
DEFINITIONS

In this prospectus, except where the context otherwise requires, the following terms shall have the following meanings:

“Anhui Zijin”	Anhui Zijin Mining Company Limited (安徽紫金礦業有限公司), a domestic company with limited liability incorporated on 30th December, 2001 and which is beneficially owned by the Company as to 75%
“Articles of Association”	the articles of association of the Company adopted on 28th June, 2003, as amended from time to time
“Ashele Copper-Zinc Mine”	a mine of the Group located in Habahe county, Xinjiang province, the PRC
“Board”	the board of Directors
“CAGR”	compound annual growth rate
“Caodi Gold Mine”	a mine of the Group located in Jiuzhaigou county, Sichuan province, the PRC
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CE Securities” or “Lead Manager”	China Everbright Securities (HK) Limited, a deemed licensed corporation to carry out regulated activities of dealing in securities, advising on securities and corporate finance, and asset management under the SFO
“China Everbright” or “Sponsor”	China Everbright Capital Limited, a deemed licensed corporation to carry out regulated activities of advising on securities and corporate finance under the SFO
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company” or “Fujian Zijin”	Fujian Zijin Mining Industry Co., Ltd. (福建紫金礦業股份有限公司), a joint stock limited company incorporated in the PRC on 6th September, 2000, or where the context otherwise required, any time prior to the forming of a joint stock limited company
“Company Law”	the Company Law of the PRC enacted by the Eighth National People’s Congress of the PRC on 29th December, 1993 and which became effective on 1st July, 1994, as amended, supplemented or otherwise modified from time to time

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“Controlling Persons”	Xinghang Investment, Xinhua Industrial and Jinshan Trading
“CSRC”	China Securities Regulatory Commission, a regulatory body responsible for the supervision and regulation of the national securities market of the PRC
“Director(s)”	director(s) of the Company
“Domestic Shares”	ordinary shares of nominal value of RMB1 each (before the capital reorganisation) or RMB0.1 (after the capital reorganisation) issued by the Company, to be subscribed for by domestic investors in Renminbi. As at the date of this prospectus, no Domestic Shares have been issued by the Company other than those issued to the Promoters
“EBITDA”	earnings before interest expenses, income tax, depreciation and amortisation
“Fujian Gold Group”	Fujian Gold Group Company Limited (福建黃金集團有限公司), a State-owned company incorporated in the PRC on 6th April, 1998, and which is one of the Promoters of the Company
“GDP”	gross domestic product
“Global Coordinator”	China Everbright
“Group”	the Company or, where the context so requires in respect of the period before the Company became the holding company of its present subsidiaries, its subsidiaries
“Guizhou Zijin”	Guizhou Zijin Mining Company Limited (貴州紫金礦業股份有限公司), a joint stock limited company, incorporated in the PRC on 17th December, 2001, and which is beneficially owned by the Company as to 51% and by Xiamen Zijin as to 5%
“H Shares”	foreign invested shares of nominal value of RMB0.1 each in the share capital of the Company, to be listed on the Stock Exchange, and which are to be subscribed for, and traded in, Hong Kong dollars
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hongyang Mine”	Fujian Shanghang Hongyang Mine Engineering Company Limited (福建省上杭鴻陽礦山工程有限公司), a domestic company with limited liability incorporated in the PRC
“Hunchun Gold-Copper Mine”	a mine of the Group located near Hunchun city, in Yanbianzhou autonomous region, Jilin province, the PRC
“Hunchun Zijin”	Hunchun Zijin Mining Company Limited (琿春紫金礦業有限公司), a domestic company with limited liability incorporated in the PRC on 10th January, 2003 and which is beneficially owned by the Company as to 67% and by Xiamen Zijin as to 6%
“Jiaochong Gold-Base-Metals Mine”	a mine of the Group located in Tongling, Anhui province, the PRC
“Jinshan Construction”	Fujian Shanghang Jinshan Construction Engineering Company Limited (福建省上杭縣金山建設工程有限公司), a limited liability company incorporated in the PRC on 5th March, 2003, and which is beneficially owned by the Company as to 80%
“Jinshan Trading”	Shanghang County Jinshan Trading Company Limited (上杭縣金山貿易有限公司), a domestic company with limited liability incorporated in the PRC on 28th July, 2000, and which is one of the Promoters of the Company
“Jiuzhaigou Zijin”	Sichuan Jiuzhaigou Zijin Mining Company Limited (四川省九寨溝縣紫金礦業有限公司), a limited liability company incorporated in the PRC on 30th July, 2003, and which is beneficially owned by the Company as to 60%
“Latest Practicable Date” or “LPD”	9th December, 2003, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Listing Date”	the date on which trading in H Shares commences on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (as amended from time to time)
“Macau”	the Macau Special Administrative Region of the PRC

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“Main Board”	the stock market operated by the Stock Exchange, which excludes, for the avoidance of doubt, the Growth Enterprise Market
“Makeng Mining”	Fujian Longyan Makeng Mining Company Limited (龍岩馬坑礦業有限責任公司), a domestic company with limited liability incorporated in the PRC on 29th March, 1995, and which is an associated company of the Company
“Mandatory Provisions”	the Mandatory Provisions for the Articles of Association of Companies to be listed overseas (到境外上市公司章程必備條款) promulgated by the Securities Commission and the State Restructuring Commission on 27th August, 1994, as amended and supplemented or otherwise modified from time to time
“Minxi Geologist”	Fujian Minxi Geologist (福建省閩西地質大隊), an entity registered with the Fujian Organisation Records Committee on 1st July, 1982, which embodies the functions of geological prospecting, production, operation and scientific research, and which is one of the Promoters of the Company
“Minxi Zijin”	Fujian Minxi Zijin Mining Group Limited (福建省閩西紫金礦業集團有限公司), formerly known as Shanghang County Mineral Resources Company (上杭縣礦產公司), the predecessor of the Company, and which was a State-owned enterprise established in August 1993
“New H Shares”	316,636,364 new H Shares to be offered at the Offer Price pursuant to the Share Offer
“New Issue”	issue of New H Shares under the Share Offer
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage fee of 1.0%, the SFC transaction levy of 0.005%, the SFC investor compensation levy of 0.002% and the Stock Exchange trading fee of 0.005%) of not more than HK\$3.30 and expected to be not less than HK\$2.90, such price to be agreed upon by the Company and the Lead Manager at or before the Price Determination Date
“Offer Shares” or “H Shares”	Public Offer Shares and Placing Shares

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“Over-allotment Option”	the option granted by the Company to the Underwriters, pursuant to which the Company and Vendors may be required to issue and sell up to an aggregate of 52,245,000 additional H Shares (including 47,495,455 new H Shares and 4,749,545 Sale H Shares) representing 15% of the Offer Shares, at the Offer Price, only to cover any over-allotment in the Placing as described in the section headed “Structure of the Share Offer” of this prospectus
“Paodaoling Gold Mine”	a mine of the Group located near Guichi city, in Anhui province, the PRC
“PBOC”	People’s Bank of China, the central bank of the PRC
“Placing”	the private placing as described in the section headed “Structure of the Share Offer” of this prospectus
“Placing Shares”	313,470,000 H Shares (including 281,806,364 new H Shares and 31,663,636 Sale H Shares) initially offered at the Offer Price under the Placing, together with additional H Shares to be issued upon the exercise of the Over-allotment Option. The number of Placing Shares may be further adjusted as a result of the reallocation as described in the section headed “Structure of the Share Offer” of this prospectus
“Placing Underwriters”	the underwriters of the Placing named in the paragraph headed “Placing Underwriters” in the section headed “Underwriting” in this prospectus
“PRC”	the People’s Republic of China, which for the purpose of this prospectus, excludes Hong Kong, Macau and Taiwan
“Price Determination Date”	on or before Tuesday, 16th December, 2003 at which the Offer Price is determined, or such date as the Company and the Lead Manager may agree, but in any event not later than 9:00 a.m. on Thursday, 18th December, 2003
“Promoter(s)”	Xinghang Investment, Xinhua Industrial, Jinshan Trading, Xinhua Engineering, Xiamen Hengxing, Xinhua Department Store, Fujian Gold Group and Minxi Geologist
“Public Offer”	the offer for subscription of the Public Offer Shares to the public at the Offer Price and subject to the terms and conditions set in this prospectus and the application forms relating hereto

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“Public Offer Shares”	34,830,000 new H Shares of the Company initially offered for subscription at the Offer Price under the Public Offer
“Public Offer Underwriters”	the underwriters of the Public Offer named in the paragraph headed “Public Offer Underwriters” in the section headed “Underwriting” in this prospectus
“R&D”	research and development
“SAFE”	the State Administration for Foreign Exchange of the PRC, the PRC governmental agency responsible for matters relating to foreign exchange administration
“Sale H Shares”	the 31,663,636 shares of RMB 0.10 each held by State-owned Shareholders which, pursuant to the Placing (assuming the Over-allotment Option is not exercised), may be exchanged into 31,663,636 H Shares to be offered. In the event that the Over-allotment Option is exercised in full, a further 4,749,545 Domestic Shares may be exchanged into 4,749,545 H Shares
“SETC”	formerly the State Economic and Trade Commission of the PRC (中華人民共和國原國家經濟貿易委員會)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended
“Shanghai Gold Exchange”	a non-profit making organisation, approved by the State Council and founded by PBOC on 30th October, 2002, to perform the regulated functions and trading of precious metals including gold, silver, platinum, etc.
“Shanghang Zijin Shuidian”	Fujian Shanghang Zijin Shuidian Company Limited (福建省上杭縣紫金水電有限公司), a limited liability company incorporated in the PRC on 13th June, 2003, and which is beneficially owned by the Company as to 51%
“Share Offer”	Public Offer and Placing
“Share Option Scheme”	the share option scheme (as amended from time to time) conditionally adopted by the Company on 28th June, 2003, the terms of which are set out in Appendix VII to this prospectus

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“Shares”	ordinary shares of nominal value of RMB0.1 each in the Company, including Domestic Shares and H Shares
“Shareholder(s)”	shareholder(s) of the Company
“Shimian Zijin”	Sichuan Shimian Zijin Platinum Company Limited (四川石棉縣紫金鉑業有限公司), a limited liability company incorporated in the PRC on 18th August, 2003, and which is beneficially owned by Xiamen Zijin as to 51%
“Shuiyindong Gold Mine”	a mine of the Group located in Zhenfeng county, Guizhou province, the PRC
“Special Regulations”	the PRC Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (中華人民共和國國務院關於股份有限公司境外募集股份及上市的特別規定) issued by the State Council of the PRC on 4th August, 1994, as amended, supplemented or otherwise modified from time to time
“SRK”	Steffen, Robertson and Kirsten (Australasia) Pty Ltd, an independent technical consultant of mineral assets
“State”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local governmental entities)
“State Council”	the State Council of the PRC
“State-owned Shareholders”	Xinghang Investment, Fujian Gold Group and Minxi Geologist
“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Supervisor(s)”	member(s) of the supervisory committee of the Company
“Tibet”	Tibet Autonomous Region
“Tibet Jindi”	Tibet Jindi Mining Company Limited (西藏金地礦業有限公司), a limited liability company incorporated in the PRC on 22nd August, 2003, and which is beneficially owned by the Company as to 51% and Xiamen Zijin as to 1%

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“Tongling Zijin”	Tongling Zijin Mining Company Limited (銅陵紫金礦業有限公司), a limited liability company incorporated in the PRC on 9th June, 2003, and which is beneficially owned by the Company as to 51%
“Track Record Period”	the three years ended 31st December, 2002 and the six months ended 30th June, 2003
“Underwriters”	the Public Offer Underwriters and the Placing Underwriters
“Underwriting Agreement”	the underwriting agreement dated 11th December, 2003 relating to the Placing and Public Offer entered into between, among others, the Company and the Underwriters
“US”	United States of America
“VAT”	value added tax
“Vendors”	Xinghang Investment, Fujian Gold Group and Minxi Geologist, being the State-owned Shareholders
“WTO”	the World Trade Organisation
“Xiamen Hengxing”	Xiamen Hengxing Construction & Decoration Materials Company Limited (廈門恒興建築裝飾材料有限公司), a domestic company with limited liability incorporated in the PRC on 14th September, 1994, and which is one of the Promoters of the Company
“Xiamen Zijin”	Xiamen Zijin Science and Technology Co., Ltd. (廈門紫金科技股份有限公司), a joint stock limited company incorporated in the PRC on 9th March, 2001, and which is beneficially owned by the Company as to 86.5%
“Xinghang Investment”	Minxi Xinghang State-owned Assets Investment Company Limited (閩西興杭國有資產投資經營有限公司), formerly known as Minxi Xinghang Industrial Company Limited (閩西興杭實業有限公司), a wholly state-owned company incorporated in the PRC on 29th June, 2000, and which is one of the Promoters of the Company
“Xinhuadu Department Store”	Fujian Xinhuadu Department Store Company Limited (福建新華都百貨有限責任公司), a domestic company with limited liability incorporated in the PRC on 16th April, 1997, and which is one of the Promoters of the Company

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“Xinhuadu Engineering”	Fujian Xinhuadu Engineering Company Limited (福建省新華都工程有限責任公司), formerly known as Shanghang County Huadu Construction Engineering Company Limited (上杭縣華都建設工程有限公司), a domestic company with limited liability incorporated in the PRC on 11th May, 1999, and which is one of the Promoters of the Company
“Xinhuadu Industrial”	Xinhuadu Industrial Company Limited (新華都實業集團股份有限公司), a joint stock limited company incorporated in the PRC on 30th December, 1997 and which is one of the Promoters of the Company
“Xinjiang”	Xinjiang Uygur Autonomous Region
“Xinjiang Ashele”	Xinjiang Ashele Copper Company Limited (新疆阿舍勒銅業股份有限公司), a joint stock limited company incorporated in the PRC on 13th August, 1999 and which is beneficially owned by the Company as to 51%
“Zijinshan Copper Mine”	the copper mine of the Group in Shanghang county, Fujian province, the PRC
“Zijinshan Gold Mine”	the gold mine of the Group in Shanghang county, Fujian province, the PRC
“\$” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States of America
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Tonne(s)” or “t”	a metric measurement of weight. 1 tonne equals to 1,000 kg
“%”	per cent.
“ounce(s)”	a unit of weight, 1 ounce equals to 31.1035 g
“kilogram(s)” or “kg”	a metric unit of weight, 1 kg equals to 1,000 g
“gram(s)” or “g”	a metric unit of weight, 1 g equals to 1/1,000 kg
“tpa”	tonnes per annum, a measurement of production output
“tpd”	tonnes per day, a measurement of production output

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Unless otherwise specified in this prospectus, Renminbi has been converted into HK\$ and US\$ at the rate of HK\$1.00 = RMB1.05 and US\$1.00 = RMB8.20 respectively.

If there is any inconsistency between the Chinese names of the PRC legal and natural persons mentioned in this prospectus and their English translations, the Chinese version will prevail.