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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)

**ANNOUNCEMENT IN RELATION TO THE RESOLUTIONS PASSED
AT THE 2009 ANNUAL GENERAL MEETING**

The Board is pleased to announce that at the AGM held on 21 July 2010, the Ordinary Resolutions and Special Resolution as set out in the AGM Notice were duly passed by way of poll.

Reference is made to the circular (“Circular”) dated 4 June 2010 issued by Lingbao Gold Company Ltd. (the “Company”). Unless the context otherwise requires, capitalized terms defined in the Circular shall have the same meanings when used therein.

Results of AGM

The Board is pleased to announce that at the AGM held on 21 July 2010, the ordinary resolutions (“Ordinary Resolutions”) and the special resolution (“Special Resolution”) as set out in the AGM Notice dated 4 June 2010 were duly passed by way of poll. The chairman of the AGM demanded for a poll to be taken for each of the Ordinary Resolutions and Special Resolution. Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The poll results taken at the AGM were as follows:

ORDINARY RESOLUTIONS	Number of valid votes cast and approximate percentage of total number of votes cast	
	For	Against
1. To approve the report of the Board for the year 2009	497,862,142 (100.00%)	- -
2. To approve the report of the supervisory committee of the Company for the year 2009	497,862,142 (100.00%)	- -
3. To approve the audited consolidated financial statements of the Company and its subsidiaries (together, the “Group”) and the auditors’ reports	494,770,142 (99.42%)	2,862,000 (00.58%)

for the year ended 31 December 2009		
4. To authorise the Board to decide for matters relating to the payment of final dividend for the year 2009	497,862,142 (100.00%)	- -
5. To authorise the Board to fix the remuneration of the directors and supervisors of the Company	497,862,142 (100.00%)	- -
6. To re-appoint the Company's auditors and to authorise the Board to fix their remuneration	497,862,142 (100.00%)	- -
7. To approve the appointment of Mr. He Chengqun as the executive director of the Company	497,862,142 (100.00%)	- -
8. To approve the supervisor of the Company Mr. Zhu Yucheng's resignation	497,862,142 (100.00%)	- -
9. To approve the appointment of Mr. Guo Xurang as the supervisor of the Company	497,862,142 (100.00%)	- -
10. To approve any motion proposed by any shareholder of the Company holding 5% or more of the shares with voting rights at such meeting, if any	43,369,687 (77.35%)	12,703,051 (22.65%)
SPECIAL RESOLUTION	Number of valid votes cast and approximate percentage of total number of votes cast	
	For	Against
1. To approve the general mandate to allot new shares	485,921,091 (97.60%)	11,941,051 (2.40%)

Please refer to the AGM Notice for full version of the Ordinary Resolutions and the Special Resolution.

As at the date of the AGM, the issued share capital of the Company was 770,249,091 shares ("Shares") of the Company. The total number of Shares entitling the holder to attend and vote for or against the Ordinary Resolutions and Special Resolution at the AGM was 770,249,091 Shares, representing 100% of the total issued share capital of the Company. No Shareholder is required to abstain from voting in respect of the Ordinary Resolutions and Special Resolution.

Payment of final dividend

The Board is pleased to announce that the Company will pay a final dividend for the year ended 31 December, 2009 of Renminbi ("RMB") 0.05 (equivalent to approximately HKD0.057365) per share on 19 August, 2010. Payment will be made to the Shareholders whose names appeared on the register of members of the Company at the close of business on 22 June, 2010. Dividends payable to holders of H Shares will be paid in Hong Kong dollars ("HKD"). The conversion rate of RMB to HKD is calculated upon the average of the mean exchange rate of the conversion of RMB to HKD announced by State Administration of Foreign Exchange of the People's Republic of China one calendar week preceding 21 July, 2010, and it is RMB0.871616 to HKD1.00.

Accordingly, the amount of final dividend payable for each H Share is HKD0.057365(with tax). Such final dividend

will be paid by Bank of China (Hong Kong) Trustees Ltd, the Company's receiving agent in Hong Kong, and would be mailed by Computershare Hong Kong Investor Services Limited to the holders of H Shares who are entitled to receive the same by ordinary post at their own risk on 19 August, 2010.

Pursuant to the Corporate Income Tax Law of the PRC and its implementing regulations (hereinafter collectively referred to as the "CIT Law"), the tax rate of the corporate income tax applicable to the income of non-resident enterprise deriving from the PRC is 10%. For this purpose, any H shares registered under the name of non-individual enterprise, including the H shares registered under the name of Hong Kong Securities Clearing Company Nominees Limited, other nominees or trustees, or other organizations and entities, shall be deemed as shares held by nonresident enterprise shareholders (as defined under the CIT Law). The Company will distribute the final dividend to non-resident enterprise shareholders subject to a deduction of 10% corporate income tax withheld and paid by the Company on their behalf. The Company disclaims any liability in respect of any claims arising from any delay in, or inaccurate determination of the status of the shareholders or any disputes over the mechanism of withholding.

Appointment of director

The Board is pleased to announce that the resolution proposed at the AGM regarding the election of Mr. He Chengqun ("Mr. He") as an executive director was duly approved by the Shareholders and such appointments took effect immediately thereafter:

Mr. He aged 39, is currently the chairman and general manager of Lingbao Wason Copper Foil Company Ltd. He graduated from Henan Metallurgical Industry University, major in enterprise management and obtained the degree of MBA of Canada Royal Roads University. Mr. He worked at Tonggou Gold Mine from November 1993 to September 1998, serving successively as the deputy manager of the Processing Plant in 1995, deputy officer and manager of the Quality Inspection Division in April 1997. He served as the deputy manager of the Enterprise Management Department of Henan Linghua Group Company in September 1998. He worked at the Metallurgical Plant of Lingbao in January 2001. He was appointed as the general manager of Lingbao Wason Copper Foil Company Ltd, a wholly owned subsidiary of Lingbao Gold Company Ltd. in March 2008, and appointed as the chairman and general manager of Lingbao Wason Copper Foil Company Ltd. in April 2009.

Mr. He will enter into a services contract commencing from 21 July 2010 to 7 January 2012 with the Company and the Board will determine the emoluments of the executive directors. The emoluments will be determined with reference to his duties and responsibility in the Company, the Company's performance and the market situation. Mr. He is subject to rotational retirement and re-election requirements pursuant to the Articles. As at the Latest Practicable Date, Mr. He has no personal interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. He has confirmed that he is and was not connected with any directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, Mr. He has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules. Mr. He holds no directorship in listed public companies nor other major appointments in the last three years.

Appointment of supervisor

The Board is pleased to announce that the resolution proposed at the AGM regarding the election Mr. Guo Xurang ("Mr. Guo") as a supervisor was duly approved by the Shareholders and such appointments took effect immediately thereafter:

Mr. Guo aged 40 is currently the chairman of Beijing Wanlaixin Investment Co., Ltd. Mr. Guo studied at Hangzhou Dianzi University from September 2001 to July 2003, majoring in Business Administration and obtained the MBA degree. He held the post of the general manager of Beijing Jinyang Mining Investment Limited Liability Company in 2005. He serves as the Chairman of Beijing Wanlaixin Investment Co., Ltd. since 2007. He is currently the legal

representative and is in charge of the business operation, enterprise planning and management of the company.

Mr. Guo has entered into a services contract for a term of three years with the Company. There is no emoluments payable to Mr. Guo. Mr. Guo is subject to rotational retirement and re-election requirements pursuant to the Articles. Mr. Guo has no personal interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Guo has confirmed that he is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, Mr. Guo has confirmed that there are no other matters relating to his appointment that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules. Mr. Guo holds no directorship in listed public companies nor other major appointments in the last three years.

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

Henan, the PRC, 21 July 2010

As at the date of this announcement, the Board comprises six executive Directors, namely Mr. Xu Gaoming, Mr. Jin Guangcai, Mr. Lu Xiaozhao, Mr. Liu Pengfei, Mr. Zhang Guo and Mr. He Chengqun; one non-executive Director, namely Mr. Wang Yumin; and four independent non-executive Directors, namely Mr. Niu Zhongjie, Mr. Wang Han, Mr. Yan Wanpeng and Ms. Du Liping.