



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 ANNUAL 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 Annual General Meeting ("AGM") as my/our proxy(ies) of (note 4) Shares of the Company to
attend the Annual General Meeting of the Company to be held at the conference room on the 1st floor of the Company's office building at No. 1 Zijin Road,
Shanghai County, Fujian Province, the People's Republic of China (the "PRC") at 9:00a.m. on Monday, 30 April 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.

| | ORDINARY RESOLUTIONS | For (note 5) | Against (note 5) | Abstain (note 5) |
|-----|---|-----------------|---------------------|---------------------|
| 1. | to approve: | | | |
| | 1.1 Report of the Board of Directors of the Company for 2006 | | | |
| | 1.2 Report of Supervisory Committee of the Company for 2006 | | | |
| | 1.3 consolidated audited financial statements and Report of the international auditors for the year ended 31 December, 2006; | | | |
| 2. | to approve the profit distribution proposal of the Company and the relevant declaration and payment of a final dividend for the year ended 31 December, 2006; | | | |
| 3. | to approve the remuneration of the Directors and Supervisors of the Company for the year ended 31 December, 2006; | | | |
| 4. | to 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, 2007, and to authorise the Board of Directors to determine their remuneration; | | | |
| 5. | to approve and adopt the Management Policy of Connected Transactions and to authorise the Board to make further amendments thereto to fulfil the listing rules (changes from time to time) of Shanghai Stock Exchange and The Stock Exchange of Hong Kong Limited. | | | |
| | SPECIAL RESOLUTIONS | | | |
| 6. | to approve the proposal regarding issue of new shares by conversion of the surplus reserve fund of the Company on the basis as set out in the notice of AGM dated 16 March 2007; | | | |
| 7. | to approve each of the proposed amendments to certain provisions of the Articles of Association of the Company as set out in the notice of AGM dated 16 March 2007; | | | |
| 8. | to grant a general mandate to the Board of Directors to issue additional shares in the Company on the terms set out in the notice of AGM dated 16 March 2007; | | | |
| 9. | with reference to resolutions no. 6 to 8 above, to authorize the Board of Directors: (a) to approve, execute and enter into, all such documents, deeds and things as it may consider necessary in connection therewith; (b) to make such amendments to the Articles of Association of the Company as it thinks fit; and (c) to make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities. | | | |
| 10. | to approve proposals (if any) put forward at the meeting by any shareholder(s) holding 3% 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 and class of shares (i) registered in your name(s) and (ii) those related to this proxy form.
- Please insert the full name and address of the person to be appointed as proxy. 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, Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.

* For identification purpose only