



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 H SHARES SHAREHOLDER'S
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 AGM 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 9:00 a.m. on 25 May, 2010 (Tuesday) 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 consider and approve the Report of the Board of Directors of the Company for 2009;			
2.	to consider and approve the Report of the Independent Directors for 2009;			
3.	to consider and approve the Report of Supervisory Committee of the Company for 2009;			
4.	to consider and approve the financial report for the year ended 31 December 2009;			
5.	to consider and approve the Company's 2009 annual report and its summary report;			
6.	to consider and approve the profit distribution proposal of the Company for the year ended 31 December, 2009;			
7.	to approve the remunerations of the Directors and Supervisors of the Company for the year ended 31 December 2009; and			
8.	to consider and 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 2010, and to authorise the Board of Directors to determine their remuneration;			

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 AGM 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 AGM. 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, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

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