



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 SHAREHOLDERS
 FOR THE FIRST EXTRAORDINARY GENERAL MEETING IN 2012**

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 First Extraordinary General Meeting in 2012 ("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 at the Company's office at 20/F, Haifu Centre, 599 Sishui Road, Huli District, Xiamen, Fujian, the People's Republic of China (the "PRC") at 9:00 a.m. on 22 March, 2012 (Thursday) 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.

ORDINARY RESOLUTIONS		For (note 5)	Against (note 5)	Abstain (note 5)
1.	to consider, approve and ratify the proposal of providing internal guarantee and external loan financing to Ding Jin Limited in the form as set out in Appendix 1; and to authorise the Board of Directors to deal with on behalf of the Company the contract signing, application, approval, registration, filing procedures and other related matters arising from the financing arrangement;			
2.	to consider, approve and ratify the proposal of providing internal guarantee and external loan financing to Thrive Build Investments Limited in the form as set out in Appendix 2; and to authorise the Board of Directors to deal with on behalf of the Company the contract signing, application, approval, registration, filing procedures and other related matters arising from the financing arrangement; and			
3.	to consider, approve and ratify the proposal of providing internal guarantee and external loan financing to the Company's overseas subsidiaries in the form as set out in Appendix 3; and to authorise the Board of Directors to deal with on behalf of the Company the contract signing, application, approval, registration, filing procedures and other related matters arising from the financing arrangement. This authorization is valid from date of the approval of this proposal at the general meeting to the date of annual general meeting 2012 to be convened in 2013.			

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 EGM 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 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).
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, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

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