



# 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 2020

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 2020 (the "EGM") as my/our proxy(ies) of (note 4) \_\_\_\_\_  
Shares of the Company to attend the EGM to be held at the conference room at 41/F., Tower B, Zhonghang Zijin Plaza, No. 1811 Huandao Road East, Siming District, Xiamen City, Fujian Province, the People's Republic of China (the "PRC") at 9 a.m. on 20 July 2020 (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.

RESOLUTIONS		For (note 5)	Against (note 5)	Abstain (note 5)
1.	Ordinary Resolution: "To consider and approve the proposal in relation to satisfaction of the conditions for the public issuance of A Share Convertible Corporate Bonds of the Company";			
2.	Special Resolution: "To consider and approve the Proposal on the Public Issuance of A Share Convertible Corporate Bonds for the Year 2020 of the Company" (the following resolutions to be voted item by item);			
2.01	Type of securities to be issued;			
2.02	Size of the issuance;			
2.03	Par value and issue price;			
2.04	Term of the A Share Convertible Corporate Bonds;			
2.05	Coupon rate of the A Share Convertible Corporate Bonds;			
2.06	Timing and method of repayment of principal and interest payment;			
2.07	Conversion period;			
2.08	Determination and adjustment of the conversion price;			
2.09	Terms of downward adjustment to conversion price;			
2.10	Method for determining the number of A Shares for conversion and treatment for remaining balance of the A Share Convertible Corporate Bonds which is insufficient to be converted into one A Share;			
2.11	Terms of redemption;			
2.12	Terms of sale back;			
2.13	Entitlement to dividend in the year of conversion;			
2.14	Method of the issuance and target subscribers;			
2.15	Subscription arrangement for the existing A Shareholders;			
2.16	Relevant matters of bondholders' meetings;			
2.17	Use of proceeds;			
2.18	Rating;			
2.19	Management and deposit for proceeds raised;			
2.20	Guarantee and security;			
2.21	Validity period of the resolution of the issuance;			
3.	Special Resolution: "To consider and approve the Plan of the Public Issuance of A Share Convertible Corporate Bonds of the Company";			
4.	Ordinary Resolution: "To consider and approve the Feasibility Report on the Use of Proceeds Raised in the Public Issuance of A Share Convertible Corporate Bonds of the Company";			
5.	Ordinary Resolution: "To consider and approve the proposal in relation to reports on the use of proceeds previously raised" (the following resolutions to be voted item by item);			
5.01	Specific report on the use of proceeds previously raised of the Company (as at 31 December 2019);			
5.02	Specific report on the use of proceeds previously raised of the Company (as at 31 March 2020);			
6.	Ordinary Resolution: "To consider and approve the proposal in relation to recovery measures and undertakings by relevant parties in relation to dilutive impact on immediate returns of the public issuance of A Share Convertible Corporate Bonds of the Company";			
7.	Special Resolution: "To consider and approve the Profit Distribution and Return Plan for the Next Three Years (Year 2020-2022) of the Company";			
8.	Ordinary Resolution: "To consider and approve the proposal in relation to formulation of Rules for A Share Convertible Corporate Bondholders' Meetings of the Company";			
9.	Special Resolution: "To consider and approve the proposal in relation to the possible connected transactions of subscriptions of A Share Convertible Corporate Bonds under the public issuance by the substantial shareholder, directors and supervisors and/or the directors under the Employee Stock Ownership Scheme";			
10.	Special Resolution: "To consider and approve the proposal in relation to the authorisation to the board of directors or its authorised persons to handle all the matters relating to the public issuance of A Share Convertible Corporate Bonds of the Company";			
11.	Special Resolution: "To consider and approve the proposal in relation to provision of guarantee for financing to Gold Mountains (H.K.) International Mining Company Limited"; and			
12.	Special Resolution: "To consider and approve the proposal in relation to provision of guarantees for financing for acquisition and construction of Julong Copper.			

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 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.
  7. 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, 19 July 2020, 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.
  8. Completion and delivery of the proxy form 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.