



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 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 second 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, Fujian Province, the People's Republic of China (the "PRC") at 9 a.m. on 30 December 2019 (Monday) 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 on amendments to the articles of association of the Company;			
2.	to consider and approve the proposal on amendments to the rules governing the procedures of the shareholders' general meeting of the Company;			
ORDINARY RESOLUTIONS				
3.	to consider and approve the remuneration and assessment proposal of Directors and Supervisors of the seventh term;			
4.	to consider and approve election of non-independent Directors of the seventh term of the Board of Directors of the Company (by way of cumulative voting, ballot enclosed);			
5.	to consider and approve election of independent Directors of the seventh term of the Board of Directors of the Company (by way of cumulative voting, ballot enclosed); and			
6.	to consider and approve election of Supervisors of the seventh term of the Supervisory Committee of the Company (by way of cumulative voting, ballot enclosed).			

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 EGM 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 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).
- 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 proxy form 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 proxy form (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 Sunday, 29 December 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.
- Completion and delivery of the proxy form and ballot will not preclude you from attending and voting in person at the EGM if you so wish.

* 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.