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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)

**GENERAL MANDATE TO ISSUE SHARES
PROPOSED APPOINTMENT, RE-ELECTION OF
DIRECTORS AND SUPERVISORS AND
RETIREMENT OF DIRECTOR
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 Wednesday, 3 June 2015 at 9:00 a.m. is set out on pages 15 to 19 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 2015

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 Wednesday, 3 June 2015 at 9:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 15 to 19 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”	13 April 2015, 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

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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. 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

17 April 2015

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE SHARES
PROPOSED APPOINTMENT, RE-ELECTION OF
DIRECTORS AND SUPERVISORS AND
RETIREMENT OF DIRECTOR
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 and proposed appointment, re-election of Directors and Supervisors and retirement of Director.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the last annual general meeting of the Company held on 5 June 2014, 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, RE-ELECTION OF DIRECTORS AND SUPERVISORS AND RETIREMENT OF DIRECTOR

The Board currently consists of ten Directors, including 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.

According to Article 112 of the Articles, the term of office of each of the Director is three years and is due on 6 March 2015. Under the Articles, the appointment of the Directors requires the approval by Shareholders at general meetings and shall commence on the date of their appointment. Each Director shall be eligible for re-election by Shareholders upon end of term provided that an independent non-executive Director shall not serve more than 6 years upon re-election.

LETTER FROM THE BOARD

The Board has resolved to propose the following candidates to be nominated for, and elected or re-elected as members of the fifth term of the Board. Mr. Jin Guangcai, Mr. Qiang Shanfeng, Mr. Ji Wanxin, Mr. Xing Jiangze, Mr. Zhang Guo and Mr. Zhou Yudao as candidates for election as executive Directors, Mr. Shi Yuchen as candidate for election as non-executive Director and Mr. Yang Dongsheng, Mr. Xu Qiangsheng, Mr. Han Qinchun and Mr. Wang Jiheng as candidates for election as independent non-executive Directors for the fifth term of office commencing on the date of the AGM and expire on 3 June 2018.

Mr. He Chengqun has notified the Board that he will retire as executive Director. Ms. Du Liping has been appointed as independent non-executive Director for 6 years. In accordance with the Articles, Ms. Du cannot be nominated for re-election. Mr. He and Ms. Du have confirmed that they have no disagreement with the Board and there is no matter which needs to be brought to the attention of the Shareholders.

At the AGM, resolutions will be proposed to elect the Directors for the fifth term. The Directors remuneration will be determined by the remuneration committee of the Board and will be approved by Shareholders at a general meeting pursuant to the Articles. A resolution will be proposed at the AGM to authorize the Board to enter into new service contracts and/or appointment letters with each of the newly elected executive Directors, non-executive Directors and independent non-executive Directors respectively.

The biographical details of the candidates proposed to be elected as Directors at the AGM are set out in the Appendix I to this circular.

The Supervisory Committee currently consists of five Supervisors, namely Mr. Yao Shun, Mr. Guo Xurang and Mr. Meng Shouji (all of whom being representatives of Shareholders) and Mr. Wang Guodong and Mr. Jiao Xiaoxiao (all of whom being representatives of staff and the workers of the Company).

In accordance with Article 133 of the Articles, the term of appointment of each Supervisor shall be three years and each of the Supervisors shall be eligible for re-election upon the end of term by Shareholders or staff and workers of the Company where appropriate.

The Board has nominated Mr. Yao Shun, Mr. Guo Xurang and Mr. Meng Shouji candidates for election as Supervisors representing the Shareholders for the fifth term. Association representing the staff and workers of the Company has elected Mr. Wang Guodong and Mr. Jiao Xiaoxiao as Supervisors representing the staff and workers for the fifth term. The fifth term of office shall commence on the date of the AGM and expire on 3 June 2018.

Resolutions will be proposed at the AGM to elect the Supervisors representing the Shareholders and to authorize the Board to enter into service contracts or appointment letters with each of the newly elected Supervisors. The Supervisors remuneration will be determined by the remuneration committee of the Board and will be approved by Shareholders at a general meeting pursuant to the Articles.

LETTER FROM THE BOARD

The biographical details of the candidates proposed to be elected as Supervisors representing the Shareholders and the staff and workers of the Company at the AGM are set out in the Appendix I to this circular.

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 Wednesday, 3 June 2015 at 9:00 a.m. is set out on pages 15 to 19 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 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 Thursday, 14 May 2015. 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.

LETTER FROM THE BOARD

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 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

APPENDIX I BIOGRAPHIES OF DIRECTORS AND SUPERVISORS CANDIDATES PROPOSED TO BE ELECTED

Biographical details of the candidates proposed to be elected as Directors and Supervisors are set out as follows:

EXECUTIVE DIRECTORS

Mr. Jin Guangcai

Mr. Jin Guangcai (靳廣才), aged 47, is currently the Chairman of the Company and an executive Director. He completed a postgraduate course in politics and economics at Shaanxi Normal University (陝西師範大學) and obtained a master degree in business administration. He has over 15 years' experience in the mining and smelting industry. He was the deputy general manager of (Lingbao City Tonggou Gold Mine) from 1997 to 1999, the deputy general manager of Gold Metallurgical Plant in 2000 and the deputy general manager of Lingbao Qiangma Gold Mine from 2001 to 2002. Mr. Jin was appointed as a deputy general manager of the Company in May 2003, a Director in October 2004, a general manager in May 2010 and chairman of the Company in February 2013.

Mr. Qiang Shanfeng

Mr. Qiang Shanfeng (強山峰), 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 and was appointed as a Director on June 2014.

Mr. Ji Wanxin

Mr Ji Wanxin (吉萬新), aged 49, is currently the vice president of the Company. Mr. Ji obtained a bachelor's degree in business administration from Xi'an College of Metallurgy and Architecture (西安冶金建築學院), renamed as Xi'an University of Architecture and Technology ("西安建築科技大學") since 1994, in 1991. From 1991 to 1998, he worked in Henan Lingbao Huanchi gold mine (河南省靈寶市渙池金礦). From 1998 to 2000, he held the position of deputy general manager of Lingbao Cangzhu gold mine (靈寶市藏珠金礦). From 2000 to 2004, he served as deputy general manager of Lingbao Yinxin Mining LLC (靈寶市峯鑫礦業有限責任公司). He joined the Group in year 2002 and was appointed as the vice president of Qiangma Gold Mine Branch from 2002 to 2004, chairman of Habahe Huatai Gold Limited Liability Company from 2006 to 2010. He was appointed as the vice president of the Company in March 2011.

APPENDIX I BIOGRAPHIES OF DIRECTORS AND SUPERVISORS CANDIDATES PROPOSED TO BE ELECTED

Mr. Xing Jiangze

Mr. Xing Jiangze (邢江澤), aged 48, is currently the secretary of the Board and vice president of the Company. He is a registered certified public accountant, certified tax agent, senior accountant, senior consultant and economist in the PRC, having over 23 years' experience in finance, accounting and auditing. He graduated from Henan Radio and Television University in July 1988, major in finance and accounting, and obtained a bachelor's degree in computer science and technology from The PLA Information Engineering University in June 2009. From January 1992 to November 1998, he served as a director and financial manager of Lingbao Wuhua Fuel LLC (靈寶物華燃料有限公司). From December 1998 to January 2000, he served as the chief accountant of Henan Lingye Group LLC (河南凌冶集團有限公司), From February 2000 to November 2002, he served as a project manager of Henan Zhengyong Accounting Firm (河南正永會計師事務所). From November 2002 to April 2007, he served as the financial manager of Lingbao Shuangxin Mining LLC (靈寶雙鑫礦業有限公司). He joined the Company in April 2007 and had served as assistant financial controller, financial controller and chief investment officer. Mr. Xing has served as secretary of the Board since August 2013 and deputy general manager since March 2014. He was also appointed as a supervisor of Henan Jinqiu Gold Company Limited (河南金渠黃金股份有限公司) since April 2014.

Mr. Zhang Guo

Mr. Zhang Guo (張果), aged 48, is currently an executive Director. He graduated with a bachelor degree in mining engineering from Baotou Steel and Iron College (包頭鋼鐵學院) and obtained the qualification of mining engineer. He has more than 19 years of experiences in the mining industry. From 1989 to 1994, he held various positions (including production technology officer, geodesic survey officer, technology officer and mining assistant) in Lingbao Andi Goldmine. From 1994 to 1998, he was appointed deputy mining manager of Lingbao City Huan Chi Gold Mine and from 1999 to 2007, he was appointed various positions (including mining manager of Qiangma Gold Mine and manager of Qiangma division) of Qiangma Goldmine and was appointed as a Director in January 2009.

Mr. Zhou Yudao

Mr. Zhou, aged 49, is currently an executive Director. He 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 in Tongbai Xingyuan Mining Limited Company (a subsidiary of the Company) since January 2005. Mr. Zhou was appointed as a Director on June 2014.

APPENDIX I BIOGRAPHIES OF DIRECTORS AND SUPERVISORS CANDIDATES PROPOSED TO BE ELECTED

All executive Directors will enter into a service contract for a term of three years with the Company and a resolution has been proposed to authorise the Board to determine the emoluments of each of the executive Directors. The emoluments will be determined with reference to his duties and responsibility in the Company, the Company's performance and the market situation. All executive Directors are subject to rotational retirement and re-election requirements pursuant to the Articles. As at the Latest Practicable Date, each of the executive Directors has no personal interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Each of the executive Directors has confirmed that he is and was not connected with any other Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, each of the executive Directors has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules. Each of the executive Directors holds no directorship in listed public companies nor other major appointments in the last three years.

NON-EXECUTIVE DIRECTORS

Mr. Shi Yuchen

Mr. Shi Yuchen (石玉臣), aged 54, 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. Mr. Shi was appointed as a non-executive Director on June 2014.

Mr. Shi will enter into a service contract for a term of three years with the Company and a resolution has been proposed to authorise the Board to determine the emolument of the non-executive Directors. The emolument will be determined with reference to his duties and responsibility in the Company, the Company's performance and the market situation. Mr. Shi is subject to rotational retirement and re-election requirements pursuant to the Articles. As at

APPENDIX I BIOGRAPHIES OF DIRECTORS AND SUPERVISORS CANDIDATES PROPOSED TO BE ELECTED

the Latest Practicable Date, Mr. Shi has no personal interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Shi has confirmed that he is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, Mr. Shi has confirmed that there is no other matters relating to his election or re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules. Mr. Shi holds no directorship in listed public companies nor other major appointments in the last three years.

INDEPENDENT NON EXECUTIVE DIRECTORS

Mr. Yang Dongsheng

Mr. Yang Dongsheng (楊東升), aged 50, 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.

Mr. Xu Qiangsheng

Mr. Xu Qiangsheng (徐強勝), aged 47, holds a Doctorate in Law and is currently the Professor, Advisor of master degree students and Associate Dean of the School of Law of Henan University of Finance and Economics. From September 1986 to June 1990, Mr. Xu studied at the School of Law of Renmin University of China and obtained a Bachelor Degree in Law. During the period from September 1999 to July 2000, he enrolled in the master course in law at the School of Law of Renmin University of China, and had finished the elementary course. From September 2000 to June 2003, Mr. Xu studied at Graduate School, the Chinese Academy of Social Sciences, and obtained a Doctorate in Law. During September 2004 to November 2007, Mr. Xu studied at the post-doctoral mobile stations of the Institute of Finance and Banking, the Chinese Academy of Social Sciences, and obtained a post-doctoral certificate in applied economics. The major social part-time positions taken by Mr. Xu include the director of Business Law Research Committee of the China Law Society, the Vice President of Civil Law Research Committee of the Henan Law Society, the Executive Officer of Henan Corporate Law Advisory Association, the Member of Expert Committee of Henan Industry and Commerce Association and the Member of Expert Committee of Zhengzhou Arbitration Commission. Mr. Xu has quite profound knowledge in civil law and business law, and is the author of a number of academic publications. He has been appointed as an independent director of Puyang Refractories Group Co., Ltd. since June 2007. Mr. Xu was appointed as an independent non-executive Director in March 2012.

APPENDIX I BIOGRAPHIES OF DIRECTORS AND SUPERVISORS CANDIDATES PROPOSED TO BE ELECTED

Mr. Han Qinchun

Mr. Han Qinchun (韓秦春), aged 57, is currently the Executive President of China International Capital Management and Research Company Limited (Hong Kong) and the Director of Real Estate Research Centre of Peking University HSBC Business School. Mr. Han obtained a Doctorate Degree of Philosophy in Real Estate Economic and Management from The University of Hong Kong in 1998. He is a Registered Appraiser, Planner and Engineer in PRC. He holds a corporate finance advisory license, an asset management license, a securities dealing advisory license and a securities floor trading license issued by the Securities and Futures Commission. Mr. Han served as an official of the PRC government authorities, the Investment Manager and Senior Management Member of an investment bank and the Vice-chairman and President of Hong Long Holdings Limited from early 2006 to January 2010, a listed real estate company in Hong Kong. He has rich experience in financial investment aspect, equity capital market and listed companies' management. Mr. Han was appointed as an independent non-executive Director in March 2012.

Mr. Wang Jiheng

Mr. Wang Jiheng (王繼恒), aged 48, holds a master's degree in law of NorthWest University of Politics and Law and a doctoral degree in law of Wuhan University, and is an associate professor and an advisor of master degree students. He currently engages in the work of environment and resources law teaching and research in NorthWest University of Politics and Law, and serves as vice president of the Resources and Energy Law Research Institute of the Economic Law College of the University, and also the director of the Resources and Energy Law Teaching and Research Department of the Economic Law College of the University. His part-time jobs: secretary-general of the environment and resources law research association of Xi'an Society of Law, member of the policy advisory committee of Lianhu District of Xi'an, senior trainer of EU – China Environmental Governance Program, trainer of the environmental law institute of IUCN. His main academic achievements: On the Basic Theories of the Environmental Law (written in collaboration), On the Humanistic Spirit of the Environmental Law, engaged in editing several textbooks and has published more than 20 academic papers.

Each of the independent non-executive Directors will enter into a service contracts for a term of three years with the Company and a resolution has been proposed to authorise the Board to determine the emoluments of each of the independent non-executive Directors. The emoluments will be determined with reference to his/her duties and responsibility in the Company, the Company's performance and the market situation. All independent non-executive Directors will be subject to rotational retirement and re-election requirements pursuant to the Articles. As at the Latest Practicable Date, each of the independent non-executive Directors has no personal interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Each of the independent non-executive Directors has confirmed that he/she is and was not connected with any other Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, each of the independent non-executive Directors has confirmed that there are no other matters relating to his/her

APPENDIX I BIOGRAPHIES OF DIRECTORS AND SUPERVISORS CANDIDATES PROPOSED TO BE ELECTED

election or re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules. Save as disclosed above, each of the independent non-executive Directors holds no directorship in listed public companies nor other major appointments in the last three years.

SUPERVISORS

Mr. Wang Guodong

Mr. Wang Guodong (王國棟), aged 44, holds a diploma, is a senior production and operation manager division and a mine engineer. He obtained the diploma in mining engineering from Xi'an Institute of Metallurgy and Architecture. Mr. Wang Guodong had worked in Henan Wenyu Gold Mine in August 1991, worked in Metallurgical Plant of Lingbao City as chief of the production division and deputy general manager in November 1996. In May 2004, He had worked in Lingbao Hongxin Mining Company Ltd as a general manager and in January 2006, he had worked in Lingbao Gold Company Ltd as a general manager of Nanshan Gold Mine Branch. He held the position as deputy manager of the Planning and Assessment Department of the Company in January 2009 and a general manager of the metallurgical plant in July 2010. Currently he is the chairman of Lingbao Wason Copper-Foil Company Ltd (a subsidiary of the Company) since December 2013. Mr. Wang was appointed as a Supervisor on April 2014 and the Chairman of the Supervisory Committee on June 2014.

Mr. Yaoshun

Mr. Yao Shun (姚舜), aged 42, is a bachelor degree holder. From July 1994 to March 1999, Mr. Yao worked for the Finance Bureau of Lingbao City. During the period from March 1999 to November 2000, he acted as the Deputy Chief Captain of Lingbao City Tax Inspection Team. From November 2000 to August 2007, Mr. Yao worked for the Infrastructure Construction Department of the Finance Bureau of Lingbao City and the city's Government Sourcing Administration Office, as the Deputy Director of Government Sourcing Administration Office. He was appointed as the Office Director of Lingbao City State-owned Assets Management Co, Ltd. from August 2007 to August 2013. He was appointed as the president of the Financial Supervision and Inspection Bureau of Lingbao City from August 2013 to November 2013. Currently he is a vice president of Lingbao City State-owned Assets Management Co. Ltd. Mr. Yao was appointed as a Supervisor on March 2012.

Mr. Guo Xurang

Mr. Guo Xurang (郭許讓), aged 44, 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. Mr. Guo was appointed as a Supervisor on June 2014.

**APPENDIX I BIOGRAPHIES OF DIRECTORS AND SUPERVISORS
CANDIDATES PROPOSED TO BE ELECTED**

Mr. Meng Shouji

Mr. Meng Shouji (孟首吉), aged 28, 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. Mr. Meng was appointed as a Supervisor on June 2014.

Mr. Jiao Xiaoxiao

Mr. Jiao Xiaoxiao (焦瀟霄), aged 32, is currently the Deputy Officer of Integrated Office of the Company. Mr. Jiao graduated with a degree in Chinese language from Henan University. He joined the gold smelting division of the Company in 2003. From 2004 to 2007, he was appointed as an officer and an assistant manager of Lingbao Hungxin Mineral Enterprise Company Limited. Mr. Jiao was appointed as a Supervisor on January 2009.

Each of the Supervisors will enter into a service contract for a term of three years with the Company and a resolution has been proposed to authorise the Board to determine the emoluments of each of the Supervisors. The emoluments will be determined with reference to his duties and responsibility in the Company, the Company's performance and the market situation. All Supervisors will be subject to rotational retirement and re-election requirements pursuant to the Articles. As at the Latest Practicable Date, each of the Supervisors has no personal interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance. Each of the Supervisor has confirmed that he is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, each of the Supervisors has confirmed that there are no other matters relating to his election or re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules. Each of the Supervisor holds no directorship in listed public companies nor other major appointments in the last three years.

NOTICE OF ANNUAL GENERAL MEETING



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 is hereby given that the annual general meeting (“AGM”) of Lingbao Gold Company Ltd. (“Company”) for the year ended 31 December 2014 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 Wednesday, 3 June 2015 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 2014;
2. To consider and approve report of the supervisory committee of the Company for the year 2014;
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 2014;
4.
 - (a) To appoint Mr. Jin Guangcai to continue serving as executive director of the Company.
 - (b) To appoint Mr. Qiang Shanfeng to continue serving as executive director of the Company.
 - (c) To appoint Mr. Ji Wanxin to serve as executive director of the Company.
 - (d) To appoint Mr. Xing Jiangze to serve as executive director of the Company.
 - (e) To appoint Mr. Zhang Guo to continue serving as executive director of the Company.
 - (f) To appoint Mr. Zhou Yudao to continue serving as executive director of the Company.
 - (g) To appoint Mr. Shi Yuchen to continue serving as non-executive director of the Company.

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- (h) To appoint Mr. Yang Dongsheng to continue serving as independent non-executive director of the Company.
 - (i) To appoint Mr. Xu Qiangsheng to continue serving as independent non-executive director of the Company.
 - (j) To appoint Mr. Han Qinchun to continue serving as independent non-executive director of the Company.
 - (k) To appoint Mr. Wang Jiheng to serve as independent non-executive director of the Company.
5. (a) To appoint Mr. Yao Shun to continue serving as the non-employee representative supervisor of the Company.
- (b) To appoint Mr. Guo Xurang to continue serving as the non-employee representative supervisor of the Company.
- (c) To appoint Mr. Meng Shouji to continue serving as the non-employee representative supervisor of the Company.
6. To consider and approve the remuneration of the directors and supervisors of the Company for the year 2014;
7. 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;
8. 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 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;

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- (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.

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.

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“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);
 - (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.
Jin Guangcai
Chairman

Lingbao, Henan, the PRC, 17 April 2015

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The register of members of the Company will be closed from Tuesday, 5 May 2015 to Wednesday, 3 June 2015, (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, 4 May 2015.
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 Tuesday, 5 May 2015 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 Thursday, 14 May 2015.
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 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.