



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 2019

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 first extraordinary general meeting in 2019 (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 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Longyan City, Fujian Province, the People's Republic of China (the "PRC") at 9 a.m. on 12 April 2019 (Friday) 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 satisfaction of the conditions for the public issuance of A Shares of the Company";			
2.	Special Resolution: "To consider and approve the Proposal on the Public Issuance of A Shares of the Company for the year 2018 (revised version)" (the following resolutions to be voted item by item);			
2.01	Class of the shares to be issued;			
2.02	Nominal value of the shares to be issued;			
2.03	Number of shares to be issued;			
2.04	Amount of proceeds to be raised and the projects to be invested by the proceeds raised;			
2.05	Methods of issuance;			
2.06	Issuing objects and methods of subscription;			
2.07	Subscription arrangement for the existing A Shareholders;			
2.08	Pricing principles and issuance price;			
2.09	Time of issuance;			
2.10	Place of listing;			
2.11	Lock-up period of the issued A Shares;			
2.12	Arrangement of the accumulated distributable profits before the public issuance of A Shares;			
2.13	Effective period of the resolutions;			
3.	Special Resolution: "To consider and approve the Plan for the Public Issuance of A Shares of the Company for the year 2018 (revised version)";			
4.	Ordinary Resolution: "To consider and approve the Feasibility Report on the Use of Proceeds Raised in the Public Issuance of A Shares of the Company (revised version)";			

	RESOLUTIONS	For (note 5)	Against (note 5)	Abstain (note 5)
5.	Ordinary Resolution: “To consider and approve the Specific Report on the Use of Proceeds Previously Raised”;			
6.	Ordinary Resolution: “To consider and approve the Recovery Measures and the Undertakings on the Dilutive Impact of the Public Issuance of A Shares on Immediate Returns of the Company (revised version)”;			
7.	Special Resolution: “To consider and approve the Profit Distribution and Return Plan for the Next Three Years (Year 2018-2020) of the Company”;			
8.	Special Resolution: “To consider and approve the possible connected transactions of subscription of A Shares under the public issuance by the controlling shareholder, directors and supervisors of the Company and/or the directors under Phase 1 of the Employee Stock Ownership Scheme of the Company”;			
9.	Special Resolution: “To consider and approve the authorisation to the board of directors of the Company or its authorised persons to handle all the matters relating to the public issuance of A Shares of the Company”; and			
10.	Ordinary Resolution: “To consider and approve Zhuoxin Investments’ purchase of gold and silver bullion from BNL, which constitutes a continuing connected transaction”.			

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 (i.e. no later than 9 a.m. on Thursday, 11 April 2019, Hong Kong time), 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.