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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)

(Stock code: 3330)

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 Saturday, 8 April 2017 at 10:00 a.m. to consider and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

- (1) A. To re-elect Mr. Chen Jianzheng as an executive director of the Company.
- B. To re-elect Mr. Wang Leo as an executive director of the Company.
- C. To re-elect Ms. Zhou Xing as an executive director of the Company.
- D. To re-elect Mr. Zhao Kun as an executive director of the Company.

SPECIAL RESOLUTIONS

- (2) “THAT subject to and conditional upon the approval of the relevant authorities in the PRC, the Chinese name of the Company be changed 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.”, and THAT the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company.”

- (3) “THAT the amendments to the Articles of Association of the Company be and are hereby approved, and THAT the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid amendments to the Articles of Association of the Company.”

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

Henan, the PRC, 21 February 2017

Notes:

1. The register of members of the Company will be closed from Friday, 10 March 2017 to Saturday, 8 April 2017 (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 17M 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 Thursday, 9 March 2017.
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 Friday, 10 March 2017 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, 17M 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 share 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 Friday, 17 March 2017.
6. The registered office address and contact information of the Company are as follows:

Hangu Road and Jingshan Road Intersection
Lingbao
Henan
The People’s Republic of China
Tel: 86 398 8862220
Fax: 86 398 8860166
7. The EGM is expected to be held for less than half a day. Shareholders attending the EGM shall bear their own travelling and accommodation expenses.
8. 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.