



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 2022 ANNUAL GENERAL MEETING

Number of Shares to which this form of proxy relates (Note 2)	
---	--

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 2022 annual general meeting (the "AGM") of the Company to be held at the conference room of the Company at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the People's Republic of China (the "PRC") at 9:00 a.m. on Monday, 5 June 2023 (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 AGM 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 6)	AGAINST (Note 6)	ABSTAIN (Note 6)
To consider and approve the following as ordinary resolutions:				
(i)	the report of the board of directors (the "Board") of the Company for the year ended 31 December 2022.			
(ii)	the report of the supervisory committee of the Company for the year ended 31 December 2022.			
(iii)	the audited financial report of the Company for the year ended 31 December 2022.			
(iv)	the proposed distribution plan of the Company for the year ended 31 December 2022.			
(v)	the proposal for the re-appointment of Ernst & Young and Ernst & Young Hua Ming LLP as the international auditor and the PRC auditor of the Company, respectively, for the year ending 31 December 2023, and to authorize the Board to fix their remuneration.			
(vi)	(a) the proposal for the appointment of Mr. Duan Lei as executive Director.			
	(b) the proposal for the appointment of Mr. Chen Lunan as executive Director.			
	(c) the proposal for the appointment of Mr. Long Yi as non-executive Director.			
	(d) the proposal for the appointment of Mr. Luan Wenjing as non-executive Director.			
(vii)	(a) the proposal for the appointment of Mr. Leng Haixiang as Shareholder representative supervisor.			
	(b) the proposal for the appointment of Mr. Hu Jin as Shareholder representative supervisor.			
SPECIAL RESOLUTIONS				
To consider and approve the following as special resolutions:				
1.	to grant a general mandate to the Board to exercise the power of the Company to allot, issue or deal with the additional Domestic Shares and H Shares of up to a maximum of 20% of the respective total number of Domestic Shares and H Shares in issue as at the date of passing this resolution, details of which are set out in the special resolution numbered 1 in the notice convening the AGM of the Company dated 14 April 2023.			
2.	to grant a general mandate to the Board to exercise the power of the Company to repurchase H Shares of up to a maximum of 10% of the total number of H Shares in issue as at the date of passing this resolution, details of which are set out in the special resolution numbered 2 in the notice convening the AGM of the Company dated 14 April 2023.			
3.	(a) the proposed amendments to the Articles of Association as set out in the circular of the Company dated 14 April 2023 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 arranging for its registration and filing with the relevant government authorities in the PRC and Hong Kong.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature (Note 7): \_\_\_\_\_

Notes:

- The full text of the resolutions is set out in the Notice of 2022 Annual General Meeting dated 14 April 2023.
- 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).
- 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 "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 initiated 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, for the H Shares Shareholders, to the Company's H Share 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 AGM; or for the Domestic Shares Shareholders, to the business address of the Company at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the PRC not less than 24 hours before the time appointed for the holding of the AGM.
- In the case of joint holders of Shares of the Company, any one of such holders may vote at the AGM 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 circular of the Company dated 14 April 2023.

\* For identification purpose only