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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

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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 the State-owned Assets Supervision and Administration Commission of the State Council has approved the Share Transfer.

Shareholders and potential investors of the Company should note that the purchasers at the moment are communicating and dealing in accordance with the relevant procedure and that the Share Transfer 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, 9 December 2015 and 22 February 2016 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.

The Company further announces on 22 February 2016 that a share transfer agreement was entered 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

The Company was notified today by Lingbao State-owned Assets that the State-owned Assets Supervision and Administration Commission of the State Council has approved the Share Transfer in which agreed Lingbao State-owned Assets to sell 1,853,390,000 non-circulating shares of the Company and 379,610,000 non-circulating shares of the Company (total of 2,233,000,000 non-circulating shares of the Company) to 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), respectively.

Shareholders and potential investors of the Company should note that the purchasers at the moment are communicating and dealing in accordance with the relevant procedure and that the Share Transfer 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, 20 July 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 four independent non-executive directors, namely Mr. Yang Dongsheng, Mr. Han Qinchun, Mr. Wang Jiheng and Mr. Wang Guanghua.

** For identification purpose only.*