

## **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 8 APRIL 2017 (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/We²			
of			
of Lir or <sup>4</sup>	the registered holder(s) of	domest Chairman of the Extrao	ic share(s)/H share(s) rdinary General Meetin
as my/ office April 2 Notice	our proxy at the Extraordinary General Meeting (and at any adjournment thereof of the Company at Hangu Road and Jingshan Road Intersection, Lingbao, Henan 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the Orde of Extraordinary General Meeting dated 21 February 2017 and at the Extraordin my/our behalf in respect of the resolutions as directed below:	, the People's Republic of C inary Resolution and Special	hina ("PRC") on Saturday, Resolutions as set out in th
	Ordinary Resolution	For <sup>5</sup>	Against <sup>5</sup>
1.	A. To re-elect Mr. Chen Jianzheng as an executive director of the Company.		
	B. To re-elect Mr. Wang Leo as an executive director of the Company.		
	C. To re-elect Ms. Zhou Xing as an executive director of the Company.		
	D. To re-elect Mr. Zhao Kun as an executive director of the Company.		
	Special Resolutions	For <sup>5</sup>	Against <sup>5</sup>
2.	"THAT subject to and conditional upon the approval of the relevant authorities in the PRC, the Chinese name of the Company be changed from "靈寶黃金股份有限公司" to "靈寶黃金集團股份有限公司" and its English name from "Lingbao Gold Company Ltd." to "Lingbao Gold Group Company Ltd.", and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company."		
3.	"THAT the amendments to the Articles of Association of the Company be and are hereby approved."		
Dated Notes:	this day of 2017 Signatu	Holder(s) of	domestic shares or H share

- 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 1. 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.
- 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 "\vec{\psi}" 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 Shops 17M 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.