

DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this prospectus.

“A\$”	Australian dollars, the lawful currency of the Commonwealth of Australia
“Application Form(s)”	white application form(s) and yellow application form(s) or, where the context so requires, any of them
“ASIC”	Australian Securities and Investments Commission
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“ASTC Settlement Rules”	The Settlement Rules of ASX Settlement and Transfer Corporation Pty Ltd ACN 008 504 532
“ASX”	Australian Stock Exchange Limited ACN 008 624 691
“ASX Listing Rules”	The Listing Rules of the ASX
“Audit Committee”	a sub-committee of the Board formed to review and monitor the financial and legal affairs of the Company
“Australian Share Registry”	the Company’s share registry in Australia conducted by Registries Limited or Registries Ltd.
“BIOX [®] ”	a process involving pre-treatment of gold ores using naturally occurring bacteria, to increase gold recovery rates; the rights to which are held by an entity associated with Gold Fields
“BIOX [®] Licence Agreement”	the licence agreement between the Jinfeng CJV and Minsaco, holder of a licence from Biomin, dated June 23, 2004
“Biomin”	Biomin Technologies S.A., a company incorporated under the laws of Switzerland and a company associated with Gold Fields
“Board”	the board of Directors
“Bookrunner”	the bookrunner of the listing of the Shares on the Stock Exchange, being Morgan Stanley
“Brigade 105”	Brigade No. 105 of Guizhou Bureau of Geology and Mineral Resource Development, a legal entity registered under the laws of the PRC
“Brigade 117”	Brigade No. 117 of Guizhou Bureau of Geology and Mineral Resource Development, a legal entity registered under the laws of the PRC
“Brigade 707”	Brigade No. 707 of Heilongjiang Non-ferrous Metals Geology Exploration, a legal entity registered under the laws of the PRC
“Bureau of Statistics”	National Bureau of Statistics of China

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“Business Day”	a day which is not a Saturday, a Sunday or a public holiday and on which banks in Hong Kong and Sydney are generally open for business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Cayman”	the Cayman Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Broker Participant”	a person admitted to participate in CCASS as a broker participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant which may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Broker Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CCASS Rules”	the General Rules of CCASS and the CCASS Operational Procedures
“Central Bank Gold Agreement”	an agreement entered into by and among the European Central Bank and the central bank of 14 other European countries to limit gold sales, gold leasings and the use of gold futures and options at an agreed level
“CHES”	Clearing House Electronic Subregister System for security transfers on the ASX
“China” or “PRC”	the People’s Republic of China and “Chinese” shall be construed accordingly; except where the context requires, references in this prospectus to the PRC or China do not apply to Hong Kong, the Macau Special Administrative Region of the PRC or Taiwan
“China Gold”	China Gold Group Guizhou Limited (formerly known as Guizhou Provincial Gold Corporation), a company incorporated under the laws of the PRC
“China Review Project”	the searchable digital database of the Group that was initiated to compile, assess and interpret mine and exploration data from various regions across the PRC
“CJV”	cooperative joint venture, a form of foreign investment permitted in the PRC under the CJV Law
“CJV Law”	the PRC Sino-Foreign Cooperative Joint Venture Law, as amended and supplemented from time to time

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“CJV Rules”	the Implementing Rules for the CJV Law, which became effective as of September 4, 1995
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended and supplemented from time to time
“Company”	Sino Gold Mining Limited (formerly known as Sino Gold Limited), a company incorporated in NSW with a primary listing on the ASX (ACN 093 518 579)
“Commercial Banking Law of China”	the law providing the fundamental operating principles for commercial banks in the PRC, which became effective on July 1, 1995 and was later amended on December 27, 2003
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Constitution”	the constitution of the Company, as adopted by a resolution of the Shareholders dated September 28, 2002
“Convertible Notes”	the 5.75% convertible subordinated notes due 2012 issued by the Company
“Corporate Loan Facility”	a proposed cash advance facility of up to a maximum amount of US\$25 million pursuant to an indicative term sheet dated October 31, 2006 issued by HVB to the Company
“Corporations Act”	Australian Corporations Act 2001 (Commonwealth of Australia), as amended and supplemented from time to time
“Cost Overrun Facility”	the facility of up to a maximum of U\$3.7 million made available to the Company and dated September 16, 2005, entered into between the Company, SG Guizhou, Standard Bank plc and HVB pursuant to which the Company can draw down an amount equal to the amounts paid by the Company in respect of any cost overrun
“Director(s)”	director(s) of the Company
“€”	Euro, the lawful currency of thirteen European Union countries
“Environmental Impact Assessment”	a study that provides a description of the proposed project and identifies potential environmental impacts
“EOP”	Executive and Employee Option Plan, a share option scheme adopted by the Company pursuant to a resolution passed by the Board on August 28, 2002 and the Shareholders on May 30, 2006, a summary of the principal terms of which is set out in “Appendix VI — Statutory and General Information — EOP” of this prospectus
“EPC Manager”	engineering, procurement and construction manager
“EPCM”	engineering, procurement and construction management

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“ESIS”	Employee Share Incentive Scheme, a share incentive scheme adopted by the Company pursuant to a resolution passed by the Shareholders on May 1, 2001
“ESIS Loans”	loans provided to employee shareholders to acquire Shares pursuant to the ESIS
“Forward Contract”	a contract in which the seller agrees to deliver a specific commodity to a buyer sometime in the future
“Global Coordinator”	the global coordinator of the listing of the Shares on the Stock Exchange, being Morgan Stanley
“Global Offering”	the Hong Kong Public Offering and the International Placing
“Gold Fields”	Gold Fields Limited, a company incorporated under the laws of the Republic of South Africa
“Gold Fields Australasia”	Gold Fields Australasia BVI Ltd (formerly known as Gold Fields Australasia Ltd), a company incorporated under the laws of BVI and a company associated with Gold Fields
“Gold Fields China”	Gold Fields China (BVI) Limited, a company incorporated under the laws of BVI and a company associated with Gold Fields
“Gold Operating Permit”	the gold operating permit issued by the NDRC
“Golden Triangle”	a region covering southeast Guizhou Province, southeast Yunnan Province and northwest Guangxi Zhuang Autonomous Region in the PRC
“Golden Triangle CJV”	Sino Guangxi Golden Triangle Mining Limited, a CJV company formed on December 14, 2006 by SG Golden Triangle and the Guangxi Institute under the laws of the PRC which owns and operates the Golden Triangle Project
“Golden Triangle Project”	one of the Group’s projects, which is located in Guangxi Province in which the Group holds a 70% interest through its wholly-owned subsidiary, SG Golden Triangle
“Greatland CJV”	Sino Guizhou Greatland Mining Limited, a CJV company to be formed by SG Greatland and Brigade 105 under the laws of the PRC pursuant to the CJV agreement between these two parties dated October 26, 2006, which is expected to own and operate the Greatland Project
“Greatland Project”	one of the Group’s pending projects, which is located in the Guangxi Zhuang Autonomous Region
“the Group”	the Company and its subsidiaries
“Guangxi Institute”	Guangxi Institute of Regional Geology Survey, a legal entity registered under the laws of the PRC

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“Guiyang Minerals”	Guiyang Minerals and Geology Company, a company incorporated under the laws of the PRC
“Guizhou Gold”	Guizhou Provincial Gold Corporation (now known as China Gold), a company incorporated under the laws of the PRC
“Heads of Agreement”	the Heads of Agreement dated November 22, 2006 between the Company and Gold Fields Australasia forming an alliance between them for the joint development of gold mining projects in the PRC and, pursuant to which, Gold Fields Australasia agrees to subscribe for 6,500,000 ordinary shares in the capital of the Company at a price of A\$5.58 per share, calculated on the basis of the Company’s volume weighted average price on the ASX for the 10 trading days immediately preceding the Heads of Agreement plus a premium equal to 7.5%
“Heishan CJV”	Shandong Sino Gold Fields Ludi Limited, a CJV company formed on July 26, 2004 by SG SPD and Shandong Bureau under the laws of the PRC, which owns and operates the Heishan Project
“Heishan Project”	one of the Group’s projects, which is located in Shandong Province in which the Company holds a 70% interest through its wholly-owned subsidiary, SG SPD
“Hexi CJV”	Sino Zhaoyuan Xin Xin Mining Limited, a CJV company to be formed by SG Jiaodong and Zhaoyuan Hexi under the laws of the PRC pursuant to the CJV agreement between these two parties dated August 24, 2006, which is expected to own and operate the Hexi Project
“Hexi Project”	one of the Group’s pending projects, which is located in Shandong Province
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Offer Shares”	the Shares offered for subscription pursuant to the Hong Kong Public Offering
“Hong Kong Public Offering”	the offer by the Company of initially 2,104,000 Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure of the Global Offering — The Hong Kong Public Offering — Reallocation” in this prospectus) for cash at the Offer Price and on the terms and subject to the conditions stated in this prospectus and the Application Forms
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited

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“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Underwriters for the Hong Kong Public Offering” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated March 2, 2007 relating to the Hong Kong Public Offering entered into by, among others, the Company, the Selling Shareholders, the Global Coordinator and the Hong Kong Underwriters
“HVB”	Bayerische Hypo-und Vereinsbank AG
“IFRS”	International Financial Reporting Standards
“International Placing”	the conditional placing of 18,934,800 Shares by the Company and the Selling Shareholders outside the U.S. (including to professional investors and excluding retail investors in Hong Kong) in reliance on Regulation S as further described in the section headed “Structure of the Global Offering — The International Placing” in this prospectus
“International Placing Shares”	the Shares offered for subscription and sale pursuant to the International Placing
“International Underwriters”	the group of initial underwriters led by Morgan Stanley that is expected to enter into the International Underwriting Agreement
“International Underwriting Agreement”	the international underwriting agreement relating to the International Placing which is expected to be entered into by, among others, the Company, the Selling Shareholders, the Global Coordinator and the International Underwriters on or around March 8, 2007
“Jianchaling Gold Mine”	the former gold mine of the Group located in Jianchaling, Shaanxi Province, the PRC owned by Shaanxi Australia Sino Mining Limited, a CJV company formed on December 17, 2002 by Sino Mining Shaanxi Limited, SM Mining Limited and Shaanxi Jianchaling Mining Development Company Limited
“Jindu CJV”	Sino Gold Guizhou Jindu Mining Limited, a CJV company to be formed by SG Jindu and China Gold under the laws of the PRC pursuant to the CJV agreement between these two parties dated July 24, 2003, which is expected to own and operate the Jindu Project
“Jindu Project”	one of the Group’s pending projects, which is located in Guizhou Province
“Jinfeng CJV”	Sino Guizhou Jinfeng Mining Limited, a CJV company formed on July 8, 2002 by SG Guizhou and Lannigou under the laws of the PRC, which owns and operates the Jinfeng Project

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“Jinfeng Project”	the Group’s mining project located in Guizhou Province, the PRC in which the Company holds an 82% ⁽¹⁾ interest through its wholly-owned subsidiary, SG Guizhou
“Jinkang Exploration Property”	a former exploration property of the Group located in Sichuan Province
“Jinluo CJV”	Sino Gold Guizhou Jinluo Mining Limited, a CJV company formed on January 18, 2005 by SG Jinluo and Brigade 117 under the laws of the PRC, which owns and operates the Jinluo Project
“Jinluo Project”	one of the Group’s projects located in Guizhou Province in which the Company holds a 65% interest through its wholly-owned subsidiary, SG Jinluo
“km”	kilometre(s)
“Laizhishan Dome”	a large (25x12km) geological structure associated with gold mineralisation in the Golden Triangle
“Lannigou”	Guizhou Lannigou Gold Mine Limited, a company incorporated under the laws of the PRC
“Latest Practicable Date” or “LPD”	February 23, 2007
“Lead Manager”	Morgan Stanley
“LIBOR”	the London Interbank Offered Rate, the rate charged by one bank to another for lending money
“Listing Committee”	the Listing Committee of the Stock Exchange

⁽¹⁾ In respect of the Jinfeng CJV, through SG Guizhou, the Company holds a legal 85% equity interest. The Company, in a letter dated December 11, 2001, confirmed to Lannigou that the former would transfer 3% of its equity interest to the latter subject to conditions, which the Company expects to be fulfilled or waived, and upon approval by the relevant PRC governmental authorities. The Company planned to transfer 3% of its equity interest to Lannigou subject to the condition that the Jinfeng CJV obtains the Gold Operating Permit. Since Jinfeng CJV obtained the Gold Operating Permit on December 25, 2006, the Group will now negotiate with Lannigou regarding the specific terms and conditions of the share transfer agreement. The Group considers itself to have an effective 82% equity interest in the Jinfeng CJV, and will hold a legal 82% interest upon fulfilment or waiver of the conditions and approval by the relevant PRC governmental authorities. To realise the transfer of 3% equity interest in Jinfeng CJV, the Company must take the following major steps:

- SG Guizhou should enter into the formal share transfer agreement and the amendment to the articles of association with Lannigou regarding the share transfer;
- the share transfer agreement and the amended articles of association shall be approved by the Bureau of Commerce of Guizhou Province, and the renewed Certificate of Approval shall be issued by Guizhou Provincial People’s Government; and
- the share transfer agreement and the amended articles of association shall be filed with the Guizhou Administration for Industry and Commerce within one month from the issuance date of the Certificate of Approval.

The Company expects that the approval for the share transfer and the amended articles of association will be issued in the first half of 2007. All references in this prospectus to such interest are made on this basis.

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“Listing Date”	Friday, March 16, 2007, the date on which the Shares are listed 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
“m”	metre(s)
“m ³ ”	cubic metre(s)
“mg/L”	milligrams per litre
“Minsaco”	Minsaco BIOX Pty Ltd, a company incorporated under the laws of Queensland, Australia
“Minxing”	Yiwu County Minxing Mining Science and Technology Development Limited, a company incorporated under the laws of the PRC
“mm”	millimetre(s)
“MOF”	the Ministry of Finance of the PRC
“Morgan Stanley”	Morgan Stanley Dean Witter Asia Limited, licensed by the SFC for type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance)
“NDRC”	the National Development and Reform Commission of the PRC
“Nomination and Remuneration Committee”	a sub-committee of the Board with responsibility for overseeing the remuneration and nomination of Directors, chief executive officer and the executive team
“North Mountain CJV”	Sino Minxing Mining Limited, a CJV company to be formed by SG Guoxing and Minxing under the laws of PRC pursuant to the CJV agreement between these two parties dated August 28, 2006, which is expected to own and operate the North Mountain Project
“North Mountain Project”	one of the Group’s pending projects, which is located in Xinjiang Uygur Autonomous Region of the PRC
“NSW”	the state of New South Wales, Australia
“Offer Price”	the final Hong Kong dollar price per Share (exclusive of brokerage fee of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%) at which the Shares are to be subscribed for and issued pursuant to the Global Offering, to be determined as further described in the section headed “Structure of the Global Offering — Pricing of the Global Offering” in this prospectus

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“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares together, where relevant, with any additional Shares issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option to be granted by the Company to the Global Coordinator, on behalf of the International Underwriters, exercisable by the Global Coordinator pursuant to the International Underwriting Agreement in whole or from time to time until 30 days from the last day for the lodging of Application Forms under the Hong Kong Public Offering, to require the Company to allot and issue up to an aggregate of 3,155,800 additional Shares, representing up to approximately 15% of the number of the Offer Shares initially available under the Global Offering, at the Offer Price solely to cover over-allocations in the International Placing, if any
“oz”	ounce(s)
“PBOC”	the People’s Bank of China, the central bank of the PRC
“p.a.”	per annum
“Performance Management Program”	guidelines set by the Nomination and Remuneration Committee to measure employee performance
“Price Determination Date”	the date, expected to be on or around Thursday, March 8, 2007 and in any event no later than Wednesday, March 14, 2007, on which the Offer Price is fixed for the purpose of the Global Offering
“Put Option”	an option that gives the option buyer the right but not the obligation to sell the underlying commodity at the strike price on or before the expiration date
“Regulation S”	Regulation S under the U.S. Securities Act
“Risk Management Committee”	a sub-committee of the Board with responsibility for reviewing the Company’s environment, health and safety practices and community relationships
“RMB”	Renminbi, the lawful currency of the PRC
“Sale Shares”	the 2,038,888 Shares offered for sale by the Selling Shareholders pursuant to the International Placing
“Sandi CJV”	Shandong Sino Gold Fields Zhengyuan Limited, a CJV company formed on June 6, 2005 by SG SEL and Zhengyuan under the laws of the PRC, which owns and operates the Sandi Project
“Sandi Project”	one of the Group’s projects, which is located in the Shandong Province, in which the Company holds an 80% interest through its wholly-owned subsidiary, SG SEL

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“Sanjianfang CJV”	Sino Gold Heilongjiang Gold Strike Mining Limited, a CJV company to be formed by SG HLJ and Brigade 707 under the laws of the PRC pursuant to the CJV agreement between these two parties dated July 28, 2005, which is expected to own and operate the Sanjianfang Project
“Sanjianfang Project”	one of the Group’s pending projects, which is located in Heilongjiang Province, the PRC
“SBBH Options”	the options issued or issuable in accordance with the terms in the fee letter to Standard Bank plc and HVB dated September 16, 2005 pursuant to the Cost Overrun Facility
“Seed Shareholders’ Options”	options granted to various foundation Shareholders of the Company, including Standard Bank plc and Gold Fields Australasia
“Selling Shareholders”	Jacob Klein, Hanjing Xu and International Finance Corporation
“Senior Loan Facility”	cash advances of up to a maximum amount of US\$42 million made available to the Jinfeng CJV pursuant to a senior loan agreement dated September 16, 2005 entered into between the Jinfeng CJV, SG Guizhou, the Company, Standard Bank plc, HVB and China Construction Bank Corporation
“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 and supplemented from time to time
“SG BMZ”	Sino Gold BMZ Limited, a wholly-owned subsidiary of the Company incorporated on May 22, 2003 under the laws of Cayman
“SG Copper”	Sino Mining Copper Limited, a wholly-owned subsidiary of the Company incorporated on July 16, 1997 under the laws of Cayman
“SG Golden Triangle”	Sino Gold Golden Triangle Limited, a wholly-owned subsidiary of the Company incorporated on July 31, 2006 under the laws of Cayman
“SG Greatland”	Sino Gold Greatland Limited, a wholly-owned subsidiary of the Company incorporated on October 16, 2006 under the laws of Cayman
“SG Guizhou”	Sino Mining Guizhou Pty Limited, a wholly-owned subsidiary of the Company incorporated on October 9, 2000 under the laws of NSW
“SG Guoxing”	Sino Gold Guoxing Limited, a wholly-owned subsidiary of the Company incorporated on July 25, 2006 under the laws of Cayman
“SG HLJ”	Sino Gold HLJ Limited, a wholly-owned subsidiary of the Company incorporated on August 8, 2005 under the laws of Cayman
“SG Jiaodong”	Sino Gold Jiaodong Limited, a wholly-owned subsidiary of the Company incorporated on August 21, 2006 under the laws of Cayman

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“SG Jindu”	Sino Gold Jindu Limited, a wholly-owned subsidiary of the Company incorporated on July 24, 2003 under the laws of Cayman
“SG Jinluo”	Sino Gold Jinluo Limited, a wholly-owned subsidiary of the Company incorporated on June 24, 2003 under the laws of Cayman
“SG PL”	Sino Gold Pty Limited (formerly known as Sino Mining Sichuan Pty Limited), a wholly-owned subsidiary of the Company incorporated on July 20, 2000 under the laws of NSW
“SG SEL”	Sino Gold SEL Limited, a wholly-owned subsidiary of the Company incorporated on March 19, 1998 under the laws of BVI
“SG Shandong”	Sino Gold Fields Shandong JV Ltd, a wholly-owned subsidiary of the Company incorporated on January 14, 2003 under the laws of Cayman
“SG SPD”	Sino Gold SPD Limited, a wholly-owned subsidiary of the Company incorporated on June 26, 1998 under the laws of BVI
“Shandong Bureau”	Shandong Provincial Bureau of Geo-mineral Exploration & Development, a government entity of the PRC
“Share(s)”	ordinary share(s) in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Sponsor”	the sponsor of the listing of the Shares on the Stock Exchange, being Morgan Stanley
“sq.km.”	square kilometre(s)
“sq.m.”	square metre(s)
“SRK”	Steffen Robertson and Kirsten (Australasia) Pty Ltd., an independent technical adviser of mineral resources and ore reserves
“State”	the central government of the PRC including all political subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof
“State Council”	the State Council of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Repurchases
“Tonghua”	Jilin Tonghua Institute of Geology and Minerals Exploration and Development, a legal entity registered under the laws of the PRC
“Track Record Period”	the three years ended December 31, 2004, 2005 and 2006

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“Trademark Licence Agreement”	the trademark licence agreement between the Jinfeng CJV and Biomin dated July 26, 2005
“Underwriters”	collectively, the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	collectively the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “U.S.”	the United States of America, its territories, its possession and all areas subject to its jurisdiction
“US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended and the rules and regulations promulgated thereunder
“White Mountain CJV”	Sino Gold Jilin BMZ Mining Limited, a CJV company formed on November 14, 2003 by SG BMZ and Tonghua under the laws of the PRC, which owns and operates the White Mountain Project
“White Mountain Project”	one of the Group’s projects located in Jilin Province in which the Company holds a 95% interest through its wholly-owned subsidiary, SG BMZ
“World Gold Council”	an industry association formed by the world’s leading gold mining companies
“VAT”	value added tax
“Zhaoyuan Hexi”	Zhaoyuan Hexi Yulin Limited, a company incorporated under the laws of the PRC
“Zhengyuan”	Shandong Zhengyuan Exploration Company Limited, a company incorporated under the laws of the PRC
“%”	per cent.

Unless otherwise specified, amounts not derived from “Appendix I — Accountants’ Report” of this prospectus and denominated in RMB, US\$ and A\$ have been translated for the purpose of illustration only into Hong Kong dollars in this prospectus at the following rates:

HK\$1.00 : RMB0.99

HK\$7.81 : US\$1.00

HK\$6.18 : A\$1.00

No representation is made that any amounts in RMB, A\$, HK\$ or US\$ can be or could have been converted at the relevant dates at the above rates or any other rates at all.

Certain amounts set out in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals of certain amounts may not be an arithmetic sum of such amounts.