



LINGJIN

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Lingbao Gold Group Company Ltd.**靈寶黃金集團股份有限公司***(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 31 DECEMBER 2021
(OR AT ANY ADJOURNMENT THEREOF)**

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 Group Company Ltd. (the "Company")
HEREBY APPOINT the Chairman of the Extraordinary General Meeting or⁴ _____
of _____
as my/our proxy at the Extraordinary General Meeting (or 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 on Friday, 31 December 2021 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 12 November 2021 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 or, if no such direction is given, as my/our proxy thinks fit.

SPECIAL RESOLUTIONS		For ⁵	Against ⁵	Abstain ⁵
1.	(a) To consider and approve the Subscription and issuance of Subscription Shares, including:			
	i. Type of Subscription Shares			
	ii. Par value of Subscription Shares			
	iii. Number of Subscription Shares			
	iv. Subscription Price and pricing principle			
	v. Subscriber			
	vi. Method of issuance			
	vii. Use of proceeds			
	viii. Validity period of resolutions			
	ix. Conditions precedent			
(b) To authorise the designated director(s) or company secretary(ies) of the Company to do all such acts or things to amend, sign, deliver and execute all agreements or documents in connection with the additional issuance; to communicate with competent authorities in Hong Kong and other applicable jurisdictions and take such actions as he/she/it deems necessary or desirable; to prepare, modify, sign and submit the reporting materials on behalf of the Company related to the issuance, declaration, transaction and listing in respect of the issuance of Subscription Shares (including but not limited to the submission of application materials to the China Securities Regulatory Commission for the issuance of Subscription Shares), and complete procedures related to disclosure/waiver of disclosure as required by the relevant authorities in relation to the issuance of Subscription Shares; to confirm whether the conditions precedent to the completion of the issuance of Subscription Shares are satisfied and to decide whether to waive such conditions to completion of the Subscription in accordance with the Subscription Agreement; to open a special account for the proceeds from the issuance of Subscription Shares at home and abroad and if necessary, make corresponding amendments to the issuance proposal (including the use of proceeds) subject to compliance with the requirements of the Listing Rules and the Takeovers Code.				

SPECIAL RESOLUTIONS		For ⁵	Against ⁵	Abstain ⁵
2.	To consider and approve the Subscription Agreement and the transactions contemplated thereunder.			
3.	To consider and approve the amendments to the articles of association of the Company (the "Articles") in relation to the changes in the registered share capital and shareholding structure of the Company as a result of the Subscription, details of which are will be set out in the Whitewash Circular, and to submit the revised Articles to the relevant PRC and Hong Kong authorities for approval, filing or registration.			
4.	To consider and approve a specific mandate to issue 319,772,164 H shares at the subscription price of HK\$0.85 per H Share in accordance with the terms and conditions of the Subscription Agreement and the authorisation to the Board and the person(s) authorised by the Board to deal with all matters relating to the Subscription and issuance of Subscription Shares.			
5.	To consider and approve the Whitewash Waiver granted or to be granted by the Executive pursuant to the Takeovers Code for waiving any obligation on the part of the Subscriber (or its wholly-owned overseas subsidiaries) to make a mandatory general offer for all the issued Shares of the Company not already owned or agreed to be acquired by it or parties acting in concert with it as a result of the issuance of Subscription Shares by the Company to the Subscriber.			
6.	To consider and approve the amendments to the Articles for the purpose of improving the corporate governance of the Company, details of which are set out in the Whitewash Circular, and to submit the revised Articles to the relevant PRC and Hong Kong authorities for approval, filing or registration.			

Signed this _____ day of _____ 2021 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 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 authorised in writing or, in the case of corporation, must be under its common seal or under the hand of an officer or attorney duly authorised. If the proxy form is signed by your attorney, the written authorization or other authorisation documents of such attorney should be notarised.
- 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and, for holders of domestic shares of the Company, to the registered office of the Company at Hangu Road and Jingshan Road Intersection, Lingbao City, Henan Province, the PRC not less than 24 hours before the time for holding the meeting or 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 12 November 2021.
- The approval by at least 75% of the votes cast by the independent shareholders in attendance either in person or by proxy by way of a poll having been obtained at the meeting is required for resolution No.5.
- Unless the context requires otherwise, terms defined in the Notice of Extraordinary General Meeting shall bear the same meanings when used in this form of proxy.