

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 with limited liability)

(Stock code : 3330)

RESIGNATION AND PROPOSED APPOINTMENT OF DIRECTORS AND SUPERVISORS

The board of directors (the "Board") of Lingbao Gold Company Limited (the "Company") hereby announces that (i) Mr. Wang Yumin ("Mr. Wang") and Mr. Yang Liening ("Mr. Yang") has resigned as non-executive directors of the Company with effect from 4 April 2014 and the Board has proposed to appoint Mr. Qiang Shanfeng ("Mr. Qiang") and Mr. Zhou Yudao ("Mr. Zhou") as executive directors of the Company and Mr Shi Yuchen ("Mr. Shi") as an non-executive director of the Company, subject to the approval by the shareholders of the Company ("Shareholders") at the 2013 annual general meeting ("2013 AGM") ; and (ii) Mr. Liu Shengmin ("Mr. Liu") has resigned as a chairman of the supervisory committee and an employee representative supervisor and Mr. Di Qinghua ("Mr. Di") and Mr. Zhu Zhisheng ("Mr. Zhu") have resigned as non-employee representative supervisors with effect from 4 April 2014, and Mr Wang Guodong has been elected as an employee representative supervisor by our employees with effect from 4 April 2014.

RESIGNATION OF DIRECTORS

The Board hereby announces the resignation of (i) Mr. Wang as a non-executive director, a member of audit committee, a member of nomination committee and a member of remuneration committee due to his other business commitment ; and (ii) Mr. Yang as a non-executive director due to his other business commitment, both with effect from 4 April 2014. Each of Mr. Wang and Mr. Yang has confirmed that there are no disagreement with the Board and that there are no other matter in relation to their resignation that needs to be brought to the attention of the Shareholders.

The Board would like to express its gratitude for the contributions that Mr. Wang and Mr. Yang has made to the Company during their tenure of office.

PROPOSED APPOINTMENT OF DIRECTORS

The Board has proposed to appoint Mr. Qiang and Mr. Zhou as executive directors of the Company and Mr. Shi as a non-executive director of the Company, subject to the approval of the Shareholders by way of ordinary resolutions at the 2013 AGM, and shall become effective immediately upon the approval from the Shareholders at the 2013 AGM.

Mr. Qiang Shanfeng

Mr. Qiang, aged 43, holds a doctoral degree and is a senior geological engineer and a certified senior consultant. Before joining the Company, Mr. Qiang had worked in Bureau of Land and Resources of Lingbao City from April 2010 to July 2013, during which he had held posts as a member of the party leadership and deputy director since April 2010, and served as deputy secretary of the party leadership and principle staff member since November 2012. Previously, Mr. Qiang had worked in Bureau of Geology and Mineral Resources of Lingbao City of Henan province from November 1993 to March 2010 as deputy chief and chief of resource management, chief of mineral resources development, deputy chief engineer and deputy director of the party leadership. Mr. Qiang obtained a bachelor's degree in mineral deposit geology from China University of Geosciences in July 1993. From September 2008 to June 2012, Mr. Qiang obtained a doctoral degree majoring in mineral resources prospecting and exploration at China University of Geosciences. Mr. Qiang has served as chief executive officer of the Company since August 2013.

As at the date of this announcement, Mr. Qiang does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 Laws of Hong Kong).

As at the date of this announcement, save as disclosed herein, Mr. Qiang (a) has no other relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) does not currently, nor did he in the past three years, held any directorship in other listed companies; and (c) does not hold any other positions with the Company.

Other than those disclosed above, there are no other matters concerning Mr. Qiang that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Zhou Yudao

Mr. Zhou, aged 49, holds a diploma and is an economist. Before joining the Company, Mr. Zhou had worked in Laowan Gold Mine of Tongbai County from March 1982 to October 1984, worked in Henan Provincial Bureau of Gold Administration from October 1984 to July 1987, worked in Henan Gold Materials Corporation from August 1987 to August 1989 and worked in Gold Minerals Sales Company of Henan Province from September 1989 to February 2001. During these period he obtained a diploma in industrial economic management from Henan University of Finance and Economics in June 1993. Mr. Zhou was appointed as a manager of Henan Gold Jinhe Jewellery Company in March 2001 and later had worked as a deputy chief of fund office in Henan Provincial Bureau of Gold Administration from October 2003 to December 2004. Mr. Zhou currently served as a chairman and a general manager in Tongbai Xingyuan Mining Limited Company (a subsidiary of the Company) since January 2005.

As at the date of this announcement, Mr. Zhou does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 Laws of Hong Kong).

As at the date of this announcement, save as disclosed herein, Mr. Zhou (a) has no other relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) does not currently, nor did he in the past three years, held any directorship in other listed companies; and (c) does not hold any other positions with the Company.

Other than those disclosed above, there are no other matters concerning Mr. Zhou that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Mr Shi Yuchen

Mr Shi, aged 53, holds a doctoral degree in geology and is a senior engineer and a national mineral reserves appraiser. He is also a part-time professor and supervisor of postgraduate of Shandong University of Science and Technology. He studied in Changchun College of Geology majoring in regional geological survey and mineral resources prospecting from October 1978 to July 1982 and obtained a bachelor's degree. He continued his study in Jilin University majoring in mineral resources prospecting and exploration from February 1999 to May 2005 and obtained a doctoral degree. Mr. Shi had worked in Bureau of Geology and Mineral Resources of Shandong Province as an engineer from August 1982 to March 1993. Later, He had worked in Shandong Provincial Bureau of Geology Exploration, Ministry of Geology and Mineral Resources as senior engineer from March 1993 to September 2005, during which he had also held the position of deputy general manager of Shandong Ludi Mining Company, chief of Jewellery Evaluation Centre of Shandong Provincial Geology and Mineral Resources, and chairman of Shandong Huadi Mining Consultation Company Ltd. He worked in Shandong Ludi Mining Investment Company Ltd as a chairman from December 2005 to April 2011 and worked in Shandong Ludi Investment Holdings Company Ltd as general manager from May 2011 to September 2011. He had worked in Zhongrun Resources Investment Corporation as an executive director from May 2012 to October 2012 and currently working in Huibang Investment and Development Corporation as director since November 2012.

As at the date of this announcement, Mr. Shi does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 Laws of Hong Kong).

As at the date of this announcement, save as disclosed herein, Mr. Shi (a) has no other relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) does not currently, nor did he in the past three years, held any directorship in other listed public companies; and (c) does not hold any other positions with the Company.

Other than those disclosed above, there are no other matters concerning Mr. Shi that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

RESIGNATION OF SUPERVISORS

The Board hereby announces the resignation of (i) Mr. Liu as a chairman of supervisory committee and an employee representative supervisor due to his retirement; (ii) Mr. Di as non-employee representative supervisors due to his other business commitment ; and (iii) Mr. Zhu as non-employee representative supervisors due to his retirement with effect from 4 April 2014. Each of Mr. Liu, Mr. Di and Mr. Zhu has confirmed that there are no disagreement with the Board and the supervisory committee and that there are no other matter in relation to their resignation that needs to be brought to the attention of the Shareholders.

The Board would like to express its gratitude for the contributions that Mr. Liu, Mr. Di and Mr. Zhu has made to the Company during their tenure of office.

APPOINTMENT OF SUPERVISOR

Mr Wang Guodong has been elected as an employee representative supervisor by our employees with effect from 4 April 2014.

Mr Wang Guodong

Mr Wang Guodong, aged 43, holds a diploma, is a senior production and operation manager division and a mine engineer. He obtained the diploma in mining engineering from Xi'an Institute

of Metallurgy and Architecture. Mr. Wang Guodong had worked in Henan Wenyu Gold Mine in August 1991, worked in Metallurgical Plant of Lingbao City as chief of the production division and deputy general manager in November 1996. In May 2004, He had worked in Lingbao Hongxin Mining Company Ltd as a general manager and in January 2006, he had worked in Lingbao Gold Company Ltd as a general manager of Nanshan Gold Mine Branch. He held the position as deputy manager of the Planning and Assessment Department of the Company in January 2009 and a general manager of the metallurgical plant in July 2010. Currently he is the chairman of Lingbao Wason Copper-Foil Company Ltd (a subsidiary of the Company) since December 2013.

As at the date of this announcement, Mr Wang Guodong does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 Laws of Hong Kong).

As at the date of this announcement, save as disclosed herein, Mr Wang Guodong (a) has no other relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) does not currently, nor did he in the past three years, held any directorship in other listed public companies; and (c) does not hold any other positions with the Company. The emolument of Mr Wang Guodong will be determine by the Remuneration Committee of the Company with reference to the level of responsibility, experience, the Company's performance and the market situation.

Other than those disclosed above, there are no other matters concerning Mr Wang Guodong that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

According to the articles of association of the Company, the proposed appointment of the directors are subject to approval by Shareholders at the 2013 AGM. The relevant proposals (as set out in the circular of the Company and the notice of the 2013 AGM which will be despatched to Shareholders in April 2014) will be put forward to the 2013 AGM for Shareholders' consideration and approval by way of ordinary resolutions.

Upon appointment of Mr. Qiang, Mr, Zhou and Mr. Shi being approved by the Shareholders, each of them will enter into a service agreement with the Company where their respective emolument will be determined by the Remuneration Committee of the Company with reference to the level of responsibility, experience, the Company's performance and the market situation.

By order of the Board
Lingbao Gold Company Ltd.
Jin Guangcai
Chairman

Henan Province,
the People's Republic of China
4 April 2014

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Jin Guangcai, Mr. Zhang Guo and Mr. He Chengqun and four independent non-executive Directors, namely Mr. Yang Dongsheng, Ms. Du Liping, Mr. Han Qinchun and Mr. Xu Qiangsheng.