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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)

H SHARES CLASS MEETING

In accordance with Article 108 and in light of the circumstances set out in this announcement, the Company is required to give and hereby gives notice that the class meeting for the holders of the H Shares will proceed to be held on 30 December 2011 immediately after the conclusion of the class meeting for holders of Domestic Shares (which will be held immediately after the conclusion of the EGM to be held at 9:00 a.m. on Friday, 30 December 2011) at 2nd floor of the registered office of the Company at Xin Village, Yinzhuang Town, Daonan Industrial Area, Lingbao, Henan, the PRC to consider and, if thought fit, approve the special resolution contained in the Notice.

Reference is made to the circular (the “**Circular**”) of Lingbao Gold Company Ltd. (the “**Company**”) and the notice of the class meeting for the holders of the H Shares (the “**Notice**”) both dated 14 November 2011 in relation to, among other things, the approval of the Proposed A Share Issue. Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as defined in the Circular.

Pursuant to Article 108 of the Articles of Association (the “**Article 108**”), the Company has taken the necessary procedures to process the written replies received from the Shareholders up to and including 9 December 2011, being the twentieth day before the class meeting for the holders of the H Shares to be held on 30 December 2011 (the “**H Shares Class Meeting**”). Among such written replies received, it could not be ascertained on 9 December 2011, being the twentieth day before the date of the H Shares Class Meeting, that the number of voting H Shares represented by holders of the H Shares who intend to attend the H Shares Class Meeting was more than half of the total number of the H Shares issued.

In accordance with Article 108 and in light of the above circumstances, the Company is required to give and hereby gives notice that the H Shares Class Meeting will proceed to be held on 30 December 2011 immediately after the conclusion of the class meeting for holders of Domestic Shares (which will be held immediately after the conclusion of the EGM to be held at 9:00 a.m. on Friday, 30 December 2011) at 2nd floor of the registered office of the Company at Xin Village, Yinzhuang Town, Daonan Industrial Area, Lingbao, Henan, the PRC to consider and, if thought fit, pass the special resolution approving the Proposed A Share Issue.

For details of the special resolution to be considered at the H Shares Class Meeting, please refer to the Circular and the Notice.

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

Henan Province, the PRC, 12 December 2011

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Xu Gaoming, Mr. Jin Guangcai, 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.