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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)*

**(Stock code: 3330)**

**POSSIBLE DISPOSAL OF NON-CIRCULATING SHARES BY  
SUBSTANTIAL SHAREHOLDER  
AND  
RESUMPTION OF TRADING**

**POSSIBLE DISPOSAL OF NON-CIRCULATING SHARES BY SUBSTANTIAL  
SHAREHOLDER**

Reference is made to the Announcements of the Company in relation to the possible disposal of the Non-circulating Shares by its substantial shareholder, Lingbao State-owned Assets, a company which holds 296,840,620 non-circulating shares of the Company (representing approximately 38.54% of the total issued share capital) as at the date of this announcement.

The Company was notified by Lingbao State-owned Assets that a letter of intent was entered into on 9 December 2015 (after trading hours) between Lingbao State-owned Assets as the possible vendor and Shenzhen Da Ren Investment Management Company Limited# (深圳達仁投資管理股份有限公司) and Chengdu Tian Xin Yang Gold Company Limited# (成都天鑫洋金業有限責任公司) as possible purchasers in relation to the Possible Transaction.

No legally binding agreements had been entered into in respect of the Possible Transaction as at the date of this announcement. The Possible Transaction is subject to, among other things, the approval by the State-owned Assets Supervision and Administration Commission of the State Council and therefore may or may not proceed.

**RESUMPTION OF TRADING**

Application has been made by the Company to the Stock Exchange for the resumption of trading in the shares of the Company on the Stock Exchange with effect from 9:00 a.m. on Thursday, 10 December 2015.

This announcement is made by Lingbao Gold Company Ltd (the "**Company**") pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Reference is made to the announcements (the "**Announcements**") of the Company dated 23 August 2015 and 9 December 2015 in relation to the possible disposal of 223,300,000 non-circulating shares of the Company (the "**Non-circulating Shares**") by its substantial shareholder, Lingbao

State-owned Assets Operation Limited Liability Company (the “**Lingbao State-owned Assets**”), a company which holds 296,840,620 non-circulating shares of the Company (representing approximately 38.54% of the total issued share capital) as at the date of this announcement. Capitalised terms used herein shall have the same meanings as defined in the Announcements unless otherwise defined herein.

The Company was notified by Lingbao State-owned Assets that a letter of intent (the “**LOI**”) was entered into on 9 December 2015 (after trading hours) between Lingbao State-owned Assets as the possible vendor and Shenzhen Da Ren Investment Management Company Limited# (深圳達仁投資管理股份有限公司) and Chengdu Tian Xin Yang Gold Company Limited# (成都天鑫洋金業有限公司) as possible purchasers in relation to the possible sale and purchase of the Non-circulating Shares (the “**Possible Transaction**”).

The Company has been informed by Lingbao State-owned Assets that no legally binding agreements had been entered into in respect of the Possible Transaction as at the date of this announcement. The Possible Transaction is subject to, among other things, the approval by the State-owned Assets Supervision and Administration Commission of the State Council and therefore may or may not proceed.

The Company will make further announcement(s) when appropriate.

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the securities of the Company on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) was halted with effect from 02:48 p.m. on 9 December 2015, pending the release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the shares of the Company on the Stock Exchange with effect from 9:00 a.m. on Thursday, 10 December 2015.

**Shareholders and potential investors of the Company shall be aware that the LOI is non legally binding in respect of the terms and conditions of the Possible Transaction. There is no assurance that any transaction mentioned in this announcement will materialize or eventually be consummated. Shareholders and potential investors of the Company are urged to exercise extreme caution when dealing in the shares of the Company.**

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

Henan, the PRC, 9 December 2015

*As at the date of this announcement, 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 .*

*# for identification purposes only*