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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)**

**DESPATCH OF CIRCULAR  
IN RELATION TO**

- (1) CONNECTED TRANSACTION — SUBSCRIPTION AND  
ISSUANCE OF H SHARES UNDER SPECIFIC MANDATE;  
(2) APPLICATION FOR WHITEWASH WAIVER; AND  
(3) PROPOSED AMENDMENTS TO THE ARTICLES**

References are made to (i) the announcement of Lingbao Gold Group Company Ltd. (the “**Company**”) dated 11 November 2021 in relation to, among other things, the Subscription (including the grant of Specific Mandate and the approval of Subscription Agreement), the Whitewash Waiver and the Amendments to the Articles (the “**Announcement**”); (ii) the announcement of the Company dated 12 November 2021 in relation to the proposed amendments to the Articles to improve the corporate governance of the Company; (iii) the notice of EGM, the notice of H Shareholders Class Meeting and the notice of Domestic Shareholders Class Meeting each dated 12 November 2021 (collectively, the “**Notices**”); (iv) the announcement of the Company dated 2 December 2021 in relation to the delay in despatch of the Whitewash Circular; and (v) the announcement of the Company dated 29 December 2021 in relation to the adjournment of EGM, H Shareholders Class Meeting and Domestic Shareholders Class Meeting and extension of period of closure of register of members (the “**Adjournment Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that the Whitewash Circular containing, among other things, (i) details of the Subscription (including the grant of Specific Mandate and the approval of the Subscription Agreement), the Whitewash Waiver and the Amendments to the Articles; (ii) a letter of advice from the Connected Transaction IBC on the Subscription (including the grant of Specific Mandate and the approval of the Subscription Agreement); (iii) a letter of advice from the Whitewash Waiver IBC on the Subscription and the Whitewash Waiver; and (iv) a letter of advice from the Independent Financial Adviser to the Independent Board Committees and the Independent Shareholders on the Subscription (including the grant of Specific Mandate and the approval of Subscription Agreement) and the Whitewash Waiver, was despatched to the Shareholders on 31 December 2021.

The EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting will be held on 3rd floor of the registered office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC on Monday, 17 January 2022 at 9:00 a.m., immediately after the conclusion of the adjourned EGM or any adjournment thereof and immediately after the conclusion of the adjourned Domestic Shareholders Class Meeting or any adjournment thereof, respectively, details of which are set out in the Notices and the Adjournment Announcement.

Shareholders are encouraged to review the Whitewash Circular carefully, in particular, the letter of advice from Octal Capital as the Independent Financial Adviser to the Independent Board Committees and the Independent Shareholders and the recommendation from the Independent Board Committees before making a decision on whether or not to vote in favour of or against the resolutions to be proposed at the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting (if applicable).

**Completion of the Subscription is subject to the fulfilment or waiver (as applicable) of the conditions precedent in accordance with the Subscription Agreement. Accordingly, the Subscription may or may not proceed.**

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and are recommended to consult their stockbroker, company manager, solicitor or other professional adviser if they are in any doubt about their position and as to actions that they should take.**

By Order of the Board  
**Lingbao Gold Group Company Ltd.**  
**Zeng Xiangxin**  
*Chairman*

Lingbao City, Henan Province, the PRC  
31 December 2021

*As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Zeng Xiangxin, 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.*

*The Directors jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*