



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 THE CLASS MEETING OF HOLDERS OF THE H SHARES
TO BE HELD ON 28 DECEMBER 2012 (OR ANY ADJOURNMENT THEREOF)**

No. of shares to which this Proxy relates ¹	
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I/We² _____
of _____ being
the registered holder(s) of _____ H share(s) of Lingbao Gold Company Ltd. (the "Company") HEREBY
APPOINT the Chairman of this meeting or³ _____
of _____

as my/our proxy at the class meeting of holders of the H shares ("H Shares Class 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, Yinzhuang Town, Daonan Industrial Area, Lingbao, Henan, the People's Republic of China on Friday, 28 December 2012 immediately after the conclusion of the class meeting for holders of domestic shares of the Company (which will be held immediately after the conclusion of the extraordinary general meeting of the Company to be held at 9:00 a.m. on Friday, 28 December 2012) for the purpose of considering and, if thought fit, passing the resolution as set out in the Notice of H Shares Class Meeting dated 12 November 2012 and at the H Shares Class 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.

Special Resolutions		For ⁴	Against ⁴
1.	To consider and approve the proposed amendments and extension of the validity period in respect of the proposed A Share Issue.		
2.	To authorise the Board to deal with matters in relation to the proposed A Share Issue.		

Date: _____ 2012

Signature(s) _____
Holder(s) of H shares

Notes:

- Please insert the number of 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.
- A proxy need not be a member of the Company. A holder of 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 this 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 H Shares Class Meeting other than those referred to in the Notice of the H Shares Class 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 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 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. 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 H Shares Class Meeting if you so wish.
- The description of the resolutions is by way of summary only. The full text appears in the Notice of H Shares Class Meeting dated 12 November 2012.