



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)

(Stock Code: 2899)

RESOLUTIONS PASSED AT THE 2003 ANNUAL GENERAL MEETING

<p>The Board is pleased to announce that all resolutions proposed to be approved at the AGM were duly approved by the shareholders attending the AGM.</p>

Resolutions passed at the 2003 Annual General Meeting

The board (the “**Board**”) of directors (the “**Directors**”) of Fujian Zijin Mining Industry Co., Ltd. (the “**Company**”) is pleased to announce that at the 2003 Annual General Meeting (the “**AGM**”) of the Company held on 28 May, 2004, the following resolutions, voted on a poll, were duly approved by the shareholders (the “**Shareholders**”) of the Company attending the AGM.

The total number of shares entitling the holder to attend and vote for or against the resolutions at the AGM is 1,314,130,910. The total number of shares entitling the holder to attend and vote only against the resolutions at the AGM is nil. The total number of shares held by the shareholders or their proxy(ies) who have attended the AGM and are entitled to vote is 955,753,910 shares, which represents approximately 72.73% of the total issued shares as at the date of this announcement. Ernst & Young, the auditors of the Company, acted as scrutineer for the vote-taking at the AGM.

The number of shares voted, for or against or abstain from voting, on each resolution at the AGM are set out as follows:

as ordinary resolutions:		For	Against	Abstain
1.	1.1 the report of the Board of Directors for 2003, was approved;	955,753,910	0	0
	1.2 the report of the Supervisory Committee of the Company for 2003, was approved;	955,753,910	0	0
	1.3 the audited financial statements of the Company and the report of the international auditors for the year ended 31 December, 2003, were approved;	955,753,910	0	0
2.	the profit distribution proposal of the Company and the relevant declaration and payment of final dividend for the year ended 31 December, 2003, were approved;	955,753,910	0	0
3.	the remuneration of the Directors and supervisors (the “Supervisors”) of the Company for the year ended 31 December, 2003, was approved;	955,753,910	0	0
4.	the annual remuneration proposal for the Directors and the Supervisors for the year ending 31 December 2004 was approved;	954,437,910	0	1,316,000
5.	the reappointment of Ernst & Young Hua Ming and Ernst & Young as the Company’s domestic and international auditors, respectively, for the year ending 31 December, 2004 were approved and the Board was authorised to determine their remuneration;	955,753,910	0	0
as special resolutions:-		For	Against	Abstain
6.	the unconditional general mandate to issue, allot and deal with additional shares, domestic shares and/or H shares in the share capital of the Company, in the terms as set out in resolution No. 6 of the notice of the AGM dated 6 April, 2004 was granted to the Board;	946,352,910	9,401,000	0
7.	the proposed change of name as set out in resolution No. 7 of the notice of the AGM dated 6 April, 2004 was approved;	955,753,910	0	0
8.	the proposed issue of new Shares by conversion of the surplus reserve fund as set out in resolution No. 8 of the notice of the AGM dated 6 April, 2004 was approved;	955,751,910	0	2,000

as ordinary resolutions:		For	Against	Abstain
9.	the proposed amendments to the articles of association of the Company as set out in resolution No. 9 of the notice of the AGM dated 6 April, 2004 were approved;	955,751,910	0	2,000
10.	the authorisation to execute the above resolutions No. 6-9 as set out in resolution No. 10 of the notice of the AGM dated 6 April, 2004 was granted to the Board; and	946,352,910	9,399,000	2,000
11.	upon the request of Xinhua Industrial Company Limited, which holds approximately 13.16% of the issued share capital of the Company, a proposal to authorise the Board to make donation(s) to local community of which the aggregate amount shall not be more than 1% of the profit before taxation of the Company for the relevant year and to report the same to the forthcoming annual general meetings of the Company, was approved.	953,466,910	2,285,000	2,000

Change of name of the Company

A separate announcement will be published upon the completion of the change of name of the Company.

Issue of new Shares by conversion of the surplus reserve fund

Certificates for the new Shares shall be despatched on 25 June, 2004. Further announcement will be made by the Company as to the timing and other arrangement relating to the issue and trading of new Shares.

Payment of final dividend

Bank of China (Hong Kong) Trustees Limited has been appointed as the Company's receiving agent in Hong Kong (the "**Receiving Agent**") and the Company will pay to the Receiving Agent the final dividend declared for payment to holders of the H Shares of the Company. Such final dividend shall be calculated on the average price of the middle price of the conversion of RMB to HK\$ announced by the People's Bank of China one calendar week preceding 25 June, 2004 and will be paid by the Receiving Agent and will be mailed by Computershare Hong Kong Investor Services Limited to the holders of H Shares of the Company who are entitled to receive the same by ordinary post at their own risk on 25 June, 2004.

List of Directors

As at the date of this announcement, the Directors of the Company are as follows:-

Executive Directors

Chen Jinghe (*the Chairman*)

Liu Xiaochu

Luo Yingnan

Lan Fusheng

Rao Yimin

Non-executive Director

Ke Xiping

Independent non-executive Directors

Yang Dali

Yao Lizhong

Loong Ping Kwan

By order of the Board
Fujian Zijin Mining Industry Co., Ltd.
Chen Jinghe
Chairman

Fujian, the PRC, 28 May, 2004

* *For identification purpose only*

Please also refer to the published version of this announcement in The Standard.