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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)

**PROPOSED AMENDMENTS AND PROPOSED EXTENSION OF
THE VALIDITY PERIOD OF THE SHAREHOLDERS'
APPROVAL FOR PROPOSED A SHARE ISSUE
AND
NOTICE OF EGM AND CLASS MEETINGS**

The purpose of distributing this circular is to provide the Shareholders with information, among the other things, on the proposed issue of A Shares by the Company, so that the Shareholders may make an informed decision on voting in respect of certain resolution(s) to be tabled at the EGM and the relevant Class Meetings. This circular does not constitute, or form part of, an offer or invitation, or solicitation or inducement of an offer, to subscribe for or purchase any of the A Shares or other securities of the Company, nor is this circular calculated to invite offers for any shares or other securities of the Company.

The notice convening the EGM and the Class Meetings to be held at 2nd floor of the registered office of the Company at Xin Village, Yinzhuang Town, Daonan Industrial Area, Lingbao, Henan, the PRC on Friday, 28 December 2012 was set out on pages 12 to 17 of this circular. Whether or not you are able to attend the said meetings in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon. In order to be valid, the proxy form must be deposited by hand or by post, for holders of H shares of the Company, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 46th 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 any adjournment thereof. 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. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the EGM or the relevant Class Meetings if you so wish.

12 November 2012

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DEFINITIONS

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

“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 Shares”	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
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Class Meetings”	the meetings of the Company for each class of holders of H Shares and Domestic Shares to be convened and 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
“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”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Directors”	the directors of the Company
“Domestic Shares”	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

DEFINITIONS

“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
“Group”	the Company and its subsidiaries
“H Shares”	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
“Latest Practicable Date”	8 November 2012, being the latest practicable date prior to the printing of this circular for the purposes of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular, 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 CSRC, and the proposed listing of the A Shares on the Shanghai Stock Exchange
“Relevant Authorities”	CSRC and such other regulatory authorities in the PRC having power to regulate, among other things, the Proposed A Share Issue, and amendments of the Articles of Association
“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

DEFINITIONS

“Shareholders”	holders of Domestic Shares and H Shares
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trading Day”	a day on which the Stock Exchange is open for trading
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Xu Gaoming
Mr. Jin Guangcai
Mr. Liu Pengfei
Mr. Zhang Guo
Mr. He Chengqun

Non-executive Director:

Mr. Wang Yumin
Mr. Yang Liening

Independent non-executive Directors:

Mr. Yan Wanpeng
Ms. Du Liping
Mr. Han Qinchun
Mr. Xu Qiangsheng

Registered office:

Xin Village
Yin Zhuang Town
Daonan Industrial Area
Lingbao
Henan
The PRC

*Principal place of business
in Hong Kong:*

Room 1902
MassMutual Tower
38 Gloucester Road
Wanchai
Hong Kong

12 November 2012

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENTS AND PROPOSED EXTENSION OF
THE VALIDITY PERIOD OF THE SHAREHOLDERS'
APPROVAL FOR PROPOSED A SHARE ISSUE
AND
NOTICE OF EGM AND CLASS MEETINGS**

1. INTRODUCTION

References are made to the announcements 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. On 8 November 2012, the Company announced that the Board resolved to propose 12 months extension of the period of validity of the resolutions in

LETTER FROM THE BOARD

respect of the Proposed A Share Issue and the authorisation granted to the Board in dealing matters relating to the Proposed A Share Issue for Shareholders' approval.

The purpose of this circular is to provide further details of the proposed amendment to the Proposed A Share Issue, Extension and the authorisations to the Board to be considered at the EGM and Class Meetings, and notices convening the EGM and Class Meetings, at each of which the special resolutions will be proposed to approve the proposed amendments to the Proposed A Share Issue, Extension and the authorisations to the Board.

2. PROPOSED AMENDMENTS AND PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE SHAREHOLDERS' APPROVAL FOR THE PROPOSED A SHARE ISSUE

The resolutions in respect of the Proposed A Share Issue, which are set out in the appendix to this circular, were approved by the Shareholders at the 2011 Meetings. The application for approval in relation to the 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 of 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 proposed amendments to the Proposed A Share Issue, 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, it is proposed that the following amendments be made to the Proposed A Share Issue:

Proposed amendments to the basis for determining the issue price

The previous basis for determining the issue price is as follows:

"The issue price of the Proposed A Share Issue will be determined on the basis of market condition, the conditions prevailing in the PRC securities market at the time of the Proposed A Share Issue by way of customary market consultation and such other ways as approved by CSRC and in accordance with the relevant requirements issued by the CSRC, relevant PRC regulations and the Listing Rules. Upon publication of the prospectus for initial public offering of A Shares and the relevant announcement, the issue price range will be determined by making preliminary price consultations with qualified price consultation participants, and the issue price will be determined within the issue price range based on the cumulative bidding price consultations (or by other means of determining the issue price recognized by the CSRC). Thus, the amount of funds to be raised from the Proposed A Share Issue cannot be confirmed at this stage, but the offer price for the Proposed A Share Issue will not be lower than 90% of the average closing price of the Company's H Shares on the Stock Exchange for the 20 Trading Days preceding the date of the prospectus in connection with the Proposed A Share Issue."

LETTER FROM THE BOARD

It is proposed to be amended as follow:

“The issue price of the Proposed A Share Issue will be determined on the conditions prevailing in the PRC securities market at the time of the Proposed A Share Issue by way of customary market consultation and such other ways as approved by CSRC. At the same time, the offer price for the Proposed A Share Issue should not be lower than 90% of the average closing price of the Company’s H Shares on the Stock Exchange for the 20 Trading Days preceding the date of the prospectus in connection with the Proposed A Share Issue. Thus, the amount of funds to be raised from the Proposed A Share Issue cannot be confirmed at this stage.”

Proposed amendments to use of proceeds

The previous proposed use of proceeds is as follows:

“The amount of funds to be raised from the Proposed A Share Issue cannot be confirmed at this stage. However, subject to the sufficiency of the funds raised, the Company intends to apply the proceeds from the Proposed A Share Issue in the following manners:

- (i) approximately RMB454,732,000 to be used for financing the construction of the facilities for smelting;
- (ii) approximately RMB729,393,000 to be used for financing the development of the gold ores in Kyrgyzstan;
- (iii) approximately RMB221,219,000 to be used for exploration activities in Henan and the Inner Mongolia; and
- (iv) approximately RMB400,000,000 to be used for general working capital and for repayment of the bank borrowings of the Group.

If the amount of funds raised from the Proposed A Share Issue is insufficient for funding all of the above, such shortfall shall be funded from the Group’s internal resources. If there is any surplus of the funds raised from the Proposed A Share Issue, such surplus will be used for general working capital of the Group.”

It is proposed to be amended as follow:

“The amount of funds to be raised from the Proposed A Share Issue cannot be confirmed at this stage. However, subject to the sufficiency of the funds raised, the Company intends to apply the proceeds from the Proposed A Share Issue in the following manners:

- (i) approximately RMB454,732,000 to be used for financing the construction of the facilities for smelting;
- (ii) approximately RMB729,393,000 to be used for financing the development of the gold ores in Kyrgyzstan;

LETTER FROM THE BOARD

- (iii) approximately RMB221,219,000 to be used for exploration activities in Henan and the Inner Mongolia; and
- (iv) approximately RMB400,000,000 to be used for general working capital and for repayment of the bank borrowings of the Group.

If the amount of funds raised from the Proposed A Share Issue is insufficient for funding all of the above, such shortfall shall be funded from the Group's internal resources. If there is any surplus of the funds raised from the Proposed A Share Issue, such surplus will be used for general working capital and for repayment of the bank borrowings of the Group."

Save for the aforesaid extension of validity period and the aforesaid proposed amendments to the Proposed A Share Issue, details of the Proposed A Share Issue remain unchanged and valid.

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.

3. BOOK CLOSURE PERIOD AND RECORD DATE

In order to determine the list of Shareholders who will be entitled to attend and vote at the EGM and the Class Meetings, the register of members of the Company will be closed from 29 November 2012 to 28 December 2012 (both days inclusive) during which period no transfer of Shares will be effected. Holders of H Shares and Domestic Shares whose names appear on the register of members of the Company on 29 November 2012 will be entitled to attend and vote at the EGM and the respective Class Meetings. In order for the H Shareholders to qualify for attending and voting at the EGM and the H Shareholders Class Meeting, all transfers of H Shares must be duly completed, accompanied by the relevant Share certificates, and lodged with Computershare Hong Kong Investor Services Limited, the Company's H Share registrar in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 28 November 2012.

4. EGM AND CLASS MEETINGS

The EGM and Class Meeting will be convened on 28 December 2012 to consider and approve the amendments to the Proposed A Share Issue, the proposed Extension and the authorisation granted to the Board in dealing matters relating to the Proposed A Share Issue for a further period of 12 months. The notice of the EGM and Class Meetings is set out on pages 12 to 17 of this circular. The reply slips and the forms of proxy are also enclosed. No Shareholder is required to abstain from voting for any of the resolutions at the EGM and the Class Meetings.

LETTER FROM THE BOARD

Whether or not you are able to attend the EGM and the Class Meetings in person, you are requested to complete the accompanying forms of proxy in accordance with the instructions printed thereon. 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 Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and, for holders of Domestic Shares, to the registered address of the Company not less than 24 hours before the time for holding the EGM and the Class Meetings or any adjournment thereof. 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. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the EGM and the Class Meetings.

5. VOTING BY WAY OF POLL

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to vote at the EGM and the Class Meetings in accordance with the Articles of Association. An announcement on the poll vote results will be made by the Company after the EGM and the Class Meetings in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. RECOMMENDATION

The Board considers that the amendments to the Proposed A Share Issue, the Extension and the authorisations to the Board are in the interests of the Company and the Shareholders as a whole and accordingly recommend that all Shareholders should vote in favour of the relevant resolutions to be proposed at the EGM and the Class Meetings.

7. GENERAL

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.

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

APPENDIX THE RESOLUTIONS IN RESPECT OF THE PROPOSED A SHARE ISSUE PASSED BY THE SHAREHOLDERS AT THE 2011 MEETINGS
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The below resolution, among others, was approved at the 2011 Meetings:

SPECIAL RESOLUTION IN RESPECT OF THE COMPANY PROPOSED A SHARE ISSUE:

“THAT subject to (i) the approval of the CSRC and other regulatory authorities; and (ii) the approval of the Shanghai Stock Exchange as to the listing of and dealing in the A Shares issued and allotted, the allotment and issue of A Shares by the Company and each of the following terms and conditions of the Proposed A Share Issue be approved and confirmed:

Type of Securities to be issued	A Shares
Place of Listing	Shanghai Stock Exchange
Number of A Shares to be issued	Not more than 300,000,000 A Shares. The final number of A Shares to be issued and the structure of the issue is subject to the approval by the Relevant Authorities and the adjustments (if any) made by the Board as authorized by the Shareholders at the EGM and the Class Meetings.
Nominal value	RMB0.20 per A Share
Target subscribers	Qualified price consultation participants, PRC natural person and institutional investors (including qualified foreign institutional investors recognized in the PRC) having “A” Share accounts with the Shanghai Stock Exchange, except those prohibited under the PRC laws or regulations and other regulatory requirements from participating in the Proposed A Share Issue.
Rights attached to A Shares	The A Shares are listed Domestic Shares and except as otherwise provided for in the applicable laws, rules and regulations and the Articles of Association, will rank pari passu with the existing Domestic Shares and H Shares in all respects. Once the Proposed A Share Issue is completed, both new and existing Shareholders will be entitled to share the accumulated retained earning at the time of the Proposed A Share Issue in accordance to their respective shareholding in the Company.

**APPENDIX THE RESOLUTIONS IN RESPECT OF THE PROPOSED A SHARE ISSUE
PASSED BY THE SHAREHOLDERS AT THE 2011 MEETINGS**

Basis for determining the issue price	The issue price of the Proposed A Share Issue will be determined on the basis of market condition, the conditions prevailing in the PRC securities market at the time of the Proposed A Share Issue by way of customary market consultation and such other ways as approved by CSRC and in accordance with the relevant requirements issued by the CSRC, relevant PRC regulations and the Listing Rules. Upon publication of the prospectus for initial public offering of A Shares and the relevant announcement, the issue price range will be determined by making preliminary price consultations with qualified price consultation participants, and the issue price will be determined within the issue price range based on the cumulative bidding price consultations (or by other means of determining the issue price recognized by the CSRC). Thus, the amount of funds to be raised from the Proposed A Share Issue cannot be confirmed at this stage, but the offer price for the Proposed A Share Issue will not be lower than 90% of the average closing price of the Company's H Shares on the Stock Exchange for the 20 Trading Days preceding the date of the prospectus in connection with the Proposed A Share Issue.
Method of issue	The issue will be conducted by a combination of placement of A Shares to participants through offline price consultation and a public offering of A Shares through online subscriptions or such other methods as approved by CSRC.
Use of proceeds	<p>The amount of funds to be raised from the Proposed A Share Issue cannot be confirmed at this stage. However, subject to the sufficiency of the funds raised, the Company intends to apply the proceeds from the Proposed A Share Issue in the following manners:</p> <ul style="list-style-type: none">(i) approximately RMB454,732,000 to be used for financing the construction of the facilities for smelting;(ii) approximately RMB729,393,000 to be used for financing the development of the gold ores in Kyrgyzstan;

**APPENDIX THE RESOLUTIONS IN RESPECT OF THE PROPOSED A SHARE ISSUE
PASSED BY THE SHAREHOLDERS AT THE 2011 MEETINGS**

- (iii) approximately RMB221,219,000 to be used for exploration activities in Henan and the Inner Mongolia; and
- (iv) approximately RMB400,000,000 to be used for general working capital and for repayment of the bank borrowings of the Group.

If the amount of funds raised from the Proposed A Share Issue is insufficient for funding all of the above, such shortfall shall be funded from the Group's internal resources. If there is any surplus of the funds raised from the Proposed A Share Issue, such surplus will be used for general working capital of the Group.

the relevant resolution in relation to this issue is valid within 12 months from the date of the passing of the resolutions approving this issue at the EGM and the Class Meetings.



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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 AND
CLASS MEETINGS FOR HOLDERS OF
DOMESTIC SHARES AND H SHARES**

NOTICE IS HEREBY GIVEN that the following meetings 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 PRC on 28 December 2012:

- (1) the extraordinary general meeting ("EGM") will be held at 9:00a.m. on 28 December 2012;
- (2) the class meeting for holders of domestic shares ("Domestic Shares") of the Company will be held immediately as soon as the conclusion of the EGM as stated in (1) above or the adjourned meeting thereof; and
- (3) the class meeting for holders of overseas listed foreign shares ("H Shares") of the Company will be held immediately as soon as the conclusion of the Domestic Shares class meeting as stated in (2) above or the adjourned meeting thereof.

Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 12 November 2012 (the "Circular").

These meetings are to be held for the following purposes of considering and, if thought fit, passing the following resolutions:

EGM

Special Resolutions

1. "THAT (i) the amendments to the Proposed A Share Issue as set out in the Circular and (ii) the validity period of the Shareholders' approval granted to the Board at the extraordinary general meeting, class meeting for holders of H

NOTICE OF EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS

Shares and class meeting for holders of Domestic Shares held on 30 December 2011 in respect of the proposed A Share Issue (revised) be extended for a further period of 12 months from the date of the passing of this special resolution be and are hereby approved.”

2. “**THAT** subject to the passing of the above special resolution no. 1, commencing from the passing of this special resolution no. 2 until the expiration of the 12-month period following the passing of this special resolution, the Board is authorized to determine matters and deal with, at its discretion and with full authority, matters in relation to the Proposed A Share Issue, including but not limited to the following matters:
 - (a) to determine the detailed plan for the Proposed A Share Issue (including but not limited to place of listing, time of issue, manner of issue, issue price, par value of A Shares and issue quantity);
 - (b) to adjust the plan for the Proposed A Share Issue taking into consideration the implementation conditions of the aforesaid plan, the market conditions, adjustments of policies and opinions from the Relevant Authorities and to implement such plan in compliance with relevant regulations;
 - (c) according to the use of proceeds for investment projects approved at the Shareholders’ meeting, to make necessary adjustment to the investment amount to each of the projects based on the actual condition of proceeds within the scope approved by the Shareholders. According to the opinion of the relevant competent authorities of the listing application review process, to make necessary adjustment to the use of proceeds to each investment projects and the actual need of investment amount for each project;
 - (d) to deal with the application procedures and other formalities with respect to the Proposed A Share Issue with the Relevant Authorities, and to sign, implement, modify, complete or approve each of the documents and contracts relating to the Proposed A Share Issue (including but not limited to the letter of intent, the prospectus, the sponsoring agreement, the underwriting agreement, listing agreement, and all types of announcements);
 - (e) to engage relevant professional parties and to approve their fees;
 - (f) to determine the matters relating to the strategic investors, if any, including but not limited to identifying the strategic investors, negotiating and entering into agreements with the strategic investors;
 - (g) to deal with the registration procedures in respect of the consequences of the public issue;
 - (h) to deal with the matters relating to the amendments to the Article of Associations and other rules of the Company; and

NOTICE OF EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS

- (i) to deal with other matters which are necessary, appropriate or expedient for the purpose of the Proposed A Share Issue.”

CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

Special Resolutions

1. “**THAT** (i) the amendments to the Proposed A Share Issue as set out in the Circular be approved and (ii) the validity period of the Shareholders’ approval granted to the Board at the extraordinary general meeting, class meeting for holders of H Shares and class meeting for holders of Domestic Shares held on 30 December 2011 in respect of the proposed A Share Issue (revised) be extended for a further period of 12 months from the date of the passing of this special resolution be and are hereby approved.”
2. “**THAT** subject to the passing of the above special resolution no. 1, commencing from the passing of this special resolution no. 2 until the expiration of the 12-month period following the passing of this special resolution, the Board is authorized to determine matters and deal with, at its discretion and with full authority, matters in relation to the Proposed A Share Issue, including but not limited to the following matters:
 - (a) to determine the detailed plan for the Proposed A Share Issue (including but not limited to place of listing, time of issue, manner of issue, issue price, par value of A Shares and issue quantity);
 - (b) to adjust the plan for the Proposed A Share Issue taking into consideration the implementation conditions of the aforesaid plan, the market conditions, adjustments of policies and opinions from the Relevant Authorities and to implement such plan in compliance with relevant regulations;
 - (c) according to the use of proceeds for investment projects approved at the Shareholders' meeting, to make necessary adjustment to the investment amount to each of the projects based on the actual condition of proceeds within the scope approved by the Shareholders. According to the opinion of the relevant competent authorities of the listing application review process, to make necessary adjustment to the use of proceeds to each investment projects and the actual need of investment amount for each project;
 - (d) to deal with the application procedures and other formalities with respect to the Proposed A Share Issue with the Relevant Authorities, and to sign, implement, modify, complete or approve each of the documents and contracts relating to the Proposed A Share Issue (including but not

NOTICE OF EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS

limited to the letter of intent, the prospectus, the sponsoring agreement, the underwriting agreement, listing agreement, and all types of announcements);

- (e) to engage relevant professional parties and to approve their fees;
- (f) to determine the matters relating to the strategic investors, if any, including but not limited to identifying the strategic investors, negotiating and entering into agreements with the strategic investors;
- (g) to deal with the registration procedures in respect of the consequences of the public issue;
- (h) to deal with the matters relating to the amendments to the Article of Associations and other rules of the Company; and
- (i) to deal with other matters which are necessary, appropriate or expedient for the purpose of the Proposed A Share Issue."

CLASS MEETING FOR HOLDERS OF H SHARES

Special Resolutions

1. "THAT (i) the amendments to the Proposed A Share Issue as set out in the Circular and (ii) the validity period of the Shareholders' approval granted to the Board at the extraordinary general meeting, class meeting for holders of H Shares and class meeting for holders of Domestic Shares held on 30 December 2011 in respect of the proposed A Share Issue (revised) be extended for a further period of 12 months from the date of the passing of this special resolution be and are hereby approved."
2. "THAT subject to the passing of the above special resolution no. 1, commencing from the passing of this special resolution no. 2 until the expiration of the 12-month period following the passing of this special resolution, the Board is authorized to determine matters and deal with, at its discretion and with full authority, matters in relation to the Proposed A Share Issue, including but not limited to the following matters:
 - (a) to determine the detailed plan for the Proposed A Share Issue (including but not limited to place of listing, time of issue, manner of issue, issue price, par value of A Shares and issue quantity);
 - (b) to adjust the plan for the Proposed A Share Issue taking into consideration the implementation conditions of the aforesaid plan, the market conditions, adjustments of policies and opinions from the Relevant Authorities and to implement such plan in compliance with relevant regulations;

NOTICE OF EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS

- (c) according to the use of proceeds for investment projects approved at the Shareholders' meeting, to make necessary adjustment to the investment amount to each of the projects based on the actual condition of proceeds within the scope approved by the Shareholders. According to the opinion of the relevant competent authorities of the listing application review process, to make necessary adjustment to the use of proceeds to each investment projects and the actual need of investment amount for each project;
- (d) to deal with the application procedures and other formalities with respect to the Proposed A Share Issue with the Relevant Authorities, and to sign, implement, modify, complete or approve each of the documents and contracts relating to the Proposed A Share Issue (including but not limited to the letter of intent, the prospectus, the sponsoring agreement, the underwriting agreement, listing agreement, and all types of announcements);
- (e) to engage relevant professional parties and to approve their fees;
- (f) to determine the matters relating to the strategic investors, if any, including but not limited to identifying the strategic investors, negotiating and entering into agreements with the strategic investors;
- (g) to deal with the registration procedures in respect of the consequences of the public issue;
- (h) to deal with the matters relating to the amendments to the Article of Associations and other rules of the Company; and
- (i) to deal with other matters which are necessary, appropriate or expedient for the purpose of the Proposed A Share Issue."

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

Lingbao, Henan, the PRC
12 November 2012

NOTICE OF EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS

Notes:

1. The register of members of the Company will be closed from Thursday 29 November 2012 to Friday 28 December 2012 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending the forthcoming EGM and relevant Class Meetings, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share 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 Share) or the registered office address of the Company (for holders of domestic shares), no later than 4:30 p.m. on Wednesday 28 November 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 Thursday 29 November 2012 are entitled to attend and vote at the EGM and the relevant Class Meetings and may appoint one or more proxies to attend and 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 Share of the Company, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, 46th 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 any adjournment thereof. 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(s).
5. Shareholder who intend to attend the EGM and/or the relevant Class Meetings 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 Share) or to the registered office address of the Company (for holders of domestic shares) on or before Friday 7 December 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 8782031
Fax: 86 398 8860166
7. The EGM and the Class Meetings is expected to take half a day. Shareholders attending the EGM and/or the relevant Class Meetings shall be responsible for their own travel 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 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.