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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 with limited liability)

(Stock code : 3330)

TERMINATION OF ISSUE OF H SHARE CONVERTIBLE BOND UNDER GENERAL MANDATE

Reference is made to the announcement (the “**Announcement**”) of Lingbao Gold Group Company Ltd. (the “**Company**”) dated 8 November 2017 in relation to, among other matters, the issue of the H Share Convertible Bond in an aggregate principal amount of HK\$76,000,000 under the General Mandate. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The board of directors of the Company (the “**Board**”) hereby announces that in view of the complexity of the approval in the PRC, the Company expected issuance date of the H Share Convertible Bonds and the use of fund will be seriously affected. The Company and the Subscriber have decided not to proceed with the issue and subscription of the H Share Convertible Bond. Accordingly, on 11 February 2018, the Company and the Subscriber entered into a termination agreement, pursuant to which the parties have agreed to terminate the Subscription Agreement and the Company and the Subscriber shall have no obligation to issue and subscribe for, respectively, the H Share Convertible Bond under the Subscription Agreement. Neither the Company nor the Subscriber shall have any claim against each other.

The Board considers that the termination of the Subscription Agreement has no material adverse impact on the business operations and financial position of the Group.

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

Henan, the PRC, 12 February 2018

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.