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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 AND
CLASS MEETINGS FOR HOLDERS OF
DOMESTIC SHARES AND H SHARES**

NOTICE IS HEREBY GIVEN that the following meetings of **Lingbao Gold Company Ltd.** (“**Company**”) will be held at 2nd floor of the registered office of the Company at Xin Village, Yin Zhuang Town, Daonan Industrial Area, Lingbao, Henan, the PRC on 30 December 2011:

- (1) the extraordinary general meeting (“**EGM**”) will be held at 9:00 a.m. on 30 December 2011;
- (2) the class meeting for holders of domestic shares (“**Domestic Shares**”) of the Company will be held immediately as soon as the conclusion of the EGM as stated in (1) above or the adjourned meeting thereof; and
- (3) the class meeting for holders of overseas listed foreign shares (“**H Shares**”) of the Company will be held immediately as soon as the conclusion of the Domestic Shares class meeting as stated in (2) above or the adjourned meeting thereof.

Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 14 November 2011 (the “**Circular**”).

These meetings are to be held for the following purposes of considering and, if thought fit, passing the following resolutions:

EGM

Special Resolutions

1. **“THAT**

- (A) subject to (i) the approval of the CSRC and other regulatory authorities; and (ii) the approval of the Shanghai Stock Exchange as to the listing of and dealing in the A Shares issued and allotted, the allotment and issue of A Shares by the Company and each of the following terms and conditions of the Proposed A Share Issue be approved and confirmed:

Type of Securities to be issued	A Shares
Place of Listing	Shanghai Stock Exchange
Number of A Shares to be issued	Not more than 300,000,000 A Shares. The final number of A Shares to be issued and the structure of the issue is subject to the approval by the Relevant Authorities and the adjustments (if any) made by the Board as authorized by the Shareholders at the EGM and the Class Meetings.
Nominal value	RMB0.20 per A Share
Target subscribers	Qualified price consultation participants, PRC natural person and institutional investors (including qualified foreign institutional investors recognized in the PRC) having “A” Share accounts with the Shanghai Stock Exchange, except those prohibited under the PRC laws or regulations and other regulatory requirements from participating in the Proposed A Share Issue.
Rights attached to A Shares	The A Shares are listed Domestic Shares and except as otherwise provided for in the applicable laws, rules and regulations and the Articles of Association, will rank pari passu with the existing Domestic Shares and H Shares in all respects. Once the Proposed A Share Issue is completed, both new and existing Shareholders will be entitled to share the accumulated retained earning at the time of the Proposed A Share Issue in accordance to their respective shareholding in the Company.

Basis for determining the issue price	<p>The issue price of the Proposed A Share Issue will be determined on the basis of market condition, the conditions prevailing in the PRC securities market at the time of the Proposed A Share Issue by way of customary market consultation and such other ways as approved by CSRC and in accordance with the relevant requirements issued by the CSRC, relevant PRC regulations and the Listing Rules. Upon publication of the prospectus for initial public offering of A Shares and the relevant announcement, the issue price range will be determined by making preliminary price consultations with qualified price consultation participants, and the issue price will be determined within the issue price range based on the cumulative bidding price consultations (or by other means of determining the issue price recognized by the CSRC). Thus, the amount of funds to be raised from the Proposed A Share Issue cannot be confirmed at this stage, but the offer price for the Proposed A Share Issue will not be lower than 90% of the average closing price of the Company's H Shares on the Stock Exchange for the 20 Trading Days preceding the date of the prospectus in connection with the Proposed A Share Issue.</p>
Method of issue	<p>The issue will be conducted by a combination of placement of A Shares to participants through offline price consultation and a public offering of A Shares through online subscriptions or such other methods as approved by CSRC.</p>
Use of proceeds	<p>The amount of funds to be raised from the Proposed A Share Issue cannot be confirmed at this stage. However, subject to the sufficiency of the funds raised, the Company intends to apply the proceeds from the Proposed A Share Issue in the following manners:</p> <ul style="list-style-type: none"> (i) approximately RMB454,732,000 to be used for financing the construction of the facilities for smelting; (ii) approximately RMB729,393,000 to be used for financing the development of the gold ores in Kyrgyzstan;

- (iii) approximately RMB221,219,000 to be used for exploration activities in Henan and the Inner Mongolia; and
- (iv) approximately RMB400,000,000 to be used for general working capital and for repayment of the bank borrowings of the Group.

If the amount of funds raised from the Proposed A Share Issue is insufficient for funding all of the above, such shortfall shall be funded from the Group's internal resources. If there is any surplus of the funds raised from the Proposed A Share Issue, such surplus will be used for general working capital of the Group.

- (B) the relevant resolution in relation to this issue is valid within 12 months from the date of the passing of the resolutions approving this issue at the EGM and the Class Meetings.
- (C) the Board is authorized to determine matters and deal with, at its discretion and with full authority, matters in relation to the Proposed A Share Issue, including but not limited to the following matters:
 - (a) to determine the detailed plan for the Proposed A Share Issue (including but not limited to place of listing, time of issue, manner of issue, issue price, par value of A Shares and issue quantity);
 - (b) to adjust the plan for the Proposed A Share Issue taking into consideration the implementation conditions of the aforesaid plan, the market conditions, adjustments of policies and opinions from the Relevant Authorities and to implement such plan in compliance with relevant regulations;
 - (c) to adjust, on the basis of funding conditions of proceeds and within the framework of the aforesaid manners, the line of the investment quota of each manner of use of proceeds and to determine and adjust the use of net proceeds from the Proposed A Shares Issue subject to the opinions of the Relevant Authorities;
 - (d) to deal with the application procedures and other formalities with respect to the Proposed A Share Issue with the Relevant Authorities, and to sign, implement, modify, complete or approve each of the documents and contracts relating to the Proposed A Share Issue (including but not limited to the letter of intent, the prospectus, the sponsoring agreement, the underwriting agreement, listing agreement, and all types of announcements);
 - (e) to engage relevant professional parties and to approve their fees;
 - (f) to determine the matters relating to the strategic investors, if any, including but not limited to identifying the strategic investors, negotiating and entering into agreements with the strategic investors;

- (g) to deal with the registration procedures in respect of the consequences of the public issue;
 - (h) to deal with the matters relating to the amendments to the Article of Associations and other rules of the Company; and
 - (i) to deal with other matters which are necessary, appropriate or expedient for the purpose of the Proposed A Share Issue.”
2. “**THAT** subject to the passing of the above special resolution 1, and conditional upon the completion of the Proposed A Share Issue, (a) the amendments to the Articles of Association as set out in Appendix I to the Circular be and hereby approved; and (b) the Board be and hereby authorized to make further amendments which in its opinion may be necessary, desirable and expedient in accordance with the mandatory requirements of the applicable laws and regulations and as may be required by the Relevant Authorities. The amended Articles of Association as referred to in this special resolution shall become effective upon listing of A shares on the Shanghai Stock Exchange. The Board is also authorized to deal with the relevant application, approval, registration, filing procedures and other related issues arising from the amendments to the Articles of Association.”
 3. “**THAT** subject to the passing of the above special resolution 1 and conditional upon the completion of the Proposed A Share Issue, the amendments to the Rules and Procedures for Shareholders General Meeting as set out in Appendix II to the Circular be and is hereby approved. The Board is also authorized to make further amendments to the Rules and Procedures for Shareholders General Meeting which in its opinion may be necessary, or required by the Relevant Authorities.”
 4. “**THAT** subject to the passing of the above special resolution 1 and conditional upon the completion of the Proposed A Share Issue, the amendments to the Rules and Procedures for the Board as set out in Appendix III to the Circular be and is hereby approved. The Board is also authorized to make further amendments to the Rules and Procedures for the Board which in its opinion may be necessary, or required by the Relevant Authorities.”
 5. “**THAT** subject to the passing of the above special resolution 1 and conditional upon the completion of the Proposed A Share Issue, the amendments to the Rules and Procedures for the Supervisory Committee as set out in Appendix IV to the Circular be and is hereby approved. The Board is also authorized to make further amendments to the Rules and Procedures of the Supervisory Committee which in its opinion may be necessary, or required by the Relevant Authorities.”

Ordinary Resolutions

6. “**THAT** subject to the passing of the above special resolution 1 and conditional upon the completion of the Proposed A Share Issue, the amendments to the Independent Directors Rules as set out in Appendix V to the Circular be and is hereby approved. The Board is also authorized to make further amendments to the Independent Directors Rules which in its opinion may be necessary, or required by the Relevant Authorities.”

7. “**THAT** subject to the passing of the above special resolution 1 and conditional upon the completion of the Proposed A Share Issue, the adoption of the Use of Proceeds Rules as set out in Appendix VI to the Circular be and is hereby approved. The Board is also authorized to make further amendments to the Use of Proceeds Rules which in its opinion may be necessary, or required by the Relevant Authorities.”
8. “**THAT** subject to the passing of the above special resolution 1 and conditional upon the completion of the Proposed A Share Issue, the adoption of the Guarantee Rules as set out in Appendix VII to the Circular be and is hereby approved. The Board is also authorized to make further amendments to the Guarantee Rules which in its opinion may be necessary, or required by the Relevant Authorities.”

Class Meeting for holders of Domestic Shares

Special Resolution

1. “**THAT**
 - (A) subject to (i) the approval of the CSRC and other regulatory authorities; and (ii) the approval of the Shanghai Stock Exchange as to the listing of and dealing in the A Shares issued and allotted, the allotment and issue of A Shares by the Company and each of the following terms and conditions of the Proposed A Share Issue be approved and confirmed:

Type of Securities to be issued	A Shares
Place of Listing	Shanghai Stock Exchange
Number of A Shares to be issued	Not more than 300,000,000 A Shares. The final number of A Shares to be issued and the structure of the issue is subject to the approval by the Relevant Authorities and the adjustments (if any) made by the Board as authorized by the Shareholders at the EGM and the Class Meetings.
Nominal value	RMB0.20 per A Share
Target subscribers	Qualified price consultation participants, PRC natural person and institutional investors (including qualified foreign institutional investors recognized in the PRC) having “A” Share accounts with the Shanghai Stock Exchange, except those prohibited under the PRC laws or regulations and other regulatory requirements from participating in the Proposed A Share Issue.

Rights attached to A Shares	The A Shares are listed Domestic Shares and except as otherwise provided for in the applicable laws, rules and regulations and the Articles of Association, will rank pari passu with the existing Domestic Shares and H Shares in all respects. Once the Proposed A Share Issue is completed, both new and existing Shareholders will be entitled to share the accumulated retained earning at the time of the Proposed A Share Issue in accordance to their respective shareholding in the Company.
Basis for determining the issue price	The issue price of the Proposed A Share Issue will be determined on the basis of market condition, the conditions prevailing in the PRC securities market at the time of the Proposed A Share Issue by way of customary market consultation and such other ways as approved by CSRC and in accordance with the relevant requirements issued by the CSRC, relevant PRC regulations and the Listing Rules. Upon publication of the prospectus for initial public offering of A Shares and the relevant announcement, the issue price range will be determined by making preliminary price consultations with qualified price consultation participants, and the issue price will be determined within the issue price range based on the cumulative bidding price consultations (or by other means of determining the issue price recognized by the CSRC). Thus, the amount of funds to be raised from the Proposed A Share Issue cannot be confirmed at this stage, but the offer price for the Proposed A Share Issue will not be lower than 90% of the average closing price of the Company's H Shares on the Stock Exchange for the 20 Trading Days preceding the date of the prospectus in connection with the Proposed A Share Issue.
Method of issue	The issue will be conducted by a combination of placement of A Shares to participants through offline price consultation and a public offering of A Shares through online subscriptions or such other methods as approved by CSRC.

Use of proceeds

The amount of funds to be raised from the Proposed A Share Issue cannot be confirmed at this stage. However, subject to the sufficiency of the funds raised, the Company intends to apply the proceeds from the Proposed A Share Issue in the following manners:

- (i) approximately RMB454,732,000 to be used for financing the construction of the facilities for smelting;
- (ii) approximately RMB729,393,000 to be used for financing the development of the gold ores in Kyrgyzstan;
- (iii) approximately RMB221,219,000 to be used for exploration activities in Henan and the Inner Mongolia; and
- (iv) approximately RMB400,000,000 to be used for general working capital and for repayment of the bank borrowings of the Group.

If the amount of funds raised from the Proposed A Share Issue is insufficient for funding all of the above, such shortfall shall be funded from the Group's internal resources. If there is any surplus of the funds raised from the Proposed A Share Issue, such surplus will be used for general working capital of the Group.

- (B) the relevant resolution in relation to this issue is valid within 12 months from the date of the passing of the resolutions approving this issue at the EGM and the Class Meetings.
- (C) the Board is authorized to determine matters and deal with, at its discretion and with full authority, matters in relation to the Proposed A Share Issue, including but not limited to the following matters:
 - (a) to determine the detailed plan for the Proposed A Share Issue (including but not limited to place of listing, time of issue, manner of issue, issue price, par value of A Shares and issue quantity);
 - (b) to adjust the plan for the Proposed A Share Issue taking into consideration the implementation conditions of the aforesaid plan, the market conditions, adjustments of policies and opinions from the Relevant Authorities and to implement such plan in compliance with relevant regulations;
 - (c) to adjust, on the basis of funding conditions of proceeds and within the framework of the aforesaid manners, the line of the investment quota of each

manner of use of proceeds and to determine and adjust the use of net proceeds from the Proposed A Shares Issue subject to the opinions of the Relevant Authorities;

- (d) to deal with the application procedures and other formalities with respect to the Proposed A Share Issue with the Relevant Authorities, and to sign, implement, modify, complete or approve each of the documents and contracts relating to the Proposed A Share Issue (including but not limited to the letter of intent, the prospectus, the sponsoring agreement, the underwriting agreement, listing agreement, and all types of announcements);
- (e) to engage relevant professional parties and to approve their fees;
- (f) to determine the matters relating to the strategic investors, if any, including but not limited to identifying the strategic investors, negotiating and entering into agreements with the strategic investors;
- (g) to deal with the registration procedures in respect of the consequences of the public issue;
- (h) to deal with the matters relating to the amendments to the Article of Associations and other rules of the Company; and
- (i) to deal with other matters which are necessary, appropriate or expedient for the purpose of the Proposed A Share Issue.”

Class Meeting for holders of H Shares

Special Resolution

1. **“THAT**

- (A) subject to (i) the approval of the CSRC and other regulatory authorities; and (ii) the approval of the Shanghai Stock Exchange as to the listing of and dealing in the A Shares issued and allotted, the allotment and issue of A Shares by the Company and each of the following terms and conditions of the Proposed A Share Issue be approved and confirmed:

Type of Securities to be issued	A Shares
Place of Listing	Shanghai Stock Exchange
Number of A Shares to be issued	Not more than 300,000,000 A Shares. The final number of A Shares to be issued and the structure of the issue is subject to the approval by the Relevant Authorities and the adjustments (if any) made by the Board as authorized by the Shareholders at the EGM and the Class Meetings.

Nominal value	RMB0.20 per A Share
Target subscribers	Qualified price consultation participants, PRC natural person and institutional investors (including qualified foreign institutional investors recognized in the PRC) having “A” Share accounts with the Shanghai Stock Exchange, except those prohibited under the PRC laws or regulations and other regulatory requirements from participating in the Proposed A Share Issue.
Rights attached to A Shares	The A Shares are listed Domestic Shares and except as otherwise provided for in the applicable laws, rules and regulations and the Articles of Association, will rank pari passu with the existing Domestic Shares and H Shares in all respects. Once the Proposed A Share Issue is completed, both new and existing Shareholders will be entitled to share the accumulated retained earning at the time of the Proposed A Share Issue in accordance to their respective shareholding in the Company.
Basis for determining the issue price	The issue price of the Proposed A Share Issue will be determined on the basis of market condition, the conditions prevailing in the PRC securities market at the time of the Proposed A Share Issue by way of customary market consultation and such other ways as approved by CSRC and in accordance with the relevant requirements issued by the CSRC, relevant PRC regulations and the Listing Rules. Upon publication of the prospectus for initial public offering of A Shares and the relevant announcement, the issue price range will be determined by making preliminary price consultations with qualified price consultation participants, and the issue price will be determined within the issue price range based on the cumulative bidding price consultations (or by other means of determining the issue price recognized by the CSRC). Thus, the amount of funds to be raised from the Proposed A Share Issue cannot be confirmed at this stage, but the offer price for the Proposed A Share Issue will not be lower than 90% of the average closing price of the Company’s H Shares on the Stock Exchange for the 20 Trading Days preceding the date of the prospectus in connection with the Proposed A Share Issue.

- (b) to adjust the plan for the Proposed A Share Issue taking into consideration the implementation conditions of the aforesaid plan, the market conditions, adjustments of policies and opinions from the Relevant Authorities and to implement such plan in compliance with relevant regulations;
- (c) to adjust, on the basis of funding conditions of proceeds and within the framework of the aforesaid manners, the line of the investment quota of each manner of use of proceeds and to determine and adjust the use of net proceeds from the Proposed A Shares Issue subject to the opinions of the Relevant Authorities;
- (d) to deal with the application procedures and other formalities with respect to the Proposed A Share Issue with the Relevant Authorities, and to sign, implement, modify or complete approve each of the documents and contracts relating to the Proposed A Share Issue (including but not limited to the letter of intent, the prospectus, the sponsoring agreement, the underwriting agreement, listing agreement, and all types of announcements);
- (e) to engage relevant professional parties and to approve their fees;
- (f) to determine the matters relating to the strategic investors, if any, including but not limited to identifying the strategic investors, negotiating and entering into agreements with the strategic investors;
- (g) to deal with the registration procedures in respect of the consequences of the public issue;
- (h) to deal with the matters relating to the amendments to the Article of Associations and other rules of the Company; and
- (i) to deal with other matters which are necessary, appropriate or expedient for the purpose of the Proposed A Share Issue.”

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

Lingbao, Henan, the PRC

14 November 2011

Notes:

1. The register of members of the Company will be closed from Thursday, 1 December 2011 to Friday, 30 December 2011 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending the forthcoming EGM and relevant Class Meetings, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H Share 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 Share) or the registered office address of the Company (for holders of domestic shares), no later than 4:30 p.m. on Wednesday, 30 November 2011.

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 Thursday, 1 December 2011 are entitled to attend and vote at the EGM and the relevant Class Meetings and may appoint one or more proxies to attend and 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 Share of the Company, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, 46th 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 any adjournment thereof. 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(s).
5. Shareholder who intend to attend the EGM and/or the relevant Class Meetings 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 Share) or to the registered office address of the Company (for holders of domestic shares) on or before Friday, 9 December 2011.
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 and the Class Meetings are expected to take half a day. Shareholders attending the EGM and/or the relevant Class Meetings shall be responsible for their own travel and accommodation expenses.
8. The Board confirms that there is no other matter which should be brought to the attention of the shareholders.
9. All resolutions as set out above will be determined by way of poll.
10. As at the date of this notice, the Board comprises five executive Directors, namely Xu Gaoming, Jin Guangcai, Liu Pengfei, Zhang Guo and He Chengqun; one non-executive Director, namely Wang Yumin; and four independent non-executive Directors, namely Niu Zhongjie, Wang Han, Yan Wanpeng and Du Liping.