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**Lingbao Gold Group Company Ltd.**

**靈寶黃金集團股份有限公司**

*(A joint stock limited company incorporated in the People's Republic of China)*

*(Stock code: 3330)*

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 26 SEPTEMBER 2017**

The Board announce that all the resolutions set out in the Notice were not passed by way of poll at the EGM held on 26 September 2017.

Reference is made to the notice (the "**Notice**") of extraordinary general meeting (the "**EGM**") of Lingbao Gold Group Company Ltd. (the "**Company**") dated 11 August 2017 as well as the circular of the Company dated 11 August 2017 relating to Disposal which constitutes a major transaction of the Company (the "**Circular**"). Unless the context otherwise indicated, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

### **RESULTS OF THE EGM**

The Board announces that all the proposed resolutions set out in the Notice were not passed by the Shareholders by way of poll at the EGM held on Tuesday, 26 September 2017 at the office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC. Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company in Hong Kong, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

As at the date of the EGM, the issued share capital of the Company was 770,249,091 Shares. The total number of Shares entitling the holder to attend and vote for or against the resolutions proposed at the EGM was 770,249,091, representing 100% of the total issued share capital of the Company. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder was required to abstain from voting at the EGM and no Shareholder was entitled to attend and abstain from voting in favour of the resolutions under the Listing Rules. No Shareholder has stated his/her/its intention in the Circular to vote against or to abstain from voting on the resolutions at the EGM.

Set out below are the results of voting at the EGM, which was conducted by way of poll:

Special Resolutions		Number of Votes (%)	
		For	Against
1.	To approve the equity transfer agreement dated 7 July 2017 (the “Equity Transfer Agreement”) entered into between the Company and 北京中鑫澤匯投資有限公司 (transliterated as Beijing Zhongxin Zehui Investment Company Limited) (the “Purchaser”), pursuant to which the Company shall sell and the Purchaser shall acquire 60% equity interest in 靈寶華鑫銅箔有限責任公司 (transliterated as Lingbao Wason Copper-Foil Company Ltd) (“Lingbao Wason”) at the consideration of RMB637,240,463.33 (a copy of the Equity Transfer Agreement having been produced to the EGM and marked “A” and initialed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder;	151,587,687 (31.46%)	330,237,404 (68.54%)
2.	any one or more of the directors (the “Directors”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Equity Transfer Agreement the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Equity Transfer Agreement) as are, in the opinion of the Directors or the duly authorised committee, in the interest of the Company and its shareholders as a whole.	151,587,687 (31.46%)	330,237,404 (68.54%)
As less than two thirds of the votes were cast in favour of the above resolutions, the resolutions were not passed as special resolutions.			

#### **NON-FULFILLMENT OF CONDITION PRECEDENT UNDER THE EQUITY TRANSFER AGREEMENT**

Pursuant to the Equity Transfer Agreement, completion of the Disposal is subject to, among others, obtaining the Shareholders’ approval at the EGM. Since the resolutions were not passed at the EGM and the abovementioned condition is not capable of being waived by any party to the Equity Transfer Agreement, the Disposal will not proceed.

Although the Disposal will not proceed, the Board wish to express their gratitude to the shareholders for their continuous support, and to express their commitment to shareholders to continue to create value for shareholders.

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

Henan, the PRC, 26 September 2017

*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.*