



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 2013 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 2013 first extraordinary general meeting (the "EGM") of the Company to be held at the 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 Tuesday, 26 February 2013 or any adjourned meetings and to vote at such meeting or at any adjourned meetings in respect of the resolutions 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.

	ORDINARY RESOLUTIONS	FOR (Note 5)	AGAINST (Note 5)	ABSTAINED (Note 5)
1.	To consider and approve the following candidates as Directors of the fourth session of the Board of the Company with a term of three years commencing from the conclusion of the EGM (Note 11):			
	(a) to re-elect Mr. Lu Dongshang as an executive Director of the Company;			
	(b) to re-elect Mr. Weng Zhanbin as an executive Director of the Company;			
	(c) to re-elect Mr. Li Xiuchen as an executive Director of the Company;			
	(d) to re-elect Mr. Liang Xinjun as a non-executive Director of the Company;			
	(e) to re-elect Mr. Cong Jianmao as a non-executive Director of the Company;			
	(f) to re-elect Mr. Ye Kai as a non-executive Director of the Company;			
	(g) to re-elect Mr. Kong Fanhe as a non-executive Director of the Company;			
	(h) to appoint Mr. Xie Jiyuan as an independent non-executive Director of the Company;			
	(i) to re-elect Mr. Ye Tianzhu as an independent non-executive Director of the Company;			
	(j) to re-elect Ms. Chen Jinrong as an independent non-executive Director of the Company;			
	(k) to re-elect Mr. Choy Sze Chung Jojo as an independent non-executive Director of the Company.			
2.	To consider and approve the following candidates as Supervisors acting as Shareholders' representatives of the fourth session of the Supervisory Committee of the Company with a term of three years commencing from the conclusion of the EGM (Note 11):			
	(a) to re-elect Mr. Wang Xiaojie as a Supervisor acting as Shareholders' representative of the Company;			
	(b) to re-elect Ms. Jin Ting as a Supervisor acting as Shareholders' representative of the Company.			
3.	To approve the remuneration package for Directors of the fourth session of the Board and Supervisors of the fourth session of the Supervisory Committee and enter into written service contracts with members of the Board and the Supervisory Committee in respect of their remuneration package (Note 11).			

Dated this _____ day of _____, 2013 Signature (Note 6): _____

Notes:

- Please insert the number of Shares of the Company registered in your name(s) to which this proxy form 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). If you intend to appoint more than one proxy, you shall complete a proxy form for each of the proxies, and specify the number of your Shares in the Company represented by such proxies in each of the proxy forms, and under such circumstance, such proxies may only vote in accordance with their authorized number of Shares in a poll.
- 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(s) 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 you wish to abstain from voting on any resolution, please tick the box marked "ABSTAINED" or insert the number of Shares held by you (the Shares abstained will be counted in the calculation of required majority); if you are entitled to two or more votes, you and your proxy(ies) need not cast all your votes in the same manner. In this circumstance, you should insert the number of relevant Shares held by you in the boxes marked "FOR", "AGAINST" or "ABSTAINED", provided that the total number of Shares inserted in the boxes marked "FOR", "AGAINST" and "ABSTAINED" shall not exceed the "Number of Shares to which this proxy form relates" inserted by you in accordance with note 1. If no direction is given, or if the total number of Shares inserted in the boxes marked "FOR", "AGAINST" and "ABSTAINED" is less than the "Number of Shares to which this proxy form relates" inserted by you in accordance with note 1, your proxy(ies) 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 the legal representative (if applicable), a director, an officer duly authorised or an attorney duly appointed. 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 such proxy form is signed by other person on behalf of the appointer pursuant to a power of attorney or other authority, a copy of such power of attorney or other authority under which it is signed shall be notarially certified.
- If no clear instruction is given in this proxy form, and the 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 as votes abstained and will carry voting rights with respect to that resolution.
- 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 such 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 appointed 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.
- If any proxy other than the Chairman is appointed to attend the meeting, such proxy(ies) shall produce his/their personal identification documents when attending the meeting.
- The description of the resolution is by way of summary only. Please refer to the notice of the EGM or the circular dated 12 January 2013 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 12 January 2013.

* For identification purposes only