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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by Lingbao Gold Group Company Ltd. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board of directors of the Company (the “**Board**”) hereby announces that it considered and approved the resolutions in relation to the proposed amendments to the articles of association of the Company (the “**Articles of Association**”) on 27 March 2024.

Based on the consultation conclusions of the “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by the Stock Exchange in June 2023, the relevant amendments to the Listing Rules came into effect on 31 December 2023, so that, among other things, to the extent permitted under all applicable laws and regulations, the listed issuer must (i) send or otherwise make available the corporate communications (as defined under the Listing Rules) to the relevant holders of its securities using electronic means; or (ii) make the corporate communications available on its website and the Stock Exchange’s website.

In light of the above, and according to the actual situation of the Company, the Board proposes to amend the Articles of Association (the “**Proposed Amendments**”). The Proposed Amendments mainly include (a) bringing the Articles of Association in line with the relevant amendments made to the Listing Rules which mandate the electronic dissemination of corporate communications by listed issuers to their securities holders from 31 December 2023; (b) certain amendments to articles in relation to registered capital, shareholding structure and issuance of shares; and (c) certain housekeeping

amendments to correct clerical inconsistencies with the Company Law of the People's Republic of China (the "PRC"). The full text of the Proposed Amendments is set out in the Appendix to this announcement.

The Proposed Amendments shall be subject to the approval by the shareholders of the Company (the "Shareholders") at the forthcoming annual general meeting of the Company (the "AGM") by way of special resolutions. A circular containing, among others, the details of the Proposed Amendments, together with a notice convening the AGM, will be dispatched by the Company to the Shareholders in due course.

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

Henan Province, the PRC
27 March 2024

As at the date of this announcement, the Board comprises five executive directors, namely Mr. Chen Jianzheng, Mr. Xing Jiangze, Mr. He Chengqun, Mr. Dai Weitao and Mr. Wu Liming; two non-executive directors, namely Mr. Zhang Feihu and Mr. Wang Guanran; and four independent non-executive directors, namely Mr. Wang Guanghua, Mr. Wang Jiheng, Mr. Xu Rong and Mr. Tan Chong Huat.

APPENDIX

Before amendments	After amendments
<p>Article 3 The Company's contacts Domicile: Hangu Road and Jingshan Road intersection, Lingbao, Henan Province, The PRC Zip Code: 472500 Tel: +86 398 8862200 Fax: +86 398 8860166 Website: www.lbgold.com</p>	<p>Article 3 The Company's contacts Domicile: Hangu Road and Jingshan Road intersection, Lingbao, Henan Province, The PRC Zip Code: 472500 Tel: +86 398 8860166 Fax: +86 398 8860166 Website: www.lbgold.com</p>
<p>Article 11 The term "senior management" herein shall include the Company's Chairman and Vice Chairman of the Board of Directors, President, Vice President, members of the Management Executive Committee, the Secretary of the Board and Chief Financial Officer.</p>	<p>Article 11 The term "senior management" herein shall include the Company's Chairman and Vice Chairman of the Board of Directors, President, Vice President, members of the Management Executive Committee, the Secretary of the Board and Chief Financial Officer.</p>
<p>Article 20 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. On 18 August 2023, the Company issued 319,772,164 H shares by way of non-public issuance.</p> <p>The current shareholding structure of the Company is: the Company's total number of shares is 1,184,021,255 shares, among which 566,975,091 are domestic shares and 617,046,164 are overseas listed foreign shares.</p>	<p>Article 20 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. On 18 August 2023, the Company issued 319,772,164 H shares by way of non-public issuance. <u>On 28 February 2024, the Company issued 32,538,000 H shares by way of non-public issuance.</u></p> <p>The current shareholding structure of the Company is: the Company's total number of shares is <u>1,216,559,255</u> shares, among which 566,975,091 are domestic shares and <u>649,584,164</u> are overseas listed foreign shares.</p>

Before amendments	After amendments
<p>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 6.21% 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 1.47% 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 1.16% 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 1.03% of the Company's total number of issued shares.</p> <p>...</p>	<p>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 <u>6.04%</u> 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 <u>1.43%</u> 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 <u>1.13%</u> 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 <u>1.01%</u> of the Company's total number of issued shares.</p> <p>...</p>
<p>Article 23 The Company's registered capital is RMB236,804,251.</p> <p>...</p>	<p>Article 23 The Company's registered capital is RMB<u>243,311,851</u>.</p> <p>...</p>

Before amendments	After amendments
<p>Article 72 The notice of a general meeting shall be entitled to the shareholders (whether or not entitled to vote thereat) by assigned persons or pre-paid mail (being circular) to the recipient’s address shown in the register of shareholders or by being published on the website of the Company. For holders of the Domestic Shares, the notice of a general meeting may also be given by public announcement (being notice).</p> <p>The public announcement referred to in the preceding Article shall be published on the designated website of the place where the securities of the Company are listed in accordance with the time specified in Article 64. Once the announcement is made, all holders of the Domestic Shares shall be deemed to have received the notice of the relevant shareholder’s meeting.</p> <p>The Company shall send the notice in the form of public announcement published on the designated website of the place where the securities of the Company are listed, to the sufficient communication extent, so as to enable the shareholders in Hong Kong to have the time sufficient enough to exercise respective rights or do the acts and things as required in the terms mentioned in such notice.</p>	<p>Article 72 The notice of a general meeting shall be entitled to the shareholders <u>by the methods specified in Article 178.</u></p>
<p>Article 73 With respect to the notice, materials or written statement of the Company’s release communicated to the holders of overseas listed foreign shares, the foregoing shall be sent either by hand or by postage mailed to every holder of such Shares. The notice mailed to the holders of the overseas listed foreign shares shall be sent from Hong Kong in every possible way.</p>	<p>Article 73 <u>Although the shareholders have the right to request receipt of the notice of shareholders’ general meeting by other methods, if the notice of shareholders’ general meeting is sent through the website of the Hong Kong Stock Exchange, once the notice is announced, all the shareholders shall be deemed to have received the notice of the relevant shareholder’s meeting.</u></p>
<p>Article 103 There shall be a Board of Directors (the “Board”) that consists of 11 members, 1 Chairman and Vice Chairman of the Board each and 4 independent directors.</p> <p>...</p>	<p>Article 103 There shall be a Board of Directors (the “Board”) that consists of 11 members, 1 Chairman and <u>1–2</u> Vice Chairman of the Board each and 4 independent directors.</p> <p>...</p>

Before amendments	After amendments
<p>Article 124 The Board of Supervisors shall consist of 5 supervisors, including one Chairman. A supervisor shall hold in office for 3 years and shall be subject to re-election.</p> <p>Election or removal of the Chairman of the Board of Supervisors shall be determined by more than half of the members of the Board of Supervisors.</p> <p>Where the Chairman of the Board of Supervisors cannot or fails to serve his duties, a supervisor jointly elected by more than half of the supervisors shall convene and preside over the meeting of the Board of Supervisors.</p>	<p>Article 124 The Board of Supervisors shall consist of 5 supervisors, including <u>1</u> Chairman <u>and may have 1–2 vice chairmen</u>. A supervisor shall hold in office for 3 years and shall be subject to re-election.</p> <p>Election or removal of the Chairman <u>or vice chairman</u> of the Board of Supervisors shall be determined by more than half of the members of the Board of Supervisors.</p> <p><u>The chairman of the Board of supervisors shall convene and preside over the meeting of the Board of Supervisors.</u> Where the Chairman of the Board of Supervisors cannot or fails to serve his duties, <u>the vice chairman shall convene and preside over the meeting of the Board of Supervisors.</u> <u>Where the vice chairman of the Board of Supervisors cannot or fails to serve his duties,</u> a supervisor jointly elected by more than half of the supervisors shall convene and preside over the meeting of the Board of Supervisors.</p>
<p>Article 136 ...</p> <p>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.</p>	<p>Article 136 ...</p> <p>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.</p>
<p>Section 16 Notice</p>	<p>Section 16 Notices <u>and Announcements</u></p>

Before amendments	After amendments
<p>Article 178 The Company’s notice may be sent:</p> <ol style="list-style-type: none"> (1) Personal delivery by hand; (2) By postage; (3) Via public announcement; (4) By fax; and (5) Other forms as ascribed in these Articles. 	<p>Article 178 The Company’s <u>notices, communications or other materials and documents in writing of the Company, including but not limited to annual reports, interim reports, notice of shareholders’ general meetings, listing documents, shareholders’ circulars and proxy forms (“corporate communication”)</u>, may be sent <u>through any of the following means:</u></p> <ol style="list-style-type: none"> (1) Personal delivery by hand; (2) By postage; (3) Via public announcement; (4) By fax <u>or by e-mail;</u> <u>(5) By posting on the website of the Company and the specified website of the stock exchange of the place(s) where shares of the Company are listed in accordance with the laws, administrative regulations and the securities regulatory rules of the place(s) where shares of the Company are listed;</u> <u>(6) Other forms already agreed upon by the Company or the recipient in advance or recognized by the party notified on the receipt of the notice; and</u> <u>(7) By any other means approved by the relevant regulatory authorities in the place(s) where the Company’ shares are listed or other forms as prescribed in these Articles.</u> <p><u>With regard to the methods by which the Company provides and/or delivers corporate communications to the holders of the overseas listed foreign shares in accordance with the requirements of the Listing Rules, to the extent permitted under applicable laws and regulations, regulatory documents and securities regulatory authorities rules of the place(s) where shares of the Company are listed, the Company must (i) sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means or (ii) making the corporate communication available on the Company’s website and the Hong Kong Stock Exchange’s website.</u></p>

Before amendments	After amendments
Newly added	<p><u>Article 180 Save as otherwise stipulated under the Articles of Association, if the notices to the holders of shares listed in Hong Kong are issued by way of announcement, the Company shall on the same day submit an electronic version of such announcement to the Hong Kong Stock Exchange through the electronic publishing system of the Hong Kong Stock Exchange for immediate release on the website of the Hong Kong Stock Exchange in accordance with the requirements of the local listing rules. The announcement shall also be published on the Company's website at the same time. In addition, in case of serving by post, the notice shall be delivered to each of the registered addresses as set forth in the register of holders of shares listed in Hong Kong by way of personal delivery or pre-paid mail so as to give the shareholders sufficient notice and time to exercise their rights or take any action in accordance with the terms of the notice.</u></p> <p><u>Subject to relevant laws, regulations, the securities regulatory rules of the place(s) where shares of the Company are listed and the Articles of Association, holders of shares listed in Hong Kong may choose in writing to receive corporate communication that the Company is required to send to shareholders either by electronic means or by post, and may also elect to receive either the Chinese or English version only, or both the Chinese and English versions. The shareholders may also notify the Company to change their choices as to the manner of receiving and the language versions of the aforesaid information by giving a written notice to the Company in advance within a reasonable period in accordance with applicable procedures.</u></p>
Newly added	<p><u>Article 183 For matters on which the Company shall make announcement(s) in accordance with the laws, administrative regulations and provisions of the securities regulatory authorities where the Company's shares are listed, or for matters on which the Company's general meeting, Board of Directors and Board of Supervisors resolve to make announcement(s), the Company shall designate the media and website(s) approved by the securities regulatory authorities where the Company's shares are listed as the media and website(s) for publishing Company announcements and for information disclosure.</u></p>

Before amendments	After amendments
<p>Article 185 If the position of accounting firm becomes vacant, the board of directors may appoint an accounting firm to fill such vacancy before a shareholders' general meeting is held. However, if there are other accounting firms holding the position of accounting firm of the Company while such vacancy still exists, such accounting firms shall continue to act.</p>	<p>Article 187 If the position of accounting firm becomes vacant, the board of directors may appoint an accounting firm to fill such vacancy before a shareholders' general meeting is held. However, if there are other accounting firms holding the position of accounting firm of the Company while such vacancy still exists, such accounting firms shall continue to act. <u>The accounting firm appointed by the board of directors to fill the vacancy shall hold office until the next annual meeting of shareholders of the company and may continue to be appointed at that meeting.</u></p>