

If you are in any doubt about this prospectus, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional advisers.



福建紫金礦業股份有限公司
Fujian Zijin Mining Industry Co., Ltd.*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

**LISTING OF H SHARES ON
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF PLACING AND PUBLIC OFFER**

Number of Offer Shares	: 348,300,000 H Shares (subject to the Over-allotment Option)
Number of Placing Shares	: 313,470,000 H Shares, including 281,806,364 New H Shares and 31,663,636 Sale H Shares to be converted from Domestic Shares (subject to Over-allotment Option and re-allocation)
Number of Public Offer Shares	: 34,830,000 New H Shares (subject to re-allocation)
Maximum Offer Price	: not more than HK\$3.30 per H Share (payable in full on application and subject to refund)
Nominal value	: RMB0.10 per H Share
Stock code	: 2899

Sponsor, Global Coordinator and Bookrunner



China Everbright Capital Limited

Lead Manager



China Everbright Securities (HK) Limited

A copy of this prospectus, having attached thereto the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies" in Appendix VIII to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any other documents referred to above.

The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus or any document referred to above.

The Company is incorporated, and its businesses are primarily located, in the PRC with limited liability. Potential investors in the Company should be aware of the differences in the legal, economic and financial systems between the mainland of the PRC and Hong Kong and that there are different risk factors relating to investments in companies incorporated in the PRC. Potential investors should also be aware that the regulatory framework in the mainland of the PRC is different from the regulatory framework in Hong Kong and should take into consideration the different market nature of the shares of the Company. Such differences and certain risk factors are outlined in Appendix V to this prospectus and in the section headed "Risk factors" respectively.

The Offer Price is expected to be determined by agreement between the Company and the Lead Manager (on behalf of the Underwriters) on or before Tuesday, 16th December, 2003 or such later date as may be agreed by the Company and the Lead Manager but in any event no later than 9:00 a.m. on Thursday, 18th December, 2003.

The Offer Price will be not more than HK\$3.30 per Offer Share. The Lead Manager (on behalf of the Underwriters) and with the consent of the Company, may reduce the indicative Offer Price range below that stated in this prospectus at any time prior to the morning of the latest day for lodging applications. In such a case, a notice of the reduction of the indicative Offer Price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Journal (in Chinese) not later than the morning of the latest day for lodging applications under the Public Offer. If applications for Public Offer Shares have been submitted prior to the day which is the latest day for lodging applications under the Public Offer, then even if the Offer Price is so reduced, such applications cannot be subsequently withdrawn.

If, for any reason, the Offer Price is not agreed between the Company and the Lead Manager (on behalf of the Underwriters) on or before 9:00 a.m. on Thursday, 18th December, 2003 (or any agreed postponement thereof), the Share Offer will not become unconditional and will lapse.

Pursuant to the termination provisions contained in the Underwriting Agreement in respect of the Share Offer, the Lead Manager, on behalf of the Underwriters, has the right in certain circumstances to terminate the obligations of the Underwriters pursuant to the Underwriting Agreement at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (such date is currently expected to be 23rd December, 2003). Further details of the terms of the termination provisions are set out in the section headed "Underwriting".

* for identification purpose only