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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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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
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular issued by Lingbao Gold Company Ltd. (the "Company") to the shareholders of the Company (the "**Shareholders**") dated 17 April 2015 (the "Circular") and the notice convening 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 Wednesday, 3 June 2015 at 9:00 a.m. (the "AGM"). A supplemental notice of AGM dated 19 May 2015 is set out on pages 4 to 5 of this supplemental circular. A second form of proxy (the "Second Proxy Form") is also enclosed with this supplemental circular for use at the AGM.

Whether or not you intend to be present at the AGM, you are requested to complete the Second Proxy Form in accordance with the instructions printed thereon. In order to be valid, the Second 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. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

19 May 2015

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LETTER FROM THE BOARD



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Executive Directors:

Mr. Jin Guangcai
Mr. Qiang Shanfeng
Mr. Zhang Guo
Mr. He Chengqun
Mr. Zhou Yudao

Registered office:

Hangu Road and
Jingshan Road Intersection
Lingbao
Henan
The PRC

Non-executive Director:

Mr. Shi Yuchen

*Principal place of business
in Hong Kong:*

Room 1902
19th Floor
MassMutual Tower
38 Gloucester Road
Wanchai
Hong Kong

Independent non-executive Directors:

Mr. Yang Dongsheng
Ms. Du Liping
Mr. Xu Qiangsheng
Mr. Han Qinchun

19 May 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF AUDITORS
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

Reference is made to the notice of the AGM of the Company dated 17 April 2015 which sets out the time and venue of the AGM and contains the resolutions to be proposed at the AGM for Shareholders' consideration and approval.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with revised and additional resolutions to be considered at the AGM, which is the proposed appointment of auditors in respect of the 2015 financial report and the proposed amendments to the existing articles of association of the Company (the “Articles”), and to set out the supplemental notice of AGM. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

PROPOSED CHANGE OF AUDITORS

Reference is made to the announcement published by the Company on 15 May 2015 regarding the proposed change of auditors. 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, the Board be authorised to determine their remunerations. 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.

PROPOSED AMENDMENTS TO THE ARTICLES

The Board proposes to amend the Articles to reflect the change in domestic shareholding of the Company. The amendments to the Articles are set out in special resolution No. 2 of the supplemental notice of AGM.

AGM

The Company will hold the AGM as originally scheduled at 3rd floor of the registered office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan, the PRC on Wednesday, 3 June 2015 at 9:00 a.m.. The supplemental notice of the AGM is set out on pages 4 to 5 of this supplemental circular.

For details of other resolutions proposed to the AGM for consideration and approval as well as the closure of register of members, eligibility for attending the AGM, registration procedures of attending the AGM, appointment of proxies and other matters, please refer to the notice of the AGM of the Company dated 17 April 2015.

Shareholders who intend to appoint a proxy to attend the AGM and vote on the resolution set out in the supplemental notice of the AGM **shall complete the enclosed Second Proxy Form in accordance with the instructions printed thereon and return the same to the Company**. For H Shares, the Second Proxy Form should be returned to the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited. For Domestic Shares, the Second Proxy Form should be returned to the Company’s registered address in person or by post but in any event not less than 24 hours before the time stipulated for convening the AGM or any adjourned meeting thereof. Completion and return of the Second Proxy Form will not preclude you from attending, and voting at, the AGM or at any adjourned meeting in person if you so wish.

LETTER FROM THE BOARD

A shareholder of the Company who has not yet completed and returned the form of proxy as enclosed to the Circular (the “**First Proxy Form**”) is requested to complete and return the Second Proxy Form if you wish to appoint proxies to attend the AGM of the Company. In this case, the First Proxy Form should not be returned. **A shareholder of the Company who has already completed and returned the First Proxy Form properly should note that:**

- (a) **if the Second Proxy Form is not completed and returned properly or if the Second Proxy Form is returned after 24 hours before the time fixed for holding the AGM, the First Proxy Form will be treated as a valid form of proxy returned by you if correctly completed.** The proxy so appointed by you will be entitled to vote at his or her discretion or to abstain from voting on the revised resolutions properly put to the AGM; and
- (b) **if the Second Proxy Form is completed correctly and returned 24 hours before the time fixed for holding the AGM, the Second Proxy Form will revoke and supersede the First Proxy Form previously returned by you.** The Second Proxy Form will be treated as a valid form of proxy returned by you if correctly completed.

RECOMMENDATION

The Directors consider that the resolutions as set out in the supplemental notice of AGM are in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of the proposed resolutions.

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

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

Please refer to the Notice of the Annual General Meeting of Lingbao Gold Company Ltd. (the “**Company**”) dated 17 April 2015 (the “**Notice**”) which sets out the time and venue of the annual general meeting for the financial year ended 31 December 2014 of the Company (the “**AGM**”) and contains the resolutions to be proposed at the AGM for shareholders’ consideration and approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled 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 Wednesday, 3 June 2015 at 9:00 a.m., for the purpose of considering, and if thought fit, approving the following resolutions in addition to the resolutions set out in the Notice:

ORDINARY RESOLUTION

7. To consider and approve the appointments of KPMG Huazhen (Special General Partnership) and KPMG as the domestic and international auditors of the Company and authorise the board of directors to fix their remuneration.

SPECIAL RESOLUTION

2. “**THAT** the following amendments to the articles of association of the Company be and is hereby approved:

Amended from:

“Article 20, paragraph 4, the Company non promoter shareholding and shareholding ratio as following: 77,000,000 domestic shares of the Company held by Huibang Investment Development Company Limited, shareholding ratio: 10.00%; 37,698,784 domestic shares held by Shannan Wanlaixin Investment Limited Liability Company, shareholding ratio: 4.89%.”

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Amended to:

“Article 20, paragraph 4, the Company non promoter shareholding and shareholding ratio as following: 57,000,000 domestic shares of the Company held by Huibang Investment Development Company Limited, shareholding ratio: 7.40%; 37,698,784 domestic shares of the Company held by Shannan Wanlaixin Investment Limited Liability Company, shareholding ratio: 4.89%; 20,000,000 domestic shares of the Company held by Shandong Sanlin Cultural Media Company Limited, shareholding ratio: 2.60%.””

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

Lingbao, Henan, the PRC, 19 May 2015

Notes:

1. Details of the above resolution are set out in the circular of the Company dated 19 May 2015 (the “**Circular**”).
2. The second form of proxy (the “**Second Proxy Form**”) in connection with the above resolution is enclosed to the Circular.
3. For details of other resolutions proposed to the AGM for consideration and approval as well as the closure of register of members, eligibility for attending the AGM, registration procedures of attending the AGM, appointment of proxies and other matters, please refer to the notice of the AGM of the Company dated 17 April 2015.