



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)

(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 2005 will 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, 16 June 2006 at 10:00 a.m. for the following purposes:

I. AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (“Board”) for the year 2005;
2. To consider and approve report of the supervisory committee of the Company for the year 2005;
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 2005;
4. To authorise the Board to decide the matters relating to the payment of final dividend for the year 2005;
5. To authorise the Board to fix the remuneration of the directors and supervisors of the Company;
6. To re-appoint the Company’s 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 RESOLUTION

8. 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 or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board otherwise than pursuant to any scrip dividends or similar arrangement providing for the allotment of such shares in lieu of the whole or part of a dividend on such shares or any share option scheme adopted by the Company and 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 Renminbi;

“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.
- (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.”

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

Lingbao, Henan, the PRC

26 April 2006

As at the date of this announcement, the directors of the Company are:

Executive Directors: Xu Gaoming, Wang Jianguo, Lu Xiaozhao and Jin Guangcai;

Non-Executive Directors: Xu Wanmin, Di Qinghua and Qi Guozhong; and

Independent Non-Executive Directors: Ning Jincheng, Wang Yanwu, Niu Zhongjie and Zheng Jinqiao.

“Please also refer to the published version of this announcement in the South China Morning Post”