



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 2019 SECOND EXTRAORDINARY GENERAL 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 _____ Domestic Shares/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 2019 second extraordinary general meeting (the "EGM") 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 9:00 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 resolutions set out in the notice of 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 6)	AGAINST (Note 6)	ABSTAIN (Note 6)
To consider and approve the following as special resolutions:				
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.		
2.	Conditional upon the passing of the special resolution numbered (1) as set out in the notice of EGM relating to the approval of the Transfer Agreement and the transactions contemplated thereunder:		/	/
	(a)	the proposed amendments to the articles of association of the Company (the "Articles of Association") as set out in the notice of EGM of the Company dated 27 September 2019 be approved; and		
	(b)	any director or the secretary to the Board be authorised to do all such acts or things and to take all such steps and to execute any documents as he or she considers necessary, appropriate or expedient to give effect to the proposed amendments to the Articles of Association, including but not limited to seeking the approval of the same and to arrange for its registration and filing with the relevant government authorities in the PRC and Hong Kong.		
3.	The proposed registration and issue of Renewable Bonds of not more than RMB6 billion in the PRC and the grant of authority to the Board to deal with such matters relating to the registration and issue of the Renewable Bonds (as set out in the notice of EGM of the Company dated 27 September 2019).			
4.	The proposed registration and issue of Super Short-Term Notes of not more than RMB10 billion in the PRC and the grant of authority to the Board to deal with such matters relating to the registration and issue of the Super Short-Term Notes (as set out in the notice of EGM of the Company dated 27 September 2019).			

Dated this _____ day of _____ 2019

Signature (Note 7): _____

* For identification purpose only

Notes:

1. The full text of the resolutions is set out in the notice of EGM dated 27 September 2019.
2. Please insert the number of Shares 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).
3. Please insert the full name(s) and address(es) as registered in the register of members of the Company in **block letters**.
4. Please insert the number of Shares of the Company registered in your name(s) and delete as appropriate.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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 H Share Shareholders, 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 EGM; or for the Domestic Share Shareholders, 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 the holding of the EGM.
10. 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.
11. 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.