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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 OF ASSOCIATION**

This announcement is made by the Company pursuant to Rule 13.51(1) of the Listing Rules.

The Board announces that the Company proposed certain amendments to the Articles of Association in compliance with all relevant and applicable PRC legal and regulatory requirements (effective upon completion of the Proposed A Share Issue).

The proposed amendment to the Articles of Association will be proposed at the AGM.

## **PROPOSED AMENDMENTS TO THE ARTICLES**

The board of directors (the “Board”) of Lingbao Gold Company Ltd. (“the Company”) announces that the Company proposed certain amendments to the articles of association of the Company (“the Articles of Association”) in compliance with all relevant and applicable People’s Republic of China (“PRC”) legal and regulatory requirements (effective upon completion of the proposed listing of the A shares of the Company on the Shanghai Stock Exchange (“Proposed A Share Issue”).

## **GENERAL**

This announcement is made by the Company pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”). The proposed amendment to the Articles of Association shall be subject to approval of the shareholders of the Company by way of passing a special resolution at the annual general meeting of the Company to be held on 29 May 2012 (“AGM”).

A circular containing, among others, details of the proposed amendment to the Articles of Association and the notice of the AGM will be dispatched to the shareholders of the Company on 12 April 2012.

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

Henan, the PRC, 11 April 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. Xu Qiangsheng and Mr. Han Qinchun.*