



**福建紫金礦業股份有限公司**  
**Fujian Zijin Mining Industry Co., Ltd.\***

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING**

I/We<sup>(note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

am/are the registered holder(s) of<sup>(note 2)</sup> \_\_\_\_\_ H Shares/Domestic Shares in Fujian Zijin Mining Industry Co.,

Ltd. (the "Company"), HEREBY APPOINT<sup>(note 3)</sup> the Chairman of the Annual General Meeting or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy(ies) to attend the 2003 Annual General Meeting of the Company to be held at the conference room on the 1st Floor of the Company's office building at Shanghang County, Fujian Province, the People's Republic of China (the "PRC") at 9:00 a.m. on Friday, 28 May, 2004 or at any adjournment thereof, and to exercise the right of voting at such meeting in respect of the resolutions as hereunder indicated, or if no such indication is given, as my/our proxy(ies) think(s) fit.

ORDINARY RESOLUTIONS		For <sup>(note 5)</sup>	Against <sup>(note 5)</sup>	Abstain <sup>(note 5)</sup>
1.	to consider and approve:			
	1.1 Report of the Board of Directors of the Company for 2003			
	1.2 Report of Supervisory Committee of the Company for 2003			
	1.3 audited financial statements and Report of the international auditors for the year ended 31 December, 2003;			
2.	to consider and approve the profit distribution proposal of the Company and the relevant declaration and payment of a final dividend for the year ended 31 December, 2003;			
3.	to approve the remuneration of the Directors and Supervisors of the Company for the year ending 31 December, 2003;			
4.	to consider and approve the annual remuneration proposal of the Directors and Supervisors of the Company for the year ended 31 December, 2004;			
5.	to consider and approve, the reappointment of Ernst & Young Hua Ming and Ernst & Young as the Company's domestic and international auditors respectively for the year ending 31 December, 2004, and to authorise the Board of Directors to determine their remuneration;			
SPECIAL RESOLUTIONS				
6.	to grant a general mandate to the Board of Directors to issue shares in the Company			
7.	to approve the change of the Company's name			
8.	to approve the proposal regarding issue of new shares by conversion of the surplus reserve fund			
9.	to approve each of the following proposed amendments to certain provisions of the Articles of Association of the Company:			
	9.1 to amend Article 2			
	9.2 to amend Articles 16 and 19			
	9.3 to amend Article 94			
	9.4 to amend Articles 63, 70, 71, 74, 76, 92, 122 and 125			
	9.5 to amend Articles 6 and 179			
10.	to authorise the Board of Directors to execute the above resolutions 6-9			
11.	to consider and approve proposals put forward at the meeting by any shareholder(s) holding 5% or more of the shares carrying voting right (if any)			

Date: \_\_\_\_\_ 2004 Signature(s): \_\_\_\_\_

**Notes:**

- Please insert the full name(s) and addresses (as shown in the register of members) in BLOCK LETTERS.
- Please insert the number of shares (i) registered in your name(s) and (ii) related to this proxy form. Please delete the words "H Shares" or "Domestic Shares", if appropriate. If no number is inserted, this proxy form will be deemed to be related to all the shares of the Company registered in your name(s).
- If you wish to appoint any person other than the Chairman of the Annual General Meeting as your proxy, please delete the words "the Chairman of the Annual General Meeting" or and insert the name and address of the person to be appointed as your proxy in the space provided. Each shareholder is entitled to appoint one or more proxies to attend and votes on his behalf at the meeting. A proxy need not be a member of the Company. Any alteration to this form shall be initial by the person who signs this form.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN TO VOTE IN ANY RESOLUTION, PLEASE TICK THE BOX MARKED "ABSTAIN".** Blank votes or abstentions shall not be counted as number of voting rights in calculating the votes for the resolutions. If no such indication is given, the proxy will be entitled to cast your vote at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a legal person or body corporate, must be either executed under its common seal or under the hand of a director of the legal person or body corporate or proxy duly authorised in writing.
- To be valid, this form of proxy (or if it is signed by his attorney duly authorised in writing, then together with such power of attorney or other authority under which it is signed or a notarially certified copy of such power of attorney or authority) must be deposited **NOT LATER THAN 24 HOURS BEFORE THE SPECIFIED TIME FOR HOLDING THE MEETING:** (i) in respect of H Shares, at the Company's Registrar of H Shares — Computershare Hong Kong Investor Services Limited, Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong; and (ii) in respect of Domestic Shares, at the Board secretariat of the Company at 277 Beihuan Road, Shanghang County, Fujian Province, the PRC.

\* for identification purpose only