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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)**

### **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%.”

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.

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