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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)

**RESULTS OF THE EXTRAORDINARY GENERAL MEETING,
THE CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES AND
THE CLASS MEETING OF THE HOLDERS OF H SHARES**

The Board is pleased to announce that the EGM, the class meeting of the holders of the Domestic Shares and the class meeting of the holders of the H Shares were held on Friday, 30 December 2011 and all resolutions as set out in the notice of the EGM and the Class Meetings were duly passed by poll.

Reference is made to the circular (the “**Circular**”) of Lingbao Gold Company Ltd. dated 14 November 2011 in relation to (i) the Proposed A Share Issue, (ii) the proposed amendments to the Articles of Association, (iii) the proposed amendments to the Independent Directors Rules, the Procedures Rules and (iv) the proposed adoption of the Use of Proceeds Rules and the Guarantee Rules, together with notice of the EGM and the Class Meetings dated 14 November 2011. Unless otherwise indicated, the terms used herein shall have the same meanings as those used in the Circular.

The EGM and the Class Meetings were held at 2nd floor of the registered office of the Company at Xin Village, Yinzhuang Town, Daonan Industrial Area, Lingbao, Henan, the PRC on Friday, 30 December 2011. All the resolutions as set out in the notice of the EGM and the Class Meetings were duly passed.

Results of the EGM

As at the date of the EGM, the Company had an aggregate of 770,249,091 Shares in issue, of which 297,274,000 were H Shares and 472,975,091 are Domestic Shares.

The total number of Shares entitling the holders to attend and vote for or against the resolutions considered at the EGM was 770,249,091 Shares. There were no Shares entitling the holders to attend and vote only against any of the resolutions considered at the EGM. No Shareholders had stated their intention in the Circular to vote against the resolutions or to abstain from voting at the EGM.

The following resolutions were considered and passed at the EGM by way of poll. Please refer to the notice of EGM for the full wordings thereof.

	Special Resolutions	Number of votes (%)		
		For	Against	Total
1.	To approve the proposed allotment and issue of A shares by the Company and each of the proposed terms and conditions as set out in the special resolution 1 of the notice of the EGM, including but not limited to the followings: <ul style="list-style-type: none"> • Type of securities to be issued • Place of Listing • Number of A shares to be issued • Nominal value of A Shares to be issued • Target subscribers • Rights attached to A Shares • Basis for determination of the issue price • Method of issue • Use of proceeds • Authorisation to the Board 	494,476,700 (96.59%)	17,462,198 (3.41%)	511,938,898 (100.00%)
2.	To approve the amendments to the Article of Association.	494,476,700 (96.59%)	17,462,198 (3.41%)	511,938,898 (100.00%)
3.	To approve the amendments to the Rules and Procedures for Shareholders General Meeting of the Company.	494,476,700 (96.59%)	17,462,198 (3.41%)	511,938,898 (100.00%)
4.	To approve the amendments to the Rules and Procedures for the Board of the Company.	494,476,700 (96.59%)	17,462,198 (3.41%)	511,938,898 (100.00%)
5.	To approve the amendments to the Rules and Procedures for the Supervisory Committee of the Company.	494,476,700 (96.59%)	17,462,198 (3.41%)	511,938,898 (100.00%)
	Ordinary Resolutions			
6.	To approve the amendments to the Independent Directors Rules of the Company.	494,476,700 (96.59%)	17,462,198 (3.41%)	511,938,898 (100.00%)
7.	To approve the adoption of the Use of Proceeds Rules of the Company.	494,476,700 (96.59%)	17,462,198 (3.41%)	511,938,898 (100.00%)
8.	To approve the adoption of the Guarantee Rules of the Company.	494,476,700 (96.59%)	17,462,198 (3.41%)	511,938,898 (100.00%)

Results of the class meeting of the holders of Domestic Shares

As at the date of the class meeting of the holders of Domestic Shares, the total number of Domestic Shares in issue was 472,975,091. The total number of Domestic Shares entitling the holders to attend and vote for or against the resolution considered at the class meeting of the holders of Domestic Shares was 472,975,091 Domestic Shares. There were no Domestic Shares entitling the holders to attend and vote only against the resolution considered at the class meeting of the holders of Domestic

Shares. No holders of Domestic Shares had stated their intention in the Circular to vote against the resolution or to abstain from voting at the class meeting the holders of Domestic Shares.

The following resolution was considered and passed at the class meeting of the holders of Domestic Shares by way of poll. Please refer to the notice of the class meeting of the holders of Domestic Shares for the full wordings thereof.

	Special Resolution	Number of votes (%)		
		For	Against	Total
1.	<p>To approve the proposed allotment and issue of A shares by the Company and each of the proposed terms and conditions as set out in the special resolution of the notice of the holders of Domestic Shares, including but not limited to the followings:</p> <ul style="list-style-type: none"> • Type of securities to be issued • Place of Listing • Number of A shares to be issued • Nominal value of A Shares to be issued • Target subscribers • Rights attached to A Shares • Basis for determination of the issue price • Method of issue • Use of proceeds • Authorisation to the Board 	472,975,091 (100.00%)	- -	472,975,091 (100.00%)

Results of the class meeting of the holders of H Shares

As at the date of the class meeting of the holders of H Shares, the total number of H Shares in issue was 297,274,000.

The total number of H Shares entitling the holders to attend and vote for or against the resolution considered at the class meeting of the holders of H Shares was 297,274,000 H Shares. There were no H Shares entitling the holders to attend and vote only against the resolution considered at the class meeting of the holders of H Shares. No holders of H Shares had stated their intention in the Circular to vote against the resolution or to abstain from voting at the class meeting of the holders of H Shares.

The following resolution was considered and passed at the class meeting of the holders of H Shares by way of poll. Please refer to the notice of the class meeting of the holders of H Shares for the full wordings thereof.

	Special Resolution	Number of votes (%)		
		For	Against	Total
1.	<p>To approve the proposed allotment and issue of A shares by the Company and each of the proposed terms and conditions as set out in the special resolution of the notice of the holders of H Shares, including but not limited to the followings:</p> <ul style="list-style-type: none"> • Type of securities to be issued • Place of Listing • Number of A shares to be issued • Nominal value of A Shares to be issued 	40,192,558 (69.71%)	17,462,198 (30.29%)	57,654,756 (100.00%)

	<ul style="list-style-type: none"> • Target subscribers • Rights attached to A Shares • Basis for determination of the issue price • Method of issue • Use of proceeds • Authorisation to the Board 			
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Scrutineer

Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, was appointed as the scrutineer at the EGM, the class meeting of the holders of H Shares and the class meeting of the holders of Domestic Shares for the purpose of vote-taking.

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

Henan Province, the PRC, 30 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.