



ZHAOJIN

ZHAOJIN MINING INDUSTRY COMPANY LIMITED\*

招金礦業股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1818)

FORM OF PROXY FOR 2010 FIRST EXTRAORDINARY GENERAL MEETING

Number of shares to which this form of proxy relates (Note 1)	
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I/We (Note 2) \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ domestic shares/H shares (Note 3) in Zhaojin Mining Industry Company Limited (the "Company"), hereby appoint the Chairman of the meeting or \_\_\_\_\_ (Note 4) of

as my/our proxy(ies) to attend the 2010 first extraordinary general meeting (the "EGM") of the Company to be held at the Company's conference room in Xinyuan Gold Hotel, No. 299 Jinhui Road, Zhaoyuan City, Shandong Province, the People's Republic of China (the "PRC") at 9:00 a.m. on Friday, 26 February 2010 or any adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the resolution set out in the notice of the EGM as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

SPECIAL RESOLUTIONS	FOR (Note 5)	AGAINST (Note 5)
(a) To consider and approve the proposed amendment to Article 3.5 of the Articles of Association (Note 10)		
(b) To consider and approve the proposed amendment to Article 10.1 of the Articles of Association (Note 10)		
(c) To consider and approve the proposed amendment to Article 10.2 of the Articles of Association (Note 10)		
(d) To consider and approve the proposed amendment to Article 13.2 of the Articles of Association (Note 10)		
(e) To consider and approve the proposed amendment to Article 14.1 of the Articles of Association (Note 10)		
ORDINARY RESOLUTIONS		
1. Consider and approve the follow candidates as Directors of the third session of the Board of the Company (Note 10):		
(a) To re-elect Mr. Lu Dongshang as executive Director of the Company		
(b) To re-elect Mr. Wang Peifu as executive Director of the Company		
(c) To re-elect Mr. Liang Xinjun as non-executive Director of the Company		
(d) To re-elect Mr. Cong Jianmao as non-executive Director of the Company		
(e) To appoint Mr. Weng Zhanbin as non-executive Director of the Company		
(f) To appoint Mr. Wu Zhongqing as non-executive Director of the Company		
(g) To re-elect Mr. Chen Guoping as non-executive Director of the Company		
(h) To re-elect Mr. Yan Hongbo as independent non-executive Director of the Company		
(i) To re-elect Mr. Ye Tianzhu as independent non-executive Director of the Company		
(j) To re-elect Ms. Chen Jinrong as independent non-executive Director of the Company		
(k) To re-elect Mr. Choy Sze Chung Jojo as independent non-executive Director of the Company		
2. Consider and approve the follow candidates as Supervisors of the third session of the Supervisory Committee of the Company (Note 10):		
(a) To re-elect Mr. Wang Xiaojie as Supervisor of the Company		
(b) To appoint Ms. Jin Ting as Supervisor of the Company		
3. the Board of the Company be authorised to fix the remuneration of the members of the third session of the Board and Supervisory Committee of the Company and other matters related to the entering into of the service contracts with each of the Directors and Supervisors (Note 10).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2010 Signature (Note 6): \_\_\_\_\_

Notes:

- Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
- Please insert the full name(s) and address(es) as registered in the register of members of the Company in block letters.
- Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
- If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out the words "the Chairman of the meeting or" and insert the name of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be initialed by the person who signs it.
- Important: If you wish to vote for any resolution, please put a tick in the box marked "FOR" or insert the number of shares held by you. If you wish to vote against any resolution, please put a tick in the box marked "AGAINST" or insert the number of shares held by you. If no direction is given, your proxy may vote as he/she thinks fit.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised. In case of joint holders, this form of proxy must be signed by the member whose name stands first in the register of members of the Company.
- If an attending shareholder or proxy casts a vote of abstention or abstains from voting in respect of a resolution, the share(s) represented by that shareholder or proxy will be deemed not to be carrying voting rights with respect to that resolution. In that event, this form of proxy will be deemed to have been revoked.
- To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered, for the holders of H shares of the Company, to the Company's share registrar for H shares in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the EGM; or for the holders of domestic shares of the Company, to the registered address of the Company at No. 299 Jinhui Road, Zhaoyuan City, Shandong Province, the PRC not less than 24 hours before the time appointed for holding the EGM.
- In the case of joint holders of shares of the Company, any one of such holders may vote at the EGM either in person or by proxy in respect of such shares as if he/she was solely entitled thereto. However, if more than one of such joint holders are present at the meeting in person or by proxy, then one of such holders whose name stands first in the register of members of the Company shall alone be entitled to vote. A proxy need not be a shareholder of the Company. In the event that a shareholder appoints more than one proxy to attend the meeting, such proxies may only exercise their voting rights in a poll.
- The description of the resolutions are by way of summary only. Please refer to the notice of the EGM or the circular dated 11 January 2010 for the full text of the resolutions.
- Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 11 January 2010.

\* For identification purposes only