



**紫金礦業集團股份有限公司**  
**Zijin Mining Group 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 (note 1) \_\_\_\_\_

of \_\_\_\_\_

am/are the registered holder(s) of (note 2) \_\_\_\_\_ H Shares in Zijin Mining Group Co., Ltd. (the "Company"),

HEREBY APPOINT (note 3) \_\_\_\_\_ of \_\_\_\_\_ if he/she could

not attend, then appoint (note 3) \_\_\_\_\_ of \_\_\_\_\_

if he/she could not attend, then appoint the Chairman of the Annual General Meeting as my/our proxy(ies) of (note 4) \_\_\_\_\_ H Shares of the Company to attend the 2004 Annual General Meeting of the Company to be held at the conference room at the Company's office building at Zijin Road, Shanghang County, Fujian Province, the People's Republic of China (the "PRC") at 10:00 a.m. on Tuesday, 31 May, 2005 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 (note 5)	Against (note 5)	Abstain (note 5)
1	to consider and approve:			
	1.1 Report of the Board of Directors of the Company for 2004			
	1.2 Report of Supervisory Committee of the Company for 2004			
	1.3 audited financial statements and Report of the international auditors for the year ended 31 December, 2004;			
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, 2004;			
3	to approve the remuneration of the Directors and Supervisors of the Company for the year ending 31 December, 2004;			
4.	to consider and approve the annual remuneration proposal of the Directors and Supervisors of the Company for the year ended 31 December, 2005;			
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, 2005, and to authorise the Board of Directors to determine their remuneration;			
6	to consider and approve the proposal of conversion of the Company into a joint stock limited company with foreign investment;			
SPECIAL RESOLUTIONS				
7	to approve the proposal regarding issue of new shares by conversion of the surplus reserve fund;			
8	to grant a general mandate to the Board of Directors to issue shares in the Company;			
9	to approve each of the following proposed amendments to certain provisions of the Articles of Association of the Company;			
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: \_\_\_\_\_

Signature(s): \_\_\_\_\_

**Notes:**

- Please insert the full name(s) and address(es) (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.
- If you do not insert the name and address of the person to be appointed as your proxy in the space provided, the Chairman of the Annual General Meeting will be your proxy.
- 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).
- 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, in respect of H Shares, at the Company's Registrar of H Shares - Computershare Hong Kong Investor Services Limited, Room 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.

\* for identification purpose only