



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)

SUPPLEMENTAL PROXY FORM FOR USE AT THE CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

I/We ^(note 1) _____
of _____
am/are the registered holder(s) of ^(note 2) _____ Domestic 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 domestic shares ("Class Meeting") as my/our proxy(ies) of _____ ^(note 4) Domestic 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 11:00 a.m. (or immediately after conclusion or adjournment of the extraordinary general meeting and class meeting of holders of H shares) 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 RESOLUTION	For ^(note 5)	Against ^(note 5)	Abstain ^(note 5)
2B.	Subject to the passing of special resolution 2A, to approve the following terms and conditions in relation to the use of proceeds from the Proposed A Share:			
	(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, <i>which include:-</i>			
	(1) <i>exploration of Zijin gold mine and the area around;</i>			
	(2) <i>re-exploration of Shanxi Yixingzhai gold mine;</i>			
	(3) <i>exploration of Hunchun gold copper mine;</i>			
	(4) <i>exploration of Guangdong Xinyi Dongkeng gold mine and Yinyan tin mine;</i>			
	(5) <i>exploration of Xinjiang Dongtianshan copper mine and area around Mengku iron mine; and</i>			
	(6) <i>exploration of Anhui Ma Shi copper mine;</i>			

	SPECIAL RESOLUTION	For <i>(note 5)</i>	Against <i>(note 5)</i>	Abstain <i>(note 5)</i>
(v)	approximately RMB300 million for acquisition of mining rights;			
(vi)	approximately RMB93 million for increase in registered capital of subsidiaries and associates;			
(vii)	approximately RMB3,150 million for overseas investment, including investment in mining company(ies) and mining project(s), which includes:-			
	(1) acquisition of the shares of an overseas company;			
	(2) acquisition of an overseas gold mine;			
	(3) submitting tender for a copper mining project in Peru; and			
	(4) <i>acquiring and/or</i> developing an overseas lead and zinc project;			
(viii)	<i>approximately RMB60 million for acquisition of minority equity interest in one of its subsidiaries, Xinyi Zijin Mining Company Limited;</i>			
(ix)	<i>approximately RMB200 million for construction and development of Xinyi Yinyan tin mine in Guangdong.</i>			
(x)	and to approve that to the extent that the net proceeds from the Proposed A Share Issue are higher than 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 authorize 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.			

Note: the words in bold and italics in the above resolution are revisions to the original special resolution 2B.

Date: _____

Signature(s): _____

Notes:

- This supplemental proxy form is intended to be used for the revised special resolution 2B specified herein. For other special resolutions, please use the proxy form dispatched together with the circular dated 8 February 2007.**
- In this revised special resolution 2B, there are total 20 sub-resolutions. This is required by the Administrative Measures on Initial Public Offering and Listing of Stocks of the People's Republic of China issued by the China Securities Regulatory Commission.
- 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 supplemental 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 Class Meeting will be your proxy.
- If no number is inserted, this supplemental 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 supplemental 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 supplemental 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 Secretary to the Board of the company at No.1, Zijin Road, Shanghang County, Fujian Province, the People's Republic of China.
- Completion and delivery of this supplemental form of proxy will not preclude you from attending and voting at the Class Meeting or any adjournment thereof should you so wish.

* for identification purpose only