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LINGJIN

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**Lingbao Gold Company Ltd.**

**靈寶黃金股份有限公司**

*(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 (“EGM”) of Lingbao Gold Company Ltd. (“Company”) will be held at 2nd floor of the registered office of the Company at Xin Village, Yinzhuang Town, Daonan Industrial Area, Lingbao, Henan, the People’s Republic of China (“PRC”) on Wednesday, 7 January 2009 at 10:00 a.m. to consider and approve the following resolutions:

### **BY WAY OF ORDINARY RESOLUTIONS:**

#### **“THAT:**

- (1) To elect directors of the third Board of Directors and to authorise the Board of Directors to determine the remuneration of the Directors for the third term; and
- (2) To elect supervisors representing the shareholders of the Company and to confirm the appointment of the supervisors representing the staff and workers of the Company and to authorise the Board of Directors to determine the remuneration of the Supervisors for the third term;

### **BY WAY OF SPECIAL RESOLUTIONS:**

- (3) To consider and, if thought fit, pass the following as special resolution:

**“THAT** the following amendment to the Articles of Association of the Company be and is hereby approved:

Amended from:

“Article 111 The Company’s Board of Directors comprises of eleven directors which includes four executive directors, three non-executive directors and four independent non-executive directors. Amongst the eleven directors, two of which are the Chairman and the Deputy Chairman of the Company.”

Amended to:

“Article 111 The Company’s Board of Directors comprises of eleven directors, amongst which one is the Chairman, one is the Deputy Chairman and four are independent non-executive directors of the Company.””

By order of the Board of Directors  
**Lingbao Gold Company Ltd.**  
**Xu Gaoming**  
*Chairman*

Henan, the PRC, 20 November 2008

*Notes:*

1. The register of members of the Company will be closed from 5 December 2008 to 7 January 2009 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending the EGM, 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H shares) or the registered office address of the Company (for holders of domestic shares), no later than 4:30 p.m. on 4 December 2008.
2. Holders of domestic shares and H shares whose names appear on the H share register of members of the Company at the close of business on 5 December 2008 are entitled to attend and vote at the EGM 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 shares of the Company, to the H shares registrar of the Company, Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th 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 not less than 24 hours before the time appointed for taking the poll. 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.
4. Shareholders or their proxies shall produce their identity documents when attending the meeting.
5. Shareholder who intends to attend the EGM 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 shares) or to the registered office address of the Company (for holders of domestic shares) on or before 15 December 2008.
6. The registered office address of the Company is as follows:

Xin Village  
Yinzhuang Town  
Daonan Industrial Area  
Lingbao  
Henan  
The People’s Republic of China  
Tel: 86 398 8862220  
Fax: 86 398 8860166

7. The EGM is expected to be held for less than half a day. Shareholders who attend the meeting shall bear their own travelling and accommodation expenses.
8. The Board confirms that there is no other matter which should be brought to the attention of the shareholders.
9. As at the date of this notice, the Board comprises four executive Directors, namely Xu Gaoming, Wang Jianguo, Lu Xiaozhao and Jin Guangcai; three non-executive Directors, namely Xu Wanmin, Di Qinghua and Qi Guozhong; and four independent non-executive Directors, namely Ning Jincheng, Wang Yanwu, Niu Zhongjie and Zheng Jinqiao.