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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 resolution in relation to the proposed amendments (the “**Proposed Amendments**”) to the articles of association of the Company (the “**Articles of Association**”) on 24 December 2025.

Taking into account the needs of corporate governance and business development and in light of the Company Law of the People's Republic of China (revised on 29 December 2023), which took effect on 1 July 2024 (“**new Company Law**”), the Board proposed to amend the Articles of Association. 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 extraordinary general meeting of the Company (the “**EGM**”) by way of a special resolution. A circular containing, among others, the details of the Proposed Amendments, together with a notice convening the EGM, will be dispatched by the Company to the Shareholders in due course in accordance with the Listing Rules.

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

Henan Province, the PRC
24 December 2025

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

APPENDIX

THE ARTICLES OF ASSOCIATION BEFORE AND AFTER AMENDMENTS

Before amendments	After amendments	Notes/Basis of amendments
<p>Article 14 ... Business scope: carry on mining, smelting, further processing and distribution (for license-based operation only) with respect to minerals; distribute mining machinery, metal machinery & electronics, office supplies; and carry out import and export practices with respect to goods and technologies (excluding commodities and technologies that are restricted or prohibited from import and export by the state). (Projects that are subject to approval according to law can only be operated with the approval of relevant departments.) ...</p>	<p>Article 14 ... Business scope: carry on mining, smelting, further processing and distribution (for license-based operation only) with respect to minerals; distribute mining machinery, metal machinery & electronics, office supplies; and carry out import and export practices with respect to goods and technologies (excluding commodities and technologies that are restricted or prohibited from import and export by the state). (Projects that are subject to approval according to law can only be operated with the approval of relevant departments.) <u>Common non-ferrous metal smelting; Precious metal smelting; Non-ferrous metal rolling processing; Sales of gold and silver products; Jewelry and accessories manufacturing; Wholesale of jewelry and accessories; Retail of jewelry and accessories; Jewelry and accessories recycling and repair services; Non-ferrous metal alloy manufacturing; Non-ferrous metal alloy sales; Sales of high-performance non-ferrous metals and alloy materials; Manufacturing of arts and crafts and ceremonial articles (excluding ivory and its products); Sales of arts and crafts and ceremonial articles (excluding ivory and its products); Retail of arts and crafts and collectibles (excluding ivory and its products); Wholesale of arts and crafts and collectibles (excluding ivory and its products); Internet sales (excluding sales of goods requiring a license); Marketing planning; Information consulting services (excluding information consulting services requiring a license). (Except for projects that must be approved by law, business activities can be carried out independently in accordance with the law with a business license.)</u> ...</p>	<p>Expand the business scope in accordance with the business development needs (this shall be subject to the approval of the company registration authority)</p>

Before amendments	After amendments	Notes/Basis of amendments
<p>Article 20 ... Domestic shares may be converted into H Shares upon approval by SEHK and by the State Council or the competent securities department under the State Council. The Board may arrange and implement the plans for converting domestic shares into H-shares in accordance with the law, which do not require approval from the shareholders' meeting.</p>	<p>Article 20 ... Domestic shares may be converted into H Shares upon approval by <u>the shareholders' meeting</u>, SEHK and by the State Council or the competent securities department under the State Council.</p>	<p>Upgrade the relevant matters from approval by the board of directors to approval by the shareholders' meeting</p>
<p>Article 61 The general meeting may exercise the following powers: ... (13) Examine and approve motions proposed by the shareholders who hold three percent (inclusive) and more of the Company's voting shares; ...</p>	<p>Article 61 The <u>shareholders'</u> meeting may exercise the following powers: ... (13) Examine and approve motions proposed by the shareholders who hold <u>more than one percent of the Company's shares either individually or jointly</u>; ...</p>	<p>Article 115 of the new Company Law</p>
<p>Article 65 When the Company is to hold an annual general meeting, shareholders who individually or jointly hold three percent (inclusive) and more of the total number of the Company's voting shares shall be entitled to propose motions in writing to the Company. The Company shall include in such meeting's agenda the matters which are referred to in the motions.</p>	<p>Article 65 When the Company is to hold an annual <u>shareholders'</u> meeting, shareholders who individually or jointly hold <u>more than one percent</u> of the total number of the Company's voting shares shall be entitled to propose motions in writing to the Company. The Company shall include in such meeting's agenda the matters which are referred to in the motions.</p>	<p>Article 115 of the new Company Law</p>
<p>Article 161 Any material contract and agreement of the Company mentioned hereinafter shall be required for approval by more than two-thirds of the entire directors, and also consent adopted by the shareholders representing more than two-thirds of the Company's total share capital: ...</p>	<p>Article 161 The signing of material contracts by the Company shall comply with laws and regulations such as the Company Law and regulatory provisions such as listing rules.</p>	<p>Delete the original article and revise it according to laws, regulations and the needs of corporate governance</p>

Before amendments	After amendments	Notes/Basis of amendments
Article 162 For the purpose of the person as shareholder, director, supervisor and officer, the term “related person” as mentioned in Article 161 above shall mean: ...	Article 162 The “material contracts” as mentioned in the preceding article refers to contracts involving transactions such as external investment, acquisition, and sale, and the relevant transaction matters meet the standards of announcement or above as stipulated in the listing rules.	Delete the original article and revise it according to laws, regulations and the needs of corporate governance
Revise all the terms “shareholders’ general meeting(s)” and “general meeting(s)” that appear in the full text to “shareholders’ meeting(s)”.		Be consistent with the expression in the new Company Law