



**Zijin Mining Group Co., Ltd.\***

**紫金礦業集團股份有限公司**

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

**(Stock code: 2899)**

## **RESOLUTIONS PASSED AT THE 2004 ANNUAL GENERAL MEETING**

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.

### **Resolutions passed at the 2004 Annual General Meeting**

The board (the “**Board**”) of directors (the “**Directors**”) of Zijin Mining Group Co., Ltd.\* (the “**Company**”) is pleased to announce that at the 2004 Annual General Meeting (the “**AGM**”) of the Company held on 31 May, 2005, 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 2,628,261,820. 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 2,103,762,820 shares, which represents approximately 80.04% 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:

<b>as ordinary resolutions:</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
1.	1.1 the report of the Board of Directors for 2004, was approved;	2,103,756,820	0	6,000
	1.2 the report of the Supervisory Committee of the Company for 2004, was approved;	2,103,762,820	0	0
	1.3 the consolidated audited financial statements and the report of the international auditors of the Company for the year ended 31 December, 2004, were approved;	2,103,756,820	0	6,000

<b>as ordinary resolutions:</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
2.	the profit distribution proposal of the Company and the relevant declaration and payment of final dividend for the year ended 31 December, 2004, were approved;	2,103,756,820	0	6,000
3.	the remuneration of the Directors and supervisors (the “ <b>Supervisors</b> ”) for the year ended 31 December, 2004, was approved;	2,097,792,820	4,600,000	1,370,000
4.	the annual remuneration proposal for the Directors and the Supervisors for the year ending 31 December 2005 was approved;	2,097,786,820	4,600,000	1,376,000
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, 2005 were approved and the Board was authorised to determine their remuneration;	2,103,762,820	0	0
6.	the proposal of conversion of the Company into a joint stock limited company with foreign investment was approved;	2,103,756,820	0	6,000
<b>as special resolutions:-</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
7.	the proposal regarding issue of new shares by conversion of the surplus reserve as set out in resolutions No.7 of the notice of the AGM date 7 April 2005 was approved;	2,103,756,820	0	6,000
8.	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, and amend the Articles of Association of the Company in compliance with the Rules Governing the Listing of Securities on the Stock of Exchange of Hong Kong Limited and the Company Law of the PRC, in the terms as set out in resolution No. 8 of the notice of the AGM dated 7 April, 2005 was granted to the Board;	2,051,639,820	51,579,000	544,000
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 7 April, 2005 were approved;	2,103,762,820	0	0

<b>as ordinary resolutions:</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
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 7 April, 2005 was granted to the Board; and	2,103,756,820	0	6,000
11.	upon the request of Xinhua Industrial Company Limited and Xiamen Hengxing Industrial Co., Ltd., which aggregately hold approximately 16.78% 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 2% 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, this authorization is valid for 3 years (2005-2007), was approved	2,053,567,820	48,969,000	1,226,000

#### **Issue of new Shares by conversion of the surplus reserve fund**

Certificates for the new Shares shall be dispatched on 23 June, 2005. 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 10 May, 2005 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 23 June, 2005.

## 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

**Zijin Mining Group Co., Ltd.\***

**Chen Jinghe**

*Chairman*

Fujian, the PRC, 31 May, 2005

\* *For identification purpose only*

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