



**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 Annual General Meeting**

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 annual general meeting for the year ended 31 December 2015 (the "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 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Longyan City, Fujian Province, the People's Republic of China (the "PRC") on 20 June 2016 (Monday) at 9 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 executing progress of repurchase of H shares and the change of registered capital of the Company;			
2.	to consider and approve the amendments to the articles of association of the Company (details set out in Appendix A);			
3.	to consider and approve a general mandate for the Company to issue debt financing instruments (details set out in Appendix B);			
4.	to consider and approve the Company to provide guarantee to its overseas wholly-owned subsidiaries for the loans (details set out in Appendix C);			
5.	to consider and approve the provision of counter-guarantee for 2016 finance of Fujian Makeng Mining Co., Ltd. (details set out in Appendix D);			
<b>Ordinary Resolutions</b>				
6.	to consider and approve the Report of the Board of Directors of the Company for 2015;			
7.	to consider and approve the Report of the Independent Directors of the Company for 2015 (details set out in Appendix E);			
8.	to consider and approve the Report of Supervisory Committee of the Company for 2015;			
9.	to consider and approve the Company's financial report for the year ended 31 December 2015;			
10.	to consider and approve the Company's 2015 annual report and its summary report;			
11.	to consider and approve the profit distribution plan of the Company for the year ended 31 December 2015;			
12.	to consider and approve the calculation and distribution proposal for the remuneration of the Executive Directors and Chairman of Supervisory Committee of the Company for the year ended 31 December 2015 (details set out in Appendix F);			
13.	to consider and approve the reappointment of Ernst & Young Hua Ming (LLP) as the Company's auditor for the year ended 31 December 2016, and to authorise the chairman of the Board of Directors, president and financial controller to determine the remuneration; and			
14.	to elect Mr. Zhu Guang (朱光先生) as an independent non-executive director of the fifth Board of Directors of the Company and his biographical details are set out in Appendix G; and authorise 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.			

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 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 English name of the Company is for identification purpose only

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