



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 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 extraordinary general meeting (the "EGM") of the Company to be held at the Company's conference room at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the People's Republic of China (the "PRC") at 9:00 a.m. on Thursday, 16 November 2023 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 EGM as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

ORDINARY RESOLUTION		FOR (Note 6)	AGAINST (Note 6)	ABSTAIN (Note 6)
To consider and approve the following as ordinary resolution:				
1.	The Company's provision of (i) guarantees for the financing provided by Finance Company to 11 wholly-owned subsidiaries or non-wholly-owned subsidiaries of the Company, including Gansu Zhaojin Smelting, Xinjiang Xingta and Jingtuling Mining (the "First Guarantee"), with the proposed guarantee amount not exceeding RMB1,500 million, representing approximately 7.48% of the latest audited net assets of the Company; and (ii) provide guarantees for the financing provided by external financial institutions to three non-wholly-owned subsidiaries of the Company, namely Zhaojin Baiyun, Gansu Zhaojin Smelting and Ruihai Mining (the "Second Guarantee", together with the First Guarantee, collectively the "New Guarantees"), with the proposed guarantee amount not exceeding RMB4,718.5 million, representing approximately 23.54% of the latest audited net assets of the Company. Accordingly, the proposed guarantee amount of the New Guarantees will not exceed RMB6,218.5 million in aggregate, representing approximately 31.02% of the latest audited net assets of the Company.			

Dated this _____ day of _____ 2023

Signature (Note 7): _____

Notes:

- The full text of the resolutions is set out in the Notice of EGM dated 31 October 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 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/its 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/it 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, must be either executed under its common seal or under the hand of the legal representative (if applicable), a director, an officer duly authorized 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 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 such power of attorney or other authority must be delivered at (i) 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 (for holders of H Shares); or (ii) the registered address of the Company in the PRC at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the PRC (for holders of Domestic Shares) 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/it 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, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 31 October 2023.

* For identification purpose only