



**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)

**SECOND 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 28 May, 2012 (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 amendment of the articles of association of the Company in the form as set out in Appendix A of Revised Notice of 2011 Annual General Meeting dated 7 May 2012 and such amendment 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 amendment of the articles of association, and to authorise 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 an unconditional general mandate to issue bonds not exceeding RMB5 billion by the Company, and authorise the Board of Directors to make necessary arrangements in relation to the bond issue. Such unconditional general mandate can be exercised once or more than once. This authorisation is valid from the date of this resolution approved at the general meeting to the convention date of 2012 annual general meeting (details set out in Appendix B of Revised Notice of 2011 Annual General Meeting dated 7 May 2012);			
ORDINARY RESOLUTIONS		For (note 5)	Against (note 5)	Abstain (note 5)
3.	to consider and approve the Report of the Board of Directors of the Company for 2011;			
4.	to consider and approve the Report of the Independent Directors of the Company for 2011;			
5.	to consider and approve the Report of Supervisory Committee of the Company for 2011;			
6.	to consider and approve the Company's financial report for the year ended 31 December 2011;			
7.	to consider and approve the Company's 2011 annual report and its summary report;			
8.	to consider and approve the profit distribution proposal of the Company for the year ended 31 December 2011 (note 9);	(1) The Board proposed a dividend of RMB0.8 (including tax) in cash per 10 shares;		
		(2) A proposal to raise dividend to RMB1.0 (including tax) in cash per 10 shares (details set out in Appendix I).		

ORDINARY RESOLUTIONS		For (note 5)	Against (note 5)	Abstain (note 5)
9.	to consider and approve the remunerations of the Executive Directors and Chairman of Supervisory Committee of the Company for the year ended 31 December 2011 as set out in Appendix C of Revised Notice of 2011 Annual General Meeting dated 7 May 2012;			
10.	to elect Mr. Qiu Xiaohua (邱曉華) as a director of the fourth Board of Directors of the Company and his biographical details are set out in Appendix 2 of Notice of 2011 Annual General Meeting dated 11 April 2012 and authorise the Board of Directors to enter into service contracts and/or appointment letters with the newly elected director subject to such terms and conditions as the Board of Directors shall think fit and to do all such acts and things and handle all other related matters as necessary; and;			
11.	to consider and approve the reappointment of Ernst & Young Hua Ming as the Company's auditor for the year ended 31 December 2012, and to authorise the Board of Directors to determine the remuneration.			

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 original proxy form which was dispatched to you together with the Notice of 2011 Annual General Meeting dated 11 April 2012 and the revised proxy form which was dispatched to you together with the Revised Notice of 2011 Annual General Meeting dated 7 May 2012 have been replaced and superseded by this second revised proxy form. The original proxy form and revised proxy form will be deemed invalid even if it is duly completed and returned.
- When voting on the two different resolutions under the same issue, shareholders should not vote for the two resolutions at the same time. Otherwise the votes of the shareholder in relation to the profit distribution shall be void.

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