

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement does not constitute an offer or an invitation to induce an offer by any person to acquire, subscribe for or purchase any securities.



LINGJIN

灵 金

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 AND PROPOSED EXTENSION OF
THE VALIDITY PERIOD OF THE SHAREHOLDERS'
APPROVAL FOR PROPOSED A SHARE ISSUE**

References are made to the announcement and the circular of the Company dated 30 September 2011 and 14 November 2011 respectively, in relation to, among other things, the Proposed A Share Issue.

The resolutions in respect of the Proposed A Share Issue were approved by the Shareholders at the 2011 Meetings. The application for approval in relation to the Proposed A Share Issue has been submitted to CSRC.

As the period of validity of the resolutions in respect of the Proposed A Share Issue and the grant of authority to the Board to proceed with the Proposed A Share Issue which were approved at the 2011 Meetings will expire on 29 December 2012, the Board resolved on 29 September 2012 to convene the EGM and the Class Meetings, respectively, for the grant of an extension of the validity period of the resolutions in respect of the Proposed A Share Issue and the authorisation to the Board to deal with the matters relating to the Proposed A Share Issue for a further period of 12 months commencing from the date of the passing of the special resolution at the EGM and the Class Meetings. Further, the Board also proposed certain amendments to the Proposed A Share Issue for the Shareholders' approval. Details of the proposed amendments to the Proposed A Share Issue will be provided in the circular to be despatched to the Shareholders. Save for the aforesaid extension of the validity period and the aforesaid proposed amendments to the Proposed A Share Issue, details of the Proposed A Share Issue remain unchanged.

The proposed amendments to the Proposed A Share Issue, the Extension and the authorisation granted to the Board in dealing matters relating to the Proposed A Share Issue are subject to approval by way of special resolutions by Shareholders at the EGM and the Class Meetings. The EGM and the Class Meetings are scheduled to be held on 28 December 2012. A circular containing further details regarding the amendments to the Proposed A Share Issue, the Extension and the authorisations to the Board and notices of the EGM and the Class Meetings will be despatched to the Shareholders as soon as practicable.

There is no assurance that the Proposed A Share Issue may proceed. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares. Further details about the Proposed A Share Issue will be disclosed by the Company in the PRC when the Proposed A Share Issue materialises and appropriate disclosure will be made by the Company in Hong Kong concurrently in accordance with the Listing Rules.

DEFINITIONS

The following words and phrases used in this announcement have the same meaning assigned:

"2011 Meetings"	the extraordinary general meeting, class meeting for holders of H shares and class meeting for holders of Domestic Shares of the Company held on 30 December 2011
"A Share(s)"	new ordinary domestic shares of the Company, with a nominal value of RMB0.20 each which are to be allotted, issued and listed on the Shanghai Stock Exchange
"Board"	the board of directors of the Company
"Class Meetings"	the meetings of the Company for each class of the holders of the H Shares and Domestic Shares to be convened and held 28 December 2012 to consider and approve the amendments to the Proposed A share Issue, the Extension and authorisation to the Board in dealing matters relating to the Proposed A Share Issue.
"Company"	靈寶黃金股份有限公司 (Lingbao Gold Company Ltd.), a joint stock limited company established in the PRC on 27 September 2002, the H Shares of which are listed on the Main Board of the Stock Exchange
"CSRC"	中國證券監督管理委員會 (China Securities Regulatory Commission)
"Director(s)"	the director(s) of the Company
"Domestic Share(s)"	existing ordinary domestic shares of the Company, with a nominal value of RMB0.20 each
"EGM"	the extraordinary general meeting of the Company to be held on 28 December 2012 to consider and approve the amendments to the Proposed A share Issue, the Extension and authorisation to the Board in dealing matters relating to the Proposed A Share Issue.
"Extension"	the proposed extension of the validity period of the shareholders' approval for the Proposed A Share Issue and the authorisations granted to the Board by the Shareholders in connection with the Proposed A Share Issue at the 2011 Meetings
"H Share(s)"	the overseas listed foreign shares of the Company, listed in the Stock Exchange subscribed for and traded in HK\$, with a nominee value of RMB0.20 each
"HK\$"	Hong Kong dollar, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China, but for the purpose of this announcement, excludes Hong Kong, 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 CSRC, and the proposed listing of the A Shares on the Shanghai Stock Exchange
"RMB"	Renminbi, the lawful currency of the PRC
"Shanghai Stock Exchange"	Shanghai Stock Exchange, a stock exchange located in Shanghai, the PRC, which is a membership institution directly governed by the CSRC
"Shareholder(s)"	holders of the Domestic shares and H Shares
"Share(s)"	the Domestic Shares and H Shares
"Stock Exchange"	The Stock Exchange of the Hong Kong Limited

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

Henan Province, the PRC, 8 November 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.