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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)

**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 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
- (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 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;
 - (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

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
Yin Zhuang 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.