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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)**

**POLL RESULTS OF THE  
EXTRAORDINARY GENERAL MEETING HELD ON 6 MARCH 2012**

The Board is pleased to announce that all resolutions as set out in the notice of the EGM were duly passed at the EGM held on 6 March 2012 by way of poll.

Reference is made to the circular of Lingbao Gold Company Ltd. dated 20 January 2012 (the "Circular") in relation to the proposed amendments to the Articles and the proposed election of Directors and Supervisors, together with the notice of EGM dated 20 January 2012. Unless otherwise indicated, the terms used herein shall have the same meanings as those used in the Circular.

The Board is pleased to announce that all resolutions proposed at the EGM held on 6 March 2012 were duly passed by the Shareholders by way of poll. Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company in Hong Kong, was appointed as the scrutineer at the EGM for the purpose of vote-taking. Details of the result of poll voting are set below:

SPECIAL RESOLUTIONS	Number of votes (%)	
	For	Against
1. To consider and approve the amendments to the Article of the Company in relation to the change in the domestic shareholding and number of Supervisors.	511,620,898 (100.00%)	- -
2. To consider and approve the amendments to the Article of the Company effective upon completion of the Proposed A Share Issue.	511,620,898 (100.00%)	- -

ORDINARY RESOLUTIONS	Number of votes (%)	
	For	Against
3. To consider and approve the following candidates as the Directors for the fourth term.		
(a) To appoint Mr. Xu Gaoming to continue serving as executive director of the Company.	511,620,898 (100.00%)	- -
(b) To appoint Mr. Jin Guangcai to continue serving as executive director of the Company.	511,620,898 (100.00%)	- -
(c) To appoint Mr. Liu Pengfei to continue serving as executive director of the Company.	511,620,898 (100.00%)	- -
(d) To appoint Mr. Zhang Guo to continue serving as executive director of the Company.	511,310,898 (99.94%)	310,000 (0.06%)
(e) To appoint Mr. He Chengqun to continue serving as executive director of the Company.	511,620,898 (100.00%)	- -
(f) To appoint Mr. Wang Yumin to continue serving as non-executive director of the Company.	511,620,898 (100.00%)	- -
(g) To appoint Mr. Yang Liening to serve as non-executive director of the Company.	511,620,898 (100.00%)	- -
(h) To appoint Mr. Yan Wanpeng to continue serving as independent non-executive director of the Company.	511,620,898 (100.00%)	- -
(i) To appoint Ms. Du Liping to continue serving as independent non-executive director of the Company.	511,620,898 (100.00%)	- -
(j) To appoint Mr. Han Qinchun to serve as independent non-executive director of the Company.	511,620,898 (100.00%)	- -
(k) To appoint Mr. Xu Qiangsheng to serve as independent non-executive director of the Company.	511,620,898 (100.00%)	- -
4. To consider and approve the following candidates as the Supervisors for the fourth term.		
(a) To appoint Mr. Di Qinghua to serve as the non-employee representative supervisor of the Company.	511,368,898 (99.95%)	252,000 (0.05%)
(b) To appoint Mr. Yao Shun to serve as the non-employee representative supervisor of the Company.	494,496,700 (96.65%)	17,124,198 (3.35%)
(c) To appoint Mr. Zhu Zhisheng to serve as the non-employee representative supervisor of the Company.	511,620,898 (100.00%)	- -

As at the date of the EGM, the issued share capital of the Company was 770,249,091 shares ("Shares") of the Company. The total number of Shares entitling the holder to attend and vote for or against the Resolutions at the EGM was 770,249,091 Shares, representing 100% of the total issued share capital of the Company. No Shareholder is required to abstain from voting in respect of the resolutions.

## **Appointment of Directors for the fourth term**

The Directors for the third term, namely Mr. Xu Gaoming, Mr. Jin Guangcai, Mr. Liu Pengfei, Mr. Zhang Guo, Mr. He Chengqun, Mr. Wang Yumin, Mr. Yan Wanpeng and Ms. Du Liping were re-elected as Directors for the fourth term. Mr. Yang Liening, Mr. Han Qinchun and Mr. Xu Qiangsheng were newly appointed Directors for the fourth term, whose biographical details are set out below:

### **Mr. Yang Liening**

Mr. Yang Liening, aged 45, holds a Doctorate in Management and is currently the deputy president of Elion Resources Group Company. Mr. Yang worked at Chaili Coal Mine of Shandong Zaozhuang Coal Mining Group from October 1984 to September 1996. Mr. Yang was the Secretary of Communist Youth League of Shandong Zaozhuang Coal Mining Group from October 1996 to May 1999. During June 1999 to August 2000, Mr. Yang was the Head of Management Planning Division of Shandong Zaozhuang Coal Mining Group. Mr. Yang was appointed as the Party Secretary of Chaili Coal Mine from September 2000 to July 2004. From August 2004 to June 2006, Mr. Yang acted as the Director of Railway Division of Shandong Zaozhuang Coal Mining Group. During the period from July 2006 to January 2009, he was the Head of Xinan Mine of Shandong Zaozhuang Coal Mining Group. Commencing from January 2009, Mr. Yang has been holding the office as the Deputy President of Elion Resources Group Company. Mr. Yang has been making great efforts on the study of the strategic development of coal resources as well as safety and production management over the years. Mr. Yang has attained three research works including the “Modes for Safety and Production Management of Coal Mines” . Mr. Yang was awarded a number of honours such as the “Outstanding Youth Entrepreneur in Shandong Province” .

### **Mr. Han Qinchun**

Mr. Han Qinchun, aged 53, is currently the Executive President of China International Capital Management and Research Company Limited (Hong Kong) and the Director of Real Estate Research Centre of Peking University HSBC Business School. Mr. Han obtained a Doctorate Degree of Philosophy in Urban Economics and Management from The University of Hong Kong in 1998. He is a Registered Appraiser, Planner and Engineer in PRC. He has a corporate finance advisory license, an asset management license, a securities dealing advisory license and a securities floor trading license issued by the Securities and Futures Commission. Mr. Han served as an official of the PRC government authorities, the Investment Manager and Senior Management Member of an investment bank and the Vice-chairman and President of Hong Long Holdings Limited from early 2006 to January 2010, a listed company in Hong

Kong. He has rich experience in financial investment aspect, equity capital market and listed companies' management.

### **Mr. Xu Qiangsheng**

Mr. Xu Qiangsheng, aged 44, holds a Doctorate in Law and is currently the Professor, Advisor of master degree students and Associate Dean of the School of Law of Henan University of Finance and Economics. From September 1986 to June 1990, Mr. Xu studied at the School of Law of Renmin University of China and obtained a Bachelor Degree in Law. During the period from September 1999 to July 2000, he enrolled in the master course in law at the School of Law of Renmin University of China, and had finished the elementary course. From September 2000 to June 2003, Mr. Xu studied at Graduate School, the Chinese Academy of Social Sciences, and obtained a Doctorate in Law. During September 2004 to November 2007, Mr. Xu studied at the post-doctoral mobile stations of the Institute of Finance and Banking, the Chinese Academy of Social Sciences, and obtained a post-doctoral certificate in applied economics. The major social part-time positions taken by Mr. Xu include the director of Business Law Research Committee of the China Law Society, the Vice President of Civil Law Research Committee of the Henan Law Society, the Executive Officer of Henan Corporate Law Advisory Association, the Member of Expert Committee of Henan Industry and Commerce Association and the Member of Expert Committee of Zhengzhou Arbitration Commission. Mr. Xu has quite profound knowledge in civil law and business law, and is the author of a number of academic publications. He has been appointed as an independent director of Puyang Refractories Group Co., Ltd. since June 2007.

Mr. Yang, Mr. Han and Mr. Xu will enter into a service contracts for a term of three years with the Company and the Directors remuneration will be determined by the remuneration committee of the Board and will be approved by Shareholders at a general meeting pursuant to the Articles. In addition, each of the Directors has no personal interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Each of the Directors has confirmed that they are not connected with any other Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, each of the Directors have confirmed that there are no other matters relating to his election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules. Save as disclosed above, Each of the Directors holds no directorship in listed public companies nor other major appointments in the last three years.

## **Appointment of Supervisors for the fourth term**

The Supervisors for the third term, namely Mr. Liu Shengmin and Mr. Jiao Xiaoxiao were re-elected as Supervisors representing the staff and the workers of the Company for the fourth term. Mr. Di Qinghua, Mr. Yao Shun and Mr. Zhu Zhisheng were newly appointed Supervisors representing the Shareholders for the fourth term, whose biographical details are set out below:

### **Mr. Di Qinghua**

Mr. Di Qinghua, aged 42, completed higher education in economics at Henan Province Party School. From October 1988 to May 1992, Mr. Di worked for the Finance Bureau of Lingbao City. During the period from May 1992 to March 2002, he was appointed as the Office Director of the State-owned Asset Management Bureau of Lingbao City. Mr. Di served as the Office Director of Lingbao City State-owned Assets Management Co, Ltd. from May 2002 to December 2003. He was the Deputy Section Chief of Lingbao City State-owned Assets Management Co, Ltd. during December 2003 to September 2006. He has been appointed as the Vice General Manager of Lingbao City State-owned Assets Management Co, Ltd. from September 2006. Mr. Di was a non-executive Director of the Company from September 2002 to January 2009.

### **Mr. Yaoshun**

Mr. Yao Shun, aged 39, is a bachelor degree holder. From July 1994 to March 1999, Mr. Yao worked for the Finance Bureau of Lingbao City. During the period from March 1999 to November 2000, he acted as the Deputy Chief Captain of Lingbao City Tax Inspection Team. From November 2000 to August 2007, Mr. Yao worked for the Infrastructure Construction Department of the Finance Bureau of Lingbao City and the city's Government Sourcing Administration Office, as the Deputy Director of Government Sourcing Administration Office. He has been appointed as the Office Director of Lingbao City State-owned Assets Management Co, Ltd. since August 2007.

### **Mr. Zhu Zhisheng**

Mr. Zhu Zhisheng, aged 52, is a college degree holder. From January 1978 to December 1980, Mr. Zhu took up military service in Wuhan Military Area. He worked as the Deputy Office Director of Andi Gold Mine from January 1981 to February 1992. During the period from March 1992 to December 2000, Mr. Zhu acted as the Deputy Head of Yi Sishan Gold Mine and Andi Gold Mine. From January 2001 to May 2004, he was appointed as the Deputy

General Manager of 黃金集團公司通達公司(Gold Group Corporation (Tongda Company)). Mr. Zhu was the Deputy General Manager of 黃金集團公司(Gold Group Corporation) from June 2004 to September 2007. Since September 2007, he has been in charge of the general duties of 黃金集團公司(Gold Group Corporation).

Each of the Supervisors will enter into a service contract for a term of three years with the Company and the Supervisors remuneration will be determined by the remuneration committee of the Board and will be approved by Shareholders at a general meeting pursuant to the Articles. In addition, each of the Supervisors has no personal interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Each of the Supervisors has confirmed that he is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, each of the Supervisors has confirmed that there are no other matters relating to his election or re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules. Each of the Supervisors holds no directorship in listed public companies nor other major appointments in the last three years.

In addition, immediately after the EGM, Mr. Niu Zhongjie and Mr. Wang Han have ceased to be independent non-executive Directors of the Company, Mr. Meng Fanrui, Mr. Guo Xuchang, Mr. Guo Xurang, Mr. Yang Bo and Mr. Hang Zhanping have ceased to be Supervisors of the Company. Each of the above Directors and Supervisors has completed their terms of appointment with the Company and there is no matter that need to be brought to the attention of the Shareholders. The Board would like to take this opportunity to acknowledge their contributions to the Company during their terms of appointments with highest regard and deepest gratitude.

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

Henan, the PRC, 6 March 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; two non-executive Directors, namely Mr. Wang Yumin and Mr. Yang Liening; and four independent non-executive Directors, namely Mr. Yan Wanpeng, Ms. Du Liping, Mr. Han Qinchun and Mr. Xu Qiangsheng.*