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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
RE-ELECTION AND APPOINTMENT OF DIRECTORS
AND SUPERVISORS,
GENERAL MANDATE TO ISSUE DEBT
FINANCING INSTRUMENTS,
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, 6 June 2018 at 9:00 a.m. is set out on pages 21 to 26 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.

20 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, 6 June 2018 at 9:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 21 to 26 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 (Lingblao 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”	13 April 2018, 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
“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)

(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 Director:

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

20 April 2018

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE SHARES
RE-ELECTION AND APPOINTMENT OF DIRECTORS
AND SUPERVISORS,
GENERAL MANDATE TO ISSUE DEBT
FINANCING INSTRUMENTS,
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) re-election and appointment of Directors and Supervisors; (3) the proposed grant of general mandate to the Board to issue debt financing instruments; and (4) 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

At the last annual general meeting of the Company held on 13 June 2017, special resolution was passed whereby general mandate was given to the Directors to allot, issue or otherwise deal with shares of the Company of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution.

Such mandate will lapse at the conclusion of the forthcoming AGM. In order to increase the flexibility and efficiency in operation of the Company, and to give discretion to the Board in the event that it becomes desirable to issue any shares, the Board will propose a special resolution to grant to the Directors a general mandate to allot, issue and otherwise deal with shares of the Company up to a maximum of 20% of the total nominal value of shares in issue as at the date of passing of the resolution as set out in special resolution No. 1 of the AGM Notice.

As at the Latest Practicable Date, the Company had in issue an aggregate of 864,249,091 shares, comprising 297,274,000 H Shares and 566,975,091 Domestic Shares. Subject to the passing of the proposed resolution for the approval of the general mandate, the Company will be allowed to allot, issue and deal with up to a maximum of 172,849,818 shares (comprising 59,454,800 H Shares and 113,395,018 Domestic Shares), representing 20% of shares in issue on the date of the passing of the proposed resolution.

RE-ELECTION AND APPOINTMENT OF DIRECTORS AND SUPERVISORS

The Board currently consists of ten Directors, including five executive Directors, namely Mr. Chen Jianzheng, Mr. Wang Leo, Ms. Zhou Xing, Mr. Zhao Kun and Mr. Xing Jiangze; one non-executive Director, namely Mr. Shi Yuchen; and four independent non-executive Directors, namely Mr. Yang Dongsheng, 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 3 June 2018 which is the expiry of the term of 5th 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.

LETTER FROM THE BOARD

The Board has resolved to propose the following candidates to be nominated as members of the sixth term of the Board. Mr. Chen Jianzheng, Mr. Wang Leo, Ms. Zhou Xing, Mr. Zhao Kun and Mr. Xing Jiangze as candidates for election as executive Directors, Mr. Shi Yuchen as candidate for election as non-executive Director and Mr. Yang Dongsheng, Mr. Han Qinchun, Mr. Wang Jiheng and Mr. Wang Guanghua as candidates for election as independent non-executive Directors for the sixth term of office commencing on the date of the AGM and expire on 6 June 2021.

At the AGM, resolutions will be proposed to elect the Directors for the sixth 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 authorize the Board to enter into new service contracts and/or appointment letters with each of the newly elected executive Directors, non-executive Directors 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 I to this circular.

The Supervisory Committee currently consists of five Supervisors, namely Mr. Yao Shun, Mr. Guo Xurang and Mr. Meng Shouji (all of whom being representatives of Shareholders) and Mr. Wang Guodong and Mr. Jiao Xiaoxiao (all of whom being representatives of staff and the workers of the Company).

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. Mr. Meng Shouji will retire and will not stand for re-election as Supervisor of the sixth term of the Supervisory Committee.

The Supervisory Committee has nominated Mr. Yao Shun, Mr. Guo Xurang and Mr. Zhao Bingbing candidates for election as Supervisors representing the Shareholders for the sixth term. Mr. Wang Guodong and Mr. Jiao Xiaoxiao had been nominated as Supervisors representing the staff and workers for the sixth term. The sixth term of office shall commence on the date of the AGM and expire on 6 June 2021.

Resolutions will be proposed at the AGM to elect the Supervisors representing the Shareholders and to authorize 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 and the staff and workers of the Company at the AGM are set out in the Appendix I to this circular.

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 2018 annual general meeting of the Company.

PROPOSED AMENDMENTS TO THE ARTICLES

The Board announced on 29 March 2018 that, a special resolution regarding the amendment to the Articles will be proposed at the AGM, to reflect the Company issuance of domestic shares to 9 subscribers and in line with the need of the Company's business development. Details of such proposed amendments are set out in Appendix II.

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 21 to 26 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) re-election and appointment of Directors and Supervisors; (3) the proposed grant of general mandate to the Board to issue debt financing instruments; and (4) 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, 6 June 2018 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

LETTER FROM THE BOARD

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 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, Henan, the PRC (for holders of Domestic Shares) on or before Thursday, 17 May 2018. 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.

RECOMMENDATION

The Directors consider that the adoption of — (1) the proposed grant of general mandate to the Board to issue Shares; (2) re-election and appointment of Directors and Supervisors; (3) the proposed grant of general mandate to the Board to issue debt financing instruments; and (4) 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

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

EXECUTIVE DIRECTORS

Mr. Chen Jianzheng

Mr. Chen Jianzheng (“**Mr. Chen**”), aged 49, is appointed as an executive director and chairman of the Company on 23 January 2017. Mr. Chen graduated in Hunan Agricultural University (land management) in July 1990 and later obtained the bachelor degree in law from Hunan Administration Institute in December 2003. Mr. Chen has served as deputy secretary of the party leadership and deputy chief of Zhenzhuang Town, Yuanling County, Hunan Province, in charge of listed company related work to Chenzhou Mining Company (辰州礦業公司), during which he was responsible for the maintenance of the town and mine relationship and is very familiar with the management and operation of mining companies. He also has worked in the underground mine and smelter for more than one year and is very familiar with the mining, mineral separation and smelting process. Prior joining to the Company, he was a member of the party leadership and deputy chief of land and resources Bureau of Yuanling County in Hunan Province. He was in charge of mine management and reserve management and possesses very good management experience in mining industry. Later he was appointed as the party leadership and deputy chief of Hunan Jiemuxi National Nature Reserve Bureau Party committee (湖南借母溪國家級自然保護區局黨委委員), mainly in charge of resources protection.

Mr. Wang Leo

Mr. Wang Leo (“**Mr. Wang L**”), aged 52, is appointed as an executive director on 23 December 2016. He is primary engage in the daily operation and management of the Company. Mr. Wang L graduated from Zhejiang Metallurgical Economics College (now renamed Jiaxing University) majoring in accounting in 1984. In 1991, He graduated in Nankai University majoring in law under the self-taught examinations. He graduated in New Zealand University of Canterbury majoring in accounting and finance and obtained a bachelor’s degree of commerce in 2001. He graduated in New Zealand University of Otago majoring in accounting and finance and obtained a postgraduate diploma in 2002. In 2003, he graduated in New Zealand University of Waikato majoring in accounting and obtained a master degree in business administration and later in 2005 he was a doctoral candidate of commerce in Australian National University majoring in corporation governance. Mr. Wang L holds the Chinese lawyer qualification certificate, Chinese certified public accountant certificate (non-practising member), Chinese accountant qualification certificate and Shenzhen Stock Exchange qualification certificate of secretary to the board. Mr. Wang L has over 30 years of experience in corporate finance management, corporate governance and accounting. Mr. Wang L worked in the finance department of Sinosteel Corporation Tianjin Company as finance manager, he served as chief financial officer in Imerys Corporation (Ceramics Department in China) a company listed in Paris

and Hunan Westralian Mining Company Limited. He also served as chief financial officer and secretary to the board in Hunan Li Shun Energy Technology Company Limited. Prior joining to the Company, he was a consultant for the Hunan Mining Association.

Ms. Zhou Xing

Ms. Zhou Xing (“**Ms. Zhou**”), aged 47, is appointed as an executive director on 23 December 2016. She is primary engage in the daily operation and management of the Company. Ms. Zhou studied in Hunan College of Finance and Economics majoring in international trade from 1988 to 1992 and obtained a bachelor degree. Later she obtained a master degree of finance from the same college in 1998. She continued her study in National University of Singapore School of Business from 2004 to 2006 and obtained a master degree in business administration. Ms. Zhou has over 20 years of experience in business management and corporate governance. Prior joining to the Company, she worked in Singapore Exchange Limited as vice president of the corporate and listing department from January 2008 to July 2011 and has been working in James & Hina Capital Management Company Limited as chief executive officer since July 2011. Ms. Zhou is the spouse of the chairman of the Company substantial shareholder.

Mr. Zhao Kun

Mr. Zhao Kun (“**Mr. Zhao**”), aged 55, is appointed as an executive director of the Company on 23 January 2017. Mr. Zhao obtained bachelor degree in Central South University of Mining and Metallurgy (Central South University) (中南礦冶學院(中南大學)) in relation to the geology of mineral prospecting and exploration, he is also a geological engineer, senior economist and senior gold investment analyst. Mr. Zhao is also the executive director of China Gold Association (中國黃金協會) and the vice chairman of the National Precious Metals Industry Committee (國家貴金屬產業委員會). From 1983 to 1993, Mr Zhao served as a geologist for the second geological group of Inner Mongolia Nonferrous Metals Bureau, head of comprehensive research group, and the director of production control office of the Inner Mongolia autonomous region of gold administration bureau. He is responsible for the geological prospecting, mine construction, production management and technical transformation and so on. He was also the general manager of Inner Mongolia Gold Mining Development Company. From 2002 to 2010, he was the managing director of Guangdong Gold Jewelry Company Limited (廣東省金粵金銀珠寶公司), concurrently he was the director of Guangdong Gaoyao Hetai gold mine (廣東高要河台金礦), the general manger of Guangdong gold trading centre and the deputy general manager of Guangdong gold company. He was responsible for the pre-approval of the production and development of gold mine and also participated in the major decision making and production of gold mine. Prior joining to the Company, Mr. Zhao was the general manager of the Tianjin International Mining Rights Exchange (天津國際礦業權交易所) and was responsible for the day-to-day management.

Mr. Xing Jiangze

Mr. Xing Jiangze (“**Mr. Xing**”), aged 51, is currently the secretary of the Board and vice president of the Company. He is a registered certified public accountant, certified tax agent, senior accountant, senior consultant and economist in the PRC, having over 23 years’ experience in finance, accounting and auditing. He graduated from Henan Radio and Television University in July 1988, major in finance and accounting, and obtained a bachelor’s degree in computer science and technology from The PLA Information Engineering University in June 2009. From January 1992 to November 1998, he served as a director and financial manager of Lingbao Wuhua Fuel LLC (靈寶物華燃料有限公司). From December 1998 to January 2000, he served as the chief accountant of Henan Lingye Group LLC (河南凌冶集團有限公司), From February 2000 to November 2002, he served as a project manager of Henan Zhengyong Accounting Firm (河南正永會計師事務所). From November 2002 to April 2007, he served as the financial manager of Lingbao Shuangxin Mining LLC (靈寶雙鑫礦業有限公司). He joined the Company in 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 deputy general manager since March 2014. He was also appointed as a supervisor of Henan Jinqu Gold Company Limited (河南金渠黃金股份有限公司) since April 2014. Mr. Xing was appointed as an executive Director on June 2015.

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, 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 re-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 executive Directors holds no directorship in listed public companies nor other major appointments in the last three years.

NON-EXECUTIVE DIRECTOR

Mr. Shi Yuchen

Mr. Shi Yuchen (“**Mr. Shi**”), aged 56, holds a doctoral degree in geology and is a senior engineer and a national mineral reserves appraiser. He is also a part-time professor and supervisor of postgraduate of Shandong University of Science and Technology. He studied in Changchun College of Geology majoring in regional geological survey and mineral resources prospecting from October 1978 to July 1982 and obtained a bachelor’s degree. He continued his study in Jilin University majoring in mineral resources prospecting and exploration from February 1999 to May 2005 and obtained a doctoral degree. Mr. Shi had worked in Bureau of Geology and Mineral Resources of Shandong Province as an engineer from August 1982 to March 1993. Later, He had worked in Shandong Provincial Bureau of Geology Exploration, Ministry of Geology and Mineral Resources as senior engineer from March 1993 to September 2005, during which he had also held the position of deputy general manager of Shandong Ludi Mining Company, chief of Jewellery Evaluation Centre of Shandong Provincial Geology and Mineral Resources, and chairman of Shandong Huadi Mining Consultation Company Ltd. He worked in Shandong Ludi Mining Investment Company Ltd as a chairman from December 2005 to April 2011 and worked in Shandong Ludi Investment Holdings Company Ltd as general manager from May 2011 to September 2011. He had worked in Zhongrun Resources Investment Corporation as an executive director from May 2012 to October 2012 and currently working in Huibang Investment and Development Corporation as director since November 2012. Mr. Shi was appointed as a non-executive Director on June 2014.

Mr. Shi 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 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. Mr. Shi is subject to rotational retirement and re-election requirements pursuant to the Articles. As at the Latest Practicable Date, Mr. Shi has no personal interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Shi 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, Mr. Shi has confirmed that there is no other matters relating to his election or re-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. Mr. Shi holds no directorship in listed public companies nor other major appointments in the last three years.

INDEPENDENT NON EXECUTIVE DIRECTORS

Mr. Yang Dongsheng

Mr. Yang Dongsheng (“**Mr. Yang**”), aged 53, is a senior accountant, a member of China Institute of Certified Public Accountant, a member of China Certified Public Valuer and a member of China Certified Tax Agent. Mr. Yang graduated from Henan University of Traditional Chinese Medicine with a bachelor degree in medicine, graduated from Henan Finance and Economics School with a college degree in accounting and graduated from Hong Kong Chinese University with a master degree in accounting. He has 30 years extensive experience in accounting and auditing. He worked in accounting firms for 15 years and has been in charge of listed companies audit work and initial public offering projects. He is currently a partner of BDO China Shu Lun Pan Certified Public Accountants LLP and a chief of Henan branch. Mr. Yang was appointed as an independent non-executive Director in January 2014.

Mr. Han Qinchun

Mr. Han Qinchun (“**Mr. Han**”), aged 59, is currently the Executive President of China International Capital Management and Research Company Limited (Hong Kong) and the Director of Real Estate Research Centre of Peking University HSBC Business School. Mr. Han obtained a Doctorate Degree of Philosophy in Real Estate Economic and Management from The University of Hong Kong in 1998. He is a Registered Appraiser, Planner and Engineer in PRC. He holds a corporate finance advisory license, an asset management license, a securities dealing advisory license and a securities floor trading license issued by the Securities and Futures Commission. Mr. Han served as an official of the PRC government authorities, the Investment Manager and Senior Management Member of an investment bank and the Vice-chairman and President of Hong Long Holdings Limited from early 2006 to January 2010, a listed real estate company in Hong Kong. He has rich experience in financial investment aspect, equity capital market and listed companies’ management. Mr. Han was appointed as an independent non-executive Director in March 2012.

Mr. Wang Jiheng

Mr. Wang Jiheng (“**Mr. Wang J**”), aged 50, 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 work of environment and resources law teaching and research in NorthWest University of Politics and Law, and serves as vice president of the Resources and Energy Law Research Institute of the Economic Law College of the University, and also the director of the Resources and Energy Law Teaching and Research Department of the Economic Law College of the University. His part-time jobs: 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, trainer of the environmental law institute of IUCN. His main academic achievements: On the Basic Theories of the Environmental Law (written

in collaboration), On the Humanistic Spirit of the Environmental Law, engaged in editing several textbooks and has published more than 20 academic papers. Mr. Wang J was appointed as an independent non-executive Director in June 2015.

Mr. Wang Guanghua

Mr. Wang Guanghua (“**Mr. Wang GH**”), aged 66, 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 30 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 chairman of Nanjing Jingtaiheng Investment and Management Company Limited since July 2015 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.

Each of the independent non-executive Directors will enter into a service contracts 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/her 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 or re-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. Wang Guodong**

Mr. Wang Guodong (“**Mr. Wang GD**”), aged 47, holds a diploma, is a senior production and operation manager division and a mine engineer. He obtained the diploma in mining engineering from Xi’an Institute of Metallurgy and Architecture. Mr. Wang GD had worked in Henan Wenyu Gold Mine in August 1991, worked in Metallurgical Plant of Lingbao City as chief of the production division and deputy general manager in November 1996. In May 2004, He had worked in Lingbao Hongxin Mining Company Ltd as a general manager and in January 2006, he had worked in Lingbao Gold Company Ltd as a general manager of Nanshan Gold Mine Branch. He held the position as deputy manager of the Planning and Assessment Department of the Company in January 2009 and a general manager of the metallurgical plant in July 2010. He is the chairman of Lingbao Wason Copper-Foil Company Ltd (a subsidiary of the Company) since December 2013 and currently served as manager of smelting branch. Mr. Wang GD was appointed as a Supervisor on April 2014 and the Chairman of the Supervisory Committee on June 2014.

Mr. Yaoshun

Mr. Yao Shun (“**Mr. Yao**”), aged 45, is a bachelor degree holder. From July 1994 to March 1999, Mr. Yao worked for the Finance Bureau of Lingbao City. During the period from March 1999 to November 2000, he acted as the Deputy Chief Captain of Lingbao City Tax Inspection Team. From November 2000 to August 2007, Mr. Yao worked for the Infrastructure Construction Department of the Finance Bureau of Lingbao City and the city’s Government Sourcing Administration Office, as the Deputy Director of Government Sourcing Administration Office. He was appointed as the Office Director of Lingbao City State-owned Assets Management Co, Ltd. from August 2007 to August 2013. He was appointed as the president of the Financial Supervision and Inspection Bureau of Lingbao City from August 2013 to November 2013. Currently he is a vice president of Lingbao City State-owned Assets Management Co. Ltd. Mr. Yao was appointed as a Supervisor on March 2012.

Mr. Guo Xurang

Mr. Guo Xurang (“**Mr. Guo**”), aged 46, obtained a master’s degree in business administration from Hangzhou Dianzi University 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 a Supervisor of the Company during the period from July 2010 to March 2012. Mr. Guo was appointed as a Supervisor on June 2014.

Mr. Zhao Bingbing

Mr. Zhao Bingbing (“**Mr. Zhao**”), aged 40, obtained a bachelor’s degree in economic management from Institute of the Chinese Communist Party in Henan Province in September 2010. From December 1994 to December 1997, he served in the Chinese People’s Liberation Army’s Unit 81025 and served in the department of word processing. From January 1998 to May 2004, he worked in Lingbao Mineral Resources Development smelting company, Mining and Minerals Bureau Exploration Office and the office of the Mineral Resources Development company. From June 2004 to February 2005, he worked at the Zhongdula Gold Mining Plant in Qinghai province as plant manager. From March 2005 to December 2005, He worked in Lingbao City Kaiyuen Mining Company Limited as project supervisor; From August 2005 to December 2010 he served as deputy secretary of League Committee of Lingbao Bureau of Geology and Mineral Resources; From January 2006 till now, he served as chairman in Lingbao Kaiyuen Mining Company Limited.

Mr. Jiao Xiaoxiao

Mr. Jiao Xiaoxiao (“**Mr. Jiao**”), aged 35, is currently the logistics officer of the Company. Mr. Jiao graduated with a degree in Chinese language from Henan University. He joined the gold smelting division of the Company in 2003. From 2004 to 2007, he was appointed as an officer and an assistant manager of Lingbao Hungxin Mineral Enterprise Company Limited. Mr. Jiao was appointed as a Supervisor on January 2009.

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, 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 or re-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.

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 (“Articles of Association”) as set out below:

1. Approval to amend the Articles of Association regarding the issuance of domestic shares to 9 subscribers and other matters

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 “officers” herein shall include Chairman and Vice Chairman of the Board of Directors, Executive Directors, members of the Management Executive Committee, President, the Secretary of the Board, Senior 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 RMB0.20 each.

Is proposed to be amended as:

Upon approval by the company examination and approval department authorized by the State Council, the Company issued 100,000,000 shares of ordinary shares denominated in RMB1 par value upon its establishment on September 27, 2002, all issued to the sponsors 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 are issued to Lingbao Stated-owned Assets Operation

Co., Ltd; Sanmenxia Jinqu Group Co., Ltd; Lingbao Electric Company; Henan Xuanrui Assets Co., Ltd; Lingbao Jinxiang Auto Parts Co., Ltd; and Lingbao Guoshi Mining Co., Ltd respectively.

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 RMB0.20 each. The number of shares held by each sponsor goes up accordingly.

3) Amendment of Article 20 paragraph 1 to paragraph 2

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.

Is proposed to be amended as:

Upon its incorporation and the approval of China Securities Regulatory Commission on December 7, 2005, the Company issued 297,274,000 shares of overseas listed foreign shares for the first time (including the 27,024,909 shares issued with regard to the reduction of state-owned shares). On February 7, 2018, the non-public issuance of domestic shares by the Company accounted to 94,000,000 shares.

The structure of the share capital of the Company: the total share capital of the Company is 864,249,091 shares, among which are 566,975,091 domestic shares and 297,274,000 overseas listed foreign shares.

4) Deletion of Article 20 paragraph 3

Which originally reads as:

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;

The clause will be deleted in its entirety.

5) 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.

6) 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;
- (2) The register of holders of overseas listed foreign shares kept in the place(s) of the securities exchange(s) outside the People's Republic of China on which the shares are listed; and
- (3) Register of shareholders kept in such other places as the Board may decide necessary for listing purpose.

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) A register kept at China Securities Depository and Clearing Company Limited other than those provided for under items (2) and (3) of this Article;
- (2) The register of holders of overseas listed foreign shares of the Company kept in the place(s) of the securities exchange(s) outside the People's Republic of China on which the shares are listed; and
- (3) Register of shareholders kept in such other places as the Board may decide necessary for listing needs of the Company's shares.

7) 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 meeting and shall have the powers to:

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

8) Addition of the content below as Article 137 paragraph 2

For any shareholder appointed as a supervisor by the Board of Supervisors to fill a casual vacancy, the tenure in the capacity of supervisor is effective only until the Company's commencement of the following annual general meeting at which the new supervisor shall be subject to re-election. The number of supervisors who fill the casual vacancy of the Board of Supervisors under this clause shall not exceed one-third of the total number of members in the Board of Supervisors.

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

As approved by the Board of Directors of the Company, the Company can establish a Management Executive Committee and allow the Management Executive Committee and/or its members to exercise the rights of operation and management, including but not limited to the entire and/or part of the above powers of the President. The Chairman and President are members of the Management Executive Committee, and the selection of other members are subject to the approval of the Board of Directors. The Board of Directors of the Company is responsible for determining related rules of the Management Executive Committee.

10) Others

1. The "General Manager" and "Vice General Manager" under the Articles of Association are all amended to "President" and "Senior Vice President".

2. The order of clauses under the Articles of Association will shift accordingly.
2. Approval to amend the Articles of Association regarding the issuance of overseas listed foreign shares to Everlasting Education Centre Pte. Ltd.

On the basis of the amendments made to the clauses under Section 1 of the Articles of Association mentioned above, it was agreed that Article 20 paragraph 2 and Article 23 will be amended accordingly subject to the actual situation of the issuance of overseas listed foreign shares.

The amendments set out below are based on the final issuance of 58,860,252 overseas listed foreign shares made to Everlasting Education Centre Pte. Ltd. If there is no final issuance, the following amendments to the Articles of Association will not be effective; if there is discrepancy between the actual number of issued shares and the number of shares mentioned above, the specific values of the share capital structure and the registered capital of the Company under the related provisions below will be adjusted accordingly by two directors authorized by the Board of Directors to reflect the actual number of overseas listed foreign shares issued and the actual increment in the registered capital. The specific changes are as follows:

(1) Amendment of Article 20 paragraph 2

Which originally reads as:

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

Is proposed to be amended as:

The current structure of the share capital of the Company: the total number of shares of the Company is 923,109,343 shares, among which are 566,975,091 domestic shares and 356,134,252 overseas listed foreign shares.

(2) Amendment of Article 23 paragraph 1

Which originally reads as:

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

Is proposed to be amended as:

The Company's registered capital is RMB184,621,868.6.

3. Approval to amend the Articles of Association regarding the increase in the issuance of domestic shares and/or overseas listed foreign shares (if any) pursuant to the general mandate of the issuance of new shares approved by the 2017 Annual General Meeting of the Company

If the Company issued domestic shares and/or overseas listed foreign shares pursuant to the general mandate approved by the 2017 Annual General Meeting, it was agreed that Article 20 paragraph 2 and Article 23 will be amended accordingly subject to the actual situation of the issuance.

The amendments set out below are based on the following assumptions: (1) the amended clauses of Section 2 to the Articles of Association is effective; (2) 113,395,018 domestic shares (accounting for 20% of the 566,975,091 shares) and 71,226,850 overseas listed foreign shares (accounting for 20% of the 356,134,252 shares) issued. If the Company does not issue any shares pursuant to the general mandate approved by the 2017 Annual General Meeting, the following amendments to the Articles of Association will not be effective; if there is discrepancy between the actual type and number of the shares issued and the type and number of the shares mentioned above, or the second amendment of the Articles of Association is not effective, the specific values of the share capital structure and the registered capital of the Company before and after the amendment under the related provisions below will be adjusted accordingly by two directors authorized by the Board of Directors to reflect the actual type and number of the shares issued and the actual increment in the registered capital. The specific changes are as follows:

(1) Amendment of Article 20 paragraph 2

Which originally reads as:

The current structure of the share capital of the Company: the total number of shares of the Company is 923,109,343 shares, among which are 566,975,091 domestic shares and 356,134,252 overseas listed foreign shares.

Is proposed to be amended as:

The current structure of the share capital of the Company: the total number of shares of the Company is 1,107,731,211 shares, among which are 680,370,109 domestic shares and 427,361,102 overseas listed foreign shares.

(2) Amendment of Article 23 paragraph 1

Which originally reads as:

The Company's registered capital is RMB184,621,868.6.

Is proposed to be amended as:

The Company's registered capital is RMB221,546,242.2.

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 2017 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, 6 June 2018 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 2017;
2. To consider and approve report of the supervisory committee of the Company for the year 2017;
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 2017;
4. To consider and approve the following candidates as directors of the Company of the sixth session of the Board with a term of three years commencing from the conclusion of the AGM:
 - (a) to re-elect Mr. Chen Jianzheng as an executive director of the Company;
 - (b) to re-elect Mr. Wang Leo as an executive director of the Company;
 - (c) to re-elect Ms. Zhou Xing as an executive director of the Company;
 - (d) to re-elect Mr. Zhao Kun as an executive director of the Company;
 - (e) to re-elect Mr. Xing Jiangze as an executive director of the Company;
 - (f) to re-elect Mr. Shi Yuchen as a non-executive director of the Company;

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- (g) to re-elect Mr. Yang Dongsheng as an independent non-executive director of the Company;
 - (h) to re-elect Mr. Han Qinchun as an independent non-executive director of the Company;
 - (i) to re-elect Mr. Wang Jiheng as an independent non-executive director of the Company;
 - (j) to re-elect Mr. Wang Guanghua 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 sixth session of the supervisory committee of the Company with a term of three years commencing from the conclusion of the AGM:
- (a) to re-elect Mr. Yao Shun as a supervisor acting as shareholders' representative of the Company;
 - (b) to re-elect Mr. Guo Xurang as a supervisor acting as shareholders' representative of the Company;
 - (c) to appoint Mr. Zhao Bingbing 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 2017;
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;
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.

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;

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“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);
 - (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);
 - (c) 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

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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;
3. to consider and approve the proposed amendments to the Articles of Association.

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

Lingbao, Henan, the PRC

20 April 2018

Notes:

1. The register of members of the Company will be closed from Tuesday, 8 May 2018 to Wednesday, 6 June 2018, (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 Monday, 7 May 2018.
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 Tuesday, 8 May 2018 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.
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.

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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, 17 May 2018.
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. Wang Leo, Ms. Zhou Xing, Mr. Zhao Kun and Mr. Xing Jiangze; one non-executive director, namely Mr. Shi Yuchen; and four independent non-executive directors, namely Mr. Yang Dongsheng, Mr. Han Qinchun, Mr. Wang Jiheng and Mr. Wang Guanghua.