



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 2014**

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 2014 (the "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 20/F., Block B, Haifu Centre, 599 Sishui Road, Huli District, Xiamen, Fujian, the People's Republic of China (the "PRC")
on 23 October 2014 (Thursday) 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 to the articles of association of the Company (details set out in Appendix A);			
2.	to consider and approve the amendments to the rules governing the procedures of the shareholders' general meeting of the Company (details set out in Appendix B); and			
	ORDINARY RESOLUTION	For (note 5)	Against (note 5)	Abstain (note 5)
3.	to elect Mr. Qiu Guanzhou (邱冠周) as an independent non-executive director of the fifth Board of Directors of the Company and his biographical details are set out in Appendix C and authorize the Board of Directors to enter into service contract and/or appointment letter 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.			

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 registered in your name(s) and those related to this proxy form.
3. 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 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 no such indication or number of shares exercisable for this proxy is given, the proxy will be entitled to cast your vote at his discretion.
6. 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.
7. 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