
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Lingbao Gold Company Ltd.**, you should at once hand this circular and the accompanying form of proxy and the reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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

A notice convening the extraordinary general meeting of Lingbao Gold Company Ltd. to be held on 2nd floor of the registered office of the Company at Xin Village, Yin Zhuang Town, Daonan Industrial Area, Lingbao, Henan, the PRC on Wednesday, 28 August 2013 at 11:00 a.m. is set out on pages 5 to 6 of this circular. A reply slip and a proxy form are also enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete the accompanying proxy form 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 shares registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th 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 scheduled for holding the meeting or not less than 24 hours before the time appointed for taking the poll, whichever is later. 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 in person at the EGM or any adjournment thereof (as the case maybe) if you so wish.

12 July 2013

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DEFINITIONS

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

“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 held on Wednesday, 28 August 2013
“H Shares”	overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB0.20 each, which are listed on the Stock Exchange
“HK\$”	Hong Kong dollars, 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 of Hong Kong Limited
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, the Hong Kong Special Administrative Region, the Macau Special Administrative Region, and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	the holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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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. Jin Guangcai

Mr. Liu Pengfei

Mr. Zhang Guo

Mr. He Chengqun

Non-executive Directors:

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

Yinzhuang 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 July 2013

To the Shareholders

Dear Sir or Madam,

PROPOSED PRIVATE PLACEMENT OF FINANCIAL INSTRUMENTS

A. INTRODUCTION

Reference is made to the announcement dated 3 July 2013 by which the Board proposes to ask the Shareholders to consider, authorize and approve the proposed private placement of financial instruments.

The purpose of this circular is to give you details of, among other things, the proposed private placement of financial instruments in order to enable you to make an informed decision on the proposed resolutions at the EGM.

LETTER FROM THE BOARD

B. PROPOSED 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 RMB1,000,000,000 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's short term borrowings and 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 private placement of financial instruments will lower the Company's finance borrowing 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.

This circular is not subject to the pre-vetting requirement by the Stock Exchange as the proposed private placement of financial instruments does not involve any allotment, issue or granting of shares, securities convertible into shares or option, warrants or similar rights to subscribe for any shares or such convertible securities of the Company.

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.

C. THE EGM

A notice convening the EGM to be held on 2nd floor of the registered office of the Company at Xin Village, Yinzhuang Town, Daonan Industrial Area, Lingbao, Henan, the PRC on Wednesday, 28 August 2013 at 11:00 a.m. is set out on pages 5 to 6 of this circular.

A reply slip and a proxy form are also enclosed.

Whether or not you are able to attend and/or vote at the EGM in person, you are requested to complete the accompanying proxy form 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 shares registrar of the Company, Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th 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 scheduled for holding the EGM or not less than 24 hours before the time appointed for taking the poll, whichever is later. If

LETTER FROM THE BOARD

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 in person at the EGM or any adjournment thereof (as the case maybe) should you so wish.

If you intend to attend the EGM in person or by proxy, you are requested to complete the accompanying reply slip. In order to be valid, the completed and signed reply slip shall be delivered to the H shares registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or to the Company's registered address at Xin Village, Yinzhuang Town, Daonan Industrial Area, Lingbao, Henan, the PRC (for holders of domestic shares) on or before Thursday, 8 August 2013. This reply slip may be delivered to Computershare Hong Kong Investor Services Limited or the Company by hand or by post.

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the EGM notice will be decided by poll. The results of the poll will be published on the websites of the Stock Exchange and the Company.

D. RECOMMENDATION

The Directors consider that the proposed private placement of financial instruments is in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Directors recommend all the Shareholders to vote in favour of the resolutions which will be proposed at the EGM.

Yours faithfully,
For and on behalf of the Board of Directors
Lingbao Gold Company Ltd.
Jin Guangcai
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Lingbao Gold Company Ltd. (“Company”) will be held on 2nd floor of the registered office of the Company at Xin Village, Yin Zhuang Town, Daonan Industrial Area, Lingbao, Henan, the People’s Republic of China (“PRC”) on Wednesday, 28 August 2013 at 11:00 a.m. to consider and approve the following resolutions by way of special resolution:

“THAT:

- (1) the Company be authorized the proposed private placement of financial instruments in the PRC with a principal amount of up to RMB1,000,000,000 for a period of one to five years;
- (2) the Chairman (the “Chairman”) of the board of directors of the Company (the “Board”) or any person authorized by the Chairman 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; and
- (3) the Board be authorized to execute all necessary documents, to conduct appropriate information disclosures and/or to do all such things and acts as are considered necessary or expedient and in the interests of the Company for the purpose of effecting or otherwise in connection with its proposed private placement of financial instruments or any matter incidental thereto.”

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

Henan, the PRC, 12 July 2013

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The register of members of the Company will be closed from Tuesday, 30 July 2013 to Wednesday, 28 August 2013 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H shares 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 shares) or the registered address of the Company (for holders of domestic shares), no later than 4:30 p.m. on Monday, 29 July 2013.
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 Tuesday, 30 July 2013 are entitled to attend and vote at the EGM and may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy needs 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 shares of the Company, to the H shares registrar of the Company, Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th 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 scheduled for holding the meeting or not less than 24 hours before the time appointed for taking the poll, whichever is later. 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.
5. A Shareholder who intends to attend the EGM should complete and return the reply slip by hand or by post to the H shares registrar of the Company (for holders of H shares) or to the registered address of the Company (for holders of domestic shares) on or before Thursday, 8 August 2013.
6. The registered 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 is expected to be held for less than half a day. Shareholders who attend the meeting shall bear their own travelling and accommodation expenses.
8. The Board confirms that there is no other matter which should be brought to the attention of the shareholders.
9. As at the date of this notice, 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.