



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)

**REVISED PROXY FORM FOR H SHARES SHAREHOLDERS
 FOR 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 at the Company's office building at No. 1 Zijin Road, Shanghang County, Fujian Province, the People's Republic of China (the "PRC") on 30 May, 2011 (Monday) at 9:00 a.m. or at any adjourned meetings 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 RESOLUTIONS		For (note 5)	Against (note 5)	Abstain (note 5)
1.	to consider and approve the amendments of the articles of association of the Company in the form as set out in Appendix 1 of Notice of 2010 Annual General Meeting dated 13 April 2011 and such amendments shall take effect conditional upon obtaining the approval, endorsement or registration as may be necessary from the relevant government authorities of the PRC; and to authorise the Board of Directors to deal with on behalf of the Company the relevant application, approval, registration, filing procedures and other related matters arising from the amendments of the articles of association, and to authorize the Board of Directors to further amend the articles of association of the Company so as to meet or fulfill the possible requirements of the relevant authorities of the PRC in relation to approval, endorsement and/or registration;			
2.	to consider and approve the proposal of issuing bonds overseas by the Company through a domestic company's wholly-owned overseas subsidiary and it is proposed to the shareholders at the general meeting to consider and approve the Company's wholly owned subsidiary overseas to issue bonds in US dollar so as to meet the capital required for sourcing copper concentrates overseas in the 200,000 tonnes copper refinery project, and other overseas operations, and approve Zijin Mining Group Co., Ltd.* to provide the guarantee (if required) in relation to the bond issue, and authorize the board of directors of the overseas subsidiary and Zijin Mining Group Co., Ltd.* to make necessary arrangements in relation to the bond issue. This authorization is valid for 24 months from the date of this resolution approved at the general meeting or the date on which the authorized matters have been completed (depends on the issuance of the bonds);			
3.	to consider and approve the proposal relating to the increase of the registered capital of the Company by way of bonus issue ("2010 Bonus Issue") to the holders of H shares, A shares and domestic shares in the capital of the Company ("Shares") whose names appear on the register of members of the Company on a record date to be determined by the Board of Directors and notified to the Shareholders ("Record Date") on the basis of five Shares to be issued for each ten Shares the Shareholders hold based on the total share capital of 14,541,309,100 Shares as at 31 December 2010 (by way of converting RMB727,065,455 from its capital reserve into 7,270,654,550 Shares (RMB0.1 per share), and to authorise the Board of Directors to deal with on behalf of the Company the relevant application, approval, registration, filing procedures and other related matters arising from the amendments of the articles of association as a result of approval of this resolution, and to authorize the Board of Directors to further amend the articles of association of the Company so as to meet or fulfill the possible requirements of the relevant authorities of the PRC in relation to approval, endorsement and/or registration;			

ORDINARY RESOLUTIONS		For (note 5)	Against (note 5)	Abstain (note 5)
4.	to consider and approve the Report of the Board of Directors of the Company for 2010;			
5.	to consider and approve the Report of the Independent Directors of the Company for 2010;			
6.	to consider and approve the Report of Supervisory Committee of the Company for 2010;			
7.	to consider and approve the Company's financial report for the year ended 31 December 2010;			
8.	to consider and approve the Company's 2010 annual report and its summary report;			
9.	to consider and approve the profit distribution proposal of the Company for the year ended 31 December 2010;			
10.	to consider and approve the remunerations of the Executive Directors and Chairman of Supervisory Committee of the Company for the year ended 31 December 2010 as set out in Appendix 2 of Notice of 2010 Annual General Meeting dated 13 April 2011;			
11.	to consider and approve the adoption of the China's accounting standards for the preparation of the financial statements of the Company, no reappointment of Ernst & Young as the international auditors of the Company and the reappointment of Ernst & Young Hua Ming as the Company's auditor for the year ended 31 December 2011, and to authorise the Board of Directors to determine the remuneration. The Ministry of Finance, the Recommended Committee of China Securities Regulatory Commission for the accounting firms auditing the enterprises of H shares, Hong Kong Financial Services and the Treasury Bureau, the Hong Kong Securities and Futures Commission, Hong Kong Exchanges and Clearing Limited ("Stock Exchange"), Hong Kong Financial Reporting Council and Hong Kong Institute of Certified Public Accountants reached consensus to allow a PRC company listed in HK or a HK company listed in the PRC to prepare the financial statements according to local accounting standards and audit by local accounting firms according to local auditing standards. In order to reduce audit costs, the Company suggests the general meeting to consider and approve the proposal of non re-appointment of auditors — Ernst & Young and appoint Ernst & Young Hua Ming to audit the Company's financial statements 2011 according to the China Auditing Standards and act as the Company's international auditor to take up its responsibilities stated in the "Listing Rules of the Stock Exchange". After the communications between the Company and Ernst and Young, Ernst and Young has confirmed that there were no matters regarding the proposed non re-appointment that need to be brought to the attention of the shareholders of the Company. The Company also confirmed that there were no relevant matters regarding to the proposed non re-appointment that need to be brought to the attention of the shareholders of the Company. Ernst and Young and the Company further confirmed that there were no disagreements or unresolved matters between the Company and Ernst and Young regarding the proposed non re-appointment; and			
12.	to consider and approve the proposal of usage change of part of proceeds as set out in Appendix 3 of Notice of 2010 Annual General Meeting dated 13 April 2011.			

Dated: _____

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 attached original proxy form which was dispatched to you together with the Notice of 2010 Annual General Meeting dated on 13 April 2011 has been replaced and superseded by this revised proxy form. The original proxy form will be deemed invalid even if duly completed and returned.

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