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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)**

**ANNOUNCEMENT IN RELATION TO THE RESOLUTIONS PASSED  
AT THE 2010 ANNUAL GENERAL MEETING**

The Board is pleased to announce that at the AGM held on 3 June 2011, the Ordinary Resolutions and Special Resolution as set out in the AGM Notice were duly passed by way of poll.

Reference is made to the circular ( "Circular" ) dated 18 April 2011 issued by Lingbao Gold Company Ltd. (the "Company" ). Unless the context otherwise requires, capitalized terms defined in the Circular shall have the same meanings when used therein.

**Results of AGM**

The Board is pleased to announce that at the AGM held on 3 June 2011, the ordinary resolutions ( "Ordinary Resolutions" ) and the special resolution ( "Special Resolution" ) as set out in the AGM Notice dated 18 April 2011 were duly passed by way of poll. The chairman of the AGM demanded for a poll to be taken for each of the Ordinary Resolutions and Special Resolution. Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The poll results taken at the AGM were as follows:

ORDINARY RESOLUTIONS	Number of valid votes cast and approximate percentage of total number of votes cast	
	For	Against
1. To approve the report of the Board for the year 2010	522,476,600 (100.00%)	- -
2. To approve the report of the supervisory committee of the Company for the year 2010	522,476,600 (100.00%)	- -
3. To approve the audited consolidated financial statements of the Company and its subsidiaries (together, the "Group" ) and the auditors' reports for the year ended 31 December 2010	522,476,600 (100.00%)	- -

4. To authorise the Board to decide for matters relating to the payment of final dividend for the year 2010	522,476,600 (100.00%)	- -
5. To authorise the Board to fix the remuneration of the directors and supervisors of the Company	522,476,600 (100.00%)	- -
6. To re-appoint the Company' s auditors and to authorise the Board to fix their remuneration	520,076,600 (99.54%)	2,400,000 (0.46%)
7. To approve any motion proposed by any shareholder of the Company holding 5% or more of the shares with voting rights at such meeting, if any	92,516,471 (75.44%)	30,119,509 (24.56%)
<b>SPECIAL RESOLUTION</b>	<b>Number of valid votes cast and approximate percentage of total number of votes cast</b>	
	<b>For</b>	<b>Against</b>
1. To approve the general mandate to allot new shares	493,937,649 (94.54%)	28,538,951 (5.46%)
2. To consider and approve the amendment to the Articles of Association	522,476,600 (100.00%)	- -

Please refer to the AGM Notice for full version of the Ordinary Resolutions and the Special Resolution.

As at the date of the AGM, the issued share capital of the Company was 770,249,091 shares ( "Shares" ) of the Company. The total number of Shares entitling the holder to attend and vote for or against the Ordinary Resolutions and Special Resolution at the AGM was 770,249,091 Shares, representing 100% of the total issued share capital of the Company. No Shareholder is required to abstain from voting in respect of the Ordinary Resolutions and Special Resolution.

#### **Payment of final dividend**

The Board is pleased to announce that the Company will pay a final dividend for the year ended 31 December, 2010 of Renminbi ( "RMB" ) 0.10 (equivalent to approximately HKD0.119752) per share on 6 July, 2011. Payment will be made to the Shareholders whose names appeared on the register of members of the Company at the close of business on 5 May, 2011. Dividends payable to holders of H Shares will be paid in Hong Kong dollars ( "HKD" ). The conversion rate of RMB to HKD is calculated upon the average of the mean exchange rate of the conversion of RMB to HKD announced by State Administration of Foreign Exchange of the People' s Republic of China one calendar week preceding 3 June, 2011, and it is RMB0.835060 to HKD1.00.

Accordingly, the amount of final dividend payable for each H Share is HKD0.119752(with tax). Such final dividend will be paid by Bank of China (Hong Kong) Trustees Ltd, the Company' s receiving agent in Hong Kong, and would be mailed by Computershare Hong Kong Investor Services Limited to the holders of H Shares who are entitled to receive the same by ordinary post at their own risk on 6 July, 2011.

Pursuant to the Corporate Income Tax Law of the PRC and its implementing regulations (hereinafter collectively referred to as the "CIT Law"), the tax rate of the corporate income tax applicable to the income of non-resident enterprise deriving from the PRC is 10%. For this purpose, any H shares registered under the name of non-individual enterprise, including the H shares registered under the name of Hong Kong Securities Clearing Company Nominees Limited, other nominees or trustees, or other organizations and entities, shall be deemed as shares held by non-resident

enterprise shareholders (as defined under the CIT Law). The Company will distribute the final dividend to non-resident enterprise shareholders subject to a deduction of 10% corporate income tax withheld and paid by the Company on their behalf. The Company disclaims any liability in respect of any claims arising from any delay in, or inaccurate determination of the status of the shareholders or any disputes over the mechanism of withholding.

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

Henan, the PRC, 3 June 2011

*As at the date of this announcement, the Board comprises six executive Directors, namely Mr. Xu Gaoming, Mr. Jin Guangcai, Mr. Lu Xiaozhao, Mr. Liu Pengfei, Mr. Zhang Guo and Mr. He Chengqun; 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.*