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

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

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LINGJIN

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Lingbao Gold Group Company Ltd.

靈寶黃金集團股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3330)

**GENERAL MANDATE TO ISSUE SHARES,
GENERAL MANDATE TO ISSUE DEBT
FINANCING INSTRUMENTS, ELECTION OF DIRECTORS
AND SUPERVISORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of Lingbao Gold Group Company Ltd. (the “Company”) to be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC on Friday, 28 May 2021 at 9:00 a.m. is set out on pages 16 to 21 of this circular. A reply slip and a form of proxy are also enclosed. Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon. In order to be valid, the proxy form must be deposited by hand or by post, for holders of H shares of the Company, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong and, for holders of domestic shares of the Company, to the registered address of the Company not less than 24 hours before the time for holding the meeting or any adjournment thereof. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM if you so wish and in such event, the proxy form shall deemed to be revoked.

13 April 2021

CONTENTS

| | <i>Page</i> |
|---|-------------|
| Definitions | 1 |
| Letter from the Board | |
| Introduction | 4 |
| General mandate to issue shares | 4 |
| General mandate for issuance of debt financing instruments | 6 |
| Election of Directors and Supervisors | 7 |
| AGM | 8 |
| Recommendation | 9 |
| Appendix — Biographies of Directors and Supervisors proposed to be elected | 10 |
| Notice of Annual General Meeting | 16 |

DEFINITIONS

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

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| “AGM” | the annual general meeting of the Company to be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC on Friday, 28 May 2021 at 9:00 a.m. |
| “AGM Notice” | the notice convening the AGM as set out on pages 16 to 21 of this circular |
| “Articles” | the articles of association of the Company |
| “Board” | the board of Directors |
| “Company” | 靈寶黃金集團股份有限公司 (Lingbao Gold Group Company Ltd.), a joint stock limited company established in the PRC on 27 September 2002, the H shares of which are listed on the Main Board of the Stock Exchange |
| “Director(s)” | the director(s) of the Company |
| “Domestic Share(s)” | domestic share(s) in the ordinary share capital of the Company, with a nominal value of RMB0.20 each, which were subscribed for in RMB |
| “H Share(s)” | overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB0.20 each, which are listed on the Stock Exchange |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Latest Practicable Date” | 31 March 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “PRC” | the People’s Republic of China |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “Shareholder(s)” | the holder(s) of the shares of the Company |

DEFINITIONS

| | |
|-------------------------|---|
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Supervisors” | the members of Supervisory Committee |
| “Supervisory Committee” | the Supervisory Committee of the Company established pursuant to the Company Law of the PRC |

LETTER FROM THE BOARD



LINGJIN

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Lingbao Gold Group Company Ltd.

靈寶黃金集團股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3330)

Executive Directors:

Mr. Chen Jianzheng (*Chairman*)

Mr. Xing Jiangze

Ms. Zhou Xing

Mr. Zeng Xiangxin

Registered office:

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

Non-executive Directors:

Mr. Shi Yuchen

Mr. Zhang Feihu

Mr. Wang Leo

*Principal place of business
in Hong Kong:*

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

Independent non-executive Directors:

Mr. Xu Rong

Mr. Han Qinchun

Mr. Wang Jiheng

Mr. Wang Guanghua

13 April 2021

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE SHARES,
GENERAL MANDATE TO ISSUE DEBT
FINANCING INSTRUMENTS, ELECTION OF DIRECTORS
AND SUPERVISORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information regarding (1) the proposed grant of general mandate to the Board to issue Shares; (2) the proposed grant of general mandate to the Board to issue debt financing instruments; (3) election of Directors and Supervisors; and to issue the AGM Notice, in order to seek your approval of the resolutions relating to, *inter alia*, the aforesaid matters at the AGM.

GENERAL MANDATE TO ISSUE SHARES

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

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

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

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

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

LETTER FROM THE BOARD

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

LETTER FROM THE BOARD

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

GENERAL MANDATE FOR ISSUANCE OF DEBT FINANCING INSTRUMENTS

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

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

This resolution will expire at the conclusion of the 2021 annual general meeting of the Company.

LETTER FROM THE BOARD

ELECTION OF DIRECTORS AND SUPERVISORS

The Board currently consists of eleven Directors, including four executive Directors, namely Mr. Chen Jianzheng, Mr. Xing Jiangze, Ms. Zhou Xing and Mr. Zeng Xiangxin; three non-executive Directors, namely Mr. Shi Yuchen, Mr. Zhang Feihu and Mr. Wang Leo; and four independent non-executive Directors, namely Mr. Xu Rong, Mr. Han Qinchun, Mr. Wang Jiheng and Mr. Wang Guanghua.

According to Article 112 of the Articles, the term of office of each of the Director is three years and is due on 6 June 2021 which is the expiry of the term of sixth session of the Board. Under the Articles, the appointment of the Directors requires the approval by Shareholders at general meetings and shall commence on the date of their appointment. Each Director shall be eligible for re-election by Shareholders upon end of term.

The Board has resolved to propose the following candidates to be nominated as members of the seventh term of the Board. Mr. Zeng Xiangxin, Mr. Xing Jiangze, Mr. Dai Weitao, Mr. He Chengqun and Mr. Wu Liming as candidates for election as executive Directors, Mr. Zhang Feihu and Mr. Wang Guanran as candidates for election as non-executive Directors, Mr. Wang Guanghua, Mr. Wang Jiheng, Mr. Xu Rong and Mr. Tan Chong Huat as candidates for election as independent non-executive Directors. The term of the seventh session of the Board shall be three years commencing from the date of the AGM.

At the AGM, resolutions will be proposed to elect the Directors for the seventh term. The Directors' remuneration will be determined by the remuneration committee of the Board and will be approved by Shareholders at a general meeting pursuant to the Articles. A resolution will be proposed at the AGM to authorise the Board to enter into new service contracts and/or appointment letters with each of the newly elected executive Directors, non-executive Director(s) and independent non-executive Directors respectively.

The biographical details of the candidates proposed to be elected as Directors at the AGM are set out in the Appendix to this circular.

The Supervisory Committee currently consists of three Supervisors, namely Mr. Yang Shilei, Mr. Guo Xurang and Mr. Zhao Bingbing.

In accordance with Article 133 of the Articles, the term of appointment of each Supervisor shall be three years and each of the Supervisors shall be eligible for re-election upon the end of term by Shareholders or staff and workers of the Company where appropriate.

The Supervisory Committee has nominated Mr. Guo Xurang, Mr. Zhao Bingbing and Mr. Liu Haotian as candidates for election as Supervisors representing the Shareholders for the seventh term. The seventh term of office shall be three years commencing from the date of the AGM.

LETTER FROM THE BOARD

Resolutions will be proposed at the AGM to elect the Supervisors representing the Shareholders and to authorise the Board to enter into service contracts or appointment letters with each of the newly elected Supervisors. The Supervisors' remuneration will be determined by the remuneration committee of the Board and will be approved by Shareholders at a general meeting pursuant to the Articles.

The biographical details of the candidates proposed to be elected as Supervisors representing the Shareholders of the Company at the AGM are set out in the Appendix to this circular.

AGM

The AGM Notice is set out on pages 16 to 21 of this circular for consideration of the resolutions relating to, *inter alia*, (1) the proposed grant of general mandate to the Board to issue Shares; (2) the proposed grant of general mandate to the Board to issue debt financing instruments; and (3) election of Directors and Supervisors.

The AGM will be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao City, Henan Province, the PRC on Friday, 28 May 2021 at 9:00 a.m..

A reply slip and a form of proxy are also enclosed.

Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon. In order to be valid, the proxy form must be deposited by hand or post, for holders of H Shares of the Company, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and, for holders of Domestic Shares, to the registered address of the Company not less than 24 hours before the time for holding the AGM or any adjournment thereof. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM and in such event, the proxy form shall be deemed to be revoked.

If you intend to attend the AGM in person or by proxy, you are requested to complete the accompanying reply slip. In order to be valid, the completed and signed reply slip shall be delivered to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or to the Company's registered office address at Hangu Road and Jingshan Road Intersection, Lingbao City, Henan Province, the PRC (for holders of Domestic Shares) on or before Friday, 7 May 2021. The reply slip may be delivered to Computershare Hong Kong Investor Services Limited or the Company by hand or by post.

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

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the adoption of — (1) the proposed grant of general mandate to the Board to issue Shares; (2) the proposed grant of general mandate to the Board to issue debt financing instruments; and (3) election of Directors and Supervisors would be in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

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

Biographical details of the candidates proposed to be elected as Directors and Supervisors are set out as follows:

EXECUTIVE DIRECTORS

Mr. Zeng Xiangxin (曾祥新先生) (“Mr. Zeng”), born in June 1967, graduated from Hunan Institute of Finance and Economics as a holder of a university degree in financial accounting for industrial enterprises. In 2002, he obtained a master’s degree in engineering from Huazhong University of Science and Technology and a professoriate senior accountant. From 1989 to 2009, he served as assistant manager, deputy manager, and deputy chief accountant of the Accounting Department, and director of the Finance Center and chief accountant in the Guangzhou Shipyard International Company Limited. From 2009 to 2011, he served as the chief accountant of Guangzhou CSSC Longxue Shipbuilding Co., Ltd. From 2011 to 2018, he served as general manager of CSSC Finance Company Limited; deputy director of the Assets Department of China State Shipbuilding Corporation Limited* (中國船舶工業集團公司) (on a part-time basis); director of Finance Department of China State Shipbuilding Corporation Limited* (中國船舶工業集團公司); chairman of CSSC Finance Company Limited; general manager and chairman of CSSC (Hong Kong) Shipping Company Limited (a listed company on the Main Board of the Stock Exchange of Hong Kong Limited, stock code: 3877); the chairman of CSSC Investment Development Co., Ltd.; director of Finance Department of China State Shipbuilding Corporation Limited* (中國船舶工業集團公司); and chairman of CSSC Finance Company Limited. In addition, Mr. Zeng served as the chief accountant of China FAW Group Co., Ltd. from 2018 to October 2019. Mr. Zeng was also approved to act as a non-executive director of Bank of Tianjin Co., Ltd., a listed company on the Main Board of the Stock Exchange of Hong Kong Limited (stock code: 1578), with effect from 29 July 2016 until 15 June 2018. Mr. Zeng was appointed as an executive Director and the rotating chairman of the management executive committee on 15 November 2019. He has been serving as the chairman and president and the legal representative of D&R Asset Management Group Company Limited (達仁投資管理集團股份有限公司) since 25 November 2019.

Mr. Xing Jiangze (邢江澤先生) (“Mr. Xing”), born in March 1967, holds a bachelor’s degree and is a registered certified public accountant, certified tax agent and senior accountant in the PRC with funds practice qualification. He has over 27 years of work experience in finance, accounting and auditing. He has been working in the Group since April 2007 and had served as assistant financial controller, financial controller and chief investment officer. Mr. Xing has served as secretary of the Board since August 2013 and was appointed as an executive Director in June 2015. Mr. Xing is currently the vice chairman of the Board, the secretary to the Board, senior executive vice president, and a member of the management executive committee. Since 8 May 2020, Mr. Xing was appointed as an independent non-executive Director of Xinjiang La Chapelle Fashion Co., Ltd. (formerly known as “Shanghai La Chapelle Fashion Co., Ltd.”) (a company listed on Shanghai Stock Exchange, stock code: 603157 and a company listed on Hong Kong Stock Exchange, stock code: 6116).

Mr. Dai Weitao (戴維濤先生) (“Mr. Dai”), born in March 1971, obtained a bachelor degree in law from the Correspondence Academy of Party School of the Central Committee of the Communist Party and the accounting qualification certificate. From August 1994 to December 2013, he successively worked in Linghu Gold Mine of Lingbao City (靈寶市靈湖金礦), Lingbao Gold Investment Co., Ltd. Jinhe Branch (靈寶黃金投資有限責任公司金河分公司), and Lingbao Judicial Bureau. He has worked in the Company since December 2013 and is currently deputy secretary of the party committee, secretary to the disciplinary committee and the chairman of the labor union. Mr. Dai served as the chairman of the supervisory committee of the Company from 8 January 2020 to 17 March 2021.

Mr. He Chengqun (何成群先生) (“Mr. He”), born in February 1971, obtained a bachelor degree in enterprise management of Henan Metallurgical Industry University. Mr. He served as an executive director of the Company from July 2010 to June 2015, the deputy general manager of the Company from June 2015 to February 2017, and has been the senior executive vice president of the Company since June 2018. He is currently a senior executive vice president and a member of the management executive committee, and the chairman of Habahe Huatai Gold Company Limited.

Mr. Wu Liming (吳黎明先生) (“Mr. Wu”), born in February 1982, holds a bachelor’s degree in accounting from Jiangsu University of Science and Technology and a master’s degree in accounting from Jinan University (暨南大學). He is a senior accountant and a CMA. Mr. Wu worked at CSSC Offshore & Marine Engineering (Group) Company Limited, shares of which are listed on the Hong Kong Stock Exchange (stock code: 317) from July 2005 to October 2019. Mr. Wu was appointed as the chief financial officer in November 2019 and has been the chief financial officer and a member of the management executive committee of the Company since January 2020.

All executive Directors will enter into a service contract for a term of three years with the Company and a resolution has been proposed to authorise the Board to determine the emoluments of each of the executive Directors. The emoluments will be determined with reference to his duties and responsibility in the Company, the Company’s performance and the market situation. All executive Directors are subject to rotational retirement and re-election requirements pursuant to the Articles. As at the Latest Practicable Date, save as disclosed above, each of the executive Directors has no personal interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Each of the executive Directors has confirmed that he is and was not connected with any other Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, each of the executive Directors has confirmed that there are no other matters relating to his election as appropriate that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. Other than those disclosed above, each of the executive Directors does not hold any directorship in other listed public companies nor other major appointments in the last three years.

NON-EXECUTIVE DIRECTORS

Mr. Zhang Feihu (張飛虎先生) (“Mr. Zhang”), born in November 1971, graduated from the Yuxi Normal School in July 1990. In December 2004, he obtained a bachelor degree in law from the Henan Provincial Party School. Mr. Zhang’s career started in teaching in Daying Town, Shan County from September 1990 to April 1992. From May 1992 to October 2001, he worked in Su Village Town and served as deputy head of the town and deputy secretary. From May 2003 to October 2005, he was the mayor of Yangdian Town and from November 2005 to October 2012, he served as the mayor and secretary of Chengguan Town. From November 2012 to April 2016, he worked in the mass work department of Lingbao Municipal Committee and from October 2017 to November 2018, he served as the general manager of Lingbao City Urban Transformation Investment Company Limited, and was the legal representative. Currently he is working in Lingbao State-owned Assets Management Company Ltd. and serves as the chairman and legal representative. Mr. Zhang was appointed as a non-executive Director in April 2019.

Mr. Wang Guanran (王冠然先生) (“Mr. Wang”), born in May 2000, has been a director of D&R Asset Management Group Company Limited (“D&R Group”) since July 2020 and has participated in the management of the company. During the same period, Mr. Wang joined Shenzhen Londian Electrics Co., Ltd. as an assistant to chairman and participated in the operation management and took the lead in equity financing business. Mr. Wang was appointed as a director of Shenzhen Londian Electrics Co., Ltd. with effect from December 2020. Mr. Wang is the controlling shareholder of D&R Group.

All non-executive Directors will enter into a service contract for a term of three years with the Company and a resolution has been proposed to authorise the Board to determine the emolument of each of the non-executive Directors. The emolument will be determined with reference to his duties and responsibility in the Company, the Company’s performance and the market situation. All non-executive Directors are subject to rotational retirement and re-election requirements pursuant to the Articles. As at the Latest Practicable Date, save as disclosed above, each of the non-executive Directors has no personal interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Each of the non-executive Director has confirmed that he is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, each of the non-executive Directors has confirmed that there is no other matters relating to his election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. The non-executive Director holds no directorship in listed public companies nor other major appointments in the last three years.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wang Guanghua (汪光華先生) (“Mr. Wang GH”), born in February 1952, 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 32 years of experience in investment, government affairs and business operation and management. He worked in New Era New Materials Development Company of China New Era Group Corporation as general manager from January 2006 to February 2012. He served as partner of Elevation China Capital from March 2012 to August 2014 and served as chairman of Ningxia Jiecheng Investment and Management Company Limited and executive partner of Ningxia Jiecheng Venture Capital Fund, which was approved to establish and funded by National Development and Reform Commission and Ministry of Finance from March 2014 to November 2015. He has been serving as a director of Nanjing Jingtaiheng Investment and Management Company Limited since July 2015, during which he served as chairman from July 2015 to 2018, and in charge of Nanjing Jingyong Healthcare Venture Capital Fund, which was funded by Zijin Group, a financial platform of Nanjing Municipal People’s Government. Mr. Wang GH has more than 30 years of working experience in investment, government affairs and business operation and management. Mr. Wang GH was appointed as an independent non-executive Director in March 2016.

Mr. Wang Jiheng (王繼恒先生) (“Mr. Wang”), born in July 1966, 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. He currently engages in the teaching and research of environment and resources law in the Economic Law College of NorthWest University of Politics and Law, and serves as a vice president of the Resources and Energy Law Research Institute of that College, and also the director of the Resources and Energy Law Teaching and Research Department. His part-time jobs include secretary-general of the environment and resources law research association of Xi’an Society of Law, member of the policy advisory committee of Lianhu District of Xi’an, senior trainer of EU — China Environmental Governance Program and trainer of the environmental law institute of the International Union for Conservation of Nature (IUCN). Mr. Wang was appointed as an independent non-executive Director in June 2015.

Mr. Xu Rong (徐容先生) (“Mr. Xu”), born in December 1975, obtained an associate degree in finance and accounting from Heilongjiang University of Commerce (黑龍江商業大學) in July 1998, and obtained 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. In 2010, he received the independent director certification from the Shanghai Stock Exchange (“SSE”). In 2019, he received the independent directorship completion certificate from the Science and Technology Innovation Board of the SSE (the “Sci-Tech Board”). Between October 1999 and October 2015, Mr. Xu held various positions at various accounting firms, including project manager or chief partner. Since November 2015, he has been serving as a partner of Beijing Xinghua

Certified Public Accountants Firm (Special General Partnership), as well as the principal officer of its Suzhou Branch. Since September 2017, Mr. Xu has been serving as an independent director of BrightGene Bio- Medical (Suzhou) Co., Ltd. (博瑞生物醫藥(蘇州)股份有限公司) (a company listed on the Sci-Tech Board with stock code: 688166). Since May 2018, Mr. Xu has been serving as an independent director of Poly Plastic Masterbatch (SuZhou) Co., Ltd (蘇州寶麗迪材料科技股份有限公司). Mr. Xu served as an independent director of Suzhou Fanglin Technology Co., Ltd. (蘇州方林科技股份有限公司) and SuZhou Kete Environment Protection Co., Ltd. (蘇州科特環保股份有限公司) between August 2016 and June 2019, and between December 2013 and May 2020, respectively.

Mr. Tan Chong Huat (陳聰發先生) (“Mr. Tan”), born in October 1963, obtained a Bachelor Degree in Law at the National University of Singapore in June 1989 and a LL.M from the University of London in December 2007. Mr. Tan has over 30 years of experience in legal industry and has extensive experience in corporate, banking and project finance law in Singapore and the region, and acted in numerous significant corporate transactions in the areas of initial public offerings, reverse takeovers, management buy-outs, restructuring, merger and acquisitions, and financing of major real estate and infrastructure. He has been the senior partner and one of the founding members of RHTLaw Taylor Wessing since May 2011. Mr. Tan was appointed as Deputy Chairman of the Singapore Exchange Disciplinary Committee on 23 February 2017. Mr. Tan is also a member of the Singapore Institute of Directors and the Hong Kong Institute of Directors and sits on the boards of the Singapore Exchange. He is an advocate & solicitor of the Supreme Court of Singapore, and a Solicitor of each of the Supreme Court of New South Wales, Australia, Supreme Court of England & Wales and the High Court of Hong Kong, China.

Each of the independent non-executive Directors will enter into a service contract for a term of three years with the Company and a resolution has been proposed to authorise the Board to determine the emoluments of each of the independent non-executive Directors. The emoluments will be determined with reference to his duties and responsibility in the Company, the Company’s performance and the market situation. All independent non-executive Directors will be subject to rotational retirement and re-election requirements pursuant to the Articles. As at the Latest Practicable Date, each of the independent non-executive Directors has no personal interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Each of the independent non-executive Directors has confirmed that he is and was not connected with any other Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, each of the independent non-executive Directors has confirmed that there are no other matters relating to his election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. Save as disclosed above, each of the independent non-executive Directors holds no directorship in listed public companies nor other major appointments in the last three years.

SUPERVISORS

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, in July 2003. Since April 2007 Mr. Guo has been the chairman of Shannan Wanlaixin Investment Company Limited, which was named Beijing Wanlaixin Investment Company Limited from April 2007 to July 2013. 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 in September 2010. He has over 23 years working experience in gold industry. In addition, he is currently the chairman of Lingbao Kaiyuen Mining Company Limited. Mr. Zhao was appointed as a supervisor of the Company in 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.

Each of the Supervisors will enter into a service contract for a term of three years with the Company and a resolution has been proposed to authorise the Board to determine the emoluments of each of the Supervisors. The emoluments will be determined with reference to his duties and responsibility in the Company, the Company’s performance and the market situation. All Supervisors will be subject to rotational retirement and re-election requirements pursuant to the Articles. As at the Latest Practicable Date, save as disclosed above, each of the Supervisors has no personal interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Each of the Supervisor has confirmed that he is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, each of the Supervisors has confirmed that there are no other matters relating to his election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. Each of the Supervisor holds no directorship in listed public companies nor other major appointments in the last three years.

NOTICE OF ANNUAL GENERAL MEETING



LINGJIN

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Lingbao Gold Group Company Ltd.

靈寶黃金集團股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3330)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (“AGM”) of Lingbao Gold Group Company Ltd. (“Company”) for the year ended 31 December 2020 will be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the People’s Republic of China (“PRC”) on Friday, 28 May 2021 at 9:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

I. AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (“Board”) for the year 2020;
2. To consider and approve report of the supervisory committee of the Company for the year 2020;
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditors’ report for the year ended 31 December 2020;
4. To consider and approve the following candidates as directors of the Company of the seventh session of the Board with a term of three years commencing from the conclusion of the AGM:
 - (a) to elect Mr. Zeng Xiangxin as an executive director of the Company;
 - (b) to elect Mr. Xing Jiangze as an executive director of the Company;
 - (c) to elect Mr. Dai Weitao as an executive director of the Company;
 - (d) to elect Mr. He Chengqun as an executive director of the Company;
 - (e) to elect Mr. Wu Liming as an executive director of the Company;
 - (f) to elect Mr. Zhang Feihu as a non-executive director of the Company;
 - (g) to elect Mr. Wang Guanran as a non-executive director of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (h) to elect Mr. Wang Guanghua as an independent non-executive director of the Company;
 - (i) to elect Mr. Wang Jiheng as an independent non-executive director of the Company;
 - (j) to elect Mr. Xu Rong as an independent non-executive director of the Company;
 - (k) to elect Mr. Tan Chong Huat as an independent non-executive director of the Company;
5. To consider and approve the following candidates as supervisors of the Company acting as Shareholders' representatives of the seventh session of the supervisory committee of the Company with a term of three years commencing from the conclusion of the AGM:
- (a) to elect Mr. Guo Xurang as a supervisor acting as shareholders' representative of the Company;
 - (b) to elect Mr. Zhao Bingbing as a supervisor acting as shareholders' representative of the Company;
 - (c) to elect Mr. Liu Haotian as a supervisor acting as shareholders' representative of the Company;
6. To consider and approve the remuneration of the directors and supervisors of the Company for the year 2020;
7. To re-appoint KPMG as the Company's international auditors and KPMG Huazhen LLP as the Company's PRC auditors and to authorise the Board to fix their remuneration; and
8. To consider and approve any motion proposed by any shareholders of the Company holding 5% or more of the shares with voting rights at such meeting, if any.

NOTICE OF ANNUAL GENERAL MEETING

II. AS SPECIAL RESOLUTIONS

1. To consider and, if thought fit, pass the following as special resolution:

“THAT:

- (1) There be granted to the Board an unconditional general mandate (“General Mandate”) to issue, allot and deal with additional shares in the capital of the Company (whether Domestic Shares or H Shares) and to make or grant offers or agreements in respect thereof, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate nominal amount of shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board otherwise than pursuant to a Rights Issue or any scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares or any share option scheme adopted by the Company in accordance with the articles of association of the Company (“Articles of Association”), shall not exceed:
 - i. 20 per cent of the aggregate amount of Domestic Shares of the Company in issue; and
 - ii. 20 per cent of the aggregate nominal amount of H Shares of the Company in issue,in each case as at the date of passing of this resolution; and
 - (c) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

NOTICE OF ANNUAL GENERAL MEETING

For the purposes of this resolution:

“Domestic Share(s)” mean the ordinary domestic share(s) with a nominal value of RMB0.20 each in the registered share capital of the Company which were subscribed for in RMB;

“H Shares” mean the overseas listed foreign invested shares with a nominal value of RMB0.20 each in the registered share capital of the Company, which are listed on The Stock Exchange of Hong Kong Limited and subscribed for and traded in Hong Kong dollars;

“Relevant Period” means the period from the date of passing this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (b) the expiry date of the 12-month period following the passing of this resolution; or
- (c) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in this resolution.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

- (2) contingent on the Board resolving to issue shares pursuant to paragraph (1) of this resolution, the Board be authorised:
 - (a) to approve, execute and do, or procure to be executed and done all such documents, deeds and matters which it may consider necessary in connection with the issue of such new shares, including but not limited to the time, quantity and place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);

NOTICE OF ANNUAL GENERAL MEETING

(b) to determine the use of proceeds and to make necessary filings and registration with the relevant authorities in the PRC, and/or Hong Kong and any other places and jurisdictions (as appropriate);

to increase the registered capital of the Company and make any amendments to the Articles of Association in accordance with such increase and to register the increased capital with the relevant authorities in the PRC and/or Hong Kong and any other places and jurisdictions (as appropriate) so as to reflect the new capital and/or share capital structure of the Company resulting from the intended allotment and issue of the shares of the Company pursuant to paragraph (1) of this resolution.”;

2. to consider and approve the general mandate for the Company to issue debt financing instruments.

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

Lingbao, Henan, the PRC

13 April 2021

Notes:

1. The register of members of the Company will be closed from Thursday, 29 April 2021 to Friday, 28 May 2021, (both days inclusive), during which period no transfer of shares will be registered. In order for the shareholders to qualify for attending the forthcoming annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H shares) or the registered office address of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC (for holders of domestic shares), no later than 4:30 p.m. on Wednesday, 28 April 2021.
2. Holders of Domestic Shares and H Shares whose names appear on the register of members of the Company at the close of business on Wednesday, 28 April 2021 are entitled to attend and vote at the AGM and may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not be a member of the Company.

NOTICE OF ANNUAL GENERAL MEETING

3. In order to be valid, the proxy form must be deposited by hand or post, for holders of H Share of the Company, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and, for holders of domestic shares of the Company, to the registered address of the Company not less than 24 hours before the time for holding the meeting or any adjournment thereof. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form.
4. Shareholders or their proxies shall produce their identity documents when attending the meeting.
5. Shareholder who intend to attend the AGM should complete and return the reply slip and return it by hand or by post to the share registrar of the Company (for holders of H Share) or to the registered office address of the Company (for holders of domestic shares) on or before Friday, 7 May 2021.
6. The registered office address of the Company is as follows:

Hangu Road and
Jingshan Road Intersection
Lingbao
Henan
The People's Republic of China
Tel: +86 398 8860166
email: lbgold@lbgold.com
7. The AGM is expected to take half a day. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
8. The Board confirms that there is no other matter which should be brought to the attention of the shareholders.
9. All resolutions as set out above will be determined by way of poll.
10. As at the date of this notice, the Board comprises four executive directors, namely Mr. Chen Jianzheng, Mr. Xing Jiangze, Ms. Zhou Xing and Mr. Zeng Xiangxin; three non-executive directors, namely Mr. Shi Yuchen, Mr. Zhang Feihu and Mr. Wang Leo; and four independent non-executive directors, namely Mr. Xu Rong, Mr. Han Qinchun, Mr. Wang Jiheng and Mr. Wang Guanghua.