



Zijin Mining Group Co., Ltd.*

紫金礦業集團股份有限公司

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

(Stock code: 2899)

PROXY FORM FOR USE AT THE EXTRAORDINARY GENERAL MEETING

I/We (note 1) _____
of _____
am/are the registered holder(s) of (note 2) _____ 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 Extraordinary General Meeting as my/our proxy(ies)
of (note 4) _____ Shares of the Company to attend the Extraordinary 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 9:00a.m. on Friday, 7 April 2006 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.	the agreement entered into between the Company and 福建省新華都工程有限責任公司 (Fujian Xinhuada Engineering Company Limited) on 18 January, 2006 (the “Xinhuada Contracting Agreement”) (copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose), the terms thereof and the non-exempt continuing connected transactions (the “Non-exempt Continuing Connected Transactions”) contemplated thereunder be and are hereby approved, ratified and confirmed;			
2.	the proposed new annual cap of the Xinhuada Contracting Agreement for each of the three years ended 31 December, 2008 being RMB90,000,000, RMB120,000,000 and RMB150,000,000 respectively be and are hereby approved;			
3.	the agreement entered into between the Company and 福建省上杭鴻陽礦山工程有限公司 (Fujian Shanghang Hongyang Mine Engineering Company Limited) on 18 January, 2006 (the “Hongyang Contracting Agreement”) (copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose), the terms thereof and the non-exempt continuing connected transactions (the “Non-exempt Continuing Connected Transactions”) contemplated thereunder be and are hereby approved, ratified and confirmed;			
4.	the proposed new annual cap of the Hongyang Contracting Agreement for each of the three years ended 31 December, 2008 being RMB70,000,000, RMB100,000,000 and RMB120,000,000 respectively be and are hereby approved;			
5.	any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the Non-exempt Continuing Connected Transactions.			

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 and class 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 Extraordinary 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.

* The Company's English name is for identification purpose only