

## **LINGJIN**

# 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 with limited liability)

(Stock code: 3330)

### PROXY FORM FOR EXTRAORDINARY GENERAL MEETING TO BE HELD ON 30 DECEMBER 2011 (OR AT ANY ADJOURNMENT THEREOF)

		relates <sup>1</sup>	,		
		Type of shares (domes shares of the Compan Proxy relates <sup>1</sup>			
of					
being t " <b>Comp</b> of	he registered holder(s) of domest any") HEREBY APPOINT the Chairman of the Extraordinary General Meeting or 4	tic share(s)/H sh	are(s) of Lingb	oao Gold	Company Ltd. (the
as my/o at Xin V conside	our proxy at the Extraordinary General Meeting (and at any adjournment thereof) of the Compar /illage, Yinzhuang Town, Daonan Industrial Area, Lingbao, Henan, the People's Republic of Chring and, if thought fit, passing the resolutions as set out in the Notice of Extraordinary General Mg (or at any adjournment thereof) to vote on my/our behalf in respect of the resolution as directe	nina on Friday, 30 Meeting dated 14 N	December 2011 ovember 2011 ar	at 9:00 a.i id at the E	m. for the purpose of extraordinary General
	Special Resolutions		For <sup>5</sup>		Against <sup>5</sup>
1.	To approve the proposed allotment and issue of A shares by the Company and each of the proposed and conditions as set out in the special resolution 1 of the notice of the Extraordinary Gene including but not limited to the followings:  Type of securities to be issued Place of Listing Number of A shares to be issued Nominal value of A Shares to be issued Target subscribers Rights attached to A Shares Basis for determination of the issue price Method of issue Use of proceeds				
	Authorisation to the Board				
2.	To approve the amendments to the Article of Association of the Company.				
3.	To approve the amendments to the Rules and Procedures for Shareholders General Me Company.	eeting of the			
4.	To approve the amendments to the Rules and Procedures for the Board of the Company.				
5.	To approve the amendments to the Rules and Procedures for the Supervisory Committee of the	ne Company.			
	Ordinary Resolutions		For <sup>5</sup>		Against <sup>5</sup>
6.	To approve the amendments to the Independent Directors Rules of the Company.				
7.	To approve the adoption of the Use of Proceeds Rules of the Company.				
8.	To approve the adoption of the Guarantee Rules of the Company.				
Dated t	his 2011	Signature(s)		omestic s	hares or H shares

### Notes.

- Please insert the number of domestic shares or H shares relates to this proxy form. If no number is inserted, this proxy form will be deemed to relate to all such shares in the capital of the Company registered in your name(s).
- Full name(s) (in Chinese and English) and registered address(es) (as shown in the register of member(s)) to be inserted in BLOCK LETTERS.
- Please delete as appropriate.
- A proxy need not be a member of the Company. A holder of domestic shares or H shares is entitled to appoint a proxy to attend and, in the event of a poll, vote in his/her stead. If such an appointment is made, you may delete the words "the Chairman of the Extraordinary General Meeting or" and insert the name and address of the person appointed as proxy in the space provided. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
- Please indicate with a "\" in the appropriate space how you wish the proxy to vote on your behalf on a poll. If this form is returned duly signed, but without any such indication, the proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the Notice of the Extraordinary General Meeting.
- In the case of joint holders, the vote of the senior who tenders as vote, whether in person or by proxy or by representative, will be accepted to the execution of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
- This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of corporation, must be under its common seal or under the hand of an officer or attorney duly authorized. If the proxy form is signed by you are those of the case of corporation, must be under its common seal or under the hand of an officer or attorney duly authorized. If the proxy form is signed by you are attorney, the written authorization or other authorization documents of such attorney should be notarized.

  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 shares registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 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 not less than 24 hours before the time appointed for taking the poll. 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 delivery of the proxy form will not preclude you from attending and voting at the Extraordinary General Meeting if you so wish.
- The description of the resolutions is by way of summary only. The full text appears in the Notice of Extraordinary General Meeting dated 14 November 2011.