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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)

**PROPOSED CHANGE OF AUDITORS
AND
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Board of the Company announces that, (i) in order to maintain consistency between domestic and international auditors of the Company, the Board proposes, upon the recommendation from the audit committee of the Company, to engage KPMG Huazhen (Special General Partnership) and KPMG as the domestic and international auditors of the Company, respectively, for the year of 2015 with a term starting from the conclusion of the AGM to the conclusion of the next annual general meeting of the Company, and (ii) the current engagement of Peking as the domestic auditors of the Company will end at the conclusion of the AGM and Peking will not be re-engaged for the same position for the year of 2015.

The Board further announces that, the Board proposes to amend the Articles of Association to reflect the change in the domestic shareholding of the Company.

The proposed engagements of KPMG Huazhen (Special General Partnership) and KPMG as the domestic and international auditors of the Company, respectively, for the year of 2015 are subject to Shareholders' approval by way of an ordinary resolution at the AGM, and the proposed amendments to the Articles of Association are subject to Shareholders' approval by way of a special resolution at the AGM.

A circular containing, among other things, details of the proposed change of auditors of the Company and the proposed amendments to the Articles of Association, together with a supplemental notice of the AGM, will be despatched to the Shareholders in due course.

PROPOSED CHANGE OF AUDITORS

Pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the board of directors (the "Board") of Lingbao Gold Company Ltd. (the "Company") announces that, (i) in order to maintain consistency between domestic and international auditors of the Company, the Board proposes, upon the recommendation from the audit committee of the Company, to engage KPMG Huazhen (Special General Partnership) and KPMG as the domestic and international auditors of the Company, respectively, for the year of 2015 with a term starting from the conclusion of the 2014 annual general meeting of the Company to be held on 3 June 2015 (the "AGM") to the conclusion of the next annual general meeting of the Company, and (ii) the current engagement of Peking Certified Public Accountants ("Peking") as

the domestic auditors of the Company will end at the conclusion of the AGM and Peking will not be re-engaged for the same position for the year of 2015.

The proposed engagements of KPMG Huazhen (Special General Partnership) and KPMG as the domestic and international auditors of the Company, respectively, for the year of 2015 are subject to approval of the shareholders of the Company (the “Shareholders”) by way of an ordinary resolution at the AGM.

The Company has received a letter of confirmation from Peking confirming that there are no matters relating to the proposed change of auditors of the Company that need to be brought to the attention of the Shareholders. The Board and the audit committee of the Company also confirm that there are no matters relating to the proposed change of auditors of the Company that need to be brought to the attention of the Shareholders.

The Board would like to express its appreciation for the professional services rendered by Peking in the past years.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board further announces that, the Board proposes to amend the existing articles of association of the Company (the “Articles of Association”) to reflect the change in the domestic shareholding of the Company.

The proposed amendments to the Articles of Association are subject to Shareholders’ approval by way of a special resolution at the AGM.

A circular containing, among other things, details of the proposed change of auditors of the Company and the proposed amendments to the Articles of Association, together with a supplemental notice of the AGM, will be despatched to the Shareholders in due course.

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

Henan, the PRC, 15 May 2015

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Jin Guangcai, Mr. Qiang Shanfeng, Mr. Zhang Guo, Mr. He Chengqun and Mr. Zhou Yudao; one non-executive Director, namely Mr. Shi Yuchen; and four independent non-executive Directors, namely Mr. Yang Dongsheng, Ms. Du Liping, Mr. Xu Qiangsheng and Mr. Han Qinchun.