

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.



LINGJIN

灵 金

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 of Lingbao Gold Company Ltd. (“Company”) will be held at the 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 at 10:00 a.m. on Wednesday, 1 April 2009 for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the New Electricity Supply Agreements (as defined in the circular to shareholders of the Company dated 12 February 2009 (the “Circular”)) in relation to the supply of electricity by Lingbao Electric Company (as defined in the Circular) to the Group (as defined in the Circular), and all the transactions contemplated under the New Electricity Supply Agreements be and are hereby approved;
- (b) the proposed annual caps in relation to the transactions contemplated under the New Electricity Supply Agreements for each of the three years ending 31 December 2009, 2010 and 2011, being RMB77,500,000, RMB89,100,000 and RMB93,600,000 respectively, be and are hereby approved; and
- (c) any one director of the Company be and is hereby authorised on behalf of the Company to do all such acts or things, as he/she may in his/her absolute discretion consider necessary or desirable, to give effect to the New Electricity Supply Agreements and the transactions contemplated therein.”

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

Henan, the PRC, 12 February 2009

Notes:

1. The register of members of the Company will be closed from Monday, 2 March 2009 to Wednesday, 1 April 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, 27 February 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 Friday, 27 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 behalf. 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 Wednesday, 11 March 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. In accordance with Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), Lingbao Electric Company and its associates (as defined in the Listing Rules) are required to abstain from voting on the above ordinary resolution.
10. The ordinary resolution as set out above will be determined by way of a poll.
11. As at the date of this notice, the Board comprises six executive Directors, namely Mr. Xu Gaoming, Mr. Wang Jianguo, Mr. Lu Xiaozhao, Mr. Jin Guangcai, Mr. Liu Pengfei and Mr. Zhang Guo; one non-executive Director, namely Mr. Wang Yumin; and four independent non-executive Directors, namely Mr. Niu Zhongjie, Mr. Wang Han, Mr. Yan Wanpeng and Ms. Du Liping.