



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 SECOND EXTRAORDINARY GENERAL MEETING OF 2006

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 No.1, Zijin Road, Shanghang County, Fujian Province, the People's Republic of China (the "PRC") at 9:00 a.m. on Friday, 18 August 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.

	SPECIAL RESOLUTION	For (note 5)	Against (note 5)	Abstain (note 5)
1	to approve each of the proposed amendments to the Articles of Association of the Company.			
	ORDINARY RESOLUTIONS			
2	to elect directors of the third board of directors by way of cumulative voting; (ballot enclosed)			
3	3.1 to elect supervisors representing shareholders of the Company of the third supervisory committee by way of cumulative voting; (ballot enclosed)			
	3.2 to confirm Ms. Lan Liying as supervisor representing the staff and workers of the Company;			
	3.3 to confirm Mr. Zhang Yumin as supervisor representing the staff and workers of the Company;			
4	to authorise the Board of Directors to enter into service contract and/or appointment letter with each of the newly elected directors and supervisors respectively subject to such terms and conditions as the Board of Directors shall think fit and to do all such acts and things to give effect to such matters;			
5	to authorise the Board of Directors to determine the remuneration of the newly elected directors and supervisors;			

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.
- Please insert the full name and address of your proxy. If you do not insert the full 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 of 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