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

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, 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 to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom, the sale or transfer was effected for transmission to the purchaser or the 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)**

**GENERAL MANDATE TO ISSUE SHARES,  
AMENDMENT TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (“AGM”) of Lingbao Gold Company Ltd. (the “Company”) to be held at 2nd floor of the registered office of the Company at Xin Village, Yinzhuang Town, Daonan Industrial Area, Lingbao, Henan, the PRC on Friday, 3 June 2011 at 10:00 a.m. is set out on pages 5 to 10 of this circular. A reply slip and a form of proxy are also enclosed. Whether or not you are able to attend the AGM 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 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 46th 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 any adjournment thereof. 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 AGM if you so wish.

18 April 2011

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expression shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at 2nd floor of the registered office of the Company at Xin Village, Yin Zhuang Town, Daonan Industrial Area, Lingbao, Henan, the People’s Republic of China (“PRC”) on Friday, 3 June 2011 at 10:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 5 to 10 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	靈寶黃金股份有限公司 (Lingbao Gold Company Ltd.), a joint stock limited company established in the PRC on 27 September 2002, the H shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) in the ordinary share capital of the Company, with a nominal value of RMB0.20 each, which were subscribed for in RMB
“H Share(s)”	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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 April 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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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. Xu Gaoming  
Mr. Jin Guangcai  
Mr. Liu Pengfei  
Mr. Zhang Guo  
Mr. He Chengqun

*Registered office:*

Xin Village  
Yinzhuang Town  
Daonan Industrial Area  
Lingbao  
Henan  
The PRC

*Non-executive Director:*

Mr. Wang Yumin

*Principal place of business  
in Hong Kong:*

Room 1902  
19th Floor  
MassMutual Tower  
38 Gloucester Road  
Wanchai  
Hong Kong

*Independent non-executive Directors:*

Mr. Niu Zhongjie  
Mr. Wang Han  
Mr. Yan Wanpeng  
Ms. Du Liping

18 April 2011

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE SHARES,  
AMENDMENT TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give you notice of the AGM and to provide you with information regarding the special resolution to be proposed at the AGM relating to the grant to the Directors of general mandate to allot, issue or otherwise deal with shares of up to 20% of the aggregate nominal amount of the Company's issued share capital as at the date of the passing of such resolution and amendment to the Articles.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

At the last annual general meeting of the Company held on 21 July 2010, special resolution was passed whereby general mandate was given to the Directors to allot, issue or otherwise deal with shares of the Company of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution.

Such mandate will lapse at the conclusion of the forthcoming AGM. In order to increase the flexibility and efficiency in operation of the Company, and to give discretion to the Board in the event that it becomes desirable to issue any shares, the Board will propose a special resolution to grant to the Directors a general mandate to allot, issue and otherwise deal with shares of the Company up to a maximum of 20% of the total nominal value of shares in issue as at the date of passing of the resolution as set out in special resolution No. 1 of the AGM Notice.

As at the Latest Practicable Date, the Company had in issue an aggregate of 770,249,091 shares, comprising 297,274,000 H Shares and 472,975,091 Domestic Shares. Subject to the passing of the proposed resolution for the approval of the general mandate, the Company will be allowed to allot, issue and deal with up to a maximum of 154,049,818 shares (comprising 59,454,800 H Shares and 94,595,018 Domestic Shares), representing 20% of shares in issue on the date of the passing of the proposed resolution, on the basis that no further shares will be issued by the Company prior to the AGM.

With reference to the proposed general mandate, the Directors, as at the date hereof, wish to state that they have no immediate plans to issue any new shares pursuant to the mandate.

### AMENDMENT TO THE ARTICLES

The Directors propose to amend the existing Articles to reflect the change in domestic shareholding of the Company and the change in the composition of the Board. The amendment to the Articles are set out in special resolution No 2 of the AGM Notice.

### AGM

A notice convening the AGM to be held at 2nd floor of the registered office of the Company at Xin Village, Yin Zhuang Town, Daonan Industrial Area, Lingbao, Henan, the PRC on Friday, 3 June 2011 at 10:00 a.m. is set out on pages 5 to 10 of this circular.

At the AGM, in addition to the ordinary resolutions, special resolutions will be proposed to Shareholders to consider and, if thought fit, approve, the proposed grant of the general mandate to issue shares of the Company and the proposed amendment to the Articles.

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

Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon. In order

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## LETTER FROM THE BOARD

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to be valid, the proxy form must be deposited by hand or post, for holders of H Shares of the Company, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and, for holders of Domestic Shares, to the registered address of the Company not less than 24 hours before the time for holding the AGM or any adjournment thereof. 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 AGM.

If you intend to attend the AGM 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 Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 46th 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 Xin Village, Yinzhuang Town, Daonan Industrial Area, Lingbao, Henan, the PRC (for holders of Domestic Shares) on or before Friday, 13 May 2011. 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, all resolutions set out in AGM Notice will be decided by poll. The results of the poll will be published on the websites of the Stock Exchange and the Company.

### RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the ordinary business of the Company and the proposed special resolutions for approval of the grant of general mandate to allot, issue or otherwise deal with shares up to 20% of the aggregate nominal amount of the Company's issued share capital and amendment to the Articles as at the date of passing of such resolution are in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

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



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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 OF ANNUAL GENERAL MEETING**

Notice is hereby given that the annual general meeting (“AGM”) of Lingbao Gold Company Ltd. (“Company”) for the year ended 31 December 2010 will be held at 2nd floor of the registered office of the Company at Xin Village, Yinzhuang Town, Daonan Industrial Area, Lingbao, Henan, the People’s Republic of China (“PRC”) on Friday, 3 June 2011 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

**I. AS ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors of the Company (“Board”) for the year 2010;
2. To consider and approve report of the supervisory committee of the Company for the year 2010;
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries (together, the “Group”) and the auditors’ report for the year ended 31 December 2010;
4. To authorise the Board to decide the matters relating to the payment of final dividend for the year 2010;
5. To authorise the Board to fix the remuneration of the directors and supervisors of the Company;
6. To re-appoint KPMG as the Company’s international auditors and Peking Certified Public Accountants as the Company’s PRC auditors and to authorise the Board to fix their remuneration;
7. To consider and approve any motion proposed by any shareholders of the Company holding 5% or more of the shares with voting rights at such meeting, if any.

**II. AS SPECIAL RESOLUTIONS**

1. To consider and, if thought fit, pass the following as special resolution:

**“THAT:**

- (1) There be granted to the Board an unconditional general mandate (“General Mandate”) to issue, allot and deal with additional shares in the capital of the Company (whether Domestic Shares or H Shares) and to make or grant offers or agreements in respect thereof, subject to the following conditions:
  - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;
  - (b) the aggregate nominal amount of shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board otherwise than pursuant to a Rights Issue or any scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares or any share option scheme adopted by the Company in accordance with the articles of association of the Company (“Articles of Association”), shall not exceed:
    - i. 20 per cent of the aggregate amount of Domestic Shares of the Company in issue; and
    - ii. 20 per cent of the aggregate nominal amount of H Shares of the Company in issue,in each case as at the date of passing of this resolution; and
  - (c) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.



For the purposes of this resolution:

“Domestic Share(s)” mean the ordinary domestic share(s) with a nominal value of RMB0.20 each in the registered share capital of the Company which were subscribed for in RMB;

“H Shares” mean the overseas listed foreign invested shares with a nominal value of RMB0.20 each in the registered share capital of the Company, which are listed on The Stock Exchange of Hong Kong Limited and subscribed for and traded in Hong Kong dollars;

“Relevant Period” means the period from the date of passing this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (b) the expiry date of the 12-month period following the passing of this resolution; or
- (c) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in this resolution.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

- (2) contingent on the Board resolving to issue shares pursuant to paragraph (1) of this resolution, the Board be authorised:
  - (a) to approve, execute and do, or procure to be executed and done all such documents, deeds and matters which it may consider necessary in connection with the issue of such new shares, including but not limited to the time, quantity and place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);
  - (b) to determine the use of proceeds and to make necessary filings and registration with the relevant authorities in the PRC, and/or Hong Kong and any other places and jurisdictions (as appropriate);

- (c) to increase the registered capital of the Company and make any amendments to the Articles of Association in accordance with such increase and to register the increased capital with the relevant authorities in the PRC and/or Hong Kong and any other places and jurisdictions (as appropriate) so as to reflect the new capital and/or share capital structure of the Company resulting from the intended allotment and issue of the shares of the Company pursuant to paragraph (1) of this resolution.”
2. “**THAT** the following amendment to the Articles of Association of the Company be and is hereby approved:

Amended from:

“Article 20, paragraph 2 and 3, after the issue, the Company’s capital structure is: 472,975,091 Domestic Shares; 297,274,000 overseas listed foreign shares. Among them, the promoters hold a total of 472,975,091 Domestic Shares; overseas listed foreign shareholder held 297,274,000 shares.

After the issue of the Company shares, the promoter shareholding and shareholding ratio as following: 373,840,620 Domestic Shares held by Lingbao state-owned asset operation limited liability company, shareholding ratio of 48.54%; 37,698,784 Domestic Shares held by Sanmenxia Jinqu Group Company Limited, shareholding ratio of 4.89%; 17,435,687 Domestic Shares held by Lingbao Electric Company, shareholding ratio of 2.26%; 18,000,000 Domestic Shares held by Henan Xuanrui Assets Company Limited, shareholding ratio of 2.34%; 13,750,000 Domestic Shares held by Lingbao Jinxiang Auto Parts Limited Liability Company, shareholding ratio of 1.79%; 12,250,000 Domestic Shares held by Lingbao Guoshi Mining Limited Liability Company, shareholding of 1.59%.

Article 111, paragraph 1, Company board of directors, the Board comprises of 11 directors, of which 1 chairman, 1 vice chairman. Within the Board, 4 independent directors, 4 executive directors, 3 non-executive directors.”

Amended to:

“Article 20, paragraph 2 and 3, The Company’s capital structure is: 472,975,091 Domestic Shares; 297,274,000 overseas listed foreign share. Among them, the promoters hold a total of 435,276,307 Domestic Shares, 37,698,784 Domestic Shares held by non-promoters; overseas listed foreign shareholder held 297,274,000 shares.

The Company promoter shareholding and shareholding ratio as following: 373,840,620 Domestic Shares held by Lingbao state-owned asset operation limited liability company, shareholding ratio of 48.54%; 17,435,687 Domestic Shares held by Lingbao Electric Company, shareholding ratio of 2.26%; 18,000,000 Domestic

Shares held by Henan Xuanrui Assets Company Limited, shareholding ratio of 2.34%; 13,750,000 Domestic Shares held by Lingbao Jinxiang Auto Parts Limited Liability Company, shareholding ratio of 1.79%; 12,250,000 Domestic Shares held by Lingbao Guoshi Mining Limited Liability Company, shareholding of 1.59%.

The Company non promoter shareholding and shareholding ratio as following: 37,698,784 Domestic Shares held by Beijing Wanlaixin Investment Limited Liability Company, shareholding ratio: 4.89%.

Article 111, paragraph 1, Company board of directors, the Board comprises of 11 directors, of which 1 chairman, 4 independent directors.””

By order of the Board  
**Lingbao Gold Company Ltd.**  
**Xu Gaoming**  
*Chairman*

Lingbao, Henan, the PRC

18 April 2011

*Notes:*

1. The register of members of the Company will be closed from Thursday, 5 May 2011 to Friday, 3 June 2011 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for the final dividend and attending the forth coming annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share 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 Share) or the registered office address of the Company (for holders of domestic shares), no later than 4:00 p.m. on Wednesday, 4 May 2011.
2. Holders of Domestic Shares and H Shares whose names appear on the H Share register of members of the Company at the close of business on Thursday, 5 May 2011 are entitled to receive the final dividend and to attend and vote at the AGM 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 Share of the Company, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, 46th 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 any adjournment thereof. If the proxy form is signed by a person under a power of attorney or other authority, a notorially 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 intend to attend the AGM should complete and return the reply slip and return it by hand or by post to the share registrar of the Company (for holders of H Share) or to the registered office address of the Company (for holders of domestic shares) on or before Friday, 13 May 2011.

6. The registered office address of the Company is as follows:

Xin Village  
Yinzhuang Town  
Daonan Industrial Area  
Lingbao  
Henan  
The People's Republic of China  
Tel: 86 398 8862220  
Fax: 86 398 8860166

7. The AGM is expected to take half a day. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
8. The Board confirms that there is no other matter which should be brought to the attention of the shareholders.
9. All resolutions as set out above will be determined by way of poll.
10. As at the date of this notice, the Board comprises five executive Directors, namely Xu Gaoming, Jin Guangcai, Liu Pengfei, Zhang Guo and He Chengqun; one non-executive Director, namely Wang Yumin; and four independent non-executive Directors, namely Niu Zhongjie, Wang Han, Yan Wanpeng and Du Liping.