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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)

Procedures for Shareholders to Propose a Person for Election as a Director of Lingbao Gold Company Ltd. (the “Company”)

In accordance with the provisions of relevant laws, regulations, rules, and the Company's Articles of Association, the directors shall be elected at a shareholders' general meeting with a service term of three years, and may serve consecutive terms if re-elected. According to the Company's Articles of Association and Nomination Committee Rules of Procedure, the nomination committee shall preliminary assess the qualifications and conditions of the candidate(s) nominated to act as director(s), candidate(s) deemed as eligible shall be referred to the board of directors of the Company (the “Board”) for further review. After consideration and approval by the Board, the Board shall provide written submission to the general meeting proposing the candidate(s) for director(s). Intentions on the nomination of director candidate(s), the written notice signed by the nominated candidate indicating his/her willingness to accept the nomination, and the director candidate(s) information provided are true and complete and promise that he/she will earnestly perform his/her obligation as a director when elected should be issued to the Company ten days before the convening of the shareholders general meeting.

According to the Company's Articles of Association, when the Company is to hold an annual general meeting, shareholders who individually or jointly hold five percent (inclusive) and more of the total number of the Company's voting shares shall be entitled to propose motions in writing to the Company. The Company shall include in such meeting's agenda the matters which are referred to in the motions.

In addition, the Company Articles of Association, two or more shareholders holding a total of ten percent (inclusive) or more of the shares carrying the right to vote at the meeting sought to be held may sign one or more written requests of identical form and substance requesting the Board to convene an extraordinary shareholder's general meeting or a meeting of shareholders of different series and stating the subject of the meeting. The Board shall convene the shareholder's general meeting or the meeting of shareholders of different series as soon as possible after having received the above-mentioned written request. The shareholding referred to above shall be calculated as of the day on which the written request is made.

In order to ensure shareholders have sufficient time to receive and consider the information of the nominated director(s), in accordance with Rule 13.73 of the Listing Rules, the Company must dispatch a supplemental circular or announcement containing information of the nominated director(s) not less than 10 business days before the date of the relevant general meeting, or else the relevant general meeting will be adjourned. The nominating shareholder(s) should pay attention to the relevant time constraints.

The nominator may submit the written proposal for nominating the candidate for director to the Board in person, by fax or by mail, etc. and shall provide but not limited to the following required information:

- full name, age, nationality;
- contact address, email, telephone number;
- education background and qualifications;
- working experience;
- directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas;
- major appointments and professional qualifications;
- shareholding in the Company and its group companies (including his/her interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance);
- relationships with any directors, senior management or substantial or controlling shareholders of the Company (including material interest in any principal business activity of or is involved in any material business dealings with the Company, its holding company or their respective subsidiaries or with any connected persons of the Company);
- whether he/she is interested in any business which competes or is likely to compete, either directly or indirectly, with the Company's business; and
- other useful information that supports that he/she has the character, integrity, independence and experience to fulfill the role of a director effectively (including details set out in rule 13.51(2)(h)-(x) of the Listing Rules).

The written proposals and relevant documents shall be delivered to the office of the Securities and Legal Affairs Department of the Company, addressed to the following:

Address: Xin Village, Yinzhuang Town, Daonan Industrial Area, Lingbao, Henan, The People's Republic of China. Post Code: 472500.

Fax: (86-398) 2296880

The nominating shareholder(s) will be informed if the Board disapproved the director(s) nomination.