



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 2016 THIRD 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 2016 third extraordinary general meeting (the "EGM") of the Company to be held at the Zhaojin ShunHe International Hotel's conference room, Zhaoyuan City, Shandong Province, the People's Republic of China (the "PRC") at 9:00 a.m. on Monday, 19 September 2016 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.

	SPECIAL RESOLUTION	FOR (Note 5)	AGAINST (Note 5)	ABSTAINED (Note 5)
(a)	the proposed employee shares subscription plan of the Company (the "ESSP") as set out in Appendix I to the circular of the Company dated 29 July 2016 (the "Circular") be and is hereby approved;			
(b)	the conditional subscription agreement dated 29 December 2015 (the "Subscription Agreement") entered into between the Company and Minmetals Securities Co., Ltd. in connection with the non-public issuance of not more than 80 million domestic shares of RMB1.00 each of the Company (the "Domestic Shares") at the issue price of RMB2.97 (the "Non-Public Issuance") to Minmetals Securities Zhaojin Mining No.1 Directional Asset Management Plan (the "Asset Management Plan"), a copy of which has been tabled at the meeting and marked "X" for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;			
(c)	the details of the Non-Public Issuance as set out in Appendix II to the Circular in respect of the following items be and are hereby approved: i. class and nominal value of the shares to be issued; ii. method of issuance; iii. subscriber; iv. number of shares to be issued; v. issue price; vi. price determination method; vii. total proceeds; viii. lock-up period; ix. moratorium period; x. use of proceeds; xi. validity period of the resolutions;			
(d)	the subscription of portions of the ESSP ("ESSP Portions") by connected persons of the Company (the "Connected Participant") in the manner described under the section headed "Letter From the Board – Connected Subscriptions" in the Circular (the "Connected Subscription"), including but not limited to the allotment and issue of not more than 10,815,000 Domestic Shares (subject to the final number of ESSP Portions (and therefore the corresponding Domestic Shares) subscribed by the Connected Participants) to the Asset Management Plan for the purposes of the Connected Subscriptions, and the transactions contemplated thereunder be and is hereby approved;			
(e)	any executive director(s) of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to implement and/or effect the transactions contemplated by the ESSP, the Subscription Agreement, the Non-Public Issuance, the Connected Subscriptions and the amendment, variation or modification of the terms and conditions of the ESSP, the Subscription Agreement, the Non-Public Issuance and the Connected Subscriptions on such terms and conditions as any executive director(s) of the Company may think fit.			

Dated this _____ day of _____, 2016 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 authorised 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/her 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 29 July 2016 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 29 July 2016.

* For identification purpose only