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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 Lingbao State-owned Assets as the vendor and DR Asset Management Group Company Limited* (達仁投資管理集團股份有限公司) and Chengdu Tian Xin Yang Gold Company Limited* (成都市天鑫洋金業有限責任公司) as purchasers, the transfer of the Non-circulating Shares was completed upon the registration at China Securities Depository and Clearing Corporation Limited on 22 December 2016.

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**"). Capitalised terms used herein shall have the same meanings as defined in the Announcements unless otherwise defined herein.

The Company was notified today by Lingbao State-owned Assets that Lingbao State-owned Assets as the vendor and DR Asset Management Group Company Limited* (達仁投資管理集團股份有限公司) and Chengdu Tian Xin Yang Gold Company Limited* (成都市天鑫洋金業有限責任公司) as purchasers, the transfer of the Non-circulating Shares was completed upon the registration at China Securities Depository and Clearing Corporation Limited on 22 December 2016. Immediately after the completion of the Non-circulating Shares transfer, DR Asset Management Group Company Limited holding approximately

24.06% of the entire issued share capital of the Company, Lingbao State-owned Assets holding approximately 9.55% of the entire issued share capital of the Company and Chengdu Tian Xin Yang Gold Company Limited holding approximately 4.93% of the entire issued share capital of the Company.

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

Henan, the PRC, 22 December 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.*