



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 FIRST EXTRAORDINARY GENERAL MEETING IN 2010**

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 as my/our proxy(ies) of (note 4)
_____ shares of the Company to attend the Extraordinary General 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 at 9:00 a.m. on Wednesday, 15 December, 2010 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 a change of use of part of the proceeds from the A Shares issuance in other investment project: to cease and stop further investment in mine exploration projects and to apply the surplus in relation thereto in the amount of RMB342,105,100 (including interest) obtained from the net proceeds from the A Shares issuance for the project named "Comprehensive Utilization of Circular Economy for the Qinghai Deerni Tailings Project" and authorize the board of directors to sign all the related documents and deal with all the matters necessary (including but not limited to applications, filings and registrations with the relevant authorities) to effect the change of use of part of the proceeds from the A Shares issuance; and			
2	To consider and approve a replacement of part of the proceeds from the A Shares issuance in an investment project: to apply part of the net proceeds from A Shares issuance in substitution and replacement of the internal funding of the Company to the ZGC project in Tajikistan by way of shareholder's loan in the amount of US\$35,418,681.07 (approximately RMB241,116,200) and authorize the board of directors to sign all the related documents and deal with all the matters necessary (including but not limited to applications, filings and registrations with the relevant authorities) to effect the replacement of use of part of the proceeds from the A Shares issuance in an investment project.			

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 Extraordinary General Meeting will be your proxy.
4. 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 Extraordinary General Meeting. 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 your proxy is authorised to vote partial of your shareholding in the Company, please indicate that shareholding in the voting boxes instead of a tick. If no such indication is given, the proxy will be entitled to cast your vote at his discretion.
6. This proxy form 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 proxy form (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 of the meeting, in respect of H Shares, at the Company's Registrar of H Shares - Computershare Hong Kong Investor Services Limited, Floor 17M, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

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