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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 28 AUGUST 2013 (OR AT ANY ADJOURNMENT THEREOF)**

No. of shares to which this Proxy relates <sup>1</sup>	
Type of shares (domestic shares or H shares of the Company) to which this Proxy relates <sup>1</sup>	

I/We<sup>2</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ domestic share(s)/H share(s)<sup>3</sup>  
of Lingbao Gold Company Ltd. (the "Company") HEREBY APPOINT the Chairman of the Extraordinary General Meeting  
or<sup>4</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy at the Extraordinary General Meeting (and at any adjournment thereof) of the Company to be held on 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 Wednesday, 28 August 2013 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the Special Resolutions as set out in the Notice of Extraordinary General Meeting dated 12 July 2013 and at the Extraordinary General Meeting (or at any adjournment thereof) to vote on my/our behalf in respect of the resolutions as directed below:

	<b>Special Resolution</b>	<b>For<sup>5</sup></b>	<b>Against<sup>5</sup></b>
1	the Company be authorized the proposed private placement of financial instruments in the PRC with a principal amount of up to RMB1,000,000,000 for a period of one to five years;		
2	the Chairman (the "Chairman") of the board of directors of the Company (the "Board") or any person authorized by the Chairman be authorized to determine and finalise the terms and conditions of private placement of financial instruments (including the final principal amount and interests thereon) after considering the needs of the Company, the then market conditions at the time of issuance and such other matters as relevant; and		
3	the Board be authorized to execute all necessary documents, to conduct appropriate information disclosures and/or to do all such things and acts as are considered necessary or expedient and in the interests of the Company for the purpose of effecting or otherwise in connection with its proposed private placement of financial instruments or any matter incidental thereto.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013

Signature(s) \_\_\_\_\_  
Holder(s) of domestic shares 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 INITIALED 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 your 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 1806-1807, 18th 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 scheduled for holding the meeting or not less than 24 hours before the time appointed for taking the poll, whichever is later. 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.