



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 ("EGM") as my/our proxy(ies)
 of (note 4) _____ Shares of the Company to attend the EGM 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, Shanghang County, Fujian Province, the People's Republic
 of China (the "PRC") at 9:00a.m. on Monday, 9 March, 2009 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. | THAT the JV Agreement entered into between the Company and Minxi Xinghang State-owned Assets Investment Co., Ltd. (閩西興杭國有資產投資經營有限公司) on 8 January 2009 to form a joint venture temporarily named Zijin Copper Company Limited (紫金銅業有限公司) to invest and build a copper refinery project with capacity of 200,000 tonnes/year, be and are hereby approved, rectified and/or authorized; | | | |
| 2. | THAT the provision of the financial guarantee by the Company to Zijin Copper Company Limited proportionally according to the above-mentioned JV Agreement and the respective interest in the joint venture with the yearly maximum amount proposed (the "Proposed Annual Cap") for 3 years (2009-2011) being RMB 900 millions, be and are hereby approved, rectified and/or authorized; and | | | |
| 3. | THAT the Company's board of directors be and is hereby authorised with full power to take all necessary, appropriate and discretionary actions in connection with and for the implementation and/or for giving the effect to the abovementioned resolution 1 and resolution 2, including but not limited to take all necessary further actions, to deal with further registration procedures and to deal with all relevant procedures. | | | |

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 EGM will be your proxy.
- Please insert clearly the number of shares of the Company registered in your name(s) which the appointed proxy can exercise the voting right in the EGM. 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.

* The English name of the Company is for identification purpose only