
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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)

(Stock code: 3330)

**GENERAL MANDATE TO ISSUE SHARES
PROPOSED APPOINTMENT AND RE-ELECTION OF
DIRECTORS AND SUPERVISORS
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of Lingbao Gold Company Ltd. (the “Company”) to be held at 3rd floor of the registered office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC on Thursday, 5 June 2014 at 9:00 a.m. is set out on pages 16 to 20 of this circular. 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 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 Shops 1712-1716, 17th 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 any adjournment thereof. 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.

17 April 2014

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
Introduction	3
General mandate to issue shares	4
Proposed appointment and re-election of Directors and Supervisors.....	4
Proposed amendments to Articles	5
AGM.....	5
Recommendation	6
 Appendix I – Details of Directors	
	7
 Appendix II – Details of Supervisors	
	11
 Appendix III – Proposed amendments to the Articles of the Company	
	12
 Notice of Annual General Meeting	
	16

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 3rd floor of the registered office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC on Thursday, 5 June 2014 at 9:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 16 to 20 of this circular
“Articles”	the articles of association of the Company
“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 Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) in the ordinary share capital of the Company, with a nominal value of RMB0.20 each, which were subscribed for in RMB
“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
“Latest Practicable Date”	11 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Cap. 571 Laws of Hong Kong)
“Shareholder(s)”	the holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the member of the Supervisory Committee of the Company
“Supervisory Committee”	the supervisory committee of the Company established pursuant to the Company Law of the PRC

LETTER FROM THE BOARD



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)

(Stock code: 3330)

Executive Directors:

Mr. Jin Guangcai

Mr. Zhang Guo

Mr. He Chengqun

Independent non-executive Directors:

Mr. Yang Dongsheng

Ms. Du Liping

Mr. Xu Qiangsheng

Mr. Han Qinchun

Registered office:

Hangu Road and

Jingshan Road Intersection

Lingbao

Henan

The PRC

Principal place of business

in Hong Kong:

Room 1902

19th Floor

MassMutual Tower

38 Gloucester Road

Wanchai

Hong Kong

17 April 2014

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE SHARES
PROPOSED APPOINTMENT AND RE-ELECTION OF
DIRECTORS AND SUPERVISORS
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide you with information regarding the resolutions to be proposed at the AGM relating to the grant to the Directors of general mandate to allot, issue or otherwise deal with 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 such resolution, proposed amendments to the Articles and proposed appointment and re-election of Directors and Supervisors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the last annual general meeting of the Company held on 3 June 2013, special resolution was passed whereby general mandate was given to the Directors 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 of such resolution.

Such mandate will lapse at the conclusion of the forthcoming AGM. In order to increase the flexibility and efficiency in operation of the Company, and to give discretion to the Board in the event that it becomes desirable to issue any shares, the Board will propose a special resolution to grant to the Directors a general mandate to allot, issue and otherwise deal with shares of the Company up to a maximum of 20% of the total nominal value of shares in issue as at the date of passing of the resolution as set out in special resolution No. 1 of the AGM Notice.

As at the Latest Practicable Date, the Company had in issue an aggregate of 770,249,091 shares, comprising 297,274,000 H Shares and 472,975,091 Domestic Shares. Subject to the passing of the proposed resolution for the approval of the general mandate, the Company will be allowed to allot, issue and deal with up to a maximum of 154,049,818 shares (comprising 59,454,800 H Shares and 94,595,018 Domestic Shares), representing 20% of shares in issue on the date of the passing of the proposed resolution, on the basis that no further shares will be issued by the Company prior to 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.

PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS AND SUPERVISORS

Reference is made to the announcement of the Company dated 30 January 2014 and 4 April 2014 respectively.

According to Article 112 of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election. Mr. Yang Dongsheng (“Mr. Yang”) was appointed by the Board on 30 January 2014 shall retire and being eligible, offer him selves for re-election at the AGM.

The Board has proposed to appointed Mr. Qiang Shanfeng (“Mr. Qiang”) and Mr. Zhou Yudao (“Mr. Zhou”) as executive Directors and Mr. Shi Yuchen (“Mr. Shi”) as a non-executive Director, subject to the approval of the Shareholders by way of ordinary resolutions at the AGM.

Details of the above Directors who are subject to appointment and re-election at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

LETTER FROM THE BOARD

In addition, an ordinary resolution will be proposed at the AGM to appoint Mr. Guo Xurang and Mr. Meng Shouji as Supervisor representing the Shareholders. Mr. Guo Xurang was recommended by Shannan Wanlaixin Investment Company Limited and Mr. Meng Shouji was recommended by Henan Xuanrui Assets Company Limited. The appointment of Mr. Guo Xurang and Mr. Meng Shouji shall become effective after the approval from Shareholders at the AGM.

Details of Mr. Guo Xurang and Mr. Meng Shouji is set out in Appendix II to this circular.

PROPOSED AMENDMENTS TO ARTICLES

The Board announced that, a special resolution regarding the amendments to the Articles will be proposed at the AGM, to (i) reflect the change in the Company's address; (ii) reflect the change in a shareholder's name; and (iii) further modification on the nomination method of Director candidates and Supervisors candidates, guarantees authorized by the Shareholder meeting and the method of approving the acquisition or sale of assets method. Details of such proposed amendments are set out in Appendix III.

AGM

A notice convening the AGM to be held at 3rd floor of the registered office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC on Thursday, 5 June 2014 at 9:00 a.m. is set out on pages 16 to 20 of this circular.

At the AGM, in addition to the ordinary resolutions for approval of the ordinary business of the Company as set out in the AGM notice, special resolutions 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 and the proposed amendments to the Articles.

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 Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and, for holders of Domestic Shares, to the registered address of the Company not less than 24 hours before the time for holding the AGM or any adjournment thereof. 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 intend 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 Share registrar of the Company, Computershare Hong Kong Investor

LETTER FROM THE BOARD

Services Limited at Shops 1712-1716, 17th 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 Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC (for holders of Domestic Shares) on or before Friday, 16 May 2014. The reply slip may be delivered to Computershare Hong Kong Investor Services Limited or the Company by hand or by post.

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in AGM Notice will be decided by poll. The results of the poll will be published on the websites of the Stock Exchange and the Company.

RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the ordinary business of the Company and the proposed special resolutions for approval of the grant of general mandate to allot, issue or otherwise deal with shares up to 20% of the aggregate nominal amount of the Company's issued share capital and proposed amendments to the Articles as at the date of passing of such resolution 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.

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

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be elected at the AGM.

EXECUTIVE DIRECTORS

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 Latest Practicable Date, Mr. Qiang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, 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. The emolument of Mr. Qiang 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. 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 Latest Practicable Date, Mr. Zhou does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, 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 public companies; and (c) does not hold any other positions with the Company. The emolument of Mr. Zhou 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. 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.

NON-EXECUTIVE DIRECTORS**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 Latest Practicable Date, Mr. Shi does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, 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. The emolument of Mr. Shi 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. 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.

INDEPENDENT NON EXECUTIVE DIRECTORS**Mr. Yang Dongsheng**

Mr. Yang, aged 49, is a senior accountant, a member of China Institute of Certified Public Accountant, a member of China Certified Public Valuer and a member of China Certified Tax Agent. Mr. Yang graduated from Henan University of Traditional Chinese Medicine with a bachelor degree in medicine, graduated from Henan Finance and Economics School with a college degree in accounting and graduated from Hong Kong Chinese University with a master degree in accounting. He has 30 years extensive experience in accounting and auditing. He worked in accounting firms for 15 years and has been in charge of listed companies audit work and initial public offering projects. He is currently a partner of BDO China Shu Lun Pan Certified Public Accountants LLP and a chief of Henan branch. Mr. Yang was appointed as an independent non-executive Director in January 2014.

As at the Latest Practicable Date, Mr. Yang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed herein, Mr. Yang (i) has no other relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not currently, nor did he in the past three years, held any directorship in other listed companies; and (iii) does not hold any other positions with the Company. The emolument of Mr. Yang 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. Yang 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.

If the above candidates are appointed as the Directors, each of them will enter into a service contract with the Company and to hold office until the expiry of the term of 4th session of the Board.

The following are the particulars of the Supervisors proposed to be elected at the AGM.

Mr. Guo Xurang

Mr. Guo Xurang, aged 43, obtained a master's degree in business administration from Hangzhou Dianzi University in July 2003. Since April 2007 Mr. Guo Xurang has been the chairman of Shannan Wanlaixin Investment Company Limited, which was named Beijing Wanlaixin Investment Company Limited from April 2007 to July 2013. Mr. Guo Xurang was a Supervisor of the Company during the period from July 2010 to March 2012.

As at the Latest Practicable Date, Mr. Guo Xurang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed herein, Mr. Guo Xurang (i) has no other relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not currently, nor did he in the past three years, held any directorship in other listed companies; and (iii) does not hold any other positions with the Company.

Other than those disclosed above, there are no other matters concerning Mr. Guo Xurang 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. Meng Shouji

Mr. Meng Shouji, aged 27, obtained a bachelor's degree in economics and statistics from the University of London in August 2008, and obtained a master's degree in business administration from Imperial College Business School in August 2011. Mr. Meng Shouji has been general manager of Henan Xuanrui Assets Company Limited and the chairman of Henan Mengcheng Bio-Pharmaceutical Company Limited since September 2011. Mr. Meng is also a member of Sanmenxia Municipal Committee of the CPPCC (Chinese People's Political Consultative Committee) since January 2013.

As at the Latest Practicable Date, Mr. Meng Shouji does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed herein, Mr. Meng Shouji (i) has no other relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not currently, nor did he in the past three years, held any directorship in other listed companies; and (iii) does not hold any other positions with the Company.

Other than those disclosed above, there are no other matters concerning Mr. Meng Shouji 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.

If the above candidates are appointed as the Supervisors representing the Shareholders, each of them will enter into a service contract with the Company and to hold office until the expiry of the term of 4th session of the Supervisory Committee and will not receive any supervisors' fees.

The English version of this Appendix is an unofficial translation of its Chinese version prepared for reference only. In case of any discrepancy between the two versions, the Chinese version shall prevail.

The proposed amendments to the Articles are set out below:

1. Article 3

This Article originally reads:

“The Company’s contacts
Domicile: Xin Village, Yinzhuang Town, Daonan Industry Area, Lingbao, Henan Province, The PRC
Zip Code: 472500
Tel: +86 398 8862200
Fax: +86 398 8860166
Website: www.lbgold.com”

The said Article shall be amended as follows:

“The Company’s contacts
Domicile: Hangu Road and Jingshan Road intersection, Lingbao, Henan Province, The PRC
Zip Code: 472500
Tel: +86 398 8862200
Fax: +86 398 8860166
Website: www.lbgold.com”

2. Article 20 paragraph 4

This Article originally reads:

“The shares and shareholding held by the non-promoter of the Company: Huibang Investment Development Co., Ltd holds 77,000,000 shares with 10.00% shareholding; and Beijing Wanglaixin Investment Co., Ltd holds 37,698,784 shares with 4.89% shareholding.”

The said Article shall be amended as follows:

“The shares and shareholding held by the non-promoter of the Company: Huibang Investment Development Co., Ltd holds 77,000,000 shares with 10.00% shareholding; and Shannan Wanglaixin Investment Ltd. Liability Company holds 37,698,784 shares with 4.89% shareholding.”

3. Article 95(5)

This Article originally reads:

“In case the number of director and supervisor is added, the Board and the Board of Supervisors shall bring forward such addition to be elected or replaced at the general meeting;”

The said Article shall be amended as follows:

“In case the number of director and supervisor is added, the Board and the Board of Supervisors shall bring forward such addition to be elected or replaced at the general meeting with the exception to Article 112 paragraph 5;”

4. Article 114(12)

Article 114 “The Board is responsible for the Shareholders meeting and has the following exercise powers:”

This Article originally reads:

“(12) Decide on the material investment, asset pledge and other guarantee matters in respect of the Company to the extent authorized by the shareholders meeting;”

The said Article shall be amended as follows:

“(12) Decide on the material investment, asset pledge and other guarantee (not including guarantee for controlling subsidiaries) matters in respect of the Company to the extent authorized by the shareholders meeting;”

5. Article 172(1)(2)

Article 172 “The Company’s significant contractual agreement is subject to approval by over two-thirds of the Board and over two-thirds of the Shareholders of the representatives of the Company’s total share capital:”

Article 172(1) “The following is the proposed or implementation of acquisition or disposal of assets:”

This Article originally reads:

“(2) That, The net profit before tax not including the non-recurring item in respect of asset intended to acquire or sell disclosed in the latest audited accounts, takes up fifty percent or above of the Company’s net profit as carried in the latest audited books of the Company’s disclosures; or”

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF THE COMPANY

The said Article shall be amended as follows:

“(2) That, The net profit before tax not including the non-recurring item in respect of asset intended to acquire or sell disclosed in the latest audited accounts, takes up fifty percent or above of the Company’s net profit as carried in the latest audited books of the Company’s disclosures (However, if the Company recent audited accounts disclose net loss, it can be neglected); or”

NOTICE OF ANNUAL GENERAL MEETING



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)

(Stock code: 3330)

Notice is hereby given that the annual general meeting (“AGM”) of Lingbao Gold Company Ltd. (“Company”) for the year ended 31 December 2013 will be held at 3rd floor of the registered office of the Company at Hangu Road and Jinshan Road Intersection, Lingbao, Henan, the People’s Republic of China (“PRC”) on Thursday, 5 June 2014 at 9:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

I. AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (“Board”) for the year 2013;
2. To consider and approve report of the supervisory committee of the Company for the year 2013;
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditors’ report for the year ended 31 December 2013;
4. To appoint Mr. Qiang Shangfeng as executive director;
5. To appoint Mr. Zhou Yudao as executive director;
6. To appoint Mr. Shi Yuchen as non-executive director;
7. To re-elect Mr. Yang Dongsheng as independent non-executive director;
8. To appoint Mr. Guo Xurang as supervisor representing the shareholders;
9. To appoint Mr. Meng Shouji as supervisor representing the shareholders;
10. To consider and approve the remuneration of the directors and supervisors of the Company for the year 2013;
11. To re-appoint KPMG as the Company’s international auditors and Peking Certified Public Accountants as the Company’s PRC auditors and to authorise the Board to fix their remuneration;
12. 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.

NOTICE OF ANNUAL GENERAL MEETING

II. AS SPECIAL RESOLUTIONS

1. 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, issued and dealt with or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board otherwise than pursuant to a Rights Issue or any scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares or any share option scheme adopted by the Company 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.

NOTICE OF ANNUAL GENERAL MEETING

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 RMB;

“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.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

- (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);

NOTICE OF ANNUAL GENERAL MEETING

- (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.”
2. To consider and approve the proposed amendments to the Articles.

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

Lingbao, Henan, the PRC, 17 April 2014

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The register of members of the Company will be closed from Wednesday, 7 May 2014 to Thursday, 5 June 2014, (both days inclusive), during which period no transfer of shares will be registered. In order for the shareholders to qualify for attending the forthcoming annual general meeting, 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 at Hangu Road and Jingshan Road intersection, Lingbao, Henan, the PRC (for holders of domestic shares), no later than 4:30 p.m. on Monday, 5 May 2014.
2. Holders of Domestic Shares and H Shares whose names appear on the register of members of the Company at the close of business on Wednesday, 7 May 2014 are entitled 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 Share of the Company, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th 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 any adjournment thereof. 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 Share) or to the registered office address of the Company (for holders of domestic shares) on or before Friday, 16 May 2014.
6. The registered office address of the Company is as follows:

Hangu Road and
Jingshan Road
Intersection
Lingbao
Henan
The People's Republic of China
Tel: +86 398 8862218
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. All resolutions as set out above will be determined by way of poll.
10. As at the date of this notice, the Board comprises three executive Directors, namely Jin Guangcai, Zhang Guo and He Chengqun and four independent non-executive Directors, namely Yang Dongsheng, Du Liping, Xu Qiangsheng and Han Qinchun.