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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)**

## **PROPOSED AMENDMENTS TO THE ARTICLES**

The Company proposed certain amendments to the Articles of the Company in relation to the change in the domestic shareholding, the proposed change in the number of Supervisors of the Company and the recent requirement imposed by China Securities Regulatory Commission relating to the improvement of dividend policy of the listed companies (effective upon completion of the Proposed A Share Issue).

This announcement is made pursuant to Rule 13.51(1) of the Listing Rules. The proposed amendment to the Articles shall be subject to approval of the Shareholders by way of passing a special resolution at the EGM. A circular containing, among others, details of the proposed amendment to the Articles and the notice of the EGM will be dispatched to the Shareholders on 20 January 2012.

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## **BOOK CLOSURE PERIOD**

In order to determine the list of Shareholders who will be entitled to attend and vote at the EGM, 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.

## GENERAL

This announcement is made pursuant to Rule 13.51(1) of the Listing Rules. The proposed amendment to the Articles of Association shall be subject to approval of the Shareholders by way of passing a special resolution at the EGM.

A circular containing, among others, details of the proposed amendment to the Articles and the notice of the EGM will be dispatched to the Shareholders on 20 January 2012.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Lingbao Gold Company Ltd. (靈寶黃金股份有限公司), a company incorporated in the PRC and the foreign shares of which are listed on the Hong Kong Stock Exchange
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Tuesday, 6 March 2012
“H Shares”	overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB0.20 each, which are listed on the Stock Exchange
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, the Hong Kong Special Administrative Region, the Macau Special Administrative Region, and Taiwan
“Proposed A Share Issue”	the proposed share issue of up to 300,000,000 A Shares of RMB0.20 each to qualified price consultation participants, PRC natural person and institutional investors as approved by China Securities Regulatory Commission, and the proposed listing of the A Shares of the Company on the Shanghai Stock Exchange
“RMB”	Renminbi, the lawful currency of the PRC

“Shareholders”	the holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the members of Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company

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

Henan, the PRC, 19 January 2012

*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.*