



**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 Shareholders for the Third H Shareholders' Class 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 third H Shareholders' class meeting in 2020 (the "Third H Shareholders'  
**Class Meeting**") as my/our proxy(ies) of (note 4) \_\_\_\_\_ Shares of the Company  
to attend the Third H Shareholders' Class Meeting 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 10:30 a.m. on 29  
December 2020 (Tuesday) 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 the Restricted A Share Incentive Scheme for 2020 (Revised Draft) and its summary of the Company;			
2.	To consider and approve the proposal in relation to the Administrative Measures for Implementation of Appraisal for the Restricted A Share Incentive Scheme for 2020 of the Company; and			
3.	To consider and approve the proposal in relation to authorisation to the board of directors to handle all the matters relating to the Restricted A Share Incentive Scheme for 2020 of the Company.			

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 Third H Shareholders' Class Meeting 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 Third H Shareholders' Class Meeting. 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 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 10:30 a.m. on Monday, 28 December 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.
- Completion and delivery of the proxy form will not preclude you from attending and voting in person at the Third H Shareholders' Class Meeting 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.