



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 CLASS MEETING OF HOLDERS OF H SHARES

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 class meeting of holders of H shares ("Class Meeting")

as my/our proxy(ies) of _____ ^(note 4)

H Shares of the Company to attend the Class 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 10:00 a.m. (or immediately after conclusion or adjournment of the extraordinary general meeting) on Monday, 26 March 2007 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 RESOLUTIONS	For ^(note 5)	Against ^(note 5)	Abstain ^(note 5)
1.	Subject to and conditional upon the obtaining of the relevant approval from the China Securities Regulatory Commission in relation to the proposed Share Consolidation and the Proposed A Share Issue, and the relevant approval from the Listing Committee of the board of The Hong Kong Stock Exchange Limited to list and deal in the Consolidated H Shares, the Board is authorised to decide whether to effect the Share Consideration on the following terms and conditions:			
	(a) to consolidate every ten (10) issued ordinary shares of RMB0.10 each in the share capital of the Company into one (1) share of RMB1.00 each (each a "Consolidated Share"), such Consolidated Shares to rank pari passu in all respects with each other;			
	(b) to approve that no fractional Consolidated Shares be issued and all fractions of the Consolidated H Shares, if any, be aggregated, and sold for the benefit of the Company; and			
	(c) to authorise the Board of Directors to do all such acts and things and execute such documents, including under the seal of the Company, where applicable, as they consider necessary or expedient to give effect to the foregoing arrangements in 1(a) and 1(b).			

	SPECIAL RESOLUTIONS		For ^(note 5)	Against ^(note 5)	Abstain ^(note 5)
2A.	To approve the Proposed A Share Issue, and each of the terms and conditions as set out in the notice of class meeting of holders of H shares dated 8 February 2007:				
(i)	Type of securities to be issued:	A Shares			
(ii)	Place of listing:	Shanghai Stock Exchange			
(iii)	Number of A Shares to be issued:	A maximum of 150,000,000 A Shares of RMB1.00 each or 1,500,000,000 A Shares of RMB0.10 each. The final number of A Shares to be issued and the structure of the issue is subject to the approval by CSRC and other Relevant Authorities and adjustments (if any) made by the Board as authorized by the Shareholders at the EGM and the Class Meetings.			
(iv)	Target subscribers:	Members of the PRC public (i.e. PRC individuals and institutional investors (including qualified foreign institutional investors recognised in the PRC) having A Share accounts with the Shanghai Stock Exchange), except those prohibited under PRC laws and regulations.			
(v)	Nominal value:	RMB1.00 or RMB0.10 per A Share (depending on the approval of the Relevant Authorities).			
(vi)	Rights attached to A Share:	<p>The A Shares, except as otherwise provided for in the applicable laws, rules and regulations and the Articles of Association, will rank pari passu in all respects with the Domestic Shares or the Consolidated Domestic Shares (as the case may be) and H Shares or the Consolidated H Shares (as the case may be). Once the Proposed A Share Issue is completed, both new and existing Shareholders will be entitled to share the accumulated retained earnings at the time of the Proposed A Share Issue.</p> <p>For the avoidance of doubt, the holders of the A Shares will not be entitled to any dividends declared prior to the issue of A Shares.</p>			

	SPECIAL RESOLUTIONS		For ^(note 5)	Against ^(note 5)	Abstain ^(note 5)
	(vii) Basis for determining the issue price:	The issue price of the Proposed A Share Issue will be determined on the basis of market conditions, the condition prevailing in the PRC securities market at the time of the Proposed A Share Issue by way of customary market consultation and such other ways as approved by CSRC. Thus, the amount of funds to be raised from the Proposed A Share Issue cannot be confirmed at the date of the Announcement, but the offer price will not be lower than 90% of the higher of (i) the average closing price of the Company's Consolidated H Shares or H Shares (as the case may be) on the Stock Exchange for the 20 Trading Days preceding to the date of the A Share Prospectus or (ii) the closing price of the Company's Consolidated H Shares or H Shares (as the case may be) on the Stock Exchange on the Trading Day immediately preceding to the date of the A Share Prospectus.			
	(viii) Method of issue:	The issue will be conducted via placement through offline offering to institutional investors as approved by CSRC, and placement through online subscription at issue price, or such other method as approved by CSRC.			
2B.	Subject to the passing of special resolution 2A above, to approve the following terms and conditions in relation to the use of proceeds from the Proposed A Share Issue:				
	(i)	approximately RMB1,520 million for expansion of open-pit mining in the Zijinshan gold and copper mine;			
	(ii)	approximately RMB462 million for expansion of Hunchun gold and copper mine;			
	(iii)	approximately RMB199 million for a 200 tonnes/day refractory gold concentrates smelter/refinery project;			
	(iv)	approximately RMB357 million for exploration projects;			
	(v)	approximately RMB300 million for acquisition of mining rights;			
	(vi)	approximately RMB93 million for increase in registered capital of associate company(ies);			
	(vii)	approximately RMB3,150 million for overseas investment, which includes: <ul style="list-style-type: none"> ● acquisition of the shares of an overseas company; ● acquisition of an overseas gold mine; ● submitting tender for a copper mining project in Peru; and ● developing an overseas lead and zinc project; 			

	SPECIAL RESOLUTIONS	For ^(note 5)	Against ^(note 5)	Abstain ^(note 5)
	and to approve that to the extent that the net proceeds from the Proposed A Share Issue are higher than the funds required for the above, the additional net proceeds shall be used as general working capital; and to the extent that the net proceeds from the Proposed A Share Issue are not sufficient to fund the uses set forth above, the Company shall fund the balance through various means; and to authorise the Board to determine the use of the proceeds by taking into account the actual funds raised and the circumstances of each of the above-mentioned projects but subject to the approval of the Relevant Authorities.			
2C.	Subject to the passing of special resolution 2A above, to approve the Proposed A Share Issue and each of the terms and conditions in relation to the authorization to be given to the Board as set out in the notice of EGM dated 8 February 2007.			
2D.	To approve that resolutions 2A, 2B and 2C will be effective for a period of 1 year from the date of approval at the EGM and the separate Class Meeting.			

Date: _____

Signature(s): _____

Notes:

1. Please insert the full name(s) and address(es) (as shown in the register of members) in **BLOCK LETTERS**.
2. Please insert the number and class of shares (i) registered in your name(s) and (ii) related to this proxy form.
3. 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 Class Meeting will be your proxy.
4. 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).
5. **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.
6. 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.
7. 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 notorially certified copy of such power of attorney or authority) must be deposited not later than 24 hours before the specified time of the Class Meeting at the office for the Company’s Registrar of H Shares — Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

* for identification purpose only