



**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 2016**

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 2016 (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”) at 9 a.m. on 25 August 2016 (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.

	RESOLUTIONS	For (note 5)	Against (note 5)	Abstain (note 5)
1.	Special Resolution: “To consider and approve Phase 1 of the Employee Stock Ownership Scheme of the Company (Draft) and its summary”;			
2.	Special Resolution: “To consider and approve the formulation of the Administrative Policy of the Employee Stock Ownership Scheme of the Company”;			
3.	Special Resolution: “To consider and approve the authorisation to the Board to handle all the matters relating to the current Employee Stock Ownership Scheme”;			
4.	Special Resolution: “To consider and approve the satisfaction of the conditions for the Non-public Issuance of A Shares of the Company”;			
5.	Special Resolution: “To consider and approve the Proposal on the Non-public Issuance of A Shares of the Company” (the following resolutions to be voted item by item);			
5.01	Class and nominal value of the shares to be issued;			
5.02	Methods and time of issuance;			
5.03	Issuing objects and methods of subscription;			
5.04	Subscription price and pricing principles;			
5.05	Number of shares to be issued;			
5.06	Lock-up period;			
5.07	Use of proceeds raised;			
5.08	Proposal for arrangement of the accumulated distributable profits before the Non-public Issuance of A Shares;			
5.09	Listing place of the shares;			
5.10	Validity period of the resolutions;			

	<b>RESOLUTIONS</b>	<b>For</b> <i>(note 5)</i>	<b>Against</b> <i>(note 5)</i>	<b>Abstain</b> <i>(note 5)</i>
6.	Special Resolution: "To consider and approve the Plan for the Non-public Issuance of A Shares of the Company";			
7.	Ordinary Resolution: "To consider and approve the Feasibility Report on the Use of Proceeds Raised in the Non-public Issuance of A Shares";			
8.	Ordinary Resolution: "To consider and approve not to produce a report on the use of proceeds previously raised";			
9.	Special Resolution: "To consider and approve the connected transactions under the Non-public Issuance of A Shares";			
10.	Special Resolution: "To consider and approve the Company to enter into a "Conditional Share Subscription Agreement for the Non-public Issuance of A Shares" with its controlling shareholder";			
11.	Special Resolution: "To consider and approve the Company to enter into a "Conditional Share Subscription Agreement for the Non-public Issuance of A Shares" with Phase I of the Employee Stock Ownership Scheme of the Company";			
12.	Ordinary Resolution: "To consider and approve the dilutive impact of the Non-public Issuance of A Shares on immediate returns and the adoption of recovery measures";			
13.	Ordinary Resolution: "To consider and approve the undertakings of the Directors and senior management of the Company in relation to the recovery measures for returns"; and			
14.	Special Resolution: "To consider and approve the authorisation to the Board to handle all the matters relating to the Non-public Issuance of A Shares".			

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 notorially 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.