



**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 Second Extraordinary General Meeting in 2015**

I/We (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
am/are the registered holder(s) of (note 2) \_\_\_\_\_ Shares H Shares ("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 Second Extraordinary General Meeting in 2015 (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 10/F., Airport Hotel of Zijin Mining Group (Xiamen) Investment Co., Ltd., 128 Xiangyun 3rd Road, Huli District, Xiamen City, Fujian Province, the People's Republic of China (the "PRC") on 8 December 2015 (Tuesday) 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.

	RESOLUTIONS	For (note 5)	Against (note 5)	Abstain (note 5)
1.	Ordinary resolution: "To consider and approve the plan in relation to the Company's satisfaction of the conditions for public issuance of corporate bonds to qualified investors" (details set out in Appendix 1);			
2.00	Special resolution: "To consider and approve the plan in relation to the public issuance of corporate bonds to qualified investors" (details set out in Appendix 1);			
2.01	Size of issuance (details set out in Appendix 1);			
2.02	Face value and issuing price (details set out in Appendix 1);			
2.03	Maturity (details set out in Appendix 1);			
2.04	Coupon rate and its determination methods (details set out in Appendix 1);			
2.05	Method of Issuance (details set out in Appendix 1);			
2.06	Target investors (details set out in Appendix 1);			
2.07	Placing arrangement for shareholders of the Company (details set out in Appendix 1);			
2.08	Provisions on redemption or repurchase (details set out in Appendix 1);			
2.09	Guarantee (details set out in Appendix 1);			
2.10	Measures for repayment (details set out in Appendix 1);			
2.11	Use of proceeds (details set out in Appendix 1);			
2.12	Listing of the corporate bonds issued (details set out in Appendix 1);			
2.13	Validity period of the proposal for issuance of corporate bonds (details set out in Appendix 1);			
3.	Special resolution: "To consider and approve the plan in relation to the authorisation to the board of directors to deal with all the matters relating to public issuance of corporate bonds to qualified investors" (details set out in Appendix 1);			
4.	Special resolution: "To consider and approve the proposal regarding the provision of counter-guarantee for an associate which constitutes a connected transaction" (details set out in Appendix 2);			

	<b>RESOLUTIONS</b>	<b>For</b> <i>(note 5)</i>	<b>Against</b> <i>(note 5)</i>	<b>Abstain</b> <i>(note 5)</i>
5.	Ordinary resolution: "To consider and approve the Self-inspection Report on the Real Estate Business of Zijin Mining Group Co., Ltd.*" (details set out in Appendix 3);			
6.	Ordinary resolution: "To consider and approve the Letter of Undertaking in respect of Matters relating to the Real Estate Business Provided by the Directors, Supervisors and Senior Management of the Company" (details set out in Appendix 4); and			
7.	Ordinary resolution: "To consider and approve the Letter of Undertaking in respect of Matters relating to the Real Estate Business Provided by the Controlling Shareholder of the Company, Minxi Xinghang State-owned Assets Investment Company Limited" (details set out in Appendix 5).			

Dated: \_\_\_\_\_

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 of Shares (i) registered in your name(s) and (ii) 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 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*

Should there be any discrepancy, the Chinese text of this proxy form should prevail over its English text.