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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)

**POLL RESULTS OF THE
2014 ANNUAL GENERAL MEETING HELD ON 3 JUNE 2015**

The Board is pleased to announce that all resolutions as set out in the notice of the AGM dated 17 April 2015 and the supplemental notice of AGM dated 19 May 2015 were duly passed at the AGM held on 3 June 2015 by way of poll.

Reference is made to the circular of Lingbao Gold Company Ltd. dated 17 April 2015 and 19 May 2015 (the "Circular"). Unless otherwise indicated, the terms used herein shall have the same meanings as those used in the Circular.

The Board is pleased to announce that all resolutions proposed at the AGM held on 3 June 2015 were duly passed by the Shareholders by way of poll. Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking. Details of the result of poll voting are set below:

ORDINARY RESOLUTIONS	Number of votes (%)	
	For	Against
1. To approve the report of the Board for the year 2014	479,735,091 (100.00%)	- -
2. To approve the report of the supervisory committee of the Company for the year 2014	479,735,091 (100.00%)	- -
3. To approve the audited consolidated financial statements of the Company and its subsidiaries and the auditors' reports for the year ended 31 December 2014	479,735,091 (100.00%)	- -
4. (a) To appoint Mr. Jin Guangcai to continue serving as executive director of the Company	479,735,091 (100.00%)	- -
(b) To appoint Mr. Qiang Shanfeng to continue serving as executive director of the Company	479,735,091 (100.00%)	- -

(c) To appoint Mr. Ji Wanxin to serve as executive director of the Company	479,735,091 (100.00%)	- -
(d) To appoint Mr. Xing Jiangze to serve as executive director of the Company	479,735,091 (100.00%)	- -
(e) To appoint Mr. Zhang Guo to continue serving as executive director of the Company	479,735,091 (100.00%)	- -
(f) To appoint Mr. Zhou Yudao to continue serving as executive director of the Company	479,735,091 (100.00%)	- -
(g) To appoint Mr. Shi Yuchen to continue serving as non-executive director of the Company	479,735,091 (100.00%)	- -
(h) To appoint Mr. Yang Dongsheng to continue serving as independent non-executive director of the Company	479,735,091 (100.00%)	- -
(i) To appoint Mr. Xu Qiangsheng to continue serving as independent non-executive director of the Company	479,735,091 (100.00%)	- -
(j) To appoint Mr. Han Qinchun to continue serving as independent non-executive director of the Company	479,735,091 (100.00%)	- -
(k) To appoint Mr. Wang Jiheng to serve as independent non-executive director of the Company	479,735,091 (100.00%)	- -
5. (a) To appoint Mr. Yao Shun to continue serving as the non-employee representative supervisor of the Company	479,735,091 (100.00%)	- -
(b) To appoint Mr. Guo Xurang to continue serving as the non-employee representative supervisor of the Company	479,735,091 (100.00%)	- -
(c) To appoint Mr. Meng Shouji to continue serving as the non-employee representative supervisor of the Company	479,735,091 (100.00%)	- -
6. To authorise the Board to fix the remuneration of the directors and supervisors of the Company for the year 2014	479,735,091 (100.00%)	- -
7. To appoint and approve the appointment of auditors and to authorise the Board to fix their remuneration	479,735,091 (100.00%)	- -
8. To approve any motion proposed by any shareholder of the Company holding 5% or more of the shares with voting rights at such meeting, if any	395,977,091 (98.32%)	6,758,000 (1.68%)
SPECIAL RESOLUTION	Number of votes (%)	
	For	Against
1. To approve the general mandate to issue new shares	472,977,091 (98.59%)	6,758,000 (1.41%)

2. To consider and approve the amendments to the articles of association of the Company	479,735,091 (100.00%)	6,758,000 (1.68%)
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As at the date of the AGM, the issued share capital of the Company was 770,249,091 shares (“Shares”) of the Company. The total number of Shares entitling the holder to attend and vote for or against the Ordinary Resolutions and Special Resolution at the AGM was 770,249,091 Shares, representing 100% of the total issued share capital of the Company. No Shareholder is required to abstain from voting in respect of the Ordinary Resolutions and Special Resolution.

Appointment of Directors for the fifth term

The Directors for the fourth term, namely Mr. Jin Guangcai, Mr. Qiang Shanfeng, Mr. Zhang Guo, Mr. Zhou Yudao, Mr. Shi Yuchen, Mr. Yang Dongsheng, Mr. Xu Qiangsheng and Mr. Han Qinchun were re-elected as Directors for the fifth term. Mr. Ji Wanxin, Mr. Xing Jiangze and Mr. Wang Jiheng were newly appointed Directors for the fifth term, whose biographical details are set out below:

Mr. Ji Wanxin

Mr Ji Wanxin (吉萬新), aged 49, is currently the vice president of the Company. Mr. Ji obtained a bachelor’s degree in business administration from Xi’an College of Metallurgy and Architecture (西安冶金建築學院), renamed as Xi’an University of Architecture and Technology (“西安建築科技大學”) since 1994, in 1991. From 1991 to 1998, he worked in Henan Lingbao Huanchi gold mine (河南省靈寶市渙池金礦). From 1998 to 2000, he held the position of deputy general manager of Lingbao Cangzhu gold mine (靈寶市藏珠金礦). From 2000 to 2004, he served as deputy general manager of Lingbao Yinxin Mining LLC (靈寶市峯鑫礦業有限責任公司). He joined the Group in year 2002 and was appointed as the vice president of Qiangma Gold Mine Branch from 2002 to 2004, chairman of Habahe Huatai Gold Limited Liability Company from 2006 to 2010. He was appointed as the vice president of the Company in March 2011.

Mr. Xing Jiangze

Mr. Xing Jiangze (邢江澤), aged 48, is currently the secretary of the Board and vice president of the Company. He is a registered certified public accountant, certified tax agent, senior accountant, senior consultant and economist in the PRC, having over 23 years’ experience in finance, accounting and auditing. He graduated from Henan Radio and Television University in July 1988, major in finance and accounting, and obtained a bachelor’s degree in computer science and technology from The PLA Information Engineering University in June 2009. From January 1992 to November 1998, he served as a director and financial manager of Lingbao Wuhua Fuel LLC (靈寶物華燃料有限公司). From December 1998 to January 2000, he served as the chief accountant of Henan Lingye Group LLC (河南凌冶集團有限公司), From February 2000 to November 2002, he served as a project manager of Henan Zhengyong Accounting Firm (河南正永會計師事務所). From November 2002 to April 2007, he served as the financial manager of Lingbao Shuangxin Mining LLC (靈寶雙鑫礦業有限公司). He joined the Company in April 2007 and had served as assistant financial controller, financial controller and chief investment officer. Mr. Xing has served as secretary of the Board since August 2013 and deputy general manager since March 2014. He was also appointed as a supervisor of Henan Jinqu Gold Company Limited (河南金渠黃金股份有限公司) since April 2014.

Mr. Wang Jiheng

Mr. Wang Jiheng (王繼恒), aged 48, holds a master’s degree in law of NorthWest University of Politics and Law and a doctoral degree in law of Wuhan University, and is an associate professor and an advisor of master degree students. He currently engages in the work of environment and resources law teaching and research in NorthWest University of Politics and Law, and serves as vice president of the Resources and Energy Law Research Institute of the Economic

Law College of the University, and also the director of the Resources and Energy Law Teaching and Research Department of the Economic Law College of the University. His part-time jobs: secretary-general of the environment and resources law research association of Xi'an Society of Law, member of the policy advisory committee of Lianhu District of Xi'an, senior trainer of EU – China Environmental Governance Program, trainer of the environmental law institute of IUCN. His main academic achievements: On the Basic Theories of the Environmental Law (written in collaboration), On the Humanistic Spirit of the Environmental Law, engaged in editing several textbooks and has published more than 20 academic papers.

Mr. Ji, Mr. Xing and Mr. Wang will enter into a service contracts for a term of three years with the Company and the Directors remuneration will be determined by the remuneration committee of the Board and will be approved by Shareholders at a general meeting pursuant to the Articles. In addition, each of the Directors has no personal interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Each of the Directors has confirmed that they are not connected with any other Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, each of the Directors have confirmed that there are no other matters relating to his election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules. Save as disclosed above, each of the Directors holds no directorship in listed public companies nor other major appointments in the last three years.

Appointment of Supervisors for the fifth term

The Supervisors for the fourth term, namely Mr. Yao Shun, Mr. Guo Xurang and Mr. Meng Shouji were re-elected as Supervisors representing the Shareholders for the fifth term. Mr. Wang Guodong and Mr. Jiao Xiaoxiao were re-elected as Supervisors representing the staff and workers for the fifth term.

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

Henan, the PRC, 3 June 2015

As at the date of this notice, the Board comprises six executive Directors, namely Mr. Jin Guangcai, Mr. Qiang Shanfeng, Mr. Ji Wanxin, Mr. Xing Jiangze, Mr. Zhang Guo, and Mr. Zhou Yudao; one non-executive Director, namely Mr. Shi Yuchen; and four independent non-executive Directors, namely Mr. Yang Dongsheng, Mr. Xu Qiangsheng, Mr. Han Qinchun and Mr. Wang Jiheng .