



**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) \_\_\_\_\_ 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 2021 (the "AGM") as my/our proxy(ies) of (note 4) \_\_\_\_\_ Shares of the Company to attend the AGM 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 17 May 2022 (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.

ORDINARY RESOLUTIONS		For (note 5)	Against (note 5)	Abstain (note 5)
1.	to consider and approve the Report of the Board of Directors of the Company for 2021;			
2.	to consider and approve the Report of the Independent Directors of the Company for 2021;			
3.	to consider and approve the Report of the Supervisory Committee of the Company for 2021;			
4.	to consider and approve the Company's 2021 annual report and its summary report;			
5.	to consider and approve the Company's financial report for the year ended 31 December 2021;			
6.	to consider and approve the profit distribution proposal of the Company for the year ended 31 December 2021 (details set out in Appendix A);			
7.	to consider and approve the calculation and distribution proposal for the remuneration of the Executive Directors and Chairman of the Supervisory Committee of the seventh term for the year ended 31 December 2021 (details set out in Appendix B);			
8.	to consider and approve the proposal in relation to reappointment of auditor for the year ending 31 December 2022 (details set out in Appendix C);			
9.	to consider and approve the proposal to the shareholders' general meeting of the Company to authorise the Board of Directors to approve the Company's external donations (details set out in Appendix D);			
10.	to consider and approve the proposal in relation to change in one of the projects to be invested by the proceeds raised (details set out in Appendix E);			
SPECIAL RESOLUTIONS				
11.	to consider and approve the proposal in relation to changes in registered share capital and amendments to the articles of association of the Company (details set out in Appendix F);			
12.	to consider and approve the proposal in relation to a general mandate to issue debt financing instruments (details set out in Appendix G); and			
13.	to consider and approve the proposal in relation to the arrangement of guarantees to the Company's subsidiaries for the year 2022 (details set out in Appendix H).			

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 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. not later than 9 a.m. on Monday, 16 May 2022, 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 AGM if you so wish.
- In order to cooperate with the relevant arrangements of the government and the Company on the prevention and control of the COVID-19 pandemic, protect the health and safety of the shareholders or shareholders' proxies and participants who attend the meeting, and reduce the risk of public health and personal infection, the reception capacity of the on-site meeting will be adjusted reasonably according to the pandemic prevention and control requirements of Longyan City and Shanghang County, Fujian Province, and the venue conditions of the Company. It is recommended that holders of H Shares exercise their voting rights by appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM. Shareholders or shareholders' proxies who attend the meeting in person must pay attention in advance and abide by the regulations and requirements of Longyan City and Shanghang County, Fujian Province on health status declaration, quarantine, and observation during the pandemic prevention and control period; and return the reply slip in writing to the Secretariat of the Board of Directors or Registrar of H Shares of the Company – Computershare Hong Kong Investor Services Limited, and confirm with the Secretariat of the Board of Directors of the Company by telephone on or before 13 May 2022. On the day of the meeting, shareholders or shareholders' proxies shall arrive at the venue half an hour before the start of the meeting, and actively cooperate with the Company for relevant work on pandemic prevention arrangement. If there are other arrangements for the work on pandemic prevention at the meeting venue, the Company's shareholders or shareholders' proxies shall understand, support and cooperate.**

\* 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.