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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)**

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

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

Reference is made to the Announcements in relation to the disposal of the Non-circulating Shares by Lingbao State-owned Assets.

The Company was notified today by Lingbao State-owned Assets that a share transfer agreement was entered into on 19 February 2016 (after trading hours) between Lingbao State-owned Assets as the 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 purchasers, in which the vendor agreed to sell and the purchasers agreed to purchase the Non-circulating Shares.

**Shareholders and potential investors of the Company should note that the Share Transfer is subject to, among other things, the Approvals, and may or may not proceed. Shareholders and potential investors of the Company are therefore urged to exercise extreme caution when dealing in the shares of the Company.**

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, representing approximately 28.99% of the total issued share capital as at the date of this announcement (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.

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**Shareholders and potential investors of the Company should note that the Share Transfer is subject to, among other things, the approval from the State-owned Assets Supervision and Administration Commission of the State Council\* (國務院國有資產監督管理委員會) and the National Equities Exchange and Quotations System\* (全國中小企業股份轉讓系統) (the "Approvals"). The Share Transfer, therefore, may or may not proceed. Accordingly, shareholders and potential investors of the Company are urged to exercise extreme caution when dealing in the shares of the Company.**

The Company will make further announcement(s) when appropriate in accordance with the Listing Rules.

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

Henan, the PRC, 22 February 2016

*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 three independent non-executive Directors, namely Mr. Yang Dongsheng, Mr. Han Qinchun and Mr. Wang Jiheng.*

*\* For identification purpose only.*