

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



LINGJIN

灵 金

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Lingbao Gold Group Company Ltd. (the “Company”) will be held at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao City, Henan Province, the PRC on Wednesday, 17 September 2025 at 9:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution of the Company:

ORDINARY RESOLUTION

1. To consider and approve the proposed profit distribution plan for the half year of 2025 of the Company.

SPECIAL RESOLUTION

2. To consider and approve the proposed grant of general mandate to the Board of Directors of the Company to repurchase H Shares:
 - (a) the general mandate that H Shares in issue of the Company are repurchased by the Board of Directors at its discretion and in a timely manner, subject to the fluctuation and changes of the capital markets and the share price of the Company during the Relevant Period (as defined below);
 - (b) the total amount of repurchase of H Shares that were publicly issued by the Company shall not exceed 10% of the total number of the Company's H Shares in issue (excluding any treasury Shares and H Shares repurchased but not yet cancelled) as at the date of passing of this resolution at the EGM (i.e. the total

amount of H Shares repurchased shall not exceed 10% of the total number of H Shares in issue (excluding any treasury Shares and H Shares repurchased but not yet cancelled) as at the date of passing of this resolution at the EGM).

The funds of repurchase are funds that meet the requirements of regulatory policies and regulations, including self-owned funds and self-raised funds. The Articles of Association of the Company confer the Company rights to repurchase H Shares. The funds of repurchase include internal resources of the Company that can be legally allocated for such purpose in accordance with the Articles of Association and applicable PRC laws, rules and regulations;

- (c) to formulate, approve and implement specific repurchase plan, including but not limited to the price, type, batch, amount and time of execution of the repurchase of shares, as well as to handle the relevant procedures, such as notifying the creditors of the Company and publishing announcements and dealing with matters relating to the exercise of their rights by creditors (if involved) in accordance with the provisions of the Company Law of the People's Republic of China and the Articles of Association, and signing other documents or agreements relevant to the repurchase of shares;
- (d) if there are new provisions in laws and regulations or from the securities regulatory authorities relating to the share repurchase policies, or if there are changes in market conditions, unless it is required under the relevant laws and regulations, requirements of the regulators or the Articles of Association of the Company for a re-vote by the general meeting(s), the Board may adjust the plan for repurchase and continue to deal with relevant matters of repurchase of shares in accordance with requirements of relevant laws and regulations and regulators as well as the market conditions and the actual situation of the Company;
- (e) after the repurchase, the Company should make amendments to the Articles of Association in respect of registered capital, total share capital and shareholding structure and other related content under the circumstances where the Board of Directors deems appropriate, and subject to the laws and regulations of the place where the Company is incorporated, the Listing Rules and the Articles of Association, deal with the treasury Shares based on its actual needs, such as (i) canceling the treasury Shares; (ii) disposing of the treasury Shares under the general mandate for the issuance of new Shares; (iii) utilizing the treasury Shares for employee share ownership plans or equity incentive schemes; (iv) utilizing the treasury Shares as consideration for share transactions; or (v) converting the treasury Shares into convertible securities, etc.; and
- (f) all other actions that the Board or the persons delegated and approved by the Board and their delegates reasonably consider necessary to execute, complete and deliver all documents that they reasonably consider necessary to implement the general mandate to repurchase H Shares.

The Board may delegate such mandate to Mr. Chen Jianzheng, our chairman of the Board, by which the Board agrees that Mr. Chen Jianzheng, our chairman of the Board, shall be its authorized person to deal with relevant matters in relation to the mandate to repurchase H Shares.

For the purpose of this resolution:

“**Relevant Period**” refers to the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the 2025 annual general meeting of the Company; or
- (b) the revocation or variation of the authority granted under this resolution by passing of a special resolution at any general meeting of the Company.

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

Henan, the PRC

1 September 2025

As at the date of this notice, the Board comprises five executive directors, namely Mr. Chen Jianzheng, Mr. Xing Jiangze, Mr. He Chengqun, Mr. Wu Liming and Ms. Zhao Li; two non-executive directors, namely Mr. Zhang Feihu and Mr. Wang Guanran; and four independent non-executive directors, namely Mr. Yeung Chi Tat, Mr. Tan Chong Huat, Mr. Bo Shao Chuan and Mr. Guo Michael Xinsheng.

Notes:

- 1. Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, each of the resolutions set out in the notice of EGM will be voted by poll. An announcement on the voting results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.lbgold.com) in accordance with the Listing Rules.
- 2. Any Shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder. Shareholders or their proxies shall produce their identity documents when attending the meeting.

3. The proxy form together with the notarised power of attorney or other documents of authorisation, if any, must be completed and returned to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited (in case of H Shareholders) or registered office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao City, Henan Province, the PRC (in case of Domestic Shareholders) not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Computershare Hong Kong Investor Services Limited is located at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof should he/she so wish.
4. The H Shares register of members of the Company will be closed, for the purpose of determining the entitlement of H Shareholders to attend the EGM, from Friday, 12 September 2025 to Wednesday, 17 September 2025 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the EGM, all share certificates, together with the relevant transfer documents, must be lodged by the H Shareholders for registration with 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, Wan Chai, Hong Kong, and not later than 4:30 p.m. on Thursday, 11 September 2025. The record date for the attending and voting at the EGM is Wednesday, 17 September 2025.
5. Where there are joint holders of any Shares, the one whose name stands first in the register of members shall be entitled to attend and vote at the EGM in respect of such shares.
6. The EGM is expected to last for not more than one day. Eligible Shareholders (or their proxies) who attend the meeting shall bear their own travelling and accommodation expenses.
7. The address of the headquarter of the Company is:

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

Tel: 86–398 886 0166
email: lbgold@lbgold.com