



**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 2018 (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") at 9 a.m. on 24 May 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.

SPECIAL RESOLUTIONS		For (note 5)	Against (note 5)	Abstain (note 5)
1.	to consider and approve the proposal in relation to granting a general mandate to the Board of Directors for issuance of H Shares (details set out in Appendix A);			
2.	to consider and approve the proposal in relation to a general mandate for the Company to issue debt financing instruments (details set out in Appendix B);			
3.	to consider and approve the proposal in relation to the arrangement of guarantees to the Company's subsidiaries, joint venture and associate for the year 2019 (details set out in Appendix C);			
4.	to consider and approve the proposal in relation to the provision of counter-guarantee for finance to Makeng Mining (details set out in Appendix D);			
ORDINARY RESOLUTIONS				
5.	to consider and approve the Report of the Board of Directors of the Company for 2018;			
6.	to consider and approve the Report of the Independent Directors of the Company for 2018;			
7.	to consider and approve the Report of Supervisory Committee of the Company for 2018;			
8.	to consider and approve the Company's financial report for the year ended 31 December 2018;			
9.	to consider and approve the Company's 2018 annual report and its summary report;			
10.	to consider and approve the profit distribution proposal of the Company for the year ended 31 December 2018. The Board of Directors of the Company proposed the profit distribution proposal for the year ended 31 December 2018 as follows: on the basis of 23,031,218,891 shares as at 31 December 2018, to pay the qualified shareholders of the Company the final cash dividend of RMB1 per 10 shares (tax included). The total distribution of cash dividend amounts to RMB2,303,121,889.1. The remaining balance of undistributed profit will be reserved for further distribution in future financial years;			
11.	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 2018 (details set out in Appendix E); and			
12.	to consider and approve the reappointment of Ernst & Young Hua Ming LLP as the Company's auditor for the year ended 31 December 2019, and to authorise the chairman of the Board of Directors, president and financial controller to determine the remuneration.			

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 (i.e. no later than 9 a.m. on Thursday, 23 May 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.