



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 with limited liability)

(Stock code: 3330)

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

Table with 2 columns: No. of shares to which this Proxy relates, Type of shares (domestic shares or H shares of the Company) to which this Proxy relates

I/We of being the registered holder(s) of domestic share(s)/H share(s) of Lingbao Gold Company Ltd. (the "Company") HEREBY APPOINT the Chairman of the Extraordinary General Meeting or as my/our proxy at the Extraordinary General Meeting (and at any adjournment thereof) of the Company to be held at 2nd floor of the registered office of the Company at Xin Village, Yin Zhuang Town, Daonan Industrial Area, Lingbao, Henan, the People's Republic of China on Friday, 30 December 2011 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the Notice of Extraordinary General Meeting dated 14 November 2011 and at the Extraordinary General Meeting (or at any adjournment thereof) to vote on my/our behalf in respect of the resolution as directed below or, if no such direction is given, as my/our proxy thinks fit.

Table with 4 columns: Resolution description, Special Resolutions, For, Against. Rows 1-5 detailing resolutions on share allotment, amendments to Articles of Association, Rules and Procedures for Shareholders General Meeting, Board of the Company, and Supervisory Committee of the Company.

Table with 4 columns: Resolution description, Ordinary Resolutions, For, Against. Rows 6-8 detailing resolutions on amendments to Independent Directors Rules, Use of Proceeds Rules, and Guarantee Rules of the Company.

Dated this day of 2011

Signature(s) Holder(s) of domestic shares or H shares

Notes:

- 1. 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).
2. 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.
3. Please delete as appropriate.
4. 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.
5. Please indicate with a 'V' in the appropriate space how you wish the proxy to vote on your behalf on a poll.
6. 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).
7. 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.
8. 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.
9. Completion and delivery of the proxy form will not preclude you from attending and voting at the Extraordinary General Meeting if you so wish.
10. 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.