

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Lingbao Gold Company Ltd.**, you should at once hand this circular and the accompanying form of proxy and the reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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 ISSUANCE OF SHORT-TERM FINANCING BILLS**

A notice convening the extraordinary general meeting of Lingbao Gold Company Ltd. to be held at 3rd floor of the registered office of the Company at Hangu road and Jingshan road intersection, Lingbao, Henan, the PRC on Tuesday, 4 November 2014 at 10:00 a.m. is set out on pages 5 to 6 of this circular. A reply slip and a form of proxy are also enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon. In order to be valid, the proxy form must be deposited by hand and by post, for holders of H Shares of the Company, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and, for holders of domestic shares of the Company, to the registered address of the Company not less than 24 hours before the time for holding the meeting or not less than 24 hours before the time appointed for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the EGM if you so wish.

19 September 2014

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	2
<b>Notice of Extraordinary General Meeting</b> .....	5

## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions have the following meanings respectively:*

“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Lingbao Gold Company Ltd. (靈寶黃金股份有限公司), a joint stock limited company incorporated in the PRC with limited liability and the shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Tuesday, 4 November 2014
“H Shares”	overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB0.20 each, which are listed on the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, the Hong Kong Special Administrative Region, the Macau Special Administrative Region, and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	the holder(s) of the shares of the Company
“Short Term Financing Bills”	the short-term financing bills with an aggregate principal amount of up to RMB600 million proposed to be issued by the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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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)**

*Executive Directors:*

Mr. Jin Guangcai  
Mr. Qiang Shanfeng  
Mr. Zhang Guo  
Mr. He Chengqun  
Mr. Zhou Yudao

*Registered office:*

Hangu Road and  
Jingshan Road Intersection  
Lingbao  
Henan  
The PRC

*Non-executive Director:*

Mr. Shi Yuchen

*Principal place*

*of business in Hong Kong:*

Room 1902  
MassMutual Tower  
38 Gloucester Road  
Wanchai  
Hong Kong

*Independent non-executive Directors:*

Mr. Yang Dongsheng  
Ms. Du Liping  
Mr. Han Qinchun  
Mr. Xu Qiangsheng

19 September 2014

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED ISSUANCE OF SHORT-TERM FINANCING BILLS**

**A. INTRODUCTION**

The Company announced on 15 September 2014 that the Board proposes to seek the Shareholders' authorization and approval the proposed issuance of Short-Term Financing Bills at the EGM.

The purpose of this circular is to give you details of, among other things, the proposed issuance of Short-Term Financing Bills in order to enable you to make an informed decision on the proposed special resolution at the EGM.

## LETTER FROM THE BOARD

### B. PROPOSED ISSUANCE OF SHORT-TERM FINANCING BILLS

In accordance with the relevant requirements under applicable PRC laws and regulations and pursuant to Article 89 of the Articles, the Board proposes to seek the Shareholders' authorization and approval (i) for the proposed issuance of Short-Term Financing Bills in the PRC for an aggregate principal amount of up to RMB600,000,000 for the term of one year and (ii) that the chairman of the Board or any person authorized by the chairman of the Board be authorized to determine and finalise the terms and conditions of issuance of Short-Term Financing Bills (including but not limit to the final principal amount, the timing of issuance and interests thereon) after considering the needs of the Company, the then market conditions at the time of issuance and such other matters as relevant.

The Board believes that the proposed issuance of Short-Term Financing Bills will provide the Company with a further source of funding at an interest rate which is expected to be lower than the interest rate for loans generally available from commercial banks. The Board considers that the issuance of Short-Term Financing Bills will lower the Company's finance borrowings costs and is in the interests of the Company and its Shareholders as a whole. Proceeds from the proposed issuance of Short-Term Financing Bills are expected to be used as general working capital of the Company and for replacement with part of the Company's existing bank loans.

**The proposed issuance of Short-Term Financing Bills may or may not occur and therefore Shareholders and investors should exercise caution in dealing in the Company's shares.**

### C. THE EGM

A notice convening the EGM to be held at 3rd floor of the registered office of the Company at Hangu road and Jingshan road intersection, Lingbao, Henan, the PRC on Tuesday, 4 November 2014 at 10:00 a.m. is set out on pages 5 to 6 of this circular.

A reply slip and a form of proxy are also enclosed.

Whether or not you are able to attend the EGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon. In order to be valid, the proxy form must be deposited by hand or post, for holders of H Shares of the Company, to the H shares registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and, for holders of domestic shares of the Company, to the registered address of the Company not less than 24 hours before the time for holding the EGM or not less than 24 hours before the time appointed for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the EGM.

## LETTER FROM THE BOARD

If you intend to attend the EGM in person or by proxy, you are requested to complete the accompanying reply slip. In order to be valid, the completed and signed reply slip shall be delivered to the H shares registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares) or to the Company’s registered office address at Hangu road and Jingshan road intersection, Lingbao, Henan, the PRC (for holders of domestic shares of the Company) on or before Wednesday, 15 October 2014. The reply slip may be delivered to Computershare Hong Kong Investor Services Limited or the Company by hand or by post.

Pursuant to Rule 13.39(4) of the Listing Rules, resolution set out in the notice of the EGM will be decided by poll. The results of the poll will be published on the websites of the Stock Exchange and the Company.

### **D. RECOMMENDATION**

The Directors consider that the proposed issuance of Short-Term Financing Bills is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolution which will be proposed at the EGM.

Yours faithfully,  
For and on behalf of the Board  
**Lingbao Gold Company Ltd.**  
**Jin Guangcai**  
*Chairman*

NOTICE OF EXTRAORDINARY GENERAL MEETING



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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)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“EGM”) of Lingbao Gold Company Ltd. (“Company”) will be held at 3rd floor of the registered office of the Company at Hangu road and Jingshan road intersection, Lingbao, Henan, the People’s Republic of China (“PRC”) on Tuesday, 4 November 2014 at 10:00 a.m. to consider and approve the following resolution by way of special resolution:

**“THAT:**

- (1) the Company be authorized to issue the short-term financing bills in the PRC with an aggregate principal amount of up to RMB600,000,000 for the term of one year;
- (2) the chairman (the “Chairman”) of the board of directors of the Company (the “Board”) or any person authorized by the Chairman be authorized to determine and finalise the terms and conditions of issuance of short-term financing bills (including but not limit to the final principal amount, the timing of issuance and interests thereon) after considering the needs of the Company, the then market conditions at the time of issuance and such other matters as relevant; and
- (3) the Board be authorized to execute all necessary documents, to conduct appropriate information disclosures and/or to do all such things and acts as are considered necessary or expedient and in the interests of the Company for the purpose of effecting or otherwise in connection with its proposed issuance of short-term financing bills or any matter incidental thereto.”

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

Henan, the PRC, 19 September 2014

## NOTICE OF EXTRAORDINARY GENERAL MEETING

*Notes:*

1. The register of members of the Company will be closed from Monday, 6 October 2014 to Tuesday, 4 November 2014 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) or the registered office address of the Company (for holders of domestic shares), no later than 4:30 p.m. on Friday, 3 October 2014.
2. Holders of domestic shares and H shares whose names appear on the register of members of the Company at the close of business on Monday, 6 October 2014 are entitled to attend and vote at the EGM and may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not be a member of the Company.
3. In order to be valid, the proxy form must be deposited by hand or post, for holders of H shares of the Company, to the H shares registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and, for holders of domestic shares of the Company, to the registered address of the Company not less than 24 hours before the time for holding the meeting or not less than 24 hours before the time appointed for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form.
4. Shareholders or their proxies shall produce their identity documents when attending the meeting.
5. Shareholder who intends to attend the EGM should complete and return the reply slip and return it by hand or by post to the H shares registrar of the Company (for holders of H shares) or to the registered office address of the Company (for holders of domestic shares) on or before Wednesday, 15 October 2014.
6. The registered office address of the Company is as follows:  
  
Hangu Road and Jingshan Road Intersection  
Lingbao  
Henan  
The People's Republic of China  
Tel: +86 398 8862218  
Fax: +86 398 8860166
7. The EGM is expected to be held for less than half a day. Shareholders who attend the meeting shall bear their own travelling and accommodation expenses.
8. The Board confirms that there is no other matter which should be brought to the attention of the shareholders.
9. As at the date of this notice, the Board comprises five executive directors, namely Mr. Jin Guangcai, Mr. Qiang Shanfeng, Mr. Zhang Guo, Mr. He Chengqun and Mr. Zhou Yudao; one non-executive director, namely Mr. Shi Yuchen; and four independent non-executive directors, namely Mr. Yang Dongsheng, Ms. Du Liping, Mr. Xu Qiangsheng and Mr. Han Qinchun.