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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Lingbao Gold Company Ltd. (“Company”) will be held at 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 (“PRC”) on Tuesday, 6 March 2012 at 09:00 a.m. to consider and approve the following resolutions:

BY WAY OF SPECIAL RESOLUTION:

- (1) To consider and approve the proposed amendments to the Articles of the Company in relation to the change in the domestic shareholders and number of Supervisors, details of which are set out in Appendix I of the circular of the Company dated 20 January 2012;
- (2) To consider and approve the proposed amendments to the Articles of the Company effective upon completion of the Proposed A Share Issue, details of which are set out in Appendix II of the circular of the Company dated 20 January 2012;

BY WAY OF ORDINARY RESOLUTIONS:

- (3) To elect directors of the fourth Board of Directors; and
- (4) To elect supervisors representing the shareholders of the Company.

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

Henan, the PRC, 20 January 2012

Notes:

1. The register of members of the Company will be closed from Monday, 6 February 2012 to Tuesday 6 March 2012 (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, 3 February 2012.
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 Monday, 6 February 2012 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 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 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, 15 February 2012.
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 2296880
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. 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 DuLiping.