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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)

(Stock code: 3330)

**GENERAL MANDATE TO ISSUE SHARES,
GENERAL MANDATE TO ISSUE DEBT
FINANCING INSTRUMENTS,
RE-ELECTION OF DIRECTOR,
PROPOSED DECLARATION OF FINAL DIVIDENDS,
PROPOSED AMENDMENTS TO THE ARTICLES
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 Wednesday, 12 June 2019 at 9:00 a.m. is set out on pages 14 to 16 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 Shops 1712–1716, 17th 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.

26 April 2018

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DEFINITIONS

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

“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 Wednesday, 12 June 2019 at 9:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 14 to 16 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”	17 April 2019, 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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



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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)

(Stock code: 3330)

Executive Directors:

Mr. Chen Jianzheng (*Chairman*)
Mr. Wang Leo
Ms. Zhou Xing
Mr. Zhao Kun
Mr. Xing Jiangze

Registered office:

Hangu Road and
Jingshan Road Intersection
Lingbao
Henan
The PRC

Non-executive Directors:

Mr. Zhang Feihu
Mr. Shi Yuchen

*Principal place of business
in Hong Kong:*

Room 1902
19th Floor
China Evergrande Centre
38 Gloucester Road
Wanchai
Hong Kong

Independent non-executive Directors:

Mr. Yang Dongsheng
Mr. Han Qinchun
Mr. Wang Jiheng
Mr. Wang Guanghua

26 April 2019

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE SHARES,
GENERAL MANDATE TO ISSUE DEBT
FINANCING INSTRUMENTS,
RE-ELECTION OF DIRECTOR,
PROPOSED DECLARATION OF FINAL DIVIDENDS,
PROPOSED AMENDMENTS TO THE ARTICLES
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) the re-election of Director; (4) the proposed declaration of final dividends; and (5) the proposed amendments to the Articles, 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 of the Hong Kong Stock Exchange, 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 on 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 Domestic Shares or overseas listed foreign shares (being H Shares) when this resolution is passed on 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.

LETTER FROM THE BOARD

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 of the Company 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;
 - 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 of the Company to, within the “Relevant Period”, 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 of the Company shall: a) comply with the Company Law of the PRC and the relevant regulatory requirements of the places where the Shares of the Company are listed, including the Listing Rules or applicable legislations, rules, and regulations of

LETTER FROM THE BOARD

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.

(6) The Board of the Company, 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 Company is listed and the Articles, be and 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 of the Company 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 of the Company are listed and the Articles.

(8) Subject to the approval of the relevant PRC authorities (wherever necessary), the Board of the Company 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.

LETTER FROM THE BOARD

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 bonds 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 2019 annual general meeting of the Company.

RE-ELECTION OF DIRECTOR

According to Code Provision A.4.2 under the Code on Corporate Government Practices set out in Appendix 14 of the Listing Rules, all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment. Mr. Zhang Feihu was appointed by the Board on 12 April 2019 and he shall retire and being eligible, offer him selves for re-election at the AGM.

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

PROPOSED DECLARATION OF FINAL DIVIDENDS

Relevant resolution was passed at the Board meeting held on 29 March 2019 to propose to distribute a final dividend of RMB0.20 per share (tax inclusive) for the year ended 31 December 2018 (2017: nil). Subject to the approval of the shareholders at the forthcoming AGM, the final dividend is expected to be payable before or after 31 July 2019.

PROPOSED AMENDMENTS TO THE ARTICLES

Similar amendments to the Articles were proposed last year at the annual general meeting of the Company on 6 June 2018, however, the resolution approving such amendments was not passed by the Shareholders at the time. In order for the Articles to accurately reflect the factual situation of the Company, including (among others): (i) the revised shareholding percentages and number of issued shares as a result of the issuance of domestic shares to nine subscribers on 7 February 2018; (ii) disclosure of details of the promoters of the Company; (iii) changes in the management structure of the Company (which were implemented for the purpose of improving management efficiency of the

LETTER FROM THE BOARD

Company), the Board considers that it is necessary and in the interests of the Company and the Shareholders as a whole to propose the relevant amendments to the Articles again at the forthcoming AGM. Details of such proposed amendments are set out in Appendix I.

The above proposed amendment to the Articles are subject to, and shall take effect only upon, the passing of the special resolutions at the AGM.

AGM

The AGM Notice is set out on pages 14 to 16 of this circular for consideration of the resolutions relating to, *inter alia*, (1) the proposed grant of general mandate to the Board to issue Shares; (2) the proposed grant of general mandate to the Board to issue debt financing instruments; (3) the re-election of Director; (4) the proposed declaration of final dividends; and (5) the proposed amendments to the Articles.

The AGM will be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC on Wednesday, 12 June 2019 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 Shops 1712–1716, 17th 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.

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 Shops 1712–1716, 17th 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, Henan, the PRC (for holders of Domestic Shares) on or before Thursday, 23 May 2019. 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; (3) the re-election of Director; (4) the proposed declaration of final dividends; and (5) the proposed amendments to the Articles would be in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

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

The following is the particulars of the Director (as required by the Listing Rules) to be re-elected at the AGM.

NON-EXECUTIVE DIRECTOR

Mr. Zhang Feihu (“Mr. Zhang”)

Mr. Zhang, aged 47, 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 October 2001 to April 2003, he served as deputy secretary of Yinzhuang Town. 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 serve as the chairman and legal representative.

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

Mr. Zhang will hold office until the forthcoming annual general meeting of the Company at which he will be eligible for re-election. Thereafter, he will be subject to rotational retirement and re-election requirements pursuant to the articles of association of the Company.

As at the date of this announcement, save as disclosed above, Mr. Zhang (a) has no other relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) did not hold any directorship in other listed companies in the past three years; and (c) does not hold any other positions with the Company. The emolument of Mr. Wang will be determine by the remuneration committee of the Company with reference to the level of responsibility, experience, the Company’s performance and the market situation.

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

If Mr. Zhang is appointed as the Director, he will enter into a service contract with the Company and to hold office until the expiry of the term of 6th session of the Board.

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

According to the actual situation and needs of the Company, the Company hereby proposes to amend some clauses of the articles of association of the Company as set out below:

1) Amendment of Article 11

Which originally reads as:

The term “officers” herein shall include Chairman and Vice Chairman of the Board of Directors, Executive Directors, the Secretary of the Board, General Manager, Vice General Manager and Chief Financial Controller.

Is proposed to be amended as:

The term “senior management” herein shall include the Company’s Chairman and Vice Chairman of the Board of Directors, Executive Directors, members of the Management Executive Committee, the Secretary of the Board, President, Senior Executive Vice President and Financial Controller.

2) Amendment of Article 19

Which originally reads as:

Upon approval by the company examination and approval department authorized by the State Council, the Company is approved to issue the aggregate 100,000,000 shares of issuable ordinary shares upon incorporation. At its incorporation date of September 27, 2002, the Company issued 100,000,000 shares of stocks denominated in RMB1.00 par value, accounting for 100% of the Company’s aggregate of issuable ordinary shares then.

Upon approval by the competent securities department under the State Council, the Company’s ordinary shares issued to its sponsors were subdivided into a total of 500,000,000 shares of RMB 0.20 each.

Is proposed to be amended as:

Upon approval by the Company’s examination and approval department authorized by the State Council, on the date of its establishment on 27 September 2002, the Company issued a total of 100,000,000 ordinary shares (at par value of RMB1.00 each), to the promoters of the Company, among which, 79,500,000 shares, 8,000,000 shares, 3,700,000 shares, 3,600,000 shares, 2,750,000 shares and 2,450,000 shares were issued to Lingbao Stated-owned Assets Operation Co., Ltd* (靈寶市國有資產經營有限責任公司), Sanmenxia Jinqu Group Co., Ltd* (三門峽金渠集團有限公司), Lingbao City Electric Company* (靈寶市電業總公司), Henan Xuanrui Assets Co.,

Ltd* (河南軒瑞產業股份有限公司), Lingbao City Jinxiang Auto Parts Co., Ltd* (靈寶市金象汽車零部件有限責任公司) and Lingbao Guoshi Mining Co., Ltd* (靈寶郭氏礦業有限責任公司), respectively.

Upon approval by the competent securities department of the State Council, the Company's ordinary shares issued to its founders were subdivided into a total of 500,000,000 shares of RMB0.20 each. The number of shares held by each founder increased accordingly.

3) Amendment of Article 20 paragraph 1 to paragraph 3

Which originally reads as:

Upon its incorporation, the Company issued 297,274,000 shares of overseas listed foreign shares, a ratio of 38.59% in proportion to the Company's issuable ordinary shares.

The structure of the share capital of the Company: 472,975,091 domestic shares and 297,274,000 overseas listed foreign shares, among which, 435,276,307 shares and 37,698,784 shares are held by sponsors and non-sponsors respectively; and 297,274,000 shares by overseas listed foreign shareholders.

The shares and shareholding held by the promoters of the Company: Lingbao Stated-owned Assets Operation Co., Ltd holds 296,840,620 shares with 38.54% shareholding; Lingbao Electric Company holds 17,435,687 shares with 2.26% shareholding; Henan Xuanrui Assets Co., Ltd holds 18,000,000 shares with 2.34% shareholding; Lingbao Jinxiang Auto Parts Co., Ltd holds 13,750,000 shares with 1.79% shareholding; and Lingbao Guoshi Mining Co., Ltd holds 12,250,000 shares with 1.59% shareholding.

Is proposed to be amended as:

After the Company's establishment, upon the granting of approval from the China Securities Regulatory Commission on 7 December 2005, the Company issued 297,274,000 overseas listed foreign shares for the first time. On 7 February 2018, the Company issued 94,000,000 domestic shares by way of non-public issuance.

The current shareholding structure of the Company is: the Company's total number of shares is 864,249,091 shares, among which 566,975,091 are domestic shares and 297,274,000 are overseas listed foreign shares.

The number of shares held by the promoters of the Company are as follows: Lingbao Stated-owned Assets Operation Co., Ltd* (靈寶市國有資產經營有限責任公司) holds 73,840,620 shares which represents 8.51% of the Company's total number of issued shares; Lingbao City Electric Company* (靈寶市電業總公司) holds 17,435,687 shares which represents 2.02% of the Company's total number of issued shares; Lingbao Jinxiang Auto Parts Co., Ltd* (靈寶市金象汽車零部件有限責任公司) holds 13,750,000 shares which represents 1.59% of the Company's total number of issued

shares; and Lingbao Guoshi Mining Co., Ltd* (靈寶郭氏礦業有限責任公司) holds 12,250,000 shares which represents 1.42% of the Company's total number of issued shares.

4) Amendment of Article 23 paragraph 1

Which originally reads as:

The Company's registered capital is RMB154,049,818.2.

Is proposed to be amended as:

The Company's registered capital is RMB172,849,818.2.

5) Amendment of Article 43

Which originally reads as:

The Company shall keep a complete register of shareholders.

The register of shareholders shall include the following parts:

- (1) A register kept at the Company's domicile other than those provided for under items (2) and (3) of this Article;

Is proposed to be amended as:

The Company shall keep a complete register of shareholders.

The register of shareholders shall include the following parts:

- (1) the register kept at China Securities Depository and Clearing Company Limited, other than those provided for under items (2) and (3) of this Article;

6) Amendment of Article 114 (9)

Which originally reads as:

Article 114 The Board shall be accountable to the general meeting and shall have the powers to:

- (9) Employ or remove the Company's General Manager; and Employ or remove the Company's Vice General Manager and Chief Financial Controller subject to the nomination by the General Manager and remunerations;

Is proposed to be amended as:

Article 114 The Board shall be accountable to the general meetings and shall have the powers to:

- (9) Appoint or remove the Company's members of the Management Executive Committee, President, Secretary to the Board, Senior Executive Vice President, Financial Controller and determine their remunerations.

7) Addition of the content below as paragraph (2) of Article 145

As approved by the Board of Directors of the Company, the Company can establish a Management Executive Committee and the Management Executive Committee and/or its members shall exercise operation and management rights (including the whole or part of the above powers of the President). The Chairman and President are members of the Management Executive Committee, and the other members are subject to the approval of the Board of Directors. The Board of Directors of the Company is responsible for determining the relevant rules of the Management Executive Committee.

8) Others

1. "General Manager", "Vice General Manager" and "Chief Financial Controller" under the Articles of Association shall all be amended to "President", "Senior Executive Vice President" and "Financial Controller".
2. The order and numbering of the other articles under the Articles of Association will be adjusted accordingly.

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)

(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 2018 will be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the People’s Republic of China (“PRC”) on Wednesday, 12 June 2019 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 2018;
2. to consider and approve report of the supervisory committee of the Company for the year 2018;
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 2018;
4. to consider and approve the re-election of Mr. Zhang Feihu as a non-executive director of the Company;
5. to consider and approve the profit distribution proposal of the Company and the relevant declaration and payment of final dividends for the year ended 2018;
6. to consider and approve the remuneration of the directors and supervisors of the Company for the year 2018;
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 approve the general mandate to issue new shares;
2. to consider and approve the general mandate for the Company to issue debt financing instruments; and
3. to consider and approve the proposed amendments to the articles of association of the Company.

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

Lingbao, Henan, the PRC

26 April 2019

Notes:

1. The register of members of the Company will be closed from Monday, 13 May 2019 to Wednesday, 12 June 2019, (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 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 Friday, 10 May 2019.

The register of members of the Company will be closed from Tuesday, 18 June 2019 to Saturday, 22 June 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, 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 Monday, 17 June 2019.

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 Monday, 13 May 2019 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, Shops 1712–1716, 17th 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 Thursday, 23 May 2019.
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 8862218
Fax: +86 398 8860166
7. The AGM is expected to take half a day. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
8. The Board confirms that there is no other matter which should be brought to the attention of the shareholders.
9. All resolutions as set out above will be determined by way of poll.
10. As at the date of this notice, the Board comprises five executive directors, namely Mr. Chen Jianzheng, Mr. Xing Jiangze, Ms. Zhou Xing, Mr. Zhao Kun and Mr. Wang Leo; two non-executive directors, namely Mr. Shi Yuchen and Mr. Zhang Feihu; and four independent non-executive directors, namely Mr. Yang Dongsheng, Mr. Han Qinchun, Mr. Wang Jiheng and Mr. Wang Guanghua.