

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



LINGJIN

灵 金

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)

**RESIGNATION AND APPOINTMENT OF EXECUTIVE DIRECTORS
AND
CHANGE OF COMPOSITION OF STRATEGIC COMMITTEE**

The board of directors (the "Board") of Lingbao Gold Company Limited (the "Company") hereby announces that Mr. Zhang Guo ("Mr. Zhang") and Mr. Zhou Yudao ("Mr. Zhou") has resigned as executive directors of the Company with effect from 23 December 2016 and the Board has appointed Ms. Zhou Xing ("Ms. Zhou") and Mr. Wang Leo ("Mr. Wang") as executive directors of the Company with effect from 23 December 2016.

RESIGNATION OF EXECUTIVE DIRECTORS

The Board hereby announces the resignation of Mr. Zhang and Mr. Zhou as executive directors and members of strategic committee due to their work re-designation, both with effect from 23 December 2016. Each of Mr. Zhang and Mr. Zhou has confirmed that there are no disagreement with the Board and that there are no other matter in relation to their resignation that needs to be brought to the attention of the Shareholders.

The Board would like to express its gratitude for the contributions that Mr. Zhang and Mr. Zhou has made to the Company during their tenure of office.

APPOINTMENT OF EXECUTIVE DIRECTORS

The Board is pleased to announce that with effect from 23 December 2016, Ms. Zhou and Mr. Wang has been appointed as executive directors of the Company and members of strategic committee.

Ms. Zhou Xing

Ms. Zhou, aged 46, is appointed as an executive director on 23 December 2016. She is primary engage in the daily operation and management of the Company. Ms. Zhou studied in Hunan College of Finance and Economics majoring in international trade from 1988 to 1992 and obtained a bachelor degree. Later she obtained a master degree of finance from the same college in 1998. She continued her study in National University of Singapore School of Business from 2004 to 2006 and obtained a master degree in business administration. Ms. Zhou has over 20 years of experience in business management and corporate governance. Prior joining to the Company, she worked in Singapore Exchange Limited as vice president of the corporate and listing department from January

2008 to July 2011 and has been working in James & Hina Capital Management Company Limited as chief executive officer since July 2011. Ms. Zhou is the spouse of the chairman of the Company substantial shareholder.

As at the date of this announcement, Ms. Zhou does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 Laws of Hong Kong).

Ms. Zhou will hold office until the forthcoming annual general meeting of the Company at which she will be eligible for re-election. Thereafter, she will be subject to rotational retirement and re-election requirements pursuant to the articles of association of the Company.

As at the date of this announcement, save as disclosed above, Ms. Zhou (a) has no other relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) did not hold any directorship in other listed companies in the past three years; and (c) does not hold any other positions with the Company. The emolument of Ms. Zhou will be determined by the remuneration committee of the Company with reference to the level of responsibility, experience, the Company's performance and the market situation.

Other than those disclosed above, there are no other matters concerning Ms. Zhou that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Wang Leo

Mr. Wang, aged 51, is appointed as an executive director on 23 December 2016. He is primarily engaged in the daily operation and management of the Company. Mr. Wang graduated from Zhejiang Metallurgical Economics College (now renamed Jiaying University) majoring in accounting in 1984. In 1991, He graduated in Nankai University majoring in law under the self-taught examinations. He graduated in New Zealand University of Canterbury majoring in accounting and finance and obtained a bachelor's degree of commerce in 2001. He graduated in New Zealand University of Otago majoring in accounting and finance and obtained a postgraduate diploma in 2002. In 2003, he graduated in New Zealand University of Waikato majoring in accounting and obtained a master degree in business administration and later in 2005 he was a doctoral candidate of commerce in Australian National University majoring in corporation governance. Mr. Wang holds the Chinese lawyer qualification certificate, Chinese certified public accountant certificate (non-practising member), Chinese accountant qualification certificate and Shenzhen Stock Exchange qualification certificate of secretary to the board. Mr. Wang has over 30 years of experience in corporate finance management, corporate governance and accounting. Mr. Wang worked in the finance department of Sinosteel Corporation Tianjin Company as finance manager, he served as chief financial officer in Imerys Corporation (Ceramics Department in China) a company listed in Paris and Hunan Westralian Mining Company Limited. He also served as chief financial officer and secretary to the board in Hunan Li Shun Energy Technology Company Limited. Prior joining to the Company, he was a consultant for the Hunan Mining Association.

As at the date of this announcement, Mr. Wang does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 Laws of Hong Kong).

Mr. Wang will hold office until the forthcoming annual general meeting of the Company at which he will be eligible for re-election. Thereafter, he will be subject to rotational retirement and re-election requirements pursuant to the articles of association of the Company.

As at the date of this announcement, save as disclosed herein, Mr. Wang (a) has no other relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) did not hold any directorship in other listed companies in the past three years; and (c) does not hold any other positions with the Company. The emolument of Mr. Wang will be determined by the remuneration committee of the Company with reference to the level of responsibility, experience, the Company's performance and the market situation.

Other than those disclosed above, there are no other matters concerning Mr. Wang that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

The Board would like to express its warmest welcome to Ms. Zhou and Mr. Wang on their appointment.

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

Henan, the PRC, 27 December 2016

As at the date of this announcement, the Board comprises six executive Directors, namely Mr. Jin Guangcai, Mr. Qiang Shanfeng, Ms. Zhou Xing, Mr. Wang Leo, Mr. Ji Wanxin and Mr. Xing Jiangze; 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.