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LINGJIN

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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)

**PROPOSED CHANGE OF COMPANY NAME
AND
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of Lingbao Gold Company Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) proposes to change its Chinese name from “靈寶黃金股份有限公司” to “靈寶黃金集團股份有限公司” and its English name from “Lingbao Gold Company Ltd.” to “Lingbao Gold Group Company Ltd.” (the “**Change of Company Name**”).

CONDITIONS FOR THE CHANGE OF COMPANY NAME

The Change of Company Name will be subject to the following conditions:

- (1) the approval by the shareholders of the Company (the “**Shareholders**”) by way of special resolution at the extraordinary general meeting of the Company (the “**EGM**”); and
- (2) any necessary approval of the relevant authorities in the People’s Republic of China (the “**PRC**”) in relation to the Change of Company Name being obtained.

The relevant filing with the relevant authorities in the PRC will be made after the passing of the relevant special resolution at the EGM. Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of completion of the registration of change in company name with the relevant industry and commerce bureau in the PRC. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

EFFECT OF THE CHANGE OF COMPANY NAME

The proposed Change of Company Name will not affect any rights of the Shareholders or the Company’s daily business operation and its financial position. All existing share certificates in issue bearing the current name of the Company will, upon the Change of Company Name becoming effective, continue to be evidence of title to such shares and will remain valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for the exchange of the existing share certificates for new certificates bearing the new English and Chinese names of the Company. After the Change of Company Name becomes effective, new share certificates of the Company will be issued in the new name.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to amend relevant articles in the Articles of Association as follows (the “**AoA Amendments**”):

1. Article 2 of the Articles of Association

Which originally reads as:

“The Company's registered name in Chinese is 靈寶黃金股份有限公司; and Lingbao Gold Company Ltd. in English”

Is proposed to be amended as:

“The Company's registered name in Chinese is 靈寶黃金集團股份有限公司; and Lingbao Gold Group Company Ltd. in English”

2. Article 11 of the Articles of Association

Which originally reads as:

“The term “officers” herein shall include Chairman and Vice Chairman of the Board of Directors, the Secretary of the Board, General Manager, Vice General Manager, Chief Financial Controller, Supervisors and Directors of the Board.”

Is proposed to be amended as:

“The term “officers” herein shall include Chairman and Vice Chairman of the Board of Directors, Executive Directors, the Secretary of the Board, General Manager, Vice General Manager and Chief Financial Controller.”

3. The existing Article 20.4 of the Articles of Association be deleted in its entirety.

4. Article 112.5 of the Articles of Association

Which originally reads as:

“For any person appointed pursuant to these Articles to fill tentative director vacancy, the tenure in the capacity of director is effective only until the Company’s commencement of the following annual general meeting at which new director shall be re-elected. ”

Is proposed to be amended as:

“For any person appointed pursuant to these Articles to fill casual vacancy, the tenure in the capacity of director is effective only until the Company’s commencement of the following annual general meeting at which new director shall be re-elected (The number of directors who fill casual vacancy of the board of directors in this clause shall not be contrary to the provisions of Article 63 (2) (a)).”

The English version of the articles of association of the Company and the above proposed amendments are an unofficial translation of its Chinese version prepared for reference only. In case of discrepancy between the two versions, the Chinese version shall prevail.

The above AoA Amendments of the Company are subject to, and shall take effect only upon, the passing of the special resolutions at the EGM.

Upon the AoA Amendments becoming effective, the Company will carry out necessary filing procedures with the Company Registry in Hong Kong.

REASON FOR THE CHANGE OF COMPANY NAME AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board considers that the Change of Company Name will align with the Company strategic development and will provide the Company with a better identification and strengthen the Company's corporate image. Accordingly, the Board believes that the Change of Company Name and the AoA Amendments are in the best interests of the Company and the Shareholders as a whole.

GENERAL

A circular containing further details of the proposed Change of Company Name and the proposed AoA Amendments and the notice of the EGM will be despatched to the Shareholders as soon as practicable.

By order of the Board
Lingbao Gold Company Ltd.
Chen Jianzheng
Chairman

Henan, the PRC, 14 February 2017

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Chen Jianzheng, Mr. Wang Leo, Ms. Zhou Xing, Mr. Zhao Kun 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.