everett is responsible for advising the Board on corporate governance matters and should also facilitate induction and professional development of Directors.

During the year, the Company Secretary has complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

## FINANCIAL REPORTING

Management provides financial information with explanation to the Board to assist the Board in assessing the financial position of the Company. Financial statements are the responsibilities of Directors. The Board has to present a balanced, clear and understandable assessment which extends to annual and interim reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules, and reports to regulators as well as to information required to be disclosed pursuant to statutory requirements.

The reporting responsibilities of BDO Limited, the international auditor, are stated in the Auditor's Report on pages 60 to 65 of the annual report.

There was no material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The Board has taken the same view as that of the audit committee in relation to the appointment of BDO Limited as international auditor of the Company.

## AUDITORS' REMUNERATION

The independence of the external auditor is monitored by the Audit Committee which is primarily responsible for making recommendations to the Board on the appointment of the external auditor as well as approving their terms of engagement and remuneration.

The remuneration paid to the external auditor of the Company, BDO Limited, in respect of audit and non-audit services provided to the Group during the year under review was analyzed below:

| **Service Category** | **Fees paid/ payable** RMB'000 |
|---|---|
| Audit services | 2,500 |
| Non-audit services | 730 |
| Reimbursement of expenses | 45 |
| | 3,275 |

## INTERNAL AUDIT

The Company has an internal audit function. The task of internal audit of the Company during the year has been performed by the internal auditor. The internal auditor is neither affiliated with the employees nor external auditor of the Company in order to enhance objectivity, creditability and independence and it reports to the audit committee directly.

The internal auditor submitted an assessment report to the audit committee and the Board. During the year ended 31 December 2024, the Board was of the view that the key areas of the Company's internal control and risk management systems had been reasonably implemented and considered sound and effective.

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and ensuring the risk management and internal control systems of the Group remain sound and effective. The tasks of risk management and internal control of the Company during the year has been performed by the internal auditor of the Company. The internal auditor is neither affiliated with the employees nor our external auditor of the Company in order to enhance objectivity, creditability and independence. The internal auditor provided a review report to the Board that the risk management and internal control systems of the Company remains sound and effective throughout the year.

During the year, the Board conducted a review of the adequacy and effectiveness of the risk management and internal control systems of the Group by reviewing the work of the internal audit department, the Group's external auditor, and regular reports from management. Such review covers all material controls, including financial, operational and compliance controls and risk management functions. During the year ended 31 December 2024, the Board considered the risk management and internal control systems of the Group effective and adequate and complied with the Code Provisions of the CG Code, and any recommendations put forward in the report will be follow up by the Group to ensure that they are implemented within a reasonable time.

## HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Board has already established a policy on the procedures and internal controls for the handling and dissemination of inside information. The policy stipulated the duty and responsibility of inside information announcement, restriction on sharing non-public information, handling of rumours, unintentional selective disclosure, exemption and wavier to the disclosure of inside information, and also compliance and reporting procedures. Every senior management of the Company must take all reasonable measures to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Company from time to time. They must promptly bring any possible leakage or divulgence of inside information to the attention of the secretary of the board, who will notify the Board accordingly for taking the appropriate action promptly. For any material violation of this policy, the Board will decide, or designate appropriate persons to decide the course of actions for rectifying the problem and avoiding recurrence.

## INVESTOR RELATIONS AND COMMUNICATIONS WITH SHAREHOLDERS

The Company highly values its relationship with its investors and shareholders. It maintains amicable relationship with investors, fund managers and shareholders through one-on-one meetings, road shows, seminars and on-site inspection by investors, thereby allowing investors to have a better understanding of the Company's financial position, production operations, management decisions, overall strategic directions and latest development.

The Board has reviewed the implementation and effectiveness of the shareholders communication policy and the results are satisfactory.

## CHANGE IN CONSTITUTIONAL DOCUMENTS

In 2024, the Board of the Company proposed to make amendments to update and bring the Articles of Association ("**Articles**") in line with the relevant amendments made to the Listing Rules in respect of the electronic dissemination of corporate communications by listed issuers (effective from 31 December 2023), the Board has passed a resolution on 27 March 2024 proposing to seek the approval of the Shareholders by way of a special resolution at the Annual General Meeting ("**AGM**") to amend the Articles by the deletion in their entirety and the substitution in their place of the Amended Articles. The amendments were duly passed by the shareholders of the Company at the AGM of the Company held on 29 May 2024. For details of the amendment to the Articles of Association, please refer to the circular of the Company dated 26 April 2024.

Save as disclosed above, there was no change in the Articles of Association during the year ended 31 December 2024.

The Articles of Association is available on the websites of the Stock Exchange and the Company.

## DIRECTORS' AND OFFICERS' INSURANCE

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors and officers.

## SHAREHOLDERS' RIGHTS

As one of the measures to safeguard the shareholders' interests and rights, separate resolutions are proposed at shareholders' meetings on every substantial matters, including the election of individual directors, for shareholders' consideration and voting. Furthermore, the Company regards the annual general meeting as an important event and Directors, chairman of each board committee, senior management and external auditor make an effort to attend the annual general meetings of the Company to address the shareholders' queries. All resolutions proposed at shareholders' meetings will be voted by poll. The poll voting results will be posted on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.irasia.com/listco/hk/lingbao) on the same day of the relevant general meetings.

### Procedures for shareholders to propose a general meeting

1. Two or more shareholders holding a total of ten percent (inclusive) or more of the shares carrying the right to vote at the meeting sought to be held may sign one or more written requests of identical form and substance requesting the Board to convene an extraordinary shareholders' general meeting or a meeting of shareholders of different series and stating the subject of the meeting. The Board shall convene the shareholders' general meeting or the meeting of shareholders of different series as soon as possible after having received the above-mentioned written request. The shareholding referred to above shall be calculated as of the day on which the written request is made.

2. If the Board fails to issue a notice of such a meeting within 30 days after receipt of the written notice aforesaid, then the shareholders who made such request may themselves convene such meeting 4 months since after the Board's receipt of the request. The procedures to convene shall, to the extent possible, be identical to the procedures the Board convenes the general meetings.

When shareholders convene and hold a meeting because the Board failed to hold such meeting pursuant to a request as mentioned above, the reasonable expenses incurred by such shareholders shall be borne by the Company and shall be deducted from the sums owed by the Company to the negligent Directors.

### Procedures for Shareholders to make Proposals at the General Meeting

When the Company is to hold an annual general meeting, shareholders who individually or jointly hold five percent (inclusive) and more of the total number of the Company's voting shares shall be entitled to propose motions in writing to the Company. The Company shall include in such meeting's agenda the matters which fall within the functions and powers of general meetings.

### Procedures and Contact Details for Making Enquiries

1. Deliver their verbal enquiries to the Board members, chairman of Board committees or their delegates, appropriate management executives or auditor who attend the Company's annual general meeting; or

2. Make enquiries to the Company through the following means:

   By post: The secretary office of the Board, Hangu Road and Jingshan Road intersection, Lingbao, Henan Province, the PRC

   By tel: +86 398 8860166

# REPORT OF THE SUPERVISORY COMMITTEE

## 1. MEETINGS OF THE SUPERVISORY COMMITTEE DURING THE REPORTING PERIOD

In 2024, two supervisory committee meetings were held by the supervisory committee.

## 2. INDEPENDENT WORK REPORT OF THE SUPERVISORY COMMITTEE

In 2024, aiming at protecting the interest of the Company and the shareholders, the supervisory committee of the Company seriously performed its duties in accordance with the Company Law of the PRC ("**Company Law**"), Securities Law, Listing Rules and other relevant rules and regulations and the Articles of Association, comprehensively monitored aspects such as the Company's capital operation, operating management, financial position and the fulfillment of obligations by senior management. After a serious review, members of the committee unanimously agreed to the following:

### i. Legal Compliance of the Company's Operations

The supervisory committee of the Company conscientiously carried out various resolutions according to the relevant resolutions in general meetings, during which its decision-making procedures were in compliance with the relevant requirements of the Company Law, Listing Rules and the Articles and Association. It also strictly implemented the rules and systems for internal control, project investment management approach, connected transactions, resources purchase and project tendering management. None of the officers, including directors and managers, were aware of any violations of the laws, regulations and Articles of Association or any act which would prejudice the Company's interests.

### ii. Inspection of the Financial Status of the Company

In 2024, the supervisory committee reviewed the financial system and position of the Company and considered that the financial report of the Company for 2024 truly reflected its financial position and operating results.

### iii. External Guarantees

The Company did not have any additional external guarantees for the year ended 31 December 2024.

# DIRECTORS' REPORT

The Directors hereby submit their annual report together with the audited financial statements for the year ended 31 December 2024.

## PRINCIPAL PLACE OF BUSINESS

Lingbao Gold Group Company Ltd. is a company incorporated and domiciled in the PRC and has its registered office at Hangu Road and Jingshan Road intersection, Lingbao, Henan Province, the PRC and its principal place of business in Hong Kong at Unit 1104, 11/F., Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong.

## PRINCIPAL ACTIVITIES

The principal activities of the Group are the mining, processing, smelting and sales of gold and other metallic products in the PRC. Further details regarding the Group's principal activities are disclosed in note 39 to these financial statements.

## BUSINESS REVIEW

A review of the Group's business during the reporting period is provided in the "Chairman's Statement" on pages 13 to 15 and the "Management Discussion & Analysis" on pages 16 to 22 of this annual report. Description of the risks and uncertainties that the Group may face can be found in the "Management Discussion & Analysis" on pages 21 to 22 in this annual report. The financial risk management of the Group are also set out in the note 38 to the financial statements and the financial highlights of the Group are set out on pages 134 to 143 in this annual report.

## TAX RELIEF AND EXEMPTION

During the Fiscal Year 2024, the Directors are not aware of any tax relief or exemption available to the shareholders by reason of their holding of the securities of the Company.

## COMPLIANCE WITH LAWS AND REGULATIONS

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Group has complied in all material aspects with the relevant laws and regulations that have a significant impact on the Group during the Fiscal Year 2024.

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is highly aware of the importance of environment protection and has not noted any material non-compliance with all relevant laws and regulations in relation to its business including environmental protection, health and safety, workplace conditions, employment and the environment. The Group has established detailed internal rules regarding environmental protection and adopted effective measures to achieve efficient use of resources, waste reduction and energy saving.

A comprehensive review of the Group's environmental policy and performance in 2024 is set out in the Environmental, Social and Governance Report.

## RELATIONSHIPS WITH KEY STAKEHOLDERS

The Group actively communicates with stakeholders such as customers, employees, investors and shareholders, suppliers and partners, and attaches great importance to the suggestions and feedback of stakeholders, which the Group regards as an important basis for improving operational management and sustainable development standards. In order to fully listen to the voices of stakeholders, the Group has established a variety of communication channels to ensure open and transparent information and efficient communication processes. We are fully aware that communication with stakeholders is an important and continuous process. In the future, we will continue to improve the communication mechanism, actively respond to the demands of stakeholders, optimize the management and operation standards of the Company, and enhance the sustainable development performance of the Group.

Details of the Company's key relationships with its employees, customers, suppliers and others that have a significant impact on the Group are set out in the Environmental, Social and Governance Report.

## EVENT AFTER THE REPORTING PERIOD

### 1. The H Share Full Circulation

Reference is made to the announcements of the Company dated 12 September 2024, 20 December 2024, 27 December 2024 and 23 January 2025 in relation to the proposed implementation of the H Share Full Circulation (the "**Announcements**"). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

The H Share Full Circulation was completed on 23 January 2025 and the completion is set out below:

| | **Upon completion of the Conversion and Listing** | |
|---|---|---|
| | Number of Shares | Approximate of percentage |
| Domestic Shares | 181,397,058 | 14.59% |
| H Shares | 1,062,078,997 | 85.41% |
| Total | 1,243,476,055 | 100.00% |

### 2. Placing of new H shares under general mandate

Reference is made to the announcement of the Company dated 11 March 2025. Unless otherwise defined, all capitalized terms used herein shall have the same meanings as defined in the above announcement.

On 10 March 2025 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent has conditionally agreed, as the Company's placing agent, to procure, on a best effort basis, no fewer than six Placees, who and whose ultimate beneficial owners (where applicable) will be Independent Third Parties, to subscribe for up to a maximum of 43,500,000 new H Shares ("Placing Shares") under General Mandate at the Placing Price of HKD5.38 per Placing Share.

The placing was completed on 18 March 2025.

Save as disclosed above, there is no significant event subsequent to 31 December 2024 and up to the date of this report.

## MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases of direct materials attributable to the major customers and suppliers respectively during the current financial year is as follows:

| | Percentage of the Group's Sales | Percentage of the Group's Purchases of direct materials |
|---|---|---|
| The largest customer | 96.30% | |
| Five largest customers in aggregate | 98.45% | |
| The largest supplier | | 22.88% |
| Five largest suppliers in aggregate | | 49.11% |

At no time during the year have the Directors, their close associates or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had any interest in these major customers and suppliers.

## FINANCIAL STATEMENTS

The financial results of the Group for the year ended 31 December 2024 and the financial position of the Group as at that date are set out in the financial statements on pages 66 to 151 of the annual report.

## DIVIDEND POLICY

The Company takes comprehensive consideration and evaluates its dividend distribution policy for each year based on factors such as profitability, financial position, future development plans and macroeconomic environment. When the conditions for dividend distribution are met, dividend distribution will be made in cash as a matter of priority. The Board proposes an annual profit distribution plan and submits it to the shareholders' meeting for approval. Subject to sustained profitability, it is expected that dividends will be paid annually and announced in the annual results announcement. The Board decides whether to declare an interim dividend and announces it in the interim results announcement. Dividends are declared in Renminbi with H-share dividends paid in Hong Kong dollars and domestic share dividends paid in Renminbi.

## DIVIDEND

The Board has resolved to recommend the payment of a final dividend of RMB0.08 (2023: RMB0.065) per share (tax inclusive) for the year ended 31 December 2024, subject to shareholders' approval at the forthcoming annual general meeting of the Company. The proposed final dividend, if approved, will be paid on or about 31 July 2025 to shareholders whose names appear on the register of members of the Company at the close of business on Wednesday, 11 June 2025. The proposed final dividend shall be declared in RMB and paid in Hong Kong dollars for H Share shareholders. 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 27 May 2025 to 30 May 2025.

No interim dividend was declared and paid during the year (2023: Nil).

## PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment during the year are set out in note 17 to the financial statements.

## RESERVES

Details of the movements in reserves of the Company during the year are set out in note 35(a) to the financial Statements. The Company's reserves available for distribution to shareholders as at 31 December 2024 is RMB781,097,000 (2023: RMB781,097,000).

## SHARE CAPITAL

As at the date of this report, there was a total of share capital of 1,286,976,055 shares of the Company which includes:

| | Number of Shares as at 31 December 2024 | Approximate percentage of total share capital as at 31 December 2024 | Number of Shares as at the date of this report | Approximate percentage of total share capital as at the date of this report |
|---|---|---|---|---|
| Domestic shares | 566,975,091 | 45.60% | 181,397,058 | 14.09% |
| H Shares | 676,500,964 | 54.40% | 1,105,578,997 | 85.91% |
| Total | 1,243,476,055 | 100.00% | 1,286,976,055 | 100.00% |

Details of the movements in share capital of the Company during the year are set out in note 35(b) to the financial statements.

## EQUITY-LINKED AGREEMENT

No equity-linked agreements were entered into by the Company during the reporting period.

## PURCHASE, SALE OR REDEMPTION OF SHARES OF THE COMPANY

As at 31 December 2024, there were no treasury shares (as defined in the Listing Rules) held by the Company.

For the year ended 31 December 2024, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's shares (including sale of treasury shares).

## MANAGEMENT CONTRACTS

The Company has not entered into any contract with any individuals, firms or corporate entities to manage or regulate the whole or any substantial part of any business of the Company.

## SHARE OPTION SCHEME UNDER CHAPTER 17 OF THE LISTING RULES

The Board has proposed for adoption a Share Award Scheme on 5 September 2024. The Share Award Scheme will take effect subject to (i) obtaining approval by shareholders of the Company at general meeting, 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 Company has not commenced the processes relating to (i) & (ii) above as at the date of the annual report. For further details, please refer to the announcement of the Company dated 5 September 2024.

## DIRECTORS AND SUPERVISORS

The Directors and supervisors of the Company up to the date of this report are as follows:

### Directors

**Executive Directors**

Mr. Chen Jianzheng *(Chairman)*
Mr. Xing Jiangze *(Vice-Chairman)*
Mr. He Chengqun *(President)*
Mr. Wu Liming
Ms. Zhao Li

**Non-executive Directors**

Mr. Zhang Feihu
Mr. Wang Guanran

**Independent Non-executive Directors**

Mr. Yeung Chi Tat
Mr. Bo Shao Chuan
Mr. Guo Michael Xinsheng
Mr. Tan Chong Huat

### Supervisors

Mr. Yang Shilei
Mr. Liu Haotian
Mr. Guo Xurang
Mr. Zhao Bingbing

## BIOGRAPHICAL DETAILS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Brief biographical details of Directors, supervisors and senior management of the Company are set out on pages 23 to 28 of the annual report.

## HIGHEST PAID INDIVIDUALS

During the year, the relevant information of the five individuals with the highest remuneration in the Group is disclosed in note 13 to the financial statements. All are Directors and supervisors of the Company.

## REMUNERATION

The Company has a remuneration committee to formulate compensation policies and determine the compensation of the Company's Directors and senior management with reference to their duties, responsibilities, performance and results of the Group.

## DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS

Each of the Directors and supervisors has entered into a service contract with the Company until the expiry of the term of 8th Session of the Board on 29 May 2027.

Under these deeds, no remuneration is payable to the supervisors.

No Director or supervisor has a service contract with the Company, which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

## PERMITTED INDEMNITY PROVISION

The Company has arranged for an appropriate insurance cover for Directors' and senior management's liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities. The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) when the Directors' report is approved in accordance with section 391(1)(a) of the Companies Ordinance.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES OF THE COMPANY

As at 31 December 2024, the following Directors or chief executives of the Company or his associates had interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations, as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or as recorded in the register to be kept under Section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code.

| Name and Position | Description of shares | Nature of Interest | Number of Shares held | Approximate percentage of the total issued domestic share capital | Approximate percentage of the total issued H share capital | Approximate percentage of the total share capital |
|---|---|---|---|---|---|---|
| Mr. Wang Guanran | Domestic Shares | Interest of controlled corporation | 185,339,000 (L) *(note 2, 4)* | 32.69% | – | 14.90% |
| | H Shares | Interest of controlled corporation | 319,772,164 (L) *(note 3)* | – | 47.27% | 25.72% |

*Notes:*

1. "L" represents long position in Shares/underlying Shares and "S" represents short position in Shares.

2. This represents the interests in 185,339,000 Domestic Shares directly held by Shenzhen Jiesi Weiye Holding Co., Ltd (深圳傑思偉業控股股份有限公司) ("**Jiesi Weiye**"). Jiesi Weiye is majority-owned as to approximately 65.68% and 4.91% by Mr. Wang Guanran, a non-executive Director, and two limited liability partnerships which Mr. Wang Guanran is a 99% limited partner, respectively.

3. This represents the interests in 319,772,164 H shares of the Company directly held by Jesi Industrial. Jesi Industrial is directly held by Jiesi Dingxin. Jiesi Dingxin is directly held by Jiesi Weiye. Jiesi Weiye is majority-owned as to approximately 65.68% and 4.91% by Mr. Wang Guanran, a non-executive Director, and two limited liability partnerships which Mr. Wang Guanran is a 99% limited partner, respectively.

4. On 23 January 2025, Jiesi Weiye fully converted 185,339,000 domestic shares into H Shares.

5. For the avoidance of doubt, both Domestic Shares and H Shares are ordinary Shares in the share capital of the Company, and are considered as one class of Shares.

Save as disclosed above, as at 31 December 2024, and to the best knowledge of the Directors and chief executives of the Company, no person had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations which were required, pursuant to Section 352 of the SFO, to be entered into the register referred to therein, or required pursuant to the Model Code to be notified to the Company and the Stock Exchange.

## SUBSTANTIAL SHAREHOLDERS' INTEREST AND SHORT POSITIONS IN SHARES OF THE COMPANY

As at 31 December 2024, so far as was known to the Directors, the following person, other than the Directors and chief executive of the Company, had an interest in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

### (i) Description of shares: Domestic shares

| Name of shareholders | Nature of Interest | Number of Shares held | Approximate percentage of the total issued domestic share capital | Approximate percentage of the total share capital |
|---|---|---|---|---|
| Jiesi Weiye | Beneficial owner | 185,339,000 (L) *(note 2, 4)* | 32.69% | 14.90% |
| Lingbao State-owned Assets Operation Limited Liability Company (靈寶市國有資產經營有限責任公司) | Beneficial owner | 73,540,620 (L) | 12.97% | 5.91% |
| Shanghai Zhengxi Investment Management Partnership (Limited Partnership) (上海正禧投資管理合夥企業(有限合夥)) | Beneficial owner | 57,000,000 (L) *(note 4)* | 10.05% | 4.58% |

### (ii) Description of shares: H shares

| Name of shareholders | Nature of Interest | Number of Shares held | Approximate percentage of the total issued H share capital | Approximate percentage of the total share capital |
|---|---|---|---|---|
| Jesi Industrial Development (Hong Kong) Limited (傑思實業發展(香港)有限公司) ("**Jesi Industrial**") | Beneficial owner | 319,772,164 (L) *(note 3)* | 47.27% | 25.72% |
| Shenzhen Jiesi Dingxin Holdings Limited (深圳杰思鼎欣控股有限公司) ("**Jiesi Dingxin**") | Interest of controlled corporation | 319,772,164 (L) *(note 3)* | 47.27% | 25.72% |
| Jiesi Weiye | Interest of controlled corporation | 319,772,164 (L) *(note 3)* | 47.27% | 25.72% |

*Notes:*

1. "L" represents long position in Shares/underlying Shares and "S" represents short position in Shares.

2. This represents the interests in 185,339,000 domestic shares of the Company directly held by Jiesi Weiye. Jiesi Weiye is majority-owned as to approximately 65.68% and 4.91% by Mr. Wang Guanran, a non-executive Director, and two limited partnerships which Mr. Wang Guanran is a 99% limited partner, respectively.

3. This represents the interests in 319,772,164 H shares of the Company directly held by Jesi Industrial. Jesi Industrial is directly held by Jiesi Dingxin. Jiesi Dingxin is directly held by Jiesi Weiye. Jiesi Weiye is majority-owned as to approximately 65.68% and 4.91% by Mr. Wang Guanran, a non-executive Director, and two limited partnerships which Mr. Wang Guanran is a 99% limited partner, respectively.

4. On 23 January 2025, Jiesi Weiye and Shanghai Zhengxi Investment Management Partnership (Limited Partnership) fully converted 185,339,000 domestic shares and 57,000,000 domestic shares into H Shares respectively.

5. For the avoidance of doubt, both Domestic Shares and H Shares are ordinary Shares in the share capital of the Company, and are considered as one class of Shares.

Save as disclosed above, according to the provisions of the SFO, as at 31 December 2024, so far as the Directors are aware, there are no other persons, other than the Directors and chief executive of the Company, who had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO.

## DIRECTORS' AND SUPERVISORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, no transaction, arrangement or contract of significance in relation to the Company's business to which the Company, its subsidiaries or its jointly controlled entities was a party and in which the Directors or the supervisors of the Company had a material interest, whether directly or indirectly, subsisted at the end of or at any time during the year ended 31 December 2024.

Save as disclosed in this annual report, no contract of significance was entered into between the Group and the controlling shareholders or any of its subsidiaries during the Fiscal Year 2024.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from disclosed under the paragraph headed "Directors and chief executive's interest in shares of the Company" above, at no time during the year was the Company, its subsidiaries or its jointly controlled entity, a party to any arrangement to enable the Directors and their respective spouses or children under 18 years of age to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

## INTERESTS OF DIRECTORS IN COMPETING BUSINESS

During the year and up to the date of this report, none of the Directors has any interest in business, which competes or may compete with the business of the Group under the Listing Rules.

## ISSUE FOR CASH OF EQUITY SECURITIES

During the year under review and as at the date of this annual report, the Company has conducted/completed the following fund-raising activity(ies) for cash:

| Date of announcement/ circular/prospectus | Fund raising activity | Net proceeds raised (approximately) | Intended use of the net proceeds | Actual use of the net proceeds |
|---|---|---|---|---|
| 11 November 2021, 17 January 2022, 8 December 2022, 20 January 2023 and 18 August 2023 | Issue and allotment of 319,772,164 new H Shares under specific mandate granted by the shareholders at the extraordinary general meetings of the Company dated 17 January 2022 and 20 January 2023 | HKD265.6 million | Approximately HKD139.2 million for the financing of the deep exploration of Henan Lingjin No. 1 Mine | All net proceeds have been fully utilized according to the intended use. |
| | | | Approximately HKD41.7 million for the financing of the construction and setting up of cyanide-containing sewage desalination facilities | All net proceeds have been fully utilized according to the intended use. |
| | | | Approximately HKD84.7 million as general working capital of the Group | All net proceeds have been fully utilized according to the intended use. |

| Date of announcement/ circular/prospectus | Fund raising activity | Net proceeds raised (approximately) | Intended use of the net proceeds | Actual use of the net proceeds |
|---|---|---|---|---|
| 21 February 2024 and 28 February 2024 | Issue and allotment of 32,538,000 new H Shares under the General Mandate | HKD42.4 million | Procurement of gold concentrate for the production of gold bullion | HKD42.4 million will be used according to the intended use and are expected to be fully utilized on or before July 2025. |
| 17 April 2024 and 25 April 2024 | Issue and allotment of 26,916,800 new H Shares under the General Mandate | HKD79.3 million | Procurement of gold concentrate for the production of gold bullion | As at the end of the year, as the filing documents submitted to the China Securities Regulatory Commission for the placement were still being processed, the foreign exchange registration could not yet be processed and the funds could not be repatriated to Mainland China.<br><br>HKD79.3 million will be used according to the intended use and are expected to be fully utilized on or before July 2025. |
| 11 March 2025 and 18 March 2025 | Issue and allotment of 43,500,000 new H Shares under the General Mandate | HKD228.79 million | For mergers and acquisitions opportunities within the gold sector | Not yet utilized |

## CONTINUING CONNECTED TRANSACTIONS

Reference is made to the Company's announcement dated 14 December 2023 and circular dated 12 January 2024. Unless otherwise defined, all capitalized terms used herein shall have the same meanings as defined in the above announcement and circular. (1) The Company and Shenzhen Jiesi Shiye Technology Co., Ltd. (深圳傑思實業科技股份有限公司) ("**Jiesi Shiye**") entered into the Shiye Comprehensive Products Framework Agreement in relation to (i) the purchase of gold concentrates and compound gold by the Group from the Jiesi Shiye Group; and (ii) the supply of copper and silver by the Group to the Jiesi Shiye Group from time to time for a period commencing from the effective date of the Shiye Comprehensive Products Framework Agreement and ending on 31 December 2026; and (2) The Company and Jiesi Weiye entered into the Weiye Comprehensive Products Framework Agreement in relation to (i) the purchase of gold concentrates and compound gold by the Group from the Jiesi Weiye Group; and (ii) the supply of copper and silver by the Group to the Jiesi Weiye Group from time to time for a period commencing from the effective date of the Weiye Comprehensive Products Framework Agreement and ending on 31 December 2026.

Both Jiesi Shiye and Jiesi Weiye are under the control of Mr. Wang Guanran, the non-executive Director of the Company, therefore a connected person of the Company, the above transactions constitute continuing connected transactions for the Company.

In respect of the entering into the Shiye Comprehensive Products Framework Agreement and the Weiye Comprehensive Products Framework Agreement, the Directors are of the view that the procurement of gold concentrates and compound gold from the Jiesi Shiye Group and the Jiesi Weiye Group can (i) leverage on the professional expertise and industry experience of the Jiesi Shiye Group and the Jiesi Weiye Group in the provision of raw materials for the gold smelting business; and (ii) secure a source of quality gold raw materials for the Group to capture the increasing demand from its customers.

The Company obtained the approval of independent shareholders to proceed with the above Framework Agreements pursuant to the extraordinary general meeting held on 31 January 2024.

The independent non-executive Directors had reviewed the above continuing connected transaction pursuant to Rule 14A.55 of the Listing Rules, and had confirmed that the continuing connected transaction had been entered into:

(1) in the ordinary and usual course of business of the Group;

(2) on normal commercial terms or better; and

(3) according to the terms of the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The transaction has been approved by the board of Directors of the Company, was in accordance with the pricing policies of the Company in all material respects, was entered into in accordance with the relevant agreement governing the transaction in all material respects. The actual transaction amounts during the year under review have not exceeded 1) the Annual Caps of RMB550 million set out under the Shiye Comprehensive Products Framework Agreement; and 2) the Annual Caps of RMB550 million set out under the Weiye Comprehensive Products Framework Agreement.

### Disclosed continuing connected transactions for the year ended 31 December 2024

| Category of Continuing Connected Transactions | 2024 Annual Cap | Actual Transaction Amount |
|---|---|---|
| **1. Property Leasing** | | |
| Amounts received by the Group in respect of a Hong Kong property lease | HK$2,500,000 | HK$1,938,058 |
| Amounts received by the Group in respect of a Mainland China property lease | RMB2,800,000 | RMB2,543,329 |
| **2. Transactions set out in the Jiesi Shiye Comprehensive Products Framework Agreement** | | |
| The purchase of gold concentrates and compound gold | RMB500,000,000 | RMB163,565,972 |
| **3. Transactions set out in the Jiesi Weiye Comprehensive Products Framework Agreement** | | |
| The purchase of gold concentrates and compound gold | RMB500,000,000 | RMB248,992,897 |

The above transactions have been approved by the Board of the Company. The property leasing transactions were, in all material respects, conducted in accordance with the Company's pricing policies and entered into, in all material respects, pursuant to the relevant agreements governing such transactions. During the Review Year, the actual transaction amounts did not exceed: 1) the annual cap of HK$2.5 million for rental income received by the Group in respect of a Hong Kong property lease; 2) the annual cap of RMB2.8 million for rental income received by the Group in respect of a Mainland China property lease; 3) the annual cap of RMB500 million, as set out in the Jiesi Shiye Comprehensive Products Framework Agreement, which covers, among others, the purchase of gold concentrate and compound gold; and 4) the annual cap of RMB500 million, as set out in the Jiesi Weiye Comprehensive Products Framework Agreement, which covers, among others, the purchase of gold concentrate and compound gold.

BDO Limited, the Company's external auditor, were engaged to report on the Group's continuing connected transaction in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information", and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. BDO Limited have issued their unqualified letter containing the findings and conclusions in respect of the non-exempt continuing connected transaction disclosed above in accordance with Rule 14A.56 of the Listing Rules.

## CONNECTED TRANSACTIONS

The related party transactions during the year as disclosed in note 40 to the financial statements are de minimis transactions that are fully exempted from announcement and independent shareholders' approval under Chapter 14A of the Listing Rules.

Save as disclosed above, the Group had not entered into any connected transactions which are required to be disclosed in this annual report in compliance with the requirements of Chapter 14A of the Listing Rules during the year ended 31 December 2024. The Directors confirm that they have complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

## BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Company and the Group as at 31 December 2024 are mainly set out in note 31 to the financial statements.

## CHARITABLE DONATIONS

Charitable donations made by the Group during the year amounted to RMB14,197,000 (2023: RMB11,324,000).

## PRE-EMPTIVE RIGHTS

There are no provisions regarding pre-emptive rights under the Articles of Association and related laws of the PRC, which would oblige the Company to issue new shares on pro-rata basis to the existing shareholders of the Company.

## POLICY ON INCOME TAX

The Company and its subsidiaries basically paid PRC corporate income tax at a rate of 25% of its assessable profits according to the relevant laws and regulations in the PRC. Details of the Group's income tax information are disclosed in note 11 to the financial statements.

## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 22 May 2025 to Tuesday, 27 May 2025, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming annual general meeting, all transfer documents of shares accompanied by the relevant share certificates must be lodged with the Company's H shares registrar, Computershare Hong Kong Investor Services Limited at shops 1712–1716, 17th 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, 21 May 2025.

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 Friday, 6 June 2025 to Wednesday, 11 June 2025 (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 Thursday, 5 June 2025. 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 Wednesday, 11 June 2025.

## PUBLIC FLOAT

Based on the publicly available information and the best of knowledge of the Directors, the Company has maintained sufficient public float at the latest practicable date (i.e. 14 April 2025) prior to the issue of this report.

## CHANGE IN DIRECTORS' BIOGRAPHICAL DETAILS

Change in Director's and Chief executive's biographical details since the date of the Interim Report 2024 and up to the date of this report, which are required to be disclosed pursuant to rule 13.51B(1) of the Listing Rules are set out below:

Mr. Yeung Chi Tai has ceased to be an independent non-executive director of Beijing Capital Grand Limited since January 2025.

## COMPLIANCE OF CODE OF CONDUCT

None of the Directors is aware of any information that would reasonably indicate that the Company did not meet the applicable Code Provision set out in the code on CG Code for any time from 1 January 2024 to 31 December 2024.

## FIVE YEARS SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 152 of the annual report.

## CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the independent non-executive Directors to be independent.

## AUDIT COMMITTEE

The Audit Committee has discussed with the management of the Group and reviewed this report and the audited annual financial results of the Group for the year under review, including the accounting principles and practices adopted by the Group, and discussed financial related matters.

## AUDITOR

BDO Limited was appointed as the auditor of the Company with effect from 20 December 2023 to fill the casual vacancy following the resignation of KPMG as auditor of the Company. Save for the above, there has been no other changes in the auditor of the Company in the preceding three years.

The consolidated financial statements of the Group for the year ended 31 December 2024 have been audited by BDO Limited, who will retire at the forthcoming annual general meeting of the Company and being eligible, offer themselves for re-appointment. A resolution for the re-appointment of BDO Limited as the auditor of the Company will be proposed at the forthcoming annual general meeting of the Company.

By order of the Board

**Chen Jianzheng**
*Chairman*

Lingbao, Henan, the PRC
28 March 2025

# INDEPENDENT AUDITOR'S REPORT

Tel : +852 2218 8288
Fax: +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

電話：+852 2218 8288
傳真：+852 2815 2239
www.bdo.com.hk

香港干諾道中111號
永安中心25樓

**Independent auditor's report to the shareholders of**
**Lingbao Gold Group Company Limited**
*(Incorporated in People's Republic of China with limited liability)*

## OPINION

We have audited the consolidated financial statements of Lingbao Gold Group Company Limited (the "Company") and its subsidiaries (thereafter referred to as the "Group") set out on pages 66 to 151, which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards — Accounting Standards ("HKFRS Accounting Standards") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS OF OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the HKICPA's "Code of Ethics for Professional Accountants" (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## KEY AUDIT MATTERS

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## KEY AUDIT MATTERS (continued)

**Potential impairment of exploration and evaluation ("E&E") assets**

The carrying value of E&E assets of the Group was RMB389,344,000 as at 31 December 2024.

Annually, management assesses whether there are any indicators of impairment of the Group's E&E assets. Such indicators may include:

- expiry or relinquishment of exploration and evaluation licenses;
- no expenditure for further exploration and evaluation in the specific area is planned or budgeted for;
- exploration and evaluation activities have not led to the discovery of commercially viable quantities of mineral resources and management has decided to discontinue activities in the area; and
- data exists to suggest that the carrying amount of the E&E assets is unlikely to be recovered in full from successful development of the resource or by sale of the related assets.

Where indicators of impairment are identified, the recoverable amounts of E&E assets are determined by management as the greater of the value in use and the fair value less cost of disposal of these E&E assets. Where projects are under development or in operation but the carrying value may not be fully recoverable, discounted cash flow forecasts were prepared by the management.

**Our response:**

Our procedures to assess potential impairment of E&E assets included the following:

- establishing that the Group had the right to explore and had the relevant exploration licenses by inspecting underlying documentation including exploration licenses;
- assessing the Group's intention to carry out exploration and evaluation activities in the relevant exploration area by discussing the latest status and budgets in respect of each exploration license with senior management and the executive directors;
- identifying any fields where the Group's right to explore is either at or close to expiry and assessing the appropriateness of retaining the associated E&E costs as assets;
- where mineral reserve information was available, assessing the commercial viability of the related E&E assets by comparing the mineral reserve information for the relevant area and the market price of the mineral products (primarily gold) with management's expectations as determined in their latest forecasts;

## KEY AUDIT MATTERS (continued)

**Potential impairment of exploration and evaluation ("E&E") assets**

We focused on this area and identified it as the key audit matter because the review of impairment indicators requires management to exercise judgement and because the impairment assessments prepared by management are complex and contain certain judgements and assumptions, particularly in respect of future product prices, the long-term growth rates and the discount rates applied, which are inherently uncertain and could be subject to management bias.

- where indicators of impairment were identified, we assessed whether management had made provisions for impairment for the projects that were not expected to proceed or had prepared discounted cash flow forecasts where the projects are under development or in operation but the carrying value may not be fully recoverable;

- where discounted cash flow forecasts were prepared by management, our procedures to assess the potential impairment of E&E assets included the following;

  - comparing data in the discounted cash flow forecasts to relevant data, including future revenue, future cost of sales and other operating expenses, with the budgets provided by management of the Group;

  - assessing whether the discount rates applied in the discounted cash flow forecasts were within the range adopted by other companies in the same industry;

  - comparing the long-term growth rates adopted in the discounted cash flow forecasts with those of comparable companies and external market data;

  - comparing the future price of products as adopted in the discounted cash flow forecasts with the market prices for the relevant commodity futures contracts; and

  - obtaining from management sensitivity analyses of the key assumptions, including future gold prices, future production quantities and future gross profit margins, adopted in the discounted cash flow forecasts and assessing the impact of changes in the key assumptions to the conclusions reached in the impairment assessments and whether there were any indicators of management bias.

## OTHER INFORMATION IN THE ANNUAL REPORT

The directors of the Company (the "Directors") are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and the auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with HKFRS Accounting Standards issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the Directors in discharging their responsibility in this regard.

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

- conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the work performed for the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in the auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**BDO Limited**
*Certified Public Accountants*
**PAK, Tak Lun, Amos**
Practising Certificate number: P06170

Hong Kong, 28 March 2025

# CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2024

| | Notes | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|---|
| **Revenue** | 6 | **11,866,628** | 10,533,681 |
| Cost of sales | | **(10,404,709)** | (9,563,780) |
| **Gross profit** | | **1,461,919** | 969,901 |
| Other revenue | 7 | **59,658** | 48,292 |
| Other net loss | 8 | **(34,546)** | (63,131) |
| Selling and distribution expenses | | **(7,603)** | (9,337) |
| Administrative expenses and other net operating expenses | | **(432,132)** | (364,076) |
| **Profit from operations** | | **1,047,296** | 581,649 |
| Finance costs | 10(a) | **(135,422)** | (160,795) |
| Share of loss of an associate | | **—** | (2,619) |
| **Profit before taxation** | 10 | **911,874** | 418,235 |
| Income tax | 11 | **(212,742)** | (124,208) |
| **Profit for the year** | | **699,132** | 294,027 |
| **Attributable to:** | | | |
| Owners of the Company | | **697,997** | 318,082 |
| Non-controlling interest | | **1,135** | (24,055) |
| **Profit for the year** | | **699,132** | 294,027 |
| Basic and diluted earnings per share (RMB cents) | 16 | **56.75** | 32.35 |

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2024

| | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|
| **Profit for the year** | **699,132** | 294,027 |
| **Other comprehensive income for the year (after tax and reclassification adjustments)** | | |
| *Items that may be reclassified subsequently to profit or loss:* | | |
| Exchange differences on translation of financial statements of overseas subsidiaries | **(7,503)** | (11,466) |
| Changes in fair value of equity instrument designated at fair value through other comprehensive income ("FVOCI") | **(617)** | – |
| Other comprehensive income for the year | **(8,120)** | (11,466) |
| **Total comprehensive income for the year** | **691,012** | 282,561 |
| **Attributable to:** | | |
| Equity shareholders of the Company | **692,806** | 307,589 |
| Non-controlling interests | **(1,794)** | (25,028) |
| **Total comprehensive income for the year** | **691,012** | 282,561 |

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2024

| | Notes | 2024 RMB'000 | 2023 RMB'000 |
|---|---|---|---|
| **Non-current assets** | | | |
| Property, plant and equipment | 17 | **2,304,954** | 2,031,326 |
| Construction in progress | 18 | **404,065** | 351,296 |
| Intangible assets | 19 | **899,808** | 973,689 |
| Goodwill | 20 | **4,717** | 4,717 |
| Right-of-use assets | 21 | **206,750** | 171,301 |
| Financial assets at fair value through profit or loss ("FVTPL") | 23 | **30,337** | 5,398 |
| Financial assets at FVOCI | 24 | **13,536** | — |
| Non-current prepayments | 25 | **48,471** | 15,196 |
| Deferred tax assets | 26(b)(ii) | **293,713** | 318,673 |
| | | **4,206,351** | 3,871,596 |
| **Current assets** | | | |
| Inventories | 27 | **1,632,965** | 1,590,875 |
| Trade receivables, other receivables and prepayments | 28 | **476,258** | 413,884 |
| Financial assets at FVTPL | 23 | **—** | 3,191 |
| Pledged deposits | 29 | **619,585** | 699,880 |
| Cash and cash equivalents | 30 | **279,985** | 256,724 |
| | | **3,008,793** | 2,964,554 |
| **Current liabilities** | | | |
| Bank and other borrowings | 31 | **2,081,810** | 2,725,108 |
| Trade payables, other payables and accruals | 32 | **781,947** | 880,158 |
| Contract liabilities | 33 | **3,416** | 3,430 |
| Lease liabilities | 34 | **6,021** | 5,205 |
| Financial liabilities at FVTPL | 32 | **3,655** | 53,213 |
| Current tax payable | 26(a) | **148,464** | 39,208 |
| | | **3,025,313** | 3,706,322 |
| **Net current liabilities** | | **(16,520)** | (741,768) |
| **Total assets less current liabilities** | | **4,189,831** | 3,129,828 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2024

| | *Notes* | **2024 RMB'000** | 2023 RMB'000 |
|---|---|---|---|
| **Non-current liabilities** | | | |
| Bank and other borrowings | 31 | **562,700** | 128,000 |
| Other payables | 32 | **451,993** | 537,514 |
| Lease liabilities | 34 | **16,675** | 14,915 |
| Deferred tax liabilities | 26(b)(ii) | **279** | 12,845 |
| | | **1,031,647** | 693,274 |
| **NET ASSETS** | | **3,158,184** | 2,436,554 |
| **Capital and reserves** | | | |
| Share capital | 35(b) | **248,695** | 236,804 |
| Reserves | 35(a) | **3,137,077** | 2,425,347 |
| **Total equity attributable to equity shareholders of the Company** | | **3,385,772** | 2,662,151 |
| **Non-controlling interests** | | **(227,588)** | (225,597) |
| **TOTAL EQUITY** | | **3,158,184** | 2,436,554 |

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 28 March 2025 and are signed on its behalf by:

**Chen Jianzheng**
*Executive director and Chairman*

**Wu Liming**
*Executive director*

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2024

| | Attributable to equity shareholders of the Company | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Share capital RMB'000 *(note 35(b))* | Share premium RMB'000 *(note 35(a)(i))* | PRC Statutory reserves RMB'000 *(note 35(c))* | Exchange reserve RMB'000 *(note 35(a)(iii))* | FVOCI reserve RMB'000 *(note 35(a)(iv))* | Other reserve RMB'000 *(note 35(a)(v))* | Retained profits RMB'000 | Total RMB'000 | Non-controlling interests RMB'000 | Total equity RMB'000 |
| **Balance at 1 January 2024** | **236,804** | **1,078,141** | **179,573** | **(57,021)** | **–** | **(858)** | **1,225,512** | **2,662,151** | **(225,597)** | **2,436,554** |
| Changes in equity for 2024: | | | | | | | | | | |
| Profit for the year | **–** | **–** | **–** | **–** | **–** | **–** | **697,997** | **697,997** | **1,135** | **699,132** |
| Other comprehensive income | **–** | **–** | **–** | **(4,574)** | **(617)** | **–** | **–** | **(5,191)** | **(2,929)** | **(8,120)** |
| Total comprehensive income for the year | **–** | **–** | **–** | **(4,574)** | **(617)** | **–** | **697,997** | **692,806** | **(1,794)** | **691,012** |
| Capital injection *(note 35(b))* | **11,891** | **99,552** | **–** | **–** | **–** | **–** | **–** | **111,443** | **–** | **111,443** |
| Profit appropriation | **–** | **–** | **13,819** | **–** | **–** | **–** | **(13,819)** | **–** | **–** | **–** |
| Capital injection to a subsidiary | **–** | **–** | **–** | **–** | **–** | **197** | **–** | **197** | **(197)** | **–** |
| Dividend paid | **–** | **–** | **–** | **–** | **–** | **–** | **(80,825)** | **(80,825)** | **–** | **(80,825)** |
| Appropriation of safety production funds | **–** | **–** | **75,274** | **–** | **–** | **–** | **(75,274)** | **–** | **–** | **–** |
| Utilisation of safety production funds | **–** | **–** | **(72,732)** | **–** | **–** | **–** | **72,732** | **–** | **–** | **–** |
| **Balance at 31 December 2024** | **248,695** | **1,177,693** | **195,934** | **(61,595)** | **(617)** | **(661)** | **1,826,323** | **3,385,772** | **(227,588)** | **3,158,184** |
| Balance at 1 January 2023 | 172,850 | 891,926 | 176,598 | (46,528) | – | (858) | 910,405 | 2,104,393 | (205,811) | 1,898,582 |
| Changes in equity for 2023: | | | | | | | | | | |
| Profit/(loss) for the year | – | – | – | – | – | – | 318,082 | 318,082 | (24,055) | 294,027 |
| Other comprehensive income | – | – | – | (10,493) | – | – | – | (10,493) | (973) | (11,466) |
| Total comprehensive income for the year | – | – | – | (10,493) | – | – | 318,082 | 307,589 | (25,028) | 282,561 |
| Capital injection *(note 35(b))* | 63,954 | 186,215 | – | – | – | – | – | 250,169 | – | 250,169 |
| Profit appropriation | – | – | 2,975 | – | – | – | (2,975) | – | – | – |
| Acquisition of a subsidiary *(note 37)* | – | – | – | – | – | – | – | – | 5,242 | 5,242 |
| Appropriation of safety production funds | – | – | 66,281 | – | – | – | (66,281) | – | – | – |
| Utilisation of safety production funds | – | – | (66,281) | – | – | – | 66,281 | – | – | – |
| Balance at 31 December 2023 | 236,804 | 1,078,141 | 179,573 | (57,021) | – | (858) | 1,225,512 | 2,662,151 | (225,597) | 2,436,554 |

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2024

| | Notes | 2024 RMB'000 | 2023 RMB'000 (re-presented) |
|---|---|---|---|
| **Operating activities** | | | |
| Profit before taxation | | 911,874 | 418,235 |
| Adjustments for: | | | |
| — Interest income | 7 | (22,817) | (27,425) |
| — Net realised and unrealised loss on financial assets and financial liabilities at FVTPL | 8 | 16,854 | 5,314 |
| — Share of loss of an associate | | — | 2,619 |
| — Net gain on disposal of property, plant and equipment and intangible assets | 8 | (826) | (1,194) |
| — Provision for legal claim | 8 | 15,051 | 14,544 |
| — Depreciation of property, plant and equipment and right-of-use assets | | 256,713 | 201,303 |
| — Amortisation of intangible assets | 10(b) | 96,776 | 74,612 |
| — Finance costs | 10(a) | 135,422 | 160,795 |
| — Provision of impairment losses on: | | | |
| — intangible assets | 10(b) | — | 40,047 |
| — other receivables | 10(b) | 558 | 869 |
| — Write-down of inventories | 27(b) | 2,155 | 106,344 |
| — Foreign exchange differences | | (15,109) | (14,862) |
| **Operating profit before changes in working capital** | | 1,396,651 | 981,201 |
| Increase in inventories | | (44,245) | (416,263) |
| Increase in pledged deposits | | (51,705) | (24,980) |
| Increase in trade and other receivables, deposits and prepayments | | (111,446) | (8,426) |
| Decrease in contract liabilities | | (14) | — |
| (Decrease)/increase in trade and other payables | | (178,135) | 101,960 |
| Proceeds from entering financial liabilities at FVTPL | | — | 43,767 |
| Payment for settlement of financial liabilities at FVTPL | | (68,727) | (9,804) |
| **Cash generated from operations** | | 942,379 | 667,455 |
| PRC income tax paid | 26(a) | (91,092) | (166,460) |
| **Net cash generated from operating activities** | | 851,287 | 500,995 |

## CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2024

| | Notes | 2024<br>RMB'000 | 2023<br>RMB'000<br>(re-presented) |
|---|---|---|---|
| **Investing activities** | | | |
| Interest received | | **22,817** | 27,425 |
| Payment for purchase of financial assets at FVTPL | | **—** | (3,187) |
| Redemption of financial assets at FVTPL | | **3,201** | — |
| Acquisition of financial assets at FVTPL | | **(22,634)** | — |
| Acquisition of financial assets at FVOCI | | **(14,153)** | — |
| Payment for purchase of property, plant and equipment | | **(135,972)** | (77,907) |
| Proceeds from disposal of property, plant and equipment | | **2,600** | 3,557 |
| Payment for construction in progress | | **(406,982)** | (309,878) |
| Payment for purchase of land use rights | | **(51,240)** | — |
| Payment for purchase of intangible assets | | **(21,546)** | (57,141) |
| Net cash out flows from acquisition of a subsidiary | 37 | **—** | (19,856) |
| **Net cash (used in)/generated from investing activities** | | **(623,909)** | (436,987) |
| **Financing activities** | | | |
| Proceeds from bank and other borrowings | 30(b) | **4,503,950** | 4,078,456 |
| Repayment of bank and other borrowings | 30(b) | **(4,712,548)** | (4,897,262) |
| Interest paid for bank and other borrowings | 30(b) | **(153,455)** | (140,152) |
| Capital element of lease rentals paid | 30(b) | **(5,947)** | (21,816) |
| Pledged deposits collected for borrowings | | **132,000** | 751,000 |
| Interest element of lease rentals paid | 30(b) | **(368)** | (1,307) |
| Dividend paid | | **(80,825)** | — |
| Net proceeds from issuance of H shares | | **111,443** | 250,169 |
| **Net cash (used in)/generated from financing activities** | | **(205,750)** | 19,088 |
| **Net increase in cash and cash equivalents** | | **21,628** | 83,096 |
| **Cash and cash equivalents at 1 January** | | **256,724** | 173,010 |
| **Effect of foreign exchange rate changes** | | **1,633** | 618 |
| **Cash and cash equivalents at 31 December** | 30(a) | **279,985** | 256,724 |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

## 1. ORGANISATION AND OPERATIONS

Lingbao Gold Group Company Limited (the "Company") was incorporated in People's Republic of China as a joint stock company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and has its principal place of business at Room 1104, 11/F, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong.

The Company is principally engaged in investment holdings and mining, processing, smelting and sales of gold products in the PRC. The principal activities of the Company's principal subsidiaries are set out in note 22.

## 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS — ACCOUNTING STANDARDS

### (a) Adoption of new or amended HKFRS Accounting Standards — effective on 1 January 2024

The Hong Kong Institute of Certified Public Accountant ("HKICPA") has issued several amendments to Hong Kong Financial Reporting Standards — Accounting Standards ("HKFRS Accounting Standards") that are first effective for the current accounting period of the Company and its subsidiaries (collectively the "Group")

| | |
|---|---|
| Amendments to HKFRS 16 | Lease Liability in a Sale and Leaseback |
| Amendments to HKAS 1 | Classification of Liabilities as Current or Non-current (the "2020 Amendments") |
| Amendments to HKAS 1 | Non-current Liabilities with Covenants (the "2022 Amendments") |
| Amendments to HKAS 7 and HKFRS 7 | Supplier Finance Arrangements |

The group has not applied any new standard or interpretation that is not yet effective for the current accounting period. These amendments to HKFRS standards had no material impact on the Group's consolidated financial statements.

### (b) New or amended HKFRS Accounting Standards that have been issued but are not yet effective and not early adopted

The following amended HKFRS Accounting Standards have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

| | |
|---|---|
| Amendments to HKFRS 18 | Presentation and Disclosure in Financial Statements[2] |
| Amendments to HKFRS 19 | Subsidiaries without Public Accountability: Disclosure[2] |
| Amendments to HKFRS 9 and HKFRS 7 | Amendments to the Classification and Measurement of Financial Instruments[2] |
| Amendments to HKFRS 10 and HKAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3] |
| Amendments to HKAS 21 | Lack of Exchangeability[1] |

1 Effective for annual periods beginning on or after 1 January 2025
2 Effective for annual/reporting periods beginning on or after 1 January 2027
3 No mandatory effective date yet determined but available for adoption

## 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS – ACCOUNTING STANDARDS (continued)

### (b) New or amended HKFRS Accounting Standards that have been issued but are not yet effective and not early adopted (continued)

HKFRS 18 Presentation and Disclosure in Financial Statements, which was issued by the HKICPA in July 2024 supersedes HKAS 1 and will result in major consequential amendments to HKFRS Accounting Standards including HKAS 8 Basis of Preparation of Financial Statements (renamed from Accounting Policies, Changes in Accounting Estimates and Errors). Even though HKFRS 18 will not have any effect on the recognition and measurement of items in the consolidated financial statements, it is expected to have a significant effect on the presentation and disclosure of certain items. These changes include categorisation and sub-totals in the statement of profit or loss, aggregation/disaggregation and labelling of information, and disclosure of management-defined performance measures.

Except for the above, these new and revised HKFRS Accounting Standards are preliminary assessed and are not expected to have any significant impact on the Group's financial statements.

## 3. BASIS OF PREPARATION

### Statement of compliance

These consolidated financial statements have been prepared in accordance with all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as the "HKFRS") issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

### Basis of measurement and basis for the preparation of the consolidated financial statements on a going concern basis

These consolidated financial statements have been prepared under the historical cost basis except for certain financial instruments which are measured at fair values.

### Functional and presentation currency

The consolidated financial statements are presented in Renminbi ("RMB"), which is the same as the functional currency of the Company.

## 4. ACCOUNTING POLICIES

### Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average cost. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

### Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and any accumulated impairment losses.

When proved and probable gold reserves have been determined, costs incurred to develop gold mines are capitalised as part of the cost of mining structures. All other expenditures, including the cost of repairs and maintenance and major overhaul, are expensed as they are incurred. Mining exploration costs, such as expenditures related to locating gold reserves and determining the economic feasibility and the costs of removing waste materials or “stripping costs” are expensed as incurred.

Depreciation is calculated to write off the cost or valuation of items of property, plant and equipment other than mining shafts, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

| | |
|---|---|
| Buildings | 5 to 35 years |
| Machineries | 4 to 30 years |
| Transportation equipment | 4 to 8 years |
| Office and electronic equipment | 4 to 12 years |

Included in property, plant and equipment are mining shafts located at the mining sites. Depreciation is provided to write off the cost of mining shafts using the units of production method based on the proved and probable mineral reserves.

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs. Capitalisation of these costs ceases and the construction in progress is transferred to property, plant and equipment when the asset is substantially ready for its intended use, notwithstanding any delays in the issue of the relevant commissioning certificate by the relevant authorities in the People’s Republic of China (the “PRC”).

No depreciation is provided in respect of the construction in progress.

## 4. ACCOUNTING POLICIES (continued)

### Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- construction in progress;
- right-of-use assets;
- intangible assets (including goodwill); and
- investments in subsidiaries and associates in the Company's statement of financial position.

If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit ("CGU") to which the asset belongs. Recoverable amount is the higher of fair value less costs of disposal and value-in-use.

In assessing value-in-use, the estimated future cash flows expected to be derived from the CGU are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

## 4. ACCOUNTING POLICIES (continued)

### Intangible assets

**(i) Goodwill**

For goodwill arising on an acquisition in a financial year, the CGU to which allocated goodwill is tested for impairment before the end of that financial year. When the recoverable amount of the CGU is less than the carrying amount of the unit, the impairment loss is first allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit on a pro-rata basis on the carrying amount to each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset's carrying amount to below its fair value less cost of disposal (if measurable) or its value-in-use (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent period.

**(ii) Mining rights**

Mining rights are stated at cost less accumulated amortisation and impairment losses. The mining rights are amortised to profit or loss using the units of production method based on the proved and probable mineral reserves.

The Group's mining rights are of sufficient duration (or convey a legal right to renew for sufficient duration) to enable all reserves to be mined in accordance with current production schedules.

**(iii) Exploration rights**

Exploration rights are stated at cost less accumulated amortisation and impairment losses. The exploration rights are transferred to exploration and evaluation assets on a straight-line basis over the estimated useful lives of one to three years.

**(iv) Exploration and evaluation assets and mining development assets**

Exploration and evaluation assets are stated at cost less impairment losses. Exploration and evaluation assets include exploration and development costs.

When it can be reasonably ascertained that a mining structure is capable of commercial production, exploration and development costs capitalised are transferred to mining development assets and amortised to profit or loss using the units of production method based on the proved and probable mineral reserves. If any project is abandoned during the exploration and evaluation stage, the related exploration and evaluation assets are written off to profit or loss.

## 4. ACCOUNTING POLICIES (continued)

### Financial Instruments

**(i) Financial assets**

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at FVTPL (as defined below) or at FVOCI (as defined below), transaction costs that are directly attributable to its acquisition or issue. Trade receivable without a significant financing component is initially measured at the transaction price.

*Debt instruments*

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

Fair value through other comprehensive income ("FVOCI") — recycling: If the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.

Fair value through profit or loss ("FVTPL"): Financial assets measured at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at FVOCI, as described above, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

## 4. ACCOUNTING POLICIES (continued)

### Financial Instruments (continued)

**(ii) Impairment loss on financial assets**

The Group recognises a loss allowance for expected credit losses ("ECL") on financial assets measured at amortised cost (including cash and cash equivalents, trade receivables and other receivables, including loans to associates and joint ventures, which are held for the collection of contractual cash flows which represent solely payments of principal and interest).

The ECLs are measured on either of the following bases: (1) 12-month ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date: and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Other financial assets measured at fair value, including debt securities measured at FVTPL and derivative financial assets, are not subject to the ECL assessment.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets and trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;

- variable-rate financial assets: current effective interest rate.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

## 4. ACCOUNTING POLICIES (continued)

### Financial Instruments (continued)

**(ii) Impairment loss on financial assets (continued)**

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECLs amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for financial assets measured at amortised cost with a corresponding adjustment to their carrying amount through a loss allowance account.

Interest income recognised in accordance with note 4 — revenue recognition (iii) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

## 4. ACCOUNTING POLICIES (continued)

### Financial Instruments (continued)

**(ii) Impairment loss on financial assets (continued)**

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

**(iii) Financial liabilities**

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at FVTPL are initially measured at fair value and financial liabilities at amortised cost are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL.

Financial liabilities are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in profit or loss.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial liability at FVTPL, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

## 4. ACCOUNTING POLICIES (continued)

### Financial Instruments (continued)

**(iii) Financial liabilities (continued)**

Financial liabilities may be designated upon initial recognition as at FVTPL if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the liabilities or recognized gains or losses on them on a different basis; (ii) the liabilities are part of a group of financial liabilities which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) the financial liability contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognized in profit or loss in the period in which they arise, except for the gains and losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognized in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities at amortised cost, including trade payables, other payables and accruals, borrowings and lease liabilities, are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognized in profit or loss.

Gains or losses are recognized in profit or loss when the liabilities are recognized as well as through the amortisation process.

Interest-bearing borrowings are recognized initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognized in accordance with the Group's accounting policy for borrowing costs.

## 4. ACCOUNTING POLICIES (continued)

### Leases

**The Group as a lessee**

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognized a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to recognized the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalized are recognized as an expense on a systematic basis over the lease term.

The right-of-use asset is recognized when a lease is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses, except for the following types of right-of-use asset:

The Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets. The useful lives are as follows:

| | |
|---|---|
| Buildings | 5 years |
| Land-use right | 7–50 years |

## 4. ACCOUNTING POLICIES (continued)

### Revenue recognition

The Group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

**(i) Sales of goods**

Revenue from the sales of goods is recognized at the point in time when control of the asset is transferred to the customers, generally on delivery of the goods.

**(ii) Dividend income**

Dividend income from unlisted investments is recognized when the shareholder's right to receive payment is established.

**(iii) Interest income**

Interest income is recognized as it accrues using the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For financial assets measured at amortised cost, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset.

### Employee benefits

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

### Government grants

Government grants are recognised in the consolidated statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them.

Government grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

Government grants that compensate the Group for the cost of an asset are recognised as deferred income and consequently are recognised in profit or loss on a systematic basis over the useful life of the asset.

## 4. ACCOUNTING POLICIES (continued)

### Environmental rehabilitation

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the development or ongoing production of a mining property. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalised as part of the related property, plant and equipment at the start of each project, as soon as the obligation to incur such costs arises.

These costs are recognised in profit or loss over the life of the operation, through depreciation of the asset. Costs for restoration of subsequent site damage which is created on an ongoing basis during production are recognised in profit or loss.

### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

## 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

### Estimates and judgements

In the application of the Group's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision effects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

## 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

### Estimates and judgements (continued)

In addition to information disclosed elsewhere in these consolidated financial statements, other key sources of estimation uncertainty that have a significant risk of resulting a material adjustment to the carrying amounts of assets and liabilities within next financial year are as follows:

**Depreciation and amortisation of mining related assets and reserves estimates**

As explained in note 4, mining shafts, mining rights and mining development assets are depreciated and amortised using the units of production method based on the proved and probable mineral reserves.

Engineering estimates of the Group's gold reserves are inherently imprecise and represent only approximate amounts because of the subjective judgements involved in developing such information. There is a national standard set by the PRC Government regarding the engineering criteria that have to be met before estimated gold reserves can be designated as "proved and probable". Proved and probable gold reserve estimates are updated at regular basis and have taken into account recent production and technical information about each mine. In addition, as prices and cost levels change from year to year, the estimate of proved and probable gold reserves also changes. This change is considered a change in estimate for accounting purposes and is reflected on a prospective basis in related depreciation rates.

Despite the inherent imprecision in these engineering estimates, these estimates are used in determining depreciation and amortisation expenses and impairment losses. Depreciation rates are determined based on estimated proved and probable gold reserve quantity (the denominator) and capitalised costs of mining shafts and mining rights (the numerator). The capitalised cost of mining shafts and mining rights are amortised based on the units of gold produced.

**Depreciation and amortisation of other assets**

Other than the mining shafts, mining rights and mining development assets, property, plant and equipment and other intangible assets are depreciated on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual value. The Group reviews annually the useful life of an asset and its residual value, if any. The useful lives are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimation.

**Net realisable value of inventories**

Inventories are carried at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated cost necessary to make the sale. In estimating the net realisable value, future cashflows need to be determined. One of the key estimates that has to be made is about the future selling price, it is possible that the recent selling price is not indicative of the future selling price. Over-optimistic or under-optimistic estimations of future selling price would result in inaccurate net realizable value estimation and could affect profit or loss.

## 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

### Estimates and judgements (continued)

**Impairment of non-financial assets (including goodwill)**

In determining whether an asset is impaired or the event previously causing the impairment no longer exists, the Group has to exercise judgement in the area of asset impairment, particularly in assessing:

(i) whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence;

(ii) whether the carrying value of an asset or a CGU can be supported by the recoverable amount of the CGU, which is the higher of fair value less costs of disposal and value-in- use of the CGU. The value-in-use calculation is based on the net present value of future cash flows which are estimated based upon the continued use of the asset or CGU, or derecognition; and

(iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

**Deferred tax**

Deferred tax assets carried forward are recognised and measured based on the expected manner of realisation or settlement of the carrying amount of the assets, using tax rates enacted or substantively enacted at the end of the reporting period. In determining the carrying amounts of deferred tax assets, expected taxable profits are estimated which involves a number of assumptions relating to the operating environment of the Group and requires significant level of judgement exercised by the Directors. Any change in such assumptions and judgement would affect the carrying amounts of deferred tax assets to be recognised and hence the net profit in future years. Further details are set out in note 26(b).

**Provision for ECLs on trade receivables and contract assets**

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults in the sectors in which the Group operates the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances. The Group's historical credit loss experience may also not be representative of customer's actual default in the future.

## 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

### Estimates and judgements (continued)

**Impairment of other financial assets**

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history existing market conditions as well as forward-looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in note 38(a).

**Fair value measurements**

A number of assets and liabilities included in the Group's consolidated financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

Level 1: Quoted prices in active markets for identical items (unadjusted);

Level 2: Observable direct or indirect inputs other than Level 1 inputs; and

Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period as they occur.

### Environmental rehabilitation

The liabilities arisen from obligation for environmental rehabilitation are measured based on estimation over the decommissioning of plant or other site preparation work, and subsequent site damage during production. Provision for decommissioning costs has been determined by the Directors based on current regulatory requirements and their best estimates. The management of the Group estimate this liability for final reclamation and mine closure is based on detailed calculation of the amounts and timing of future cash flows that required to perform the required work. The provision reflects the present value of the expenditures expected to be required to settle the obligation. However, as the impact on the land and environment resulting from mining activities will become apparent only in future periods, the estimate of the associated costs may be subject to change in the future. The provision is reviewed regularly to properly reflect the present value of the obligation arising from the current and past mining activities.

## 6. REVENUE

The principal activities of the Group are mining, processing, smelting, sales of gold, other metallic products and jewellery in the PRC.

Revenue represents the sales value of goods sold to customers, net of sales tax and value added tax.

### (i) Disaggregation of Revenue

Disaggregation of revenue from contracts with customers by major products lines is as follow:

| | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|
| **Revenue from contracts with customer within the scope of HKFRS 15:** | | |
| Disaggregated by major products lines | | |
| — Sales of gold | 11,894,876 | 10,185,652 |
| — Sales of other metals | 183,596 | 315,379 |
| — Sales of jewellery | 9,624 | 6,345 |
| — Others | 7,734 | 107,223 |
| Less: Sales taxes and levies | (229,202) | (80,918) |
| | 11,866,628 | 10,533,681 |

All revenue was recognised at a point in time under HKFRS 15.

In 2024, revenue from sales of gold bullion to Shanghai Gold Exchange has exceeded 10% of the Group's revenues, amounting to RMB11,630,769,000 (2023: RMB8,981,620,000). The Shanghai Gold Exchange certified the Group as a standard gold bullion production enterprise and the Group has Shanghai Gold Exchange trading rights (note 19). The gold bullion was traded on or through Shanghai Gold Exchange, thus the Group is uncertain of the counterparty identity. The details of credit risk arising from trade on or through Shanghai Gold Exchange are set out in note 38(a).

Sales taxes and levies includes revenue-based tax levied by the Kyrgyz Republic as further detailed in note 11.

Further details regarding the Group's principal activities are disclosed in note 39 to these financial statements.

### (ii) Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its sales contracts for other metals such that the Group does not disclose information about revenue that the Group will be entitled to when it satisfied the remaining performance obligations under the contracts for sales of other metals that had an original expected duration of one year or less.

## 7. OTHER REVENUE

| | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|
| Interest income on financial assets measured at amortised cost | **22,817** | 27,425 |
| Government grants *(Note)* | **10,375** | 19,777 |
| Scrap sales | **15,349** | — |
| Sundry income | **11,117** | 1,090 |
| | **59,658** | 48,292 |

*Note:* There are no unfulfilled conditions or other contingencies attaching to these grants, all government grants have been received during the year. The Group did not benefit directly from any other forms of government assistance.

## 8. OTHER NET LOSS

| | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|
| Net realised and unrealised loss on financial assets and financial liabilities at FVTPL | **16,854** | 5,314 |
| Net gains on disposal of property, plant and equipment, and intangible assets | **(826)** | (1,194) |
| Gold trading deferment fee income, net *(Note)* | **(16,041)** | — |
| Net foreign exchange gain | **(9,981)** | (3,124) |
| Impairment losses of: | | |
| — intangible assets *(note 19)* | **—** | 40,047 |
| — other receivables *(note 28(b))* | **558** | 869 |
| Provision for legal claim | **15,051** | 14,544 |
| Others | **28,931** | 6,675 |
| | **34,546** | 63,131 |

*Note:* The gold trading deferment fee income arising from the deferral settlement of the gold T+D trading contracts. Gold T+D trading involves deferred settlement of gold contracts. Both buyer and seller of the gold T+D contract has right to defer the settlement of contracts with the compensation paid to counterparty. The amount represents net compensation received by the group from the buyer.

## 9. STAFF COSTS

| | **2024 RMB'000** | 2023 RMB'000 |
|---|---|---|
| Salaries, wages and other benefits | **336,895** | 364,309 |
| Contributions to defined contribution retirement plan | **41,438** | 43,933 |
| | **378,333** | 408,242 |
| Less: Staff costs capitalised into construction in progress | **(15,616)** | (21,188) |
| | **362,717** | 387,054 |

Pursuant to the relevant labor rules and regulations in the PRC, the Group participates in defined contribution retirement benefit schemes (the "Schemes") organised by the relevant local government authorities whereby the Group is required to make contributions to the Schemes at the rate of 16% (2023: 16%) of the eligible employees' salaries. The local government authorities are responsible for the entire pension obligations payable to retired employees in the PRC.

The Group has no other material obligation for the payment of pension benefits associated with those schemes beyond the annual contributions described above.

## 10. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/(crediting):

| | **2024 RMB'000** | 2023 RMB'000 |
|---|---|---|
| **(a) Finance costs** | | |
| Interest expenses on bank and other borrowings *(note 30(b))* | **134,525** | 159,345 |
| Interest expenses on lease liabilities *(note 30(b))* | **897** | 1,450 |
| | **135,422** | 160,795 |

## 10. PROFIT BEFORE TAXATION (continued)

| | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|
| **(b) Other items:** | | |
| Depreciation of right-of-use assets# *(note 21)* | **23,859** | 13,060 |
| Amortisation of intangible assets# *(note 19)* | **96,776** | 74,612 |
| Depreciation of property, plant and equipment# *(note 17)* | **232,854** | 188,243 |
| Provision of impairment losses on: | | |
| — intangible assets *(note 19)* | **–** | 40,047 |
| — other receivables *(note 28(b))* | **558** | 869 |
| Auditor's remuneration | | |
| — audit services | **2,500** | 2,500 |
| — non-audit services | **730** | 700 |
| — reimbursement of expenses | **45** | 40 |
| | **3,275** | 3,240 |
| Research and development expenses | **14,206** | 10,302 |
| Environmental rehabilitation fees | **9,730** | 13,198 |
| Cost of inventories# *(note 27(b))* | **10,404,709** | 9,563,780 |

# Cost of inventories includes RMB356,292,000 (2023: RMB411,960,000) relating to staff costs, depreciation and amortisation expenses, which amount is also included in the respective total amounts disclosed separately in note 9, note 17 and note 19, respectively. During the year, the cost of inventories also includes written down of certain inventories amounting to RMB2,155,000 (2023: RMB106,344,000).

## 11. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

**(a)** Taxation charged/(credited) to the consolidated income statement represents:

| | 2024 RMB'000 | 2023 RMB'000 |
|---|---|---|
| **Current taxation — PRC income tax** | | |
| — provision for the year | 196,904 | 142,176 |
| — under/(over) provision in respect of prior years | 3,444 | (6,783) |
| | 200,348 | 135,393 |
| **Deferred tax** | | |
| Origination and reversal of temporary differences | 12,394 | (11,185) |
| | 212,742 | 124,208 |

**(b)** Reconciliation between tax expense and accounting profit at applicable tax rates:

| | 2024 RMB'000 | 2023 RMB'000 |
|---|---|---|
| Profit before taxation | 911,874 | 418,235 |
| Notional tax on profit before taxation calculated at the rates applicable to the jurisdictions concerned | 229,296 | 131,019 |
| Effect of tax concessions | (10,613) | (5,109) |
| Effect of non-deductible expenses | 9,692 | 14,670 |
| Effect of non-taxable income | (1,816) | (21,726) |
| Utilisation of temporary differences not recognised in previous years | (25,037) | (9,119) |
| Tax losses and temporary differences not recognised | 7,776 | 21,256 |
| Under/(over) provision in respect of prior years | 3,444 | (6,783) |
| Actual tax expense | 212,742 | 124,208 |

## 11. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (continued)

**(b)** Reconciliation between tax expense and accounting profit at applicable tax rates: (continued)

(i) Under the Corporate Income Tax Law of the PRC (the "CIT Law"), which was passed by the Fifth Plenary Session of the Tenth National People's Congress, effective from 1 January 2008, the Company and its PRC subsidiaries are subject to income tax at the statutory rate of 25%, unless otherwise specified.

One of the subsidiaries, Habahe Huatai Gold Company Limited ("Huatai") was accredited as a "High and New Technology Enterprise" in December 2020 with 3-year validity period and renewed in December 2023 with additional 3-year validity period will expire in December 2026 and subject to next renewal review. Huatai was entitled to a preferential income tax rate of 15% since 1 January 2021.

(ii) Hong Kong Profits Tax rate for 2024 is 16.5% (2023: 16.5%). No provision for Hong Kong Profits Tax is made as the subsidiary located in Hong Kong did not earn any income which is subject to Hong Kong Profits Tax.

(iii) Kyrgyzstan corporate income tax rate ("KR CIT") in 2024 is 0% (2023: 0%).

(iv) On 9 August 2012, the Parliament of Kyrgyz Republic passed the law on amendments and additions to the Tax Code of the Kyrgyz Republic ("Amended Tax Code") which became effective from 1 January 2013. In accordance with the Amended Tax Code, starting from 1 January 2013 the KR CIT rate for gold mining companies is set at 0% and a revenue-based tax is introduced with progressive rate from 13.9% to 34.6% depends on the gold price at the payment date and the amounts of gold reserve owned by the Group. Such revenue-based tax is recognised in "sales taxes and levies".

Considering the uncertainty of the future available taxable profits against which certain tax benefits can be recognised in the relevant tax jurisdiction and entity, the Group has not recognised deferred tax assets of RMB64,154,000 (2023: RMB54,614,000) in respect of unused tax losses of RMB139,559,000 (2023: RMB157,192,000) and temporary differences of RMB117,057,000 (2023: RMB61,264,000) for the year ended 31 December 2024.

## 12. DIRECTORS' REMUNERATION

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

**Year ended 31 December 2024**

| | Fees RMB'000 | Basic salaries, allowances and other benefits RMB'000 | Contributions to retirement benefit schemes RMB'000 | Bonus RMB'000 | Total RMB'000 |
|---|---|---|---|---|---|
| **Executive directors** | | | | | |
| Mr. Chen Jianzheng | – | 672 | 35 | 358 | 1,065 |
| Mr. He Chengqun | – | 638 | 35 | 379 | 1,052 |
| Mr. Xing Jiangze | – | 638 | 35 | 284 | 957 |
| Mr. Dai Weitao (retired on 29 May 2024) | – | 136 | 14 | 28 | 178 |
| Mr. Wu Liming | – | 725 | 35 | 636 | 1,396 |
| Ms. Zhao Li (appointed on 29 May 2024) | – | 629 | 16 | 159 | 804 |
| **Non-executive directors** | | | | | |
| Mr. Wang Guanran | 100 | – | – | – | 100 |
| Mr. Zhang Feihu *(note)* | – | – | – | – | – |
| **Independent non-executive directors** | | | | | |
| Mr. Wang Jiheng (retired on 29 May 2024) | 42 | – | – | – | 42 |
| Mr. Wang Guanghua (retired on 29 May 2024) | 42 | – | – | – | 42 |
| Mr. Xu Rong (retired on 29 May 2024) | 42 | – | – | – | 42 |
| Mr. Tan Chong Huat | 100 | – | – | – | 100 |
| Mr. Yeung Chi Tat (appointed on 29 May 2024) | 59 | – | – | – | 59 |
| Mr. Bo Shao Chuan (appointed on 29 May 2024) | 59 | – | – | – | 59 |
| Mr. Guo Michael Xinsheng (appointed on 29 May 2024) | 59 | – | – | – | 59 |
| **Supervisors** | | | | | |
| Mr. Liu Haotian *(note)* | – | – | – | – | – |
| Mr. Guo Xurang | – | 36 | – | – | 36 |
| Mr. Zhao Bingbing | – | 36 | – | – | 36 |
| Mr. Yang Shilei | – | 435 | 35 | 168 | 638 |
| Total | 503 | 3,945 | 205 | 2,012 | 6,665 |

*Note:* Mr. Zhang Feihu and Mr. Liu Haotian held dual role as the civil servants in the PRC government, and waived any emoluments from the Group.

## 12. DIRECTORS' REMUNERATION (continued)

**Year ended 31 December 2023**

| | Fees RMB'000 | Basic salaries, allowances and other benefits RMB'000 | Contributions to retirement benefit schemes RMB'000 | Bonus RMB'000 | Total RMB'000 |
|---|---|---|---|---|---|
| **Executive directors** | | | | | |
| Mr. Chen Jianzheng | – | 692 | 33 | 553 | 1,278 |
| Mr. He Chengqun | – | 658 | 33 | 592 | 1,283 |
| Mr. Xing Jiangze | – | 657 | 33 | 405 | 1,095 |
| Mr. Dai Weitao | – | 357 | 33 | 407 | 797 |
| Mr. Wu Liming | – | 711 | 33 | 596 | 1,340 |
| **Non-executive directors** | | | | | |
| Mr. Wang Guanran | 100 | – | – | – | 100 |
| Mr. Zhang Feihu *(note)* | – | – | – | – | – |
| **Independent non-executive directors** | | | | | |
| Mr. Wang Jiheng | 100 | – | – | – | 100 |
| Mr. Wang Guanghua | 100 | – | – | – | 100 |
| Mr. Xu Rong | 100 | – | – | – | 100 |
| Mr. Tan Chong Huat | 100 | – | – | – | 100 |
| **Supervisors** | | | | | |
| Mr. Liu Haotian *(note)* | – | – | – | – | – |
| Mr. Guo Xurang | – | 36 | – | – | 36 |
| Mr. Zhao Bingbing | – | 36 | – | – | 36 |
| Mr. Yang Shilei | – | 323 | 33 | 68 | 424 |
| Total | 500 | 3,470 | 198 | 2,621 | 6,789 |

## 13. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, five (2023: five) are directors and supervisors of the Company whose emoluments are disclosed in note 12.

## 14. DIVIDENDS

### (a) Dividends payable to equity shareholders of the Company attributable to the year

The proposed final dividend for the year of RMB0.08 per share (2023: RMB0.065 per share), amounted to approximately RMB102,958,000 (2023: RMB79,076,000), which is approved by the Board of Directors of the Company at the date of approval of these consolidated financial statements and is subject to the approval of the Company's shareholders at the forthcoming annual general meeting, has not been reflected as dividend payable as at 31 December 2024.

### (b) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

A dividend in respect of the year ended 31 December 2023 of RMB0.065 per share, amounted to approximately RMB79,076,000, based on 1,216,599,255 ordinary shares in issue (domestic + H shares) by the Company on proposed date, has been approved by the board of directors has also been approved at the annual general meeting of the Company held in May 2024. The relevant dividend amount of approximately RMB80,825,000, based on 1,243,476,055 ordinary shares in issue (domestic + H shares) is charged to the consolidated statement of changes in equity.

## 15. OTHER COMPREHENSIVE INCOME

The component of other comprehensive income does not have any significant tax effect for each of the years ended 31 December 2024 and 2023.

## 16. EARNINGS PER SHARE

### (a) Basic earnings per share

The calculation of the basic earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares of 1,229,935,839 (2023: 983,397,075) outstanding during the year.

| | 2024 | 2023 |
|---|---|---|
| Profit for the year and earnings used in basic earnings per share (RMB'000) | 697,997 | 318,082 |
| Weighted average number of shares used in basic earnings per share | 1,229,935,839 | 983,397,075 |
| Earnings per share (RMB cents) | 56.75 | 32.35 |

### (b) Diluted earnings per share

The diluted earnings per share for the current and the prior year is the same as the basic earnings per share as there are no dilutive ordinary shares during the years.

## 17. PROPERTY, PLANT AND EQUIPMENT

| | Buildings RMB'000 | Mining shafts RMB'000 | Machinery RMB'000 | Transportation equipment RMB'000 | Office and electronic equipment RMB'000 | Total RMB'000 |
|---|---|---|---|---|---|---|
| **Cost:** | | | | | | |
| At 1 January 2024 | 1,539,780 | 1,975,752 | 1,228,825 | 85,643 | 90,384 | 4,920,384 |
| Exchange adjustments | 5,511 | 5,028 | 2,580 | 639 | – | 13,758 |
| Additions | 51,531 | – | 61,243 | 4,962 | 18,236 | 135,972 |
| Transfer from construction in progress *(note 18)* | 56,639 | 311,252 | – | – | – | 367,891 |
| Disposals | – | – | (11,374) | (1,427) | (260) | (13,061) |
| At 31 December 2024 | 1,653,461 | 2,292,032 | 1,281,274 | 89,817 | 108,360 | 5,424,944 |
| **Depreciation and impairment:** | | | | | | |
| At 1 January 2024 | 748,973 | 1,211,411 | 788,131 | 58,897 | 81,646 | 2,889,058 |
| Exchange adjustments | 4,709 | 1,870 | 2,387 | 399 | – | 9,365 |
| Charge for the year | 75,830 | 72,269 | 72,479 | 4,597 | 7,679 | 232,854 |
| Written back on disposals | – | – | (10,257) | (951) | (79) | (11,287) |
| At 31 December 2024 | 829,512 | 1,285,550 | 852,740 | 62,942 | 89,246 | 3,119,990 |
| **Net book value:** | | | | | | |
| At 31 December 2024 | 823,949 | 1,006,482 | 428,534 | 26,875 | 19,114 | 2,304,954 |

## 17. PROPERTY, PLANT AND EQUIPMENT (continued)

| | Buildings RMB'000 | Mining shafts RMB'000 | Machinery RMB'000 | Transportation equipment RMB'000 | Office and electronic equipment RMB'000 | Total RMB'000 |
|---|---|---|---|---|---|---|
| **Cost:** | | | | | | |
| At 1 January 2023 | 1,418,491 | 1,849,667 | 1,069,437 | 86,250 | 80,690 | 4,504,535 |
| Exchange adjustments | 16,253 | 9,161 | 4,152 | (5,793) | 195 | 23,968 |
| Additions | 18,622 | 22,456 | 22,285 | 6,001 | 8,543 | 77,907 |
| Additions from acquisition of subsidiaries *(note 37)* | 22,650 | — | 27,997 | 1,029 | 173 | 51,849 |
| Transfer from construction in progress *(note 18)* | 64,796 | 94,468 | 112,181 | 2,634 | 3,058 | 277,137 |
| Disposals | (1,032) | — | (7,227) | (4,478) | (2,275) | (15,012) |
| At 31 December 2023 | 1,539,780 | 1,975,752 | 1,228,825 | 85,643 | 90,384 | 4,920,384 |
| **Depreciation and impairment:** | | | | | | |
| At 1 January 2023 | 683,673 | 1,139,457 | 738,973 | 64,390 | 63,359 | 2,689,852 |
| Exchange adjustments | 16,899 | 5,970 | 6,806 | (6,121) | 58 | 23,612 |
| Charge for the year | 49,019 | 65,984 | 48,312 | 4,554 | 20,374 | 188,243 |
| Written back on disposals | (618) | — | (5,960) | (3,926) | (2,145) | (12,649) |
| At 31 December 2023 | 748,973 | 1,211,411 | 788,131 | 58,897 | 81,646 | 2,889,058 |
| **Net book value:** | | | | | | |
| At 31 December 2023 | 790,807 | 764,341 | 440,694 | 26,746 | 8,738 | 2,031,326 |

## 18. CONSTRUCTION IN PROGRESS

| | **2024 RMB'000** | 2023 RMB'000 |
|---|---|---|
| At 1 January | **351,296** | 304,205 |
| Exchange adjustments | **157** | (174) |
| Additions from acquisition of a subsidiary *(note 37)* | **—** | 14,524 |
| Additions | **406,982** | 309,878 |
| Transfer from non-current prepayments | **13,521** | — |
| Transfer to property, plant and equipment *(note 17)* | **(367,891)** | (277,137) |
| At 31 December | **404,065** | 351,296 |

## 19. INTANGIBLE ASSETS

| | Shanghai Gold Exchange trading rights RMB'000 | Exploration and evaluation assets *(note (a))* RMB'000 | Mining development assets RMB'000 | Mining rights *(note (b))* RMB'000 | Exploration rights *(note (c))* RMB'000 | Total RMB'000 |
|---|---|---|---|---|---|---|
| **Cost:** | | | | | | |
| At 1 January 2024 | 820 | 485,282 | 133,985 | 885,173 | 190,964 | 1,696,224 |
| Exchange adjustments | – | – | 2,614 | – | – | 2,614 |
| Addition | – | 19,415 | 2,088 | 43 | – | 21,546 |
| Reclassification | – | (17,761) | 17,761 | – | – | – |
| Derecognition | – | (54,392) | – | – | (42,460) | (96,852) |
| At 31 December 2024 | 820 | 432,544 | 156,448 | 885,216 | 148,504 | 1,623,532 |
| **Amortisation and impairment:** | | | | | | |
| At 1 January 2024 | – | 97,592 | 45,034 | 388,945 | 190,964 | 722,535 |
| Exchange adjustments | – | – | 1,265 | – | – | 1,265 |
| Charge for the year | – | – | 15,615 | 81,161 | – | 96,776 |
| Reversal upon derecognition | – | (54,392) | – | – | (42,460) | (96,852) |
| At 31 December 2024 | – | 43,200 | 61,914 | 470,106 | 148,504 | 723,724 |
| **Net book value:** | | | | | | |
| At 31 December 2024 | 820 | 389,344 | 94,534 | 415,110 | – | 899,808 |

## 19. INTANGIBLE ASSETS (continued)

| | Shanghai Gold Exchange trading rights RMB'000 | Exploration and evaluation assets *(note (a))* RMB'000 | Mining development assets RMB'000 | Mining rights *(note (b))* RMB'000 | Exploration rights *(note (c))* RMB'000 | Total RMB'000 |
|---|---|---|---|---|---|---|
| **Cost:** | | | | | | |
| At 1 January 2023 | 820 | 471,387 | 132,779 | 836,687 | 190,964 | 1,632,637 |
| Exchange adjustments | – | 272 | 846 | 5,328 | – | 6,446 |
| Addition | – | 13,623 | 360 | 43,158 | – | 57,141 |
| At 31 December 2023 | 820 | 485,282 | 133,985 | 885,173 | 190,964 | 1,696,224 |
| **Amortisation and impairment:** | | | | | | |
| At 1 January 2023 | – | 57,416 | 38,018 | 317,853 | 190,964 | 604,251 |
| Exchange adjustments | – | 129 | 418 | 3,078 | – | 3,625 |
| Charge for the year | – | – | 6,598 | 68,014 | – | 74,612 |
| Impairment loss *(note (d))* | – | 40,047 | – | – | – | 40,047 |
| At 31 December 2023 | – | 97,592 | 45,034 | 388,945 | 190,964 | 722,535 |
| **Net book value:** | | | | | | |
| At 31 December 2023 | 820 | 387,690 | 88,951 | 496,228 | – | 973,689 |

## 19. INTANGIBLE ASSETS (continued)

*Notes:*

(a) Included in the Group's exploration and evaluation assets are assets related to mines, which are under the exploration and evaluation stage as at 31 December 2024, with a carrying value of RMB389,344,000 (31 December 2023: RMB387,690,000). These assets are not subject to amortisation until they are placed in use.

(b) The Group's mining rights as at 31 December 2024 and 2023 are as follows:

| Mine | Location | Expiry date |
|---|---|---|
| Lingjin One Mine | Lingbao, Henan | May 2045 |
| Lingjin Two Mine | Lingbao, Henan | April 2033 (2023: April 2023) |
| Lingjin Three Mine | Lingbao, Henan | October 2029 |
| Hongxin Gold Mine | Lingbao, Henan | November 2025 |
| Hongtuling Gold Mine | Lingbao, Henan | February 2028 |
| Duolanasayi Gold Mine | Habahe, Xinjiang | October 2026 |
| Tuokuzibayi Gold Mine | Habahe, Xinjiang | February 2028 |
| Chifeng Jinchan Mining Company Limited Gold Mine | Chifeng, Inner Mongolia | January 2031 |
| Laowan Gold Mine | Nanyang, Henan | July 2040 |
| Istanbul Gold Mine | KR | December 2028 (2023: July 2024) |
| Istanbul Gold Southern Mine | KR | July 2032 |
| Istanbul Gold Upper Mine | KR | February 2026 |
| Istanbul Gold Eastern Mine | KR | December 2032 |

The amortisation charge for the year is included in "cost of sales" in the consolidated statement of profit or loss of the Group.

(c) The exploration rights are amortised to exploration and evaluation assets on a straight-line basis over the estimated useful lives of one to three years.

(d) During the year ended 31 December 2023, impairment loss of RMB40,047,000 was recognised in respect of certain mining subsidiaries due to no further exploration plan. The Group identified an impairment indicator of its exploration and evaluation assets and concluded that the recoverable amount is low. Therefore, the Group fully impaired those exploration and evaluation assets amounting to RMB40,047,000.

## 20. GOODWILL

| | RMB'000 |
|---|---|
| **Cost:** | |
| At 31 December 2023, 1 January 2024 and 31 December 2024 | 4,717 |
| **Accumulated impairment losses:** | |
| At 31 December 2023, 1 January 2024 and 31 December 2024 | – |
| **Carrying amount:** | |
| At 31 December 2023 | 4,717 |
| At 31 December 2024 | **4,717** |

### Impairment tests for CGUs containing goodwill

Goodwill is allocated to the Group's CGUs identified as follows:

| | **2024 RMB'000** | 2023 RMB'000 |
|---|---|---|
| Huatai | **2,262** | 2,262 |
| Tongbai Xingyuan Mining Company Limited ("Tongbai Xingyuan") | **2,455** | 2,455 |
| Total | **4,717** | 4,717 |

The recoverable amounts of the CGUs are determined based on value-in-use calculations with certain key assumptions. Value-in-use calculations use cash flow projections based on financial budgets approved by management covering a five-year period, and pre-tax discount rates of 22.4% (2023: 22.9%). Cash flow projections during the forecast period for the CGUs are based on several key assumptions, including the expected gross margin, expected production volume, and future gold price. The forecasted gross margin 52%–58% (2023: 25%–38%) and production volume during the forecast period have been determined based on past business performance. The future gold price is consistent with the market participants' expectations for market development.

The Group's management determined that no impairment provision was required based on the impairment assessment performed as at 31 December 2024 (31 December 2023: Nil).

## 21. RIGHT-OF-USE ASSETS

| | Land use rights RMB'000 | Other properties leased for own use RMB'000 | Total RMB'000 |
|---|---|---|---|
| **Cost:** | | | |
| At 1 January 2024 | 165,171 | 67,384 | 232,555 |
| Exchange adjustment | 74 | – | 74 |
| Derecognition upon expiry of lease contracts | – | (20,151) | (20,151) |
| Commencement of new lease contracts *(note 30(b))* | – | 7,994 | 7,994 |
| Addition | 51,240 | – | 51,240 |
| At 31 December 2024 | 216,485 | 55,227 | 271,712 |
| **Accumulate depreciation and impairment:** | | | |
| At 1 January 2024 | 39,913 | 21,341 | 61,254 |
| Reversal upon expiry of lease contracts | – | (20,151) | (20,151) |
| Charge for the year | 6,698 | 17,161 | 23,859 |
| At 31 December 2024 | 46,611 | 18,351 | 64,962 |
| **Net book value:** | | | |
| At 31 December 2024 | 169,874 | 36,876 | 206,750 |

## 21. RIGHT-OF-USE ASSETS (continued)

| | Land use rights RMB'000 | Other properties leased for own use RMB'000 | Total RMB'000 |
|---|---|---|---|
| **Cost:** | | | |
| At 1 January 2023 | 128,819 | 55,152 | 183,971 |
| Additions from acquisition of a subsidiary | 36,352 | — | 36,352 |
| Commencement of new lease contracts *(note 30(b))* | — | 12,232 | 12,232 |
| At 31 December 2023 | 165,171 | 67,384 | 232,555 |
| **Accumulate depreciation and impairment:** | | | |
| At 1 January 2023 | 35,328 | 12,866 | 48,194 |
| Charge for the year | 4,585 | 8,475 | 13,060 |
| At 31 December 2023 | 39,913 | 21,341 | 61,254 |
| **Net book value:** | | | |
| At 31 December 2023 | 125,258 | 46,043 | 171,301 |

## 22. INTERESTS IN SUBSIDIARIES

Particulars of the Company's material subsidiaries as at 31 December 2024 are as follows:

| Name of companies | Type of legal entity | Place of incorporation and operation | Percentage of equity attributable to the Company Direct % | Indirect % | Issued and fully paid-up/ registered capital RMB'000 | Principal activities |
|---|---|---|---|---|---|---|
| Hongxin | Limited liability company | The PRC | 80 | – | RMB3,000/ RMB3,000 | Exploration and processing of gold; sales of mineral products |
| Jiangxi Mingxin Mining Company Limited | Limited liability company | The PRC | 80 | – | RMB5,000/ RMB5,000 | Geological exploration of mineral reserves |
| Huatai | Limited liability company | The PRC | 98.4 | 1.6 | RMB100,000/ RMB100,000 | Mining, processing and smelting of gold production of gold products, sales of gold bullion products machinery, equipment and components for gold processing |
| Tongbai Xingyuan | Limited liability company | The PRC | 100 | – | RMB17,000/ RMB17,000 | Geological exploration of mineral reserves |
| Chi Feng City Zheng Ji Mining Company Limited | Limited liability company | The PRC | 80 | – | RMB15,131/ RMB15,131 | Geological exploration of mineral reserves, sales of mineral products |
| Lingbao Gold International Company Limited ("Lingbao Gold international") | Limited liability company | Hong Kong | 100 | – | HKD218,801/ HKD218,801 | Investment holding |
| Jinchan | Limited liability company | The PRC | 100 | – | RMB20,000/ RMB20,000 | Mining and exploration of mineral reserves |
| Chifeng Lingjin Mining Company Limited | Limited liability company | The PRC | 80 | – | RMB40,000/ RMB40,000 | Sales of mineral products |
| Full Gold Mining Limited Liability Company ("Full Gold") | Limited liability company | Kyrgyz Republic | 82 | – | SOM33,330/ SOM33,330 | Mining and exploration of mineral reserves |
| Lingbao Jinda Mineral Products Trading Company Limited | Limited liability company | The PRC | – | 100 | Nil/ RMB10,000/ | Sale of mineral products |
| Lingbao City Lingdong Mineral Products Company Limited | Limited liability company | The PRC | 100 | – | RMB41,000/ RMB41,000 | Sale of mineral products mine engineering construction |
| Lingbao Lingjin Jewelry Company Limited | Limited liability company | The PRC | 100 | – | RMB10,000/ RMB50,000 | Sale of jewelry |
| Tianshui Hongwu Mining Development Company Limited ("Tianshui Hongwu") | Limited liability company | The PRC | 74 | – | RMB1,000/ RMB1,000 | Mining and exploration of mineral reserves |

## 22. INTERESTS IN SUBSIDIARIES (continued)

| Name of companies | Type of legal entity | Place of incorporation and operation | Percentage of equity attributable to the Company | | Issued and fully paid-up/ registered capital RMB'000 | Principal activities |
|---|---|---|---|---|---|---|
| | | | Direct % | Indirect % | | |
| Lanzhou Lingjin Mining Company Limited | Limited liability company | The PRC | 100 | – | RMB1,000/ RMB1,000 | Sale of mineral products and mining machinery |
| Beijing Fushengda Investment Company Limited | Limited liability company | The PRC | 100 | – | RMB100,000/ RMB100,000 | Investment holding |
| Ha Mi Jiachang Mining Investment and Development Company Limited | Limited liability company | The PRC | – | 100 | RMB20,000/ RMB20,000 | Mining and exploration of mineral reserves |
| Lingbao Gold Yili Metallurgical Company Limited | Limited liability company | The PRC | 100 | – | RMB25,000/ RMB25,000 | Processing and smelting of gold, further processing and sales of gold products |
| Habahe Huayuan Mining Company Limited | Limited liability company | The PRC | – | 60 | RMB5,000/ RMB5,000 | Mining and exploration of mineral reserves |
| Lingbao Lingjin Technology Company Limited | Limited liability company | The PRC | 100 | – | RMB1,000/ RMB1,000 | Development of mining and exploration of mineral reserves technology; design of mineral engineering |
| Tianshui Dongshanhong Mining Development Company Limited | Limited liability company | The PRC | – | 74 | RMB1,000/ RMB1,000 | Geological exploration of mineral reserves |
| Shenzhen Jinda Gold Company Limited ("Shenzhen Jinda") | Limited liability company | The PRC | 100 | – | RMB200,000/ RMB200,000 | Sales of mineral products |
| Lingbao Jinda Gold Company Limited ("Lingbao Jinda") | Limited liability company | The PRC | – | 100 | RMB10,000/ RMB10,000 | Sales of mineral products |
| Hainan Jinda Jewelry Company Limited | Limited liability company | The PRC | – | 100 | Nil/ RMB10,000 | Sales of jewelry; import and export of gold products |
| Lingbao Xinan Solid Waste Disposal Company Limited ("Xinan Waste") *(note (a))* | Limited liability company | The PRC | 94.1984% (2023: 89.6903%) | – | RMB86,310/ RMB86,310 | Recycling and disposal of wastes from mining and smelting activities |

*Note:*

(a) During the year ended 31 December 2023, the Company acquired 43.3002% of the equity interests in Xinan Waste. Together with the Group's previously held equity interest in Xinan Waste of 46.3901%, the Group's total equity interest in Xinan Waste increased to 89.6903%.

During the year, the Group injected RMB37,740,000 to Xinan Waste and increased it's equity interest in Xinan Waste by 4.5081%. Upon completion of the capital injection, the profit generated thereafter is shared between the Group and the non-controlling shareholders on a 94.1984% and 5.8016% basis.

## 22. INTERESTS IN SUBSIDIARIES (continued)

The following table lists out the information relating to Full Gold, a subsidiary of the Group which has material non-controlling interests ("NCI"). The summarised financial information presented below represents the amounts before any inter-company elimination.

### Full Gold

| | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|
| NCI percentage | 18% | 18% |
| Current assets | 211,220 | 188,551 |
| Non-current assets | 345,661 | 328,001 |
| Current liabilities | (1,079,996) | (791,739) |
| Non-current liabilities | (585,107) | (840,724) |
| Net liabilities | (1,108,222) | (1,115,910) |
| Carrying amount of NCI | (199,480) | (200,864) |
| | | |
| Revenue | 376,906 | 154,933 |
| Profit/(loss) for the year | 23,961 | (128,830) |
| Profit/(loss) attributable to NCI | 4,313 | (22,156) |
| Total comprehensive income | 7,687 | (146,697) |
| Total comprehensive income attributable to NCI | 1,384 | (26,405) |
| | | |
| Cash flows generated from/(used in) operating activities | 51,219 | (36,270) |
| Cash flows (used in)/generated from investing activities | (67,260) | 20,890 |
| Cash flows generated from financing activities | 28,822 | 8,742 |

## 23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

| | 2024 RMB'000 | 2023 RMB'000 |
|---|---|---|
| Financial assets measured at FVTPL | | |
| **Non-current:** | | |
| — Unlisted, at fair value | | |
| — Henan Jinqu Gold Co., Ltd. *(note (a))* | 7,683 | 5,378 |
| — Others | 20 | 20 |
| | 7,703 | 5,398 |
| — Fund investment *(note (b))* | 22,634 | — |
| | 30,337 | 5,398 |
| **Current:** | | |
| — Fund investment *(note (c))* | – | 3,191 |
| | 30,337 | 8,589 |

*Note:* (a) It represents the Group's 5% equity interests in a PRC domiciled enterprise which is mainly engaged in geological exploration, mining, processing, sales of gold, as well as research, development, production and sale of artificial industrial diamonds.

(b) The Group invested in RMB private fund whose investment portfolio were mainly the private companies in PRC under copper foil production industry. The investment was classified as financial assets at FVTPL as its contractual cash flows are not solely payments of principal and interest.

(c) The fund investment represent investment in a USD money market fund managed by a HK fund managing company. The fair value of the fund was observed based on the available market price of the fund. The fund was fully redeemed during the year.

## 24. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

| | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|
| Equity investments designated at FVOCI | | |
| — Listed, at fair value | | |
| — Geopacific Resources Limited | 13,536 | — |

*Note:*

The above equity investments were irrevocably designated at FVOCI as the Group considers these investments to be strategic in nature.

## 25. NON-CURRENT PREPAYMENTS

| | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|
| Prepayments for purchase of property, plant and equipment and construction of mining shafts | 48,471 | 15,196 |
| Prepayments for taxes | 170,305 | 170,305 |
| | 218,776 | 185,501 |
| Less: Loss allowance | (170,305) | (170,305) |
| | 48,471 | 15,196 |

## 26. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

**(a)** Current taxation in the consolidated statement of financial position represents:

| | **2024 RMB'000** | 2023 RMB'000 |
|---|---|---|
| At the beginning of the year | **39,208** | 70,275 |
| Provision for PRC income tax *(note 11)* | **200,348** | 135,393 |
| PRC income tax paid | **(91,092)** | (166,460) |
| At the end of the year | **148,464** | 39,208 |
| Representing: PRC income tax | | |
| — Payable | **148,464** | 39,208 |

**(b)** Deferred tax assets and liabilities recognised:

**(i)** The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

| | **Depreciation of property, plant and equipment** RMB'000 | **Amortisation of intangible assets** RMB'000 | **Allowance for bad debt** RMB'000 | **Inventories** RMB'000 | **Accruals and other payables** RMB'000 | **Financial Instruments** RMB'000 | **Share of profits of associates** RMB'000 | **Tax losses** RMB'000 | **Deferred income** RMB'000 | **Total** RMB'000 |
|---|---|---|---|---|---|---|---|---|---|---|
| Deferred tax arising from: | | | | | | | | | | |
| At 1 January 2023 | 12,164 | 13,811 | 214,753 | 13,643 | 35,243 | 3,645 | (918) | 2,302 | – | 294,643 |
| Credited/(charged) to profit or loss | 7,413 | 13,717 | (14,480) | (4,303) | 8,089 | (169) | 918 | – | – | 11,185 |
| At 31 December 2023 | **19,577** | **27,528** | **200,273** | **9,340** | **43,332** | **3,476** | **–** | **2,302** | **–** | **305,828** |
| (Charged)/credited to profit or loss | **(13,920)** | **(1,122)** | **(14,640)** | **(1,280)** | **(4,638)** | **(3,754)** | **–** | **(2,302)** | **29,264** | **(12,392)** |
| At 31 December 2024 | **5,657** | **26,406** | **185,633** | **8,060** | **38,694** | **(278)** | **–** | **–** | **29,264** | **293,436** |

## 26. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

**(b)** Deferred tax assets and liabilities recognised: (continued)

**(ii) Reconciliation to the consolidated statement of financial position**

| | **2024 RMB'000** | 2023 RMB'000 |
|---|---|---|
| Net deferred tax asset recognised on the consolidated statement of financial position | **293,713** | 318,673 |
| Net deferred tax liability recognised on the consolidated statement of financial position | **(279)** | (12,845) |
| | **293,434** | 305,828 |

### (c) Deferred tax assets not recognised

The Group has not recognised deferred tax assets in respect of cumulative unused tax losses of RMB139,559,000 (2023: RMB157,192,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity.

| | **2024 RMB'000** | 2023 RMB'000 |
|---|---|---|
| Tax losses, if unused, will expire in | | |
| — 2024 | **–** | 48,730 |
| — 2025 | **6,266** | 6,266 |
| — 2026 | **12,644** | 12,644 |
| — 2027 | **8,824** | 8,824 |
| — 2028 | **80,728** | 80,728 |
| — 2029 | **31,097** | – |
| | **139,559** | 157,192 |

## 27. INVENTORIES

**(a)** Inventories in the consolidated statement of financial position comprise:

| | **2024 RMB'000** | 2023 RMB'000 |
|---|---|---|
| Raw materials | **884,868** | 1,005,064 |
| Work in progress | **90,400** | 98,560 |
| Finished goods | **550,726** | 325,645 |
| Spare parts and materials | **106,971** | 161,606 |
| | **1,632,965** | 1,590,875 |

**(b)** The analysis of the amount of inventories recognised as an expense and included in profit and loss is as follows:

| | **2024 RMB'000** | 2023 RMB'000 |
|---|---|---|
| Carrying amount of inventories sold | **10,402,554** | 9,457,436 |
| Write-down of inventories *(note (a))* | **2,155** | 106,344 |
| | **10,404,709** | 9,563,780 |

*Note:*

(a) During the year ended 31 December 2024, the carrying amounts of certain inventories were assessed to be higher than their recoverable amounts. The impairment provision for those inventories were recognised accordingly to write down the carrying amounts of these inventories to their recoverable amounts.

During the year ended 31 December 2023, certain gold ores mined out were detected containing mixtures that would significantly increase the costs for gold processing, have assessed the costs and reward from processing of those gold ores, managements decided to dispose of the said gold ores, rather than to continue with their initial processing plan. As a result the costs of those inventories were impaired.

## 28. TRADE RECEIVABLES, OTHER RECEIVABLES AND PREPAYMENTS

| | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|
| Trade receivables, net of loss allowance | 190,841 | 235,752 |
| Bills receivable | 2,636 | 1,251 |
| | 193,477 | 237,003 |
| Other receivables, net of loss allowance *(note (b))* | 102,970 | 59,690 |
| Amounts due from related parties | 1,461 | 470 |
| | 104,431 | 60,160 |
| Financial assets measured at amortised cost | 297,908 | 297,163 |
| Deposits and prepayments | 131,872 | 69,375 |
| Purchase deposits *(note (c))* | 749,043 | 797,964 |
| Less: Allowance for non-recoverability | (702,565) | (750,618) |
| | 46,478 | 47,346 |
| Amount due from Beijing Jiuyi *(note (d))* | — | — |
| Total trade receivables, other receivables and prepayment | 476,258 | 413,884 |

All of the trade and other receivables, deposits and prepayments are expected to be recovered within one year.

### Transfers of financial assets

**(i) Transferred financial assets that are not derecognised in their entirety**

As at 31 December 2024, the Group endorsed certain bank acceptance bills with a carrying amount of RMB6,048,000 (31 December 2023: RMB1,251,000) to suppliers for settling trade payables of the same amount on a full recourse basis. As the Group has not transferred the substantial risks and rewards relating to these bank acceptance bills, the Group's management determined not to derecognise the carrying amounts of these bills receivable and the associated trade payables settled.

## 28. TRADE RECEIVABLES, OTHER RECEIVABLES AND PREPAYMENTS (continued)

### Transfers of financial assets (continued)

**(ii) Transferred financial assets that are derecognised in their entirety**

As at 31 December 2024, the Group discounted certain bank acceptance bills to banks for cash proceeds and endorsed certain bank acceptance bills to suppliers for settling trade payables of the same amount on a full recourse basis. The Group has derecognised these bills receivable and the payables to suppliers in their entirety. These derecognised bank acceptance bills had a maturity date less than twelve months from the end of the reporting period. The Group's management determined that the Group has transferred substantially all the risks and rewards of ownership of these bills to its suppliers, and the Group has limited exposure in respect of the settlement obligation of these bills receivable under the relevant PRC rules and regulations should the issuing banks fail to settle the bills on maturity date. The Group considered the issuing banks of the bills are of good credit rating and the non-settlement of these bills by the issuing banks on maturity is not probable.

As at 31 December 2024, the Group's maximum exposure to loss and undiscounted cash outflow, which is same as the amount payable by the Group to banks or suppliers in respect of the discounted bills and endorsed bills, should the issuing banks fail to settle the bills on maturity date, amounted to RMB116,068,000 (31 December 2023: Nil) and RMB3,531,000 (31 December 2023: RMB2,502,000), respectively.

### (a) Ageing analysis

As of the end of the reporting period, the ageing analysis of trade debtors and bills receivable (which are included in trade and other receivables), based on the invoice date and net of loss allowance, is as follows.

| | **2024 RMB'000** | 2023 RMB'000 |
|---|---|---|
| Within three months | **184,937** | 219,636 |
| Over three months but less than six months | **410** | 921 |
| Over six months but less than one year | **575** | 254 |
| Over one year but less than two years | **275** | 16,192 |
| Over two year but less than five years | **7,280** | — |
| At 31 December | **193,477** | 237,003 |

The majority of gold bullion was traded on or through Shanghai Gold Exchange, of which receivables will be collected within 1–2 days upon the completion of clearing by Shanghai Gold Exchange. For sales of gold jewellery, the Group requests customers to pay cash in full immediately upon the delivery. For sales of other metallic products, trade and bills receivables are due within one month to one year from the date of billing. Further details on the Group's credit policy are set out in note 38(a).

## 28. TRADE RECEIVABLES, OTHER RECEIVABLES AND PREPAYMENTS (continued)

### (b) Other receivables, net of loss allowance

The allowance for expected credit losses of other receivables as at 31 December is as follows:

| | 2024 RMB'000 | 2023 RMB'000 |
|---|---|---|
| Other receivables | **124,659** | 79,830 |
| Less: Allowance for expected credit losses | **(20,228)** | (19,670) |
| | **104,431** | 60,160 |

During the year ended 31 December 2024, the Group recognised the loss allowance for expected credit losses of other receivables of RMB558,000 (31 December 2023: RMB869,000).

Where applicable, an impairment analysis is performed at each reporting date by considering the probability of default of comparable companies with published credit ratings. In the situation where no comparable companies with credit ratings can be identified, expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. The loss rate applied where there were no comparable companies as at 31 December was 16.2% (2023: 24.6%).

### (c) Purchase deposits

Purchase deposits represent the amounts paid by the Group in advance to suppliers to secure timely and stable supply of mineral sand for the purposes of refining in future periods.

Impairment loss in respect of purchase deposits is recorded in accordance with the accounting policy set out in note 4.

The movement in the allowance for non-recoverability of purchase deposits during the year is as follows:

| | 2024 RMB'000 | 2023 RMB'000 |
|---|---|---|
| At 1 January | **750,618** | 750,618 |
| Write-off of non-recoverable purchase deposit | **(48,053)** | — |
| At 31 December | **702,565** | 750,618 |

## 28. TRADE RECEIVABLES, OTHER RECEIVABLES AND PREPAYMENTS (continued)

### (c) Purchase deposits (continued)

During the year ended 31 December 2024, the Group wrote off the gross carrying amount of purchase deposits amounting to RMB48,053,000 (2023: Nil) and the corresponding allowance for expected credit losses of RMB48,053,000 (2023: Nil).

The management considered that appropriate procedures have been taken by the Group to assess the capabilities of the suppliers to supply mineral sand and expect that the remaining purchase deposits of RMB46,478,000 as at 31 December 2024 would be recovered through purchases of mineral sand from the respective suppliers within 12 months.

### (d) Amount due from Beijing Jiuyi

| | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|
| Amount due from Beijing Jiuyi | 30,800 | 30,800 |
| Less: Impairment losses | (30,800) | (30,800) |
| | – | – |

The balance due from Beijing Jiuyi was relating to a compensation payment for a proposed acquisition in previous years, which was determined not to be recoverable.

## 29. PLEDGED DEPOSITS

Pledged deposits can be analysed as follows:

| | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|
| Guarantee deposits for issuance of letter of credit | 286,619 | 212,000 |
| Guarantee deposits for issuance of bank acceptance bills | 250,000 | 435,000 |
| Guarantee deposits for environment governance | 27,820 | 12,100 |
| Others | 55,146 | 40,780 |
| | 619,585 | 699,880 |

At 31 December 2024, guarantee deposits of RMB536,619,000 (31 December 2023: RMB647,000,000) have been pledged with various banks to issue letter of credit and bank acceptance bills. The pledged deposits in respect of the bank deposits will be released with the expiration of the relevant letter of credit and bank acceptance bills. All of these deposits are to be collected within one year.

## 30. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

### (a) Cash and cash equivalents

| | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|
| Cash at bank and on hand | 279,985 | 256,724 |

### (b) Reconciliation of liabilities arising from financing activities

| | Bank and other borrowings<br>RMB'000<br>*(note 31)* | Interest Payable<br>RMB'000<br>*(note 32)* | Lease liabilities<br>RMB'000<br>*(note 34)* | Total<br>RMB'000 |
|---|---|---|---|---|
| **At 1 January 2024** | 2,853,108 | 20,461 | 20,120 | 2,893,689 |
| **Changes from financing cash flows:** | | | | |
| Proceeds from bank and other borrowings | 4,503,950 | – | – | 4,503,950 |
| Repayment of bank and other borrowings | (4,712,548) | – | – | (4,712,548) |
| Interest paid for bank and other borrowings | – | (153,455) | – | (153,455) |
| Capital element of lease rentals paid | – | – | (5,947) | (5,947) |
| Interest element of lease rentals paid | – | – | (368) | (368) |
| Total changes from financing cash flows | (208,598) | (153,455) | (6,315) | (368,368) |
| **Other changes:** | | | | |
| Increase in lease liabilities from entering into new leases contracts during the year *(note 21)* | – | – | 7,994 | 7,994 |
| Interest expenses *(note 10(a))* | – | 134,525 | 897 | 135,422 |
| At 31 December 2024 | 2,644,510 | 1,531 | 22,696 | 2,668,737 |

## 30. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (continued)

### (b) Reconciliation of liabilities arising from financing activities (continued)

| | Bank and other borrowings RMB'000 *(note 31)* | Interest Payable RMB'000 *(note 32)* | Lease liabilities RMB'000 *(note 34)* | Total RMB'000 |
|---|---|---|---|---|
| **At 1 January 2023** | 3,671,749 | 1,628 | 29,501 | 3,702,878 |
| **Changes from financing cash flows:** | | | | |
| Proceeds from bank and other borrowings | 4,078,456 | – | – | 4,078,456 |
| Repayment of bank and other borrowings | (4,897,262) | – | – | (4,897,262) |
| Interest paid for bank and other borrowings | – | (140,512) | – | (140,512) |
| Capital element of lease rentals paid | – | – | (21,816) | (21,816) |
| Interest element of lease rentals paid | – | – | (1,307) | (1,307) |
| Total changes from financing cash flows | (818,806) | (140,512) | (23,123) | (982,441) |
| **Exchange adjustments** | 165 | – | 60 | 225 |
| **Other changes:** | | | | |
| Increase in lease liabilities from entering into new leases during the year *(note 21)* | – | – | 12,232 | 12,232 |
| Interest expenses *(note 10(a))* | – | 159,345 | 1,450 | 160,795 |
| At 31 December 2023 | 2,853,108 | 20,461 | 20,120 | 2,893,689 |

## 30. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (continued)

### (c) Total cash outflow for leases

Amounts included in the cash flow statement for leases comprise the following:

| | 2024 RMB'000 | 2023 RMB'000 |
|---|---|---|
| Within operating cash flows | 829 | 1,450 |
| Within financing cash flows | 6,315 | 23,123 |
| | 7,144 | 24,573 |

All these amounts are related to lease rentals paid.

## 31. BANK AND OTHER BORROWINGS

The analysis of the carrying amount of bank and other borrowings is as follows:

| | 2024 RMB'000 | 2023 RMB'000 |
|---|---|---|
| Short-term bank and other borrowings: | | |
| — Bank and other borrowings | 1,906,010 | 2,533,108 |
| — Add: Current portion of long-term bank and other borrowings | 175,800 | 192,000 |
| | 2,081,810 | 2,725,108 |
| Long-term bank and other borrowings: | | |
| — Bank and other borrowings | 738,500 | 320,000 |
| — Less: Current portion of long-term bank and other borrowings | (175,800) | (192,000) |
| | 562,700 | 128,000 |
| | 2,644,510 | 2,853,108 |

## 31. BANK AND OTHER BORROWINGS (continued)

The end of financial year, the bank and other borrowings were repayable as follows:

| | 2024 RMB'000 | 2023 RMB'000 |
|---|---|---|
| Within one year or on demand | **2,081,810** | 2,725,108 |
| Over one year but within two years | **562,700** | 128,000 |
| | **2,644,510** | 2,853,108 |

The end of financial year, the bank and other borrowings were secured as follows:

| | 2024 RMB'000 | 2023 RMB'000 |
|---|---|---|
| Bank and other borrowings | | |
| — Secured | **515,000** | 647,000 |
| — Guaranteed | **783,680** | 975,990 |
| — Unsecured | **1,345,830** | 1,230,118 |
| | **2,644,510** | 2,853,108 |

At 31 December 2024, bank and other borrowings of the Group amounting to RMB725,000,000 (2023: RMB577,000,000) were secured by pledged deposits with the carrying amount of RMB475,000,000 (2023: RMB447,000,000).

At 31 December 2024, bank and other borrowings of the Group amounting to RMB80,000,000 (2023: RMB200,000,000) were secured by pledged deposits with the carrying amount of RMB40,000,000 (2023: RMB100,000,000) and guaranteed by the D&R Asset Management Group Company Limited ("D&R Investment") with maximum guarantees of RMB40,000,000 (2023: RMB100,000,000).

At 31 December 2024, bank and other borrowings of the Group amounting to RMB594,030,000 (2023: RMB435,990,000) were guaranteed by D&R Investment with maximum guarantees of RMB594,030,000 (2023: RMB435,990,000).

At 31 December 2023, bank and other borrowings of the Group amounting to RMB400,000,000 were secured by pledged deposits with the carrying amount of RMB100,000,000.

At 31 December 2023, bank loans of the Company amounting to RMB50,000,000 were guaranteed by D&R Investment with maximum guarantees of RMB50,000,000. The amounts were fully repaid during the year.

Certain of the Group's bank loan agreements were subject to the fulfilment of covenants imposing certain specific performance requirements on the Group. If the Group were to breach the covenants, bank loans drawn down would become payable on demand. The Group did not breach any of financial covenants during the year. Refer to Note 35(d) for details of the covenants.

## 32. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS, AND FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

| | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|
| **Current trade and other payables** | | |
| Trade payables | **464,901** | 441,497 |
| Other payables and accruals | **283,981** | 275,108 |
| Interest payables *(note 30(b))* | **1,531** | 20,461 |
| Payable for mining rights | **8,460** | 80,074 |
| Deferred income *(note (b))* | **16,462** | 57,817 |
| Amounts due to related parties *(note 40)* | **112** | 443 |
| Dividend payable | **6,500** | 4,758 |
| | **781,947** | 880,158 |
| **Financial liabilities at FVTPL** | | |
| Gold future and forward *(note 38(h))* | **3,655** | 14,786 |
| Gold lease contracts *(note 38(h))* | **–** | 38,427 |
| | **3,655** | 53,213 |
| **Non-current other payables** | | |
| Payable for long-term assets *(note (a))* | **212,109** | 344,423 |
| Deferred income *(note (b))* | **112,024** | 66,905 |
| Decommissioning costs *(note (c))* | **127,860** | 126,186 |
| | **451,993** | 537,514 |

*Notes:*

(a) Payable for long-term assets represents non-current payables in respect of procurement of property, plant and equipment, construction in progress and mining rights.

(b) Deferred income represents grants received from the government for the exploration of mines and construction of mining related assets. When certain conditions are met, the government grants are recognised as income over the periods necessarily to match them with the related costs of assets constructed which they are intended to compensate over the periods and in the proportion in which depreciation on those assets is charged.

(c) The decommissioning costs relate to reclamation and closure costs relating to the Group's mine operations. The decommissioning costs are calculated as the net present value of estimated future net cash flows of the reclamation and closure costs, discounted at 4.9%, which amounted to RMB127,860,000 in total as at 31 December 2024 (2023: RMB126,186,000).

## 32. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS, AND FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

The ageing analysis of trade payables (which are included in trade and other payables), based on the invoice date, is as follows:

| | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|
| Within three months | **422,132** | 274,468 |
| Over three months but less than six months | **12,383** | 92,676 |
| Over six months but less than one year | **5,774** | 35,731 |
| Over one year but less than two years | **5,792** | 17,747 |
| Over two years | **18,820** | 20,875 |
| | **464,901** | 441,497 |

## 33. CONTRACT LIABILITIES

| | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|
| Made-to-order manufacturing arrangements<br>— Billings in advance of performance | **3,416** | 3,430 |

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

### Made-to-order manufacturing arrangements

When the Group receives a deposit before the production activity commences this will give rise to contract liabilities at the start of a contract, until the revenue is recognised when control over a product transferred to the customers. The Group typically receives a deposit on acceptance of orders from new customers, the amount of the deposit, if any, was negotiated on a case-by-case basis with customers.

## 33. CONTRACT LIABILITIES (continued)

### Movements in contract liabilities

| | 2024 RMB'000 | 2023 RMB'000 |
|---|---|---|
| Balance at 1 January | **3,430** | 5,439 |
| Increase in contract liabilities as a result of billing in advance of manufacturing activities | **627,166** | 255,189 |
| Decrease in contract liabilities as a result of recognising revenue during the year | **(627,180)** | (257,198) |
| Balance at 31 December | **3,416** | 3,430 |

All of the other contract liabilities are expected to be recognised as income within one year.

## 34. LEASE LIABILITIES

The end of financial year, the lease liabilities were repayable as follows:

| | 2024 RMB'000 | 2023 RMB'000 |
|---|---|---|
| Within 1 year | **6,021** | 5,205 |
| After 1 year but within 2 years | **5,686** | 3,794 |
| After 2 years but within 5 years | **8,434** | 6,981 |
| After 5 years | **2,555** | 4,140 |
| Total non-current lease liability | **16,675** | 14,915 |
| | **22,696** | 20,120 |

## 35. CAPITAL AND RESERVES

### (a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

**The Company**

| | Share capital *(note 35(b))* RMB'000 | Share premium *(note (i))* RMB'000 | PRC statutory reserves *(note (ii))* RMB'000 | Retained profits RMB'000 | Total equity RMB'000 |
|---|---|---|---|---|---|
| At 1 January 2024 | 236,804 | 1,078,141 | 160,070 | 836,401 | 2,311,416 |
| Changes in equity for 2024 | | | | | |
| Capital injection | 11,891 | 99,552 | – | – | 111,443 |
| Total comprehensive income for the year | – | – | – | 429,043 | 429,043 |
| Dividend paid | – | – | – | (80,825) | (80,825) |
| Appropriation of safety production fund | – | – | 57,652 | (57,652) | – |
| Utilisation of safety production fund | – | – | (55,110) | 55,110 | – |
| **At 31 December 2024** | 248,695 | 1,177,693 | 162,612 | 1,182,077 | 2,771,077 |
| **At 1 January 2023** | 172,850 | 891,926 | 160,070 | 1,062,918 | 2,287,764 |
| Changes in equity for 2023 | | | | | |
| Capital injection | 63,954 | 186,215 | – | – | 250,169 |
| Total comprehensive income for the year | – | – | – | (226,517) | (226,517) |
| Appropriation of safety production fund | – | – | 32,097 | (32,097) | – |
| Utilisation of safety production fund | – | – | (32,097) | 32,097 | – |
| **At 31 December 2023** | 236,804 | 1,078,141 | 160,070 | 836,401 | 2,311,416 |

## 35. CAPITAL AND RESERVES (continued)

### (a) Movements in components of equity (continued)

*Notes:*

(i) *Share premium*

The share premium represents the difference between the total amount of the par value of shares issued and the amount of the net proceeds received upon the global initial public offering and the share subscription and placement transaction etc. The application of the share premium account is governed by sections 167 and 168 of the PRC Company Law.

(ii) *PRC statutory reserves*

Transfers from retained earnings to the PRC statutory reserves were made in accordance with the relevant PRC rules and regulations and articles of association of the Company and its subsidiaries incorporated in the PRC.

The Company and the subsidiaries incorporated in the PRC are required to transfer 10% of their net profit, as determined in accordance with the PRC accounting standards and regulations, to the statutory surplus reserve (the "SSR") until the reserve balance reaches 50% of the registered capital. Subject to certain restrictions as set out in the relevant PRC regulations, the SSR may be converted to increase the share capital of the Company, provided that the remaining balance after the capitalisation is not less than 25% of the registered share capital.

Pursuant to the relevant regulations in the PRC, the Group is required to provide for safety production fund based on volume of ores excavated and sales amount of certain products.

For the year ended 31 December 2024, the Company transferred RMB57,652,000 (2023: RMB32,097,000) from retained earnings to specific reserve for the provision for the safety production fund, and transferred RMB55,110,000 (2023: RMB32,097,000) from reserves to retained earnings for the utilisation of the safety production fund according to relevant PRC regulations.

(iii) *Exchange reserve*

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of overseas operations. The reserve is dealt with in accordance with the accounting policies set out in note 4.

(iv) *FVOCI reserve*

The accumulated unrealised gains or losses from changes in fair value on financial assets classified as FVOCI.

(v) *Other reserve*

The excess of purchase consideration on acquisition of non-controlling interests over the carrying value of the share of net assets acquired are charged to other reserve.

## 35. CAPITAL AND RESERVES (continued)

### (b) Share capital

| | Number of domestic shares of RMB0.20 each | Number of H shares of RMB0.20 each | Total number of shares | Amount RMB'000 |
|---|---|---|---|---|
| Registered, issued and fully paid: | | | | |
| As at 1 January 2023 | 566,975,091 | 297,274,000 | 864,249,091 | 172,850 |
| Subscription and issuance of H shares on 18 August 2023 | – | 319,772,164 | 319,772,164 | 63,954 |
| As at 31 December 2023 and 1 January 2024 | 566,975,091 | 617,046,164 | 1,184,021,255 | 236,804 |
| Subscription and issuance of H shares on 28 February 2024 | **–** | **32,538,000** | **32,538,000** | **6,508** |
| Subscription and issuance of H shares on 25 April 2024 | **–** | **26,916,800** | **26,916,800** | **5,383** |
| As at 31 December 2024 | **566,975,091** | **676,500,964** | **1,243,476,055** | **248,695** |

The holders of Domestic shares and H shares are entitled to receive dividends as and when declared by the Company. All Domestic shares and H shares are ordinary shares and rank pari-passu with the same rights and benefits.

## 35. CAPITAL AND RESERVES (continued)

### (b) Share capital (continued)

*Notes:*

(i) Pursuant to a subscription agreement completed on 18 August 2023, 319,772,164 H Shares were issued to a corporate subscriber, an indirect wholly-owned subsidiary of another corporate subscriber which is owned by a connected person, at the subscription price of HKD0.85 per H Share. Gross proceeds and net proceeds from the subscription amounted to approximately HKD271,800,000 (or RMB256,000,000 equivalent) and HKD265,600,000 (or RMB250,200,000 million equivalent), respectively.

(ii) Pursuant to a placing agreement entered into on 21 February 2024, 32,538,000 H Shares were issued at the price of HKD1.34 per H Share. Gross proceeds and net proceeds from the subscription amounted to approximately HKD43,600,000 (or RMB40,300,000 equivalent) and HKD42,400,000 (or RMB39,200,000 equivalent), respectively. The placement of share was completed on 28 February 2024.

(iii) Pursuant to a placing agreement entered into on 17 April 2024, 26,916,800 H Shares were issued at the price of HKD3.02 per H Share. Gross proceeds and net proceeds from the subscription amounted to approximately HKD81,300,000 (or RMB74,065,000 equivalent) and HKD79,300,000 (or RMB72,243,000 equivalent), respectively. The placement of share was completed on 25 April 2024.

(iv) Subsequent to the end of financial year, on 23 January 2025, an aggregate of 385,578,033 Domestic shares were converted into H shares. The total number of domestic shares and H shares upon completion of conversion were as follows:

| | **23 January 2025 thereafter RMB'000** |
|---|---|
| Registered, issued and fully paid: | |
| — 181,397,058 Domestic shares of RMB0.20 each | **36,279** |
| — 1,062,078,997 H shares of RMB0.20 each | **212,416** |
| | **248,695** |

(v) Pursuant to a placing agreement entered into on 10 March 2025, 43,500,000 H Shares were issued at the price of HKD5.38 per H Share. Gross proceeds and net proceeds from the subscription amounted to approximately HKD234,030,000 (or RMB216,721,000 equivalent) and HKD228,790,000 (or RMB211,869,000 equivalent), respectively. The placement of share was completed on 18 March 2025.

## 35. CAPITAL AND RESERVES (continued)

### (c) Statutory reserves — specific reserves

Pursuant to the relevant regulations in the PRC, the Group is required to provide for safety production fund based on volume of ores excavated and sales amount of certain products.

For the year ended 31 December 2024, the Group transferred RMB75,274,000 (2023: RMB66,281,000) from retained earnings to specific reserve provision for the safety production fund and transferred RMB72,732,000 (2023: RMB66,281,000) from specific reserve to retained earnings for the utilisation of the safety production fund according to relevant PRC regulations.

As at 31 December 2024, the consolidated retained profits included an appropriation of RMB60,410,000 (31 December 2023: RMB55,303,000) to PRC statutory reserve made by the subsidiaries of the Group.

### (d) Capital management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Consistent with industry practice, the Group monitors its capital structure on the basis of a net debt-to-adjusted capital ratio. For this purpose the Group defines net debt as total debt (which includes bank and other borrowings, trade and other payables, lease liabilities less cash and cash equivalents and pledged deposits). Adjusted capital comprises all components of equity attributable to equity shareholders of the Company less unaccrued proposed dividends.

In order to maintain or adjust the ratio, the Group may adjust the amount of dividends payable to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

## 35. CAPITAL AND RESERVES (continued)

### (d) Capital management (continued)

The Group's adjusted net debt-to-capital ratio at 31 December 2024 and 31 December 2023 was as follows:

| | *Notes* | **2024 RMB'000** | 2023 RMB'000 |
|---|---|---|---|
| Current liabilities: | | | |
| — Bank and other borrowings | 31 | **2,081,810** | 2,725,108 |
| — Trade payables, other payables and accruals | 32 | **781,947** | 880,158 |
| — Financial liabilities at FVTPL | 32 | **3,655** | 53,213 |
| — Lease liabilities | 34 | **6,021** | 5,205 |
| | | **2,873,433** | 3,663,684 |
| Non-current liabilities: | | | |
| — Bank and other borrowings | 31 | **562,700** | 128,000 |
| — Trade payables, other payables and accruals | 32 | **451,993** | 537,514 |
| — Lease liabilities | 34 | **16,675** | 14,915 |
| | | **1,031,368** | 680,429 |
| Total debt | | **3,904,801** | 4,344,113 |
| Less: Cash and cash equivalents | 30 | **(279,985)** | (256,724) |
| Pledged deposits | 29 | **(619,585)** | (699,880) |
| Adjusted net debt | | **3,005,231** | 3,387,509 |
| Total equity attributable to equity shareholders of the Company | | **3,385,772** | 2,662,151 |
| Adjusted net debt-to-capital ratio | | **89%** | 127% |

## 35. CAPITAL AND RESERVES (continued)

### (d) Capital management (continued)

There were no changes in the Group's approach to capital management during the year.

Certain bank loan agreements of the Company were subject to the fulfilment of covenants imposing certain specific performance requirements on the Company. The covenants were tested annually at 31 December. If the Company was to breach the covenants, bank loan amounting to RMB343,900,000 (2023: RMB318,000,000) would become payable on demand.

As at 31 December 2024 and 2023 the financial covenants and the Group's relevant financial ratio/information were summarised as below:

| **Financial Covenants** | **Requirement** | **Group's financial ratio/ information** |
|---|---|---|
| Debt-assets Ratio | Not higher than 75% | 56% |
| Current Ratio | Not lower than 60% | 99% |
| Contingent liabilities | Not higher than RMB500,000,000 | Not material contingent liabilities |

| **Financial Covenants** | **Requirement** | **Group's financial ratio/ information** |
|---|---|---|
| Debt-assets Ratio | Not higher than 75% | 64% |
| Current Ratio | Not lower than 60% | 80% |
| Contingent liabilities | Not higher than RMB500,000,000 | Not material contingent liabilities |

The Group considers there is no indication that it will have difficulties in complying with these covenants.

Other than the abovementioned covenants of bank loan agreement, neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

## 36. COMMITMENTS AND CONTINGENCIES

**(a)** Capital commitments, representing purchase of property, plant and equipment and intangible assets outstanding at 31 December 2024 not provided for in the financial statements, were as follows:

| | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|
| Authorised and contracted for | 17,571 | 376,043 |

### (b) Financial guarantees issued

As at 31 December 2024, the Company does not issue any financial guarantees to its subsidiaries or any third parties (2023: Nil).

### (c) Financial guarantees received

As at 31 December 2024, the Company has received the following guarantees:

(i) D&R Investment has issued a guarantee of RMB634,030,000 (2023: RMB535,990,000) to the Company in respect of bank loans granted to the Company of RMB634,030,000 (2023: RMB535,990,000).

As at 31 December 2023, the Company has also received the following guarantees:

(ii) At 31 December 2023, bank loans of the Company amounting to RMB50,000,000 were guaranteed by D&R Investment with maximum guarantees of RMB50,000,000. The amounts were fully repaid during the year.

## 37. BUSINESS COMBINATION IN PRIOR YEAR

On 6 November 2023, The Company entered into the equity transfer agreement with the vendor, which are independent third parties to the Group to acquire 43.3002% of the equity interests in Lingbao Xinan Solid Waste Disposal Company Limited ("Xinan Waste") with cash consideration of RMB22,016,000. Upon the completion of acquisition on the same date, the Group's total equity interest in Xinan Waste increased from 46.3901% to 89.6903%, and Xinan Waste became a subsidiary of the Group.

Xinan Waste is principally engaged in recycling and disposal of wastes from mining and smelting activities.

The fair value of identifiable assets and liabilities of Xinan Waste as at the date of completion was:

| | *Notes* | **6 November 2023 RMB'000** |
|---|---|---|
| Property, plant and equipment | 17 | **51,849** |
| Construction in progress | 18 | **14,524** |
| Right-of-use assets | 21 | **36,352** |
| Other non-current assets | | **48** |
| Cash and cash equivalents | | **2,160** |
| Trade receivables | | **13,774** |
| Other receivables and prepayments | | **2,099** |
| Inventories | | **198** |
| Trade payables | | **(66,014)** |
| Other payables | | **(4,145)** |
| **Net assets** | | **50,845** |
| Less: non-controlling interests | | **(5,242)** |
| Less: fair value of previously held equity interests | | **(23,587)** |
| Fair value of net identifiable assets acquired | | **22,016** |
| Cash consideration paid | | **(22,016)** |
| | | **–** |
| An analysis of the cash flows in respect of the acquisition of Xinan Waste is as follows: | | |
| Cash consideration paid | | **22,016** |
| Cash and cash equivalents acquired | | **(2,160)** |
| Net outflow of cash and cash equivalents included in cash flows from investing activities | | **19,856** |

## 37. BUSINESS COMBINATION IN PRIOR YEAR (continued)

The fair value of trade and other receivables acquired as of the acquisition date amounted to RMB15,873,000. The gross contractual amount of these receivables is RMB15,873,000. None of these receivables have been impaired and it is expected that the full contractual amounts can be collected.

Since the fair value of purchase consideration paid equals to the fair value of the net identifiable assets acquired, no goodwill was recognised.

## 38. FINANCIAL RISK MANAGEMENT AND FAIR VALUES

Exposure to credit, liquidity, interest rate, gold price, other commodity price, foreign currency and procurement of raw material risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

### (a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade and other receivables, deposits and prepayments. The Group's exposure to credit risk arising from cash and cash equivalents, bills receivable and derivative financial assets is limited because the counterparties are banks and financial institutions with high credit quality, for which the Group considers to have low credit risk.

**Trade receivables**

For sales of other metallic products, the Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivables balances are monitored on an ongoing basis and the Group's exposure to bad debt is not significant. Normally, the Group obtains a part of advance receipts from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

Expected loss rates are based on actual loss experience over the past two years. These rates are adjusted to reflect differences between economic conditions during the period over which historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

## 38. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

### (a) Credit risk (continued)

**Credit risk arising from purchase deposits**

As at 31 December 2024, the Group had purchase deposits of RMB46,478,000 (net of provision) (31 December 2023: RMB47,346,000) to suppliers to secure its supplies of mineral sand which is the major raw materials in the smelting process. The balance represented 1.54% of the total current assets at 31 December 2024 (31 December 2023: 1.60%). The purchase deposits will be recovered through purchases from these suppliers in future periods. In the event that these suppliers ceased to provide mineral sand to the Group, the Group may expose itself to significant credit risk arising from the recoverability of the purchase deposits and hence the profitability will be adversely affected.

As at 31 December 2024, the Group's purchase deposits of RMB702,565,000 (2023: RMB750,618,000) were individually determined to be impaired (see note 28(c)). Management of the Group will continue to monitor the progress of the recoverability of the purchase deposits and chase for settlement of the outstanding balances from the suppliers regularly.

The maximum exposure to credit risk without taking account of any collateral held is represented by the carrying amount of each financial asset in the consolidated statement of financial position after deducting any impairment allowance, and discounted and endorsed bills with full recourse which were derecognised by the Group (see note 28).

The Group does not provide any other guarantees which would expose the Group to credit risk.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables and purchase deposits are set out in note 28.

### (b) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as and when they fall due. The Group's approach in managing liquidity is to ensure, as far as possible, that it will always have sufficient funding to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk damage to the Group's reputation.

The Group closely monitors cash flow requirements and optimising its cash return. The Group prepares cash flow forecasts and ensures it has sufficient cash for the servicing of operation, financial, and capital obligations. This excludes the potential impact of extreme circumstances that cannot be reasonably predicted, such as natural disasters.

## 38. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

### (b) Liquidity risk (continued)

Other than discounted and endorsed bills with full recourse which were derecognised by the Group, the following table details the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities and derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

| Group | Within 1 year or on demand | More than 1 year but less than 2 years | More than 2 year but less than 5 years | More than 5 years | Total | Carrying amount at 31 Dec |
|---|---|---|---|---|---|---|
| | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| **2024** | | | | | | |
| Bank and other borrowings | **2,081,810** | **562,700** | **–** | **–** | **2,664,510** | **2,644,510** |
| Lease liabilities | **6,191** | **6,111** | **9,894** | **3,470** | **25,666** | **22,696** |
| Financial liabilities at FVTPL | **3,655** | **–** | **–** | **–** | **3,655** | **3,655** |
| Trade and other payables | **858,196** | **70,315** | **188,319** | **62,309** | **1,179,139** | **1,151,775** |
| | **2,949,852** | **639,126** | **198,213** | **65,779** | **3,852,970** | **3,822,636** |
| **2023** | | | | | | |
| Bank and other borrowings | 2,725,108 | 128,000 | – | – | 2,853,108 | 2,853,108 |
| Lease liabilities | 6,349 | 3,360 | 8,309 | 5,740 | 23,758 | 20,120 |
| Financial liabilities at FVTPL | 53,213 | – | – | – | 53,123 | 53,213 |
| Trade and other payables | 1,076,067 | 45,983 | 119,793 | 103,489 | 1,345,332 | 1,274,337 |
| | 3,860,737 | 177,343 | 128,102 | 109,229 | 4,275,411 | 4,200,778 |

## 38. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

### (c) Interest rate risk

The Group's interest rate risk arises primarily from interest-bearing borrowings. Borrowings issued at variable rates and fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. Management monitors interest rate exposures and will consider hedging significant interest rate risk should the need arise. The Group's interest rate profile as monitored by management is set out below.

#### (i) Interest rate profile

The following table details the interest rate profile of the Group's net borrowings at the end of the reporting period, after taking into account the effect of swap contracts.

| | 2024 | | 2023 | |
|---|---|---|---|---|
| | Effective interest rate % | RMB'000 | Effective interest rate % | RMB'000 |
| **Fixed rate borrowings** | | | | |
| Bank loans and other borrowing | 0.50–4.50 | 2,516,510 | 1.10–5.20 | 2,533,108 |
| Lease liabilities | 4.90 | 22,696 | 4.90 | 20,120 |
| | | 2,539,206 | | 2,553,228 |
| **Net variable rate borrowings** | | | | |
| Bank loans and other loans | 3.75–4.00 | 128,000 | 3.75–4.00 | 320,000 |
| Less: Cash and cash equivalents | 0.05–4.10 | (279,985) | 0.05–4.10 | (256,724) |
| Pledged deposits | 0.05–2.60 | (619,585) | 0.05–2.60 | (699,880) |
| | | (771,570) | | (636,604) |
| Total net borrowings | | 1,767,636 | | 1,916,624 |
| Fixed rate borrowings as a percentage of total net borrowings | | 144% | | 133% |

## 38. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

### (c) Interest rate risk (continued)

#### (ii) Sensitivity analysis

The Group does not account for any fixed rate borrowings at FVTPL. Therefore a change in interest rate at the reporting date would not affect profit or loss.

As at 31 December 2024, it is estimated that a general increase/decrease of 100 basis points in variable interest rates, with all other variables held constant, would decrease/increase the Group's net profit for the year and retained earnings by approximately RMB7,716,000 (2023: RMB6,366,000). This sensitivity analysis has been determined assuming that the change in interest rates had occurred at the end of reporting period and the change was applied to the Group's variable rate borrowings at that date with exposure to cash flow interest rate risk. The impact on the Group's net profit and retained earnings is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis for 2023.

### (d) Commodity price risk

Gold price risk arises from the risk of an adverse effect on current or future earnings resulting from fluctuations in the price of gold.

The Group entered into forward and futures contracts for the sale of gold. All forward and future commodity contracts can only be carried out under the approval of the General Manager's Office which is composed of top management of the Company and established by the Board of Directors of the Company. As approved by the Board of Directors of the Company, the holding position of gold underlying the exposure positions of forward and future contracts should not exceed certain percentage of annual gold planned production volume of the Group, respectively. In addition, the price range of the forward and future commodity contracts is closely monitored by the General Manager's Office. The details of exposure positions of forward and future contracts are set out in note 38(h).

Accordingly, a reasonably possible fluctuation of 10% in commodity prices would have no significant impact on the Group's net profit and retained earnings for the year.

### (e) Foreign currency risk

The Group is exposed to currency risk primarily through cash and cash equivalent, trade and other receivables, trade and other payables and bank and other borrowings that are denominated in a currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk are primarily United States dollars ("USD"). In addition, as the Hong Kong dollar ("HKD") is pegged to the USD, the Group considers the risk of movements in exchange rates between the HKD and the USD to be insignificant.

## 38. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

### (f) Exposure to currency risk

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entities to which they relate. For presentation purposes, the amounts of the exposure are shown in Renminbi, translated using the spot rate at the year end date. Differences resulting from the translation of the financial statements of foreign operations into the Group's presentation currency are excluded.

| | Exposure to foreign currency (expressed in RMB) | |
|---|---|---|
| | **USD2024 RMB'000** | USD2023 RMB'000 |
| Trade and other receivables | **34,925** | 594,071 |
| Financial assets at FVTPL | **–** | 3,191 |
| Cash and cash equivalents | **91,934** | 14,384 |
| Trade and other payables | **(90,275)** | (87,549) |
| Overall net exposure | **36,584** | 524,097 |

#### (i) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit after tax and retained profits that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant.

| | **2024** | | 2023 | |
|---|---|---|---|---|
| | **Increase/ (decrease) in foreign exchange rates %** | **Increase/ (decrease) in profit after tax and increase (decrease) in retained profits RMB'000** | Increase/ (decrease) in foreign exchange rates % | Increase/ (decrease) in profit after tax and increase (decrease) in retained profits RMB'000 |
| USD | **10** | **2,744** | 10 | 39,307 |
| | **(10)** | **(2,744)** | (10) | (39,307) |

Result of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit after tax and equity measured in the respective functional currencies, translated into Renminbi at the exchange rate ruling at the end of the reporting period for presentation purposes.

## 38. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

### (f) Exposure to currency risk (continued)

#### (i) Sensitivity analysis (continued)

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of foreign operations in the Group's presentation currency. The analysis is performed on the same basis for 2023.

### (g) Procurement risk of raw material

During the year ended 31 December 2024, the Group's supplies of direct materials from independent third parties for smelting segment represent 73.7% (2023: 55.76%) of the Group's total direct materials, in which, the top five suppliers in 2024 represent 48.2% (2023: 49.61%) of the Group's total direct materials. Although the Group believes that it maintains good relationships with its suppliers, there can be no assurance that its suppliers will continue to sell to the Group on normal commercial terms as and when needed. In the event that these suppliers cease to sell to the Group and the Group could not secure other sources of supply, the Group's revenue and profitability will be adversely affected.

### (h) Fair value measurement

#### (i) Financial assets and liabilities carried at fair value

*Fair value hierarchy*

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

| | |
|---|---|
| Level 1 valuations: | Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date |
| Level 2 valuations: | Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available |
| Level 3 valuations: | Fair value measured using significant unobservable inputs |

## 38. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

### (h) Fair value measurement (continued)

**(i) Financial assets and liabilities carried at fair value (continued)**

*Fair value hierarchy (continued)*

The Group has a team headed by the finance manager performing valuations for the financial instruments. The team reports directly to the chief financial officer. A valuation report with analysis of changes in fair value measurement is prepared by the team at each interim and annual reporting date, and is reviewed and approved by the chief financial officer. Discussion of the valuation process and results with the chief financial officer is held twice a year, to coincide with the reporting dates.

| | Fair value at 31 December 2024 RMB'000 | Fair value measurements as at 31 December 2024 categorised into Level 1 RMB'000 | Level 2 RMB'000 | Level 3 RMB'000 |
|---|---|---|---|---|
| **Recurring fair value measurement** | | | | |
| Financial assets at FVOCI: | | | | |
| — Listed equity securities | 13,536 | 13,536 | – | – |
| Financial assets at FVTPL: | | | | |
| — RMB equity fund | 22,634 | – | – | 22,634 |
| — Unlisted equity securities | 7,703 | – | – | 7,703 |
| Financial liabilities at FVTPL: | | | | |
| — Gold futures and forward | (3,655) | (3,655) | – | – |

## 38. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

### (h) Fair value measurement (continued)

**(i) Financial assets and liabilities carried at fair value (continued)**

*Fair value hierarchy (continued)*

| | Fair value at 31 December 2023 RMB'000 | Fair value measurements as at 31 December 2023 categorised into Level 1 RMB'000 | Level 2 RMB'000 | Level 3 RMB'000 |
|---|---|---|---|---|
| **Recurring fair value measurement** | | | | |
| Financial assets at FVTPL: | | | | |
| — Unlisted equity securities | 5,398 | – | – | 5,398 |
| — Money Market Fund | 3,191 | 3,191 | – | – |
| Financial liabilities at FVTPL: | | | | |
| — Gold futures and forward | (14,786) | (14,786) | – | – |
| — Gold lease contracts | (38,427) | (38,427) | – | – |

*Note:*

At 31 December 2024, the exposure positions of gold future and forward contracts were 1,602kg (2023: 2,418kg) and the value of these contract was approximately RMB981,500,000 (2023: RMB1,161,085,000). The closing date was not determined when the Group entered into these contracts.

During the year ended 31 December 2024, there were no transfers between Level 1 and Level 2 (2023: Nil), or transfers into or out of Level 3 (2023: Nil).

The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

## 38. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

### (h) Fair value measurement (continued)

**(i) Financial assets and liabilities carried at fair value (continued)**

*Information about Level 3 fair value measurements*

The fair value of unlisted equity securities is determined using the price/sales ratios of comparable listed companies adjusted for lack of marketability discount. The fair value measurement is negatively correlated to the discount for lack of marketability.

The fair value of unlisted equity securities is determined using the price/sales ratios of comparable listed companies adjusted for lack of marketability discount. The fair value measurement is negatively correlated to the discount for lack of marketability.

| | **Valuation techniques** | **Significant unobservable inputs** |
|---|---|---|
| Unlisted equity securities | Market comparable companies | Discount for lack of marketability |

**(ii) Fair values of financial assets and liabilities carried at other than fair value**

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2023 and 2024.

## 39. SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by a mixture of business lines (production processes, products and services) and geography. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following four reportable segments. Operating segments with similar nature of the production process, products and services have been aggregated to form the following reportable segments.

Mining — PRC — Gold mining and mineral ores processing operations in the PRC.

Mining — KR — Gold mining and mineral ores processing operations in the KR.

Smelting — Gold and other metal smelting and refinery operations carried out in the PRC.

Retailing — Gold and other jewellery retailing operations in the PRC.

## 39. SEGMENT REPORTING (continued)

### (a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible assets, intangible assets, deferred tax assets and current assets with the exception of investments in financial assets and other corporate assets managed by head office. Segment liabilities include trade creditors and accruals attributable to the activities of the individual segments, deferred tax liabilities and bank and other borrowings managed directly by the segments with the exception of bank and other borrowings managed by head office.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments. However, other than reporting inter-segment sales of goods, assistance provided by one segment to another, including sharing of assets and technical know-how, is not measured.

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2024 and 2023 is set out below.

| | Mining – PRC | | Mining – KR | | Smelting | | Retailing | | Total | |
|---|---|---|---|---|---|---|---|---|---|---|
| | 2024 RMB'000 | 2023 RMB'000 | 2024 RMB'000 | 2023 RMB'000 | 2024 RMB'000 | 2023 RMB'000 | 2024 RMB'000 | 2023 RMB'000 | 2024 RMB'000 | 2023 RMB'000 |
| Revenue from external customers | 89,284 | 36,156 | 81,724 | 1,554 | 11,916,058 | 10,562,811 | 8,764 | 14,078 | 12,095,830 | 10,614,599 |
| Inter-segment revenue | 2,334,465 | 2,267,454 | 295,182 | 153,379 | 127,378 | 63,486 | – | 13,039 | 2,757,025 | 2,497,358 |
| Sales taxes and levies | (109,384) | (57,978) | (119,584) | (15,146) | – | (7,560) | (234) | (234) | (229,202) | (80,918) |
| Reportable segment revenue | 2,314,365 | 2,245,632 | 257,322 | 139,787 | 12,043,436 | 10,618,737 | 8,530 | 26,883 | 14,623,653 | 13,031,039 |
| Reportable segment profit/(loss) | 1,096,868 | 808,030 | 10,515 | (97,981) | 48,269 | (9,500) | 264 | 419 | 1,155,916 | 700,968 |
| Reportable segment assets | 4,056,637 | 2,987,981 | 561,760 | 516,552 | 2,495,841 | 2,487,867 | 14,511 | 17,292 | 7,128,749 | 6,009,692 |
| Reportable segment liabilities | 906,947 | 1,029,582 | 1,665,247 | 1,643,795 | 1,746,317 | 1,786,612 | 3,352 | 6,397 | 4,321,863 | 4,466,386 |
| **Other segment information** | | | | | | | | | | |
| Provision for legal claim | (6,125) | (6,186) | (2,657) | (831) | (312) | – | (10) | – | (9,104) | (7,017) |
| Interest expenses | (15,300) | (116,931) | (750) | (2,359) | (11,956) | (2,697) | – | (390) | (28,006) | (122,377) |
| Depreciation and amortisation for the year | (217,714) | (212,376) | (67,424) | (29,011) | (36,609) | (25,518) | (148) | (134) | (321,895) | (267,039) |
| Provision of impairment on: | | | | | | | | | | |
| – Intangible assets | – | (40,047) | – | – | – | – | – | – | – | (40,047) |
| – trade and other receivables | (558) | (869) | – | – | – | – | – | – | (558) | (869) |

## 39. SEGMENT REPORTING (continued)

### (b) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities

| | 2024 RMB'000 | 2023 RMB'000 |
|---|---|---|
| **Revenue** | | |
| Reportable segment revenue | 14,623,653 | 13,031,039 |
| Elimination of inter-segment revenue | (2,757,025) | (2,497,358) |
| Consolidated revenue | 11,866,628 | 10,533,681 |
| **Profit or loss** | | |
| Reportable segment profit | 1,155,916 | 700,968 |
| Elimination of inter-segment profits | (27,975) | (8,434) |
| Reportable segment profit derived from the Group's external customers | 1,127,941 | 692,534 |
| Other net loss | (34,546) | (63,131) |
| Share of loss of an associate | – | (2,619) |
| Finance costs | (135,422) | (160,795) |
| Unallocated head office and corporate expenses | (46,099) | (47,754) |
| Consolidated profit before taxation | 911,874 | 418,235 |
| Income tax | (212,742) | (124,208) |
| Profit for the year | 699,132 | 294,027 |

## 39. SEGMENT REPORTING (continued)

### (b) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities (continued)

| | 2024 RMB'000 | 2023 RMB'000 |
|---|---|---|
| **Assets** | | |
| Reportable segment assets | **7,128,749** | 6,009,692 |
| Elimination of inter-segment receivables | **(677,329)** | (440,554) |
| Elimination of unrealised profits | **(131,234)** | (116,189) |
| | **6,320,186** | 5,452,949 |
| Financial assets at FVTPL | **30,337** | 8,589 |
| Financial assets at FVOCI | **13,536** | — |
| Cash and cash equivalents, and pledged deposits managed by head office | **234,028** | 771,449 |
| Unallocated head office and corporate assets | **617,057** | 603,163 |
| Consolidated total assets | **7,215,144** | 6,836,150 |
| **Liabilities** | | |
| Reportable segment liabilities | **4,321,863** | 4,466,386 |
| Elimination of inter-segment payables | **(677,329)** | (440,554) |
| | **3,644,534** | 4,025,832 |
| Unallocated head office and corporate liabilities | **412,426** | 373,764 |
| Consolidated total liabilities | **4,056,960** | 4,399,596 |

## 40. MATERIAL RELATED PARTY TRANSACTIONS

During the year ended 31 December 2024, the Directors are of the view that the following companies are material related parties of the Group:

| Name of party | Relationship |
|---|---|
| D&R Investment<br>達仁投資管理集團股份有限公司 | Mr. Wang Guanran is the chairman of the board of directors of the entity |
| Shenzhen Jiesi Shiye Technology Co., Ltd.*<br>深圳傑思實業科技股份有限公司 ("Jiesi Shiye") | Entity controlled by Mr. Wang Guanran |
| Shenzhen Jiesi Weiye Holding Co., Ltd<br>深圳傑思偉業控股股份有限公司 ("Jiesi Weiye") | Major shareholder of the Group *(Note)* |
| Nanning Beibuwan Gold Co., Ltd.<br>南寧北部灣黃金有限公司 ("Beibuwan") | Entity controlled by Jiesi Weiye |
| Longdian Wason (Shenzhen)<br>龍電華鑫(深圳)控股集團有限公司 | Entity controlled by D&R Investment |
| Shenzhen Longdian Wason Technologies Co., Ltd.<br>深圳龍電華鑫科技有限公司 ("Longdian Wason Tech") | Entity controlled by D&R Investment |
| Lingbao Wason Copper-Foil Company Limited<br>靈寶華鑫銅箔有限責任公司 ("Wason Copper-Foil") | Entity controlled by D&R Investment |
| Shenzhen Longdian Electrics Company Limited<br>深圳龍電華鑫控股集團股份有限公司<br>("Shenzhen Longdian") | Entity controlled by D&R Investment |
| Londian Wason New Energy Tech (Hong Kong) Limited<br>龍電華鑫新能源科技(香港)有限公司<br>("Londian Wason New Energy") | Entity controlled by D&R Investment |
| D&R International Capital Management (Hong Kong) Limited<br>達仁國際資本管理(香港)有限公司 ("D&R Hong Kong") | Entity controlled by D&R Investment |
| Henan Daren mineral products supply chain management Co., Ltd<br>河南省達仁礦產品供應鏈管理有限公司("D&R Henan") | Entity controlled by D&R Investment |

The English translation of the names is for reference only. The official names of these entities are in Chinese.

*Note:*

On 20 February 2024 and 28 February 2024, D&R Investment transferred 185,339,000 domestic shares and 319,772,164 H shares of the Company, respectively, to Jiesi Weiye. After the transfer, D&R Investment no longer held any equity interest in the Company.

As at 31 December 2024, Jiesi Weiye holds 185,339,000 (32.29%) domestic shares and 319,772,164 (47.27%) H shares of the Group, Jiesi Weiye's total voting power (domestic + H shares) are 40.62%, and is the major shareholder of the Company.

As at 31 December 2024, Mr. Wang Guanran directly and indirectly controls 65.68% and 4.91% (collectively 70.59%) equity interest in Jiesi Weiye. Jiesi Weiye is controlled by Mr. Wang Guanran.

## 40. MATERIAL RELATED PARTY TRANSACTIONS (continued)

### (a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors and supervisors as disclosed in note 12 is as follows:

| | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|
| Short-term employee benefits | 6,460 | 7,711 |
| Post-employment benefits | 205 | 231 |
| | 6,665 | 7,942 |

Total remuneration is included in "staff costs" (see note 12).

### (b) Material transactions with related parties

| | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|
| **Guarantee charge** | | |
| D&R Investment *(note 40(d))* | 6,188 | 8,990 |
| **Purchases of golds** | | |
| Jiesi Shiye | 163,566 | – |
| Beibuwan | 248,993 | – |
| **Sales of other metals** | | |
| Wason Copper-Foil | 55 | – |
| **Purchases of other metals** | | |
| D&R Henan | – | 7,504 |
| **Rental income** | | |
| Shenzhen Longdian | – | 424 |
| Longdian Wason (Shenzhen) | 1,927 | – |
| Longdian Wason Tech | 617 | – |
| D&R Hong Kong | 1,764 | – |

## 40. MATERIAL RELATED PARTY TRANSACTIONS (continued)

### (c) Balances with related parties

As at the end of each reporting period, the Group had the following balances with related parties:

| | 2024 RMB'000 | 2023 RMB'000 |
|---|---|---|
| **Amounts due from related parties** | | |
| Shenzhen Longdian | 1,228 | – |
| D&R Investment | – | 470 |
| Londian Wason New Energy | 9 | – |
| D&R Henan | – | 5,336 |
| Longdian Wason Tech | 224 | – |
| **Amounts due to related parties** | | |
| Shenzhen Longdian D&R Investment | – | 443 |
| Longdian Wason Tech | 112 | – |

### (d) Guarantee issued by related parties

During the year ended 31 December 2024, D&R Investment issued maximum guarantees amounting to RMB634,030,000 to several banks in respect of bank acceptance bills and letter of credit (see note 31) of the Company (2023: RMB585,990,000).

In 2021, the Company and D&R Investment entered into an agreement for guarantee charge in relation to the above guarantees issued by D&R Investment. The guarantee charge was calculated based on the principals of unpledged bank and other borrowings with annual fee rate of 1%. For the bank and other borrowings pledged by deposits, inventories or long-term assets, no guarantee charge was occurred during the year ended 31 December 2024 (2023: Nil).

### (e) Applicability of the Listing Rules relating to connected transactions

The related party transactions with D&R Investment and the subsidiaries of D&R Investment constitute connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in section "Connected transactions" of the Directors' Report.

## 41. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

| | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|
| **Non-current assets** | | |
| Property, plant and equipment | **1,040,828** | 874,611 |
| Construction in progress | **247,496** | 241,919 |
| Intangible assets | **378,912** | 418,218 |
| Right-of-use assets | **12,479** | 41,036 |
| Interests in subsidiaries | **2,072,023** | 2,020,446 |
| Non-current prepayments | **7,274** | 7,425 |
| Deferred tax assets | **502,832** | 514,707 |
| | **4,261,844** | 4,118,362 |
| **Current assets** | | |
| Inventories | **1,353,756** | 1,326,060 |
| Trade and other receivables, deposits and prepayments | **600,886** | 572,655 |
| Pledged deposits | **515,000** | 699,880 |
| Cash and cash equivalents | **225,615** | 71,569 |
| | **2,695,257** | 2,670,164 |
| **Current liabilities** | | |
| Bank and other borrowings | **1,506,080** | 1,890,990 |
| Financial liabilities at FVTPL | **3,655** | 53,213 |
| Trade and other payables | **1,818,636** | 2,044,927 |
| Contract liabilities | **3,146** | 2,173 |
| Current tax payable | **40,785** | 9,089 |
| | **3,372,302** | 4,000,392 |
| **Net current liabilities** | **(677,045)** | (1,330,228) |
| **Total assets less current liabilities** | **3,584,799** | 2,788,134 |

## 41. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION (continued)

| | 2024<br>RMB'000 | 2023<br>RMB'000 |
|---|---|---|
| **Non-current liabilities** | | |
| Bank and other borrowings | 522,750 | 128,000 |
| Other payables | 284,246 | 336,956 |
| Deferred tax liabilities | 6,726 | 11,762 |
| | 813,722 | 476,718 |
| **NET ASSETS** | 2,771,077 | 2,311,416 |
| **CAPITAL AND RESERVES** | | |
| Share capital | 248,695 | 236,804 |
| Reserves | 2,522,382 | 2,074,612 |
| **TOTAL EQUITY** | 2,771,077 | 2,311,416 |

# FIVE YEARS FINANCIAL SUMMARY

The consolidated results, assets and liabilities of the Group for the last five financial years as extracted from the audited financial statements of the Group are summarised below:

| | Year ended 31 December | | | | |
|---|---|---|---|---|---|
| | **2024 RMB'000** | 2023 RMB'000 | 2022 RMB'000 | 2021 RMB'000 | 2020 RMB'000 |
| **Assets and liabilities** | | | | | |
| Non-current assets | **4,206,351** | 3,871,596 | 3,644,298 | 3,768,035 | 3,129,363 |
| Net current liabilities | **(16,520)** | (741,768) | (1,238,716) | (1,524,226) | (1,323,136) |
| **Total assets less current liabilities** | **4,189,831** | 3,129,828 | 2,405,582 | 2,243,809 | 1,806,227 |
| Non-current liabilities | **(1,031,647)** | (693,274) | (507,000) | (495,613) | (195,206) |
| **NET ASSETS** | **3,158,184** | 2,436,554 | 1,898,582 | 1,748,196 | 1,611,021 |
| **Capital and reserves** | | | | | |
| Share capital | **248,695** | 236,804 | 172,850 | 172,850 | 172,850 |
| Reserves | **3,137,077** | 2,425,347 | 1,931,543 | 1,756,181 | 1,610,298 |
| **Total equity attributable to equity shareholders of the Company** | **3,385,772** | 2,662,151 | 2,104,393 | 1,929,031 | 1,783,148 |
| Non-controlling interests | **(227,588)** | (225,597) | (205,811) | (180,835) | (172,127) |
| **TOTAL EQUITY** | **3,158,184** | 2,436,554 | 1,898,582 | 1,748,196 | 1,611,021 |
| **OPERATING RESULTS** | | | | | |
| **Revenue** | **11,866,628** | 10,533,681 | 10,126,458 | 5,330,611 | 5,599,947 |
| **Profit from operations** | **1,047,296** | 581,649 | 441,817 | 305,326 | 286,739 |
| Finance costs | **(135,422)** | (160,795) | (132,894) | (138,548) | (164,522) |
| **Profit before taxation** | **911,874** | 418,235 | 306,508 | 172,867 | 122,217 |
| Income tax | **(212,742)** | (124,208) | (76,238) | (55,228) | (64,896) |
| **Profit for the year** | **699,132** | 294,027 | 230,270 | 117,639 | 57,321 |
| **Attributable to:** | | | | | |
| Equity shareholders of the Company | **697,997** | 318,082 | 240,222 | 130,026 | 89,700 |
| Non-controlling interests | **1,135** | (24,055) | (9,952) | (12,387) | (32,379) |
| **Profit for the year** | **699,132** | 294,027 | 230,270 | 117,639 | 57,321 |