
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Lingbao Gold Company Ltd., you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom, the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**GENERAL MANDATES TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Lingbao Gold Company Ltd. to be held at 2nd floor of the registered office of the Company at Xin Village, Yin Zhuang Town, Daonan Industrial Area, Lingbao, Henan, the PRC on Friday, 16 June 2006 at 10:00 a.m. is set out on pages 5 to 8 of this circular. A reply slip and a form of proxy are also enclosed. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon. In order to be valid, the proxy form must be deposited by hand and by post, for holders of H Shares of the Company, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 46th 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. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM if you so wish.

26 April 2006

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expression shall have the following meanings:

“AGM”	the annual general meeting of the company to be held at 2nd floor of the registered office of the Company at Xin Village, Yin Zhuang Town, Daonan Industrial Area, Lingbao, Henan, the People’s Republic of China (“PRC”) on Friday, 16 June 2006 at 10:00 a.m.
“AGM Notice”	the notice convening the Annual General Meeting as set out in pages 5 to 8 of this circular
“Board”	the board of Directors
“Company”	靈寶黃金股份有限公司 (Lingbao Gold Company Ltd.), a joint stock limited company established in the PRC on 27 September 2002, the H shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“H Share(s)”	overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB0.20 each, which are listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Shareholder(s)”	the holder(s) of the shares of the Company
“Stock Exchange”	the Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Xu Gaoming
Mr. Wang Jianguo
Mr. Lu Xiaozhao
Mr. Jin Guangcai

Non-executive Directors:

Mr. Xu Wanmin
Mr. Qi Guozhong
Mr. Di Qinghua

Independent non-executive Directors:

Mr. Ning Jincheng
Mr. Wang Yanwu
Mr. Niu Zhongjie
Mr. Zheng Jinqiao

Registered office:

Xin Village
Yinzhuang Town
Daonan Industrial Area
Lingbao
Henan
The PRC

*Principal place of business
in Hong Kong:*

Room 1902
Mass Mutual Tower
38 Gloucester Road
Wanchai
Hong Kong

26 April 2006

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM relating to the granting to the Directors of general mandate for the issue of shares of up to 20% of the aggregate nominal amount of the Company's issued share capital as at the date of the passing of the resolution.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES

New general mandate to allot, issue or otherwise deal with shares of the Company of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution as set out in Resolution No. 8 of the AGM Notice will be proposed at the AGM.

With reference to the proposed general mandate, the Directors, as at the date hereof, wish to state that they have no immediate plans to issue any new shares pursuant to the mandate.

AGM

A notice convening the AGM to be held at 2nd floor of the registered office of the Company at Xin Village, Yinzhuang Town, Daonan Industrial Area, Lingbao, Henan, the PRC on Friday, 16 June 2006 at 10:00 a.m. is set out on pages 5 to 8 of this circular.

At the AGM, in addition to the ordinary resolutions of the AGM, special resolution will be proposed to Shareholders to consider and, if thought fit, approve, the proposed grant of the general mandate to issue shares of the Company.

A reply slip and a form of proxy are also enclosed.

Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon. 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, 46th 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 AGM 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. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM.

If you are intended to attend the AGM in person or by proxy, you are requested to complete the accompanying reply slip. In order to be valid, the completed and signed reply slip shall be delivered to the H shares registrar of the Company, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or to the Company's registered office address at Xin Village, Yinzhuang Town, Daonan Industrial Area, Lingbao, Henan, the PRC (for holders of domestic shares) on or before 26 May 2006. This reply slip may be delivered to Computershare Hong Kong Investor Services Limited or the Company by hand or by post.

LETTER FROM THE BOARD

Pursuant to Article 84 of the articles of association of the Company, a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

- (i) the chairman of the meeting;
- (ii) at least two Shareholders present in person or by proxy for the time being entitled to vote at the meeting; or
- (iii) any Shareholder or Shareholders present in person or by proxy and representing one-tenth or more of the total voting rights of all Shareholders having the right to vote at the meeting.

Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has been passed and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the ordinary business of the Company and the proposed special resolution for approval of the grant of general mandate to issue shares are in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendix to this circular.

Yours faithfully,
For and on behalf of the Board
Lingbao Gold Company Ltd.
Xu Gaoming
Chairman



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 ANNUAL GENERAL MEETING**

Notice is hereby given that the annual general meeting (“AGM”) of Lingbao Gold Company Ltd. (“Company”) for the year ended 31 December 2005 will be held at 2nd floor of the registered office of the Company at Xin Village, Yin Zhuang Town, Daonan Industrial Area, Lingbao, Henan, the People’s Republic of China (“PRC”) on Friday, 16 June 2006 at 10:00 a.m. for the following purposes:

I. AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (“Board”) for the year 2005;
2. To consider and approve report of the supervisory committee of the Company for the year 2005;
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries (together, the “Group”) and the auditors’ report for the year ended 31 December 2005;
4. To authorise the Board to decide the matters relating to the payment of final dividend for the year 2005;
5. To authorise the Board to fix the remuneration of the directors and supervisors of the Company;
6. To re-appoint the Company’s auditors and to authorise the Board to fix their remuneration;
7. To consider and approve any motion proposed by any shareholders of the Company holding 5% or more of the shares with voting rights at such meeting, if any.

II. AS SPECIAL RESOLUTION

8. To consider and, if thought fit, pass the following as special resolution:

“THAT:

(1) There be granted to the Board an unconditional general mandate (“General Mandate”) to issue, allot and deal with additional shares in the capital of the Company (whether Domestic Shares or H Shares) and to make or grant offers or agreements in respect thereof, subject to the following conditions:

(a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;

(b) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board otherwise than pursuant to any scrip dividends or similar arrangement providing for the allotment of such shares in lieu of the whole or part of a dividend on such shares or any share option scheme adopted by the Company and in accordance with the articles of association of the Company (“Articles of Association”), shall not exceed:

i. 20 per cent of the aggregate amount of domestic shares of the Company in issue; and

ii. 20 per cent of the aggregate nominal amount of H shares of the Company in issue,

in each case as at the date of passing of this resolution; and

(c) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

For the purposes of this resolution:

“Domestic Share(s)” mean the ordinary domestic share(s) with a nominal value of RMB0.20 each in the registered share capital of the Company which were subscribed for in Renmibi;

“H Shares” mean the overseas listed foreign invested shares with a nominal value of RMB0.20 each in the registered share capital of the Company, which are listed on The Stock Exchange of Hong Kong Limited and subscribed for and traded in Hong Kong dollars;

“Relevant Period” means the period from the date of passing this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
 - (b) the expiry date of the 12-month period following the passing of this resolution; or
 - (c) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in this resolution.
- (2) contingent on the Board resolving to issue shares pursuant to paragraph (1) of this resolution, the Board be authorised:
- (a) to approve, execute and do, or procure to be executed and done all such documents, deeds and matters which it may consider necessary in connection with the issue of such new shares, including but not limited to the time, quantity and place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);
 - (b) to determine the use of proceeds and to make necessary filings and registration with the relevant authorities in the PRC, and/or Hong Kong and any other places and jurisdictions (as appropriate);
 - (c) to increase the registered capital of the Company and make any amendments to the Articles of Association in accordance with such increase and to register the increased capital with the relevant authorities in the PRC and/or Hong Kong and any other places and jurisdictions (as appropriate) so as to reflect the new capital and/or share capital structure of the Company resulting from the intended allotment and issue of the shares of the Company pursuant to paragraph (1) of this resolution.”

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

Lingbao, Henan, the PRC

26 April 2006

Notes:

1. The register of members of the Company will be closed from 16 May 2006 to 16 June 2006 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for final dividend, 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 Shops 1712-1716, 17th 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 4:00 p.m. on 15 May 2006.
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 16 May 2006 are entitled to receive the final dividend and to attend and vote at the AGM 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, 46th 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 intend to attend the AGM 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 26 May 2006.
6. The registered office address of the Company is as follows:

Xin Village
Yinzhuang Town
Daonan Industrial Area
Lingbao
Henan
The People's Republic of China
Tel: 86 398 8862220
Fax: 86 398 8860166
7. The AGM is expected to take half a day. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
8. The Board confirms that there is no other matter which should be brought to the attention of the shareholders.
9. As at the date of this notice, the Board comprises four executive Directors, namely Xu Gaoming, Wang Jianguo, Lu Xiaozhao and Jin Guangcai; three non-executive Directors, namely Xu Wanmin, Di Qinghua and Qi Guozhong; and four independent non-executive Directors, namely Ning Jincheng, Wang Yanwu, Niu Zhongjie and Zheng Jinqiao.