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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)

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING TO BE HELD ON 2 FEBRUARY 2016

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

I/We² _____ of _____ being the registered holder(s) of _____ domestic share(s)/H share(s)³ of Lingbao Gold Company Ltd. (the "Company") **HEREBY APPOINT** the Chairman of the Extraordinary General Meeting or⁴ _____ of _____ as my/our proxy at the Extraordinary General Meeting (and at any adjournment thereof) 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 People's Republic of China ("PRC") on Tuesday, 2 February 2016 at 9:00 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 18 December 2015 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:

	Special Resolution	For ⁵	Against ⁵
1.	the subsidiary, 靈寶華鑫銅箔有限責任公司 (transliterated as Lingbao Wason Copper-Foil Company Ltd) ("Lingbao Wason"), be authorized to enter into the sale and purchase agreement dated 16 September 2015 (the "Sale and Purchase Agreement") with 鼎泰融資租賃有限公司 (transliterated as Ding Tai Financial Leasing Co., Ltd) ("Ding Tai"), pursuant to which the Lingbao Wason shall sell and the Ding Tai shall buy various machinery and equipment, which are owned by Lingbao Wason as at the Latest Practicable Date (as defined in the circular of the Company dated 18 December 2015) (the "Machinery and Equipment") at the consideration of RMB400 million (as detailed in the circular of the Company dated 18 December 2015) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;		
2.	Lingbao Wason be authorized to enter into the finance lease agreement dated 16 September 2015 (the "Finance Lease Agreement") with Ding Tai, pursuant to which Ding Tai shall lease back the Machinery and Equipment to Lingbao Wason for a lease payment, which is used to repay the principal of RMB400 million and the interest incurred thereon and is to be paid every six months for a term of seven (7) years subject to and upon the terms and conditions therein (as detailed in the circular of the Company dated 18 December 2015) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;		
3.	the Company be authorized to enter into the guarantee agreement dated 16 September 2015 (the "Guarantee Agreement") with Ding Tai, pursuant to which (i) the Company provides a guarantee to Ding Tai for the performance of Lingbao Wason in relation to the Finance Lease Agreement and, (ii) the Company will charge all the shares the Company owns (i.e., 100%) in Lingbao Wason in favour of Ding Tai or any third party that is designated by Ding Tai subject to and upon the terms and conditions therein (as detailed in the circular of the Company dated 18 December 2015) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and		
4.	any one or more of the directors (the "Directors") of the Company be authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Sale and Purchase Agreement, the Finance Lease Agreement, the Guarantee Agreement and the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Sale and Purchase Agreement, the Finance Lease Agreement and the Guarantee Agreement) as are, in the opinion of the Directors or the duly authorised committee, in the interest of the Company and its shareholders as a whole.		

Dated this _____ day of _____ 2016

Signature(s)⁵ _____
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 needs 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 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 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.