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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, 4 February 2009 at 10:00 a.m. to consider and approve the following resolution by way of special resolution:

“THAT:

- (1) the Company be authorized to issue medium term note (“Medium Term Note”) in the PRC with a principal amount of up to RMB680,000,000 for a period of three to five years;
- (2) the Chairman (the “Chairman”) of the board of directors of the Company (the “Board”) or any person authorized by the Chairman be authorized to determine and finalize the terms and conditions of any relevant matters in relation to the proposed Medium Term Note issue based on the needs of the Company and the market conditions at the time of the issuance, including determining and finalizing the final principal amount and interest rates of the Medium Term Note; and
- (3) the Board be authorized to execute all necessary documents, to conduct appropriate information disclosures and/or to do all such things and acts as are considered necessary or expedient and in the interests of the Company for the purpose of effecting or otherwise in connection with its proposed Medium Term Note issue or any matter incidental thereto.”

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

Henan, the PRC, 19 December 2008

Notes:

1. The register of members of the Company will be closed from Monday, 5 January 2009 to Wednesday, 4 February 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 Friday, 2 January 2009.
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 Wednesday, 4 February 2009 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 Thursday, 15 January 2009.
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.