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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 PRIVATE PLACEMENT OF FINANCIAL INSTRUMENTS

This Announcement is issued for the purpose of informing the Shareholders that in accordance with the relevant requirements under applicable PRC laws and regulations and pursuant to Article 89, the Board proposes to ask the Shareholders to consider, authorize and approve the proposed private placement of financial instruments with a principal amount of not exceeding RMB1 billion for a period one to five years .

An EGM will be convened and held for the Shareholders to consider, and if thought fit, to approve the private placement of financial instruments. A circular containing details of the proposed private placement of financial instruments and a notice of the EGM will be dispatched to the Shareholders in accordance with the requirements set out in Listing Rules.

Please note that the proposed private placement of financial instruments may or may not occur and therefore, shareholders and investors should exercise caution in dealing in the Company's shares.

PRIVATE PLACEMENT OF FINANCIAL INSTRUMENTS

The Board of the Company proposes to seek shareholders' authorization and approval for (i) the proposed private placement of financial instruments in the PRC for a principal amount of up to RMB1 billion for a period of one to five years within twelve months from the date of obtaining an approval at the EGM and (ii) the Chairman of the Board or any person authorized by the Chairman of the Board be authorized to determine and finalise the terms and conditions of private placement of financial instruments (including the final principal amount and interests thereon) after considering the needs of the Company, the then market conditions at the time of issuance and such other matters as relevant.

The Board believes that the proposed private placement of financial instruments will reduce the Company short term borrowings and to provide the Company with a further source of funding at an

interest rate which is expected to be lower than the interest rate for loans generally available from commercial banks. The Board considers that the proposed private placement of financial instruments will lower the Company's borrowings costs and is in the interests of the Company and its Shareholders as a whole. Proceeds from the proposed private placement of financial instruments are expected to be used as general working capital of the Company and for replacement with part of the Company's existing bank loans. Subject to Shareholders' approval, the Company will, if required or as otherwise considered appropriate, make further announcement when the proposed private placement of financial instruments takes place.

GENERAL

A circular containing further details of the proposed private placement of financial instruments and notice of the EGM will be dispatched to the Shareholders in accordance with the requirements set out in Listing Rules.

Please note that the proposed private placement of financial instruments may or may not occur and therefore Shareholders and investors should exercise caution in dealing in the Company's shares.

DEFINITIONS

Unless the context requires otherwise, the following words and phrases used in this announcement have the following meanings:

" Articles"	:	the Articles of Association of the Company
"Board"	:	the board of Directors
"Company"	:	Lingbao Gold Company Ltd. (靈寶黃金股份有限公司), a joint stock limited company incorporated in the PRC with limited liability and the shares of which are listed on the main board of the Stock Exchange
"Directors"	:	the directors of the Company
"EGM"	:	the extraordinary general meeting of the Company to be convened to approve the proposed private placement of financial instruments
"Listing Rules"	:	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
"PRC"	:	The People's Republic of China and, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"RMB"	:	Reminbi, the lawful currency of the PRC
"Shareholders"	:	the shareholders of the Company

"Stock Exchange" : The Stock Exchange of Hong Kong Limited

By order of the Board
Lingbao Gold Company Ltd.
Jin Guangcai
Chairman

Henan, the PRC, 3 July 2013

As at the date of this announcement, the Board comprises four executive Directors, namely 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.