



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 H SHARE CLASS MEETING

Number of Shares to which this form of proxy relates (Note 2)	
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I/We (Note 3) _____
of _____
being the holder(s) of _____ H Shares (Note 4) in Zhaojin Mining Industry Company Limited (the "Company"), hereby appoint the Chairman of the meeting or _____ (Note 5) of _____ as my/our proxy(ies) to attend the class meeting of the H Share Shareholders (the "H Share Class Meeting") of the Company to be held at the Company's conference room at No. 299 Jinhui Road, Zhaoyuan City, Shandong Province, the People's Republic of China (the "PRC") at 10:30 a.m. on Thursday, 14 November 2019 (Hong Kong time) 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 H Share Class Meeting 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 6)	AGAINST (Note 6)	ABSTAIN (Note 6)
To consider and approve the following as special resolution:				
1.	(a)	To approve, confirm and ratify the Transfer Agreement and the transactions contemplated thereunder;		
	(b)	To grant the Specific Mandates to the Board to allot and issue the Consideration Shares to Zhaojin Group pursuant to the Transfer Agreement; and		
	(c)	To authorise any executive director(s) of the Company, 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 under the Transfer Agreement and the amendment, variation or modification of the terms and conditions of the Transfer Agreement on such terms and conditions as such director(s) may think fit.		

Dated this _____ day of _____ 2019

Signature (Note 7): _____

Notes:

- The full text of the resolution is set out in the notice of H Share Class Meeting dated 27 September 2019.
- Please insert the number of H 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 H Shares. If no number is inserted, the form of proxy will be deemed to relate to all the H 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 H Shares of the Company registered in your name(s).
- 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 you wish to abstain from voting on any resolution, please put a tick in the box marked "ABSTAIN" or insert the number of Shares held by you. The Shares abstained will not be counted in the calculation of the required majority. 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 authorized in writing or, in the case of a corporation or institution, must be either executed under its common seal or under the hand of an officer or attorney duly authorized. 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 to the Company's H Shares registrar 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 H Share Class Meeting.
- In the case of joint holders of Shares of the Company, any one of such holders may vote at the H Share Class Meeting 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.
- Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the announcement of the Company dated 27 September 2019 and/or the circular of the Company to be despatched in due course.

* For identification purpose only