

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.



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)

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
CHAIRMAN OF AUDIT COMMITTEE, MEMBER OF
NOMINATION COMMITTEE AND MEMBER OF
REMUNERATION COMMITTEE**

The board of directors (the "Board") of Lingbao Gold Company Limited (the "Company") is pleased to announce the appointment of Mr. Yang Dongsheng ("Mr. Yang") as an independent non-executive Director, chairman of the audit committee, a member of the nomination committee and a member of the remuneration committee of the company with effect from 30 January 2014 to fill the vacancy for the post of independent non-executive Director and member of the audit committee of the Company in order to comply with Rules 3.10(2) and 3.21 of the Listing Rules.

Reference is made to the announcement of the Company dated 17 January 2014 and 20 January 2014 respectively in relation to, among other matters, the resignation of independent non-executive Director of the Company and the non-compliance of the Rules 3.10(2) and 3.21 of the Rules Governing The Listing of Securities On The Stock Exchange of Hong Kong Limited ("Listing Rules").

The Board hereby announces the appointment of Mr. Yang as an independent non-executive Director, chairman of the audit committee, a member of the nomination committee and a member of the remuneration committee of the company with effect from 30 January 2014 to fill the vacancy for the post of independent non-executive Director and member of the audit committee of the Company in order to comply with Rules 3.10(2) and 3.21 of the Listing Rules.

Mr. Yang, aged 49, is a senior accountant, a member of China Institute of Certified Public Accountant, a member of China Certified Public Valuer and a member of China Certified Tax Agent. Mr. Yang graduated from Henan University of Traditional Chinese Medicine with a bachelor degree in medicine, graduated from Henan Finance and Economics School with a college degree in accounting and graduated from Hong Kong Chinese University with a master degree in accounting. He has 30 years extensive experience in accounting and auditing. He worked in accounting firms for 15 years and has been in charge of listed companies audit work and initial public offering projects. He is currently a partner of BDO China Shu Lun Pan Certified Public Accountants LLP and a chief of Henan branch.

As at the date of this announcement, Mr. Yang does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 Laws of Hong Kong).

Mr. Yang will hold office until the forthcoming annual general meeting of the Company at which he will be eligible for re-election. Thereafter, he will be subject to rotational retirement and re-election requirements pursuant to the articles of association of the Company.

As at the date of this announcement, save as disclosed herein, Mr. Yang (i) has no other relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not currently, nor did he in the past three years, held any directorship in other listed public companies; and (iii) does not hold any other positions with the Company. The emolument of Mr. Yang will be determine by the Remuneration Committee of the Company with reference to the level of responsibility, experience, the Company's performance and the market situation.

Other than those disclosed above, there are no other matters concerning Mr. Yang that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Following the appointment of Mr. Yang, the Company has fulfilled the requirements of: (i) an independent non-executive Director as the Chairman of the Audit Committee under Rule 3.21 of the Listing Rules; and (ii) at least one of the independent non-executive Directors possess appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10(2) of the Listing Rules; and an independent non-executive Director who possesses such qualifications or expertise has been appointed as a member of the Audit Committee under Rule 3.21 of the Listing Rules.

The Board would like to express its warmest welcome to Mr. Yang on his appointment.

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

Henan Province, the PRC
30 January 2014

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Jin Guangcai, 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. Yang Dongsheng, Ms. Du Liping, Mr. Han Qinchun and Mr. Xu Qiangsheng.