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## DEFINITIONS

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*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 “Technical Glossary”.*

“Application Form(s)”	white and yellow application form(s) or, where the context so requires, any of them
“Articles of Association”	the articles of association of the Company, adopted on October 19, 2006 and as amended from time to time, a summary of which is contained in Appendix VIII to this prospectus
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Baosteel”	Baoshan Iron & Steel Co., Ltd. (寶山鋼鐵股份有限公司) whose A shares are listed on the Shanghai Stock Exchange
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday or a Sunday) on which banks in Hong Kong are open for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“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 who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Broker Participant or CCASS Custodian Participant or CCASS Investor Participant
“CFC” or “CFCH”	Cathay Fortune Corporation (鴻商產業控股集團有限公司), previously known as Cathay Fortune Corporation Holdings (鴻商控股有限公司), a limited liability company established in the PRC on July 7, 2003, being one of our Promoters and, except where the context may otherwise require, all of its subsidiaries excluding our Group. 10% and 90% of CFC’s equity interest are owned by Mr Xu Jun and Mr Yu Yong, respectively
“China” or “PRC”	the People’s Republic of China. Except where the context requires, references in this prospectus to the PRC or China do not include Hong Kong, the Macau Special Administrative Region or Taiwan

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“CNMIA”	China Nonferrous Metals Industry Association (中國有色金屬工業協會)
“CNMIA Report”	the report prepared by CNMIA analyzing the molybdenum industry (August 2006)
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “CMOC”	China Molybdenum Co., Ltd. (洛陽樂川鎢業集團股份有限公司), a joint stock company organized under the laws of the PRC with limited liability on August 25, 2006, which has been registered in Hong Kong as an overseas company under Part XI of the Companies Ordinance. The expressions “we”, “us”, and “our Company” may be used to refer to our Company, CMOC, our predecessor LLMG or our Group as the context may require
“Company Law”	the Company Law of the PRC (中華人民共和國公司法), as amended and adopted by the Standing Committee of the Eighth National People’s Congress on October 27, 2005 and effective on January 1, 2006, as amended, supplemented or otherwise modified from time to time
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Dachuan”	Luoyang Dachuan Molybdenum & Tungsten Technology Co., Ltd. (洛陽大川鎢鎢科技有限責任公司), organized under the laws of the PRC with limited liability on March 10, 2003 and in which we hold a 75% equity interest
“Dadongpo”	Luanchuan County Dadongpo Tungsten & Molybdenum Co., Ltd. (樂川縣大東坡鎢鎢礦業有限公司), organized under the laws of the PRC with limited liability on June 2, 2003 and in which we hold a 51% equity interest
“Director(s)”	one or all of our directors
“Domestic Shares”	ordinary shares in our capital, with a nominal value of RMB0.20 each, which are subscribed for and credited as fully paid up in Renminbi
“EU”	European Union
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Gongda Zhiyuan”	Beijing University of Technology Zhiyuan Science & Technology Development Co., Ltd. (北京工大智源科技發展有限公司)
“Group”	the Company and its subsidiaries

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“Henan Qianjin”	Henan Qianjin Dynamite Project Co., Ltd. (河南前進爆破工程有限公司), organized under the laws of the PRC with limited liability on April 25, 2005 and in which we hold a 10% equity interest
“Henan SASAC”	the State-owned Assets Supervision and Administration Commission of the People’s Government of Henan Province (河南省人民政府國有資產監督管理委員會)
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong Public Offering”	the offering of initially 108,360,000 H Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure of the Global Offering”) for cash at the Offer Price and on the terms and subject to the conditions described in this prospectus and the Application Forms
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated April 12, 2007 relating to the Hong Kong Public Offering entered into among CMOC, LMG, CFC, the Joint Global Coordinators and the Hong Kong Underwriters
“H Shares”	overseas listed foreign shares in our ordinary share capital with a nominal value of RMB0.20 each, to be subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“IFRS”	International Financial Reporting Standards
“Independent Technical Review Report” or “Minarco Report”	the report prepared by Minarco as set out in Appendix V to this prospectus
“Independent Third Party(ies)”	party(ies) which are not connected with any of the Promoters, Directors, Supervisors, chief executives, Substantial Shareholders of the Company or any of its subsidiaries or any of their respective associates
“International Offering”	the offering of an aggregate of 975,240,000 H Shares outside the United States (including such offering to professional investors in Hong Kong, other than retail investors in Hong Kong) in offshore transactions in accordance with Regulation S, and in the United States to QIBs in reliance on Rule 144A or another available exemption from registration under the Securities Act, subject to the Over-allotment Option

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“International Offer Shares”	the H Shares offered pursuant to the International Offering
“International Placing Agreement”	the underwriting agreement relating to the International Offering which is expected to be entered into among CMOC, LMG, CFC, the Joint Global Coordinators and the International Underwriters on or around April 19, 2007
“International Underwriters”	the underwriters of the International Offering
“JDC”	Jinduicheng Molybdenum Group Co., Ltd. (金堆城鉬業集團有限公司)
“Jiuyang Mining”	Luanchuan County Jiuyang Mining Co., Ltd. (欒川縣九揚礦業有限公司), organized under the laws of the PRC with limited liability on May 9, 2003 and in which we hold a 51% equity interest
“Joint Global Coordinators”, “Joint Bookrunners”, “Joint Lead Managers” or “Joint Sponsors”	Morgan Stanley and UBS
“Kunyu Mining”	Luoyang Kunyu Mining Co., Ltd. (洛陽坤宇礦業有限公司), organized under the laws of the PRC with limited liability on September 27, 2006 and in which we hold a 70% equity interest
“Latest Practicable Date”	April 6, 2007, being the latest practicable date for ascertaining certain information in this prospectus prior to its publication
“LCMCC”	Luanchuan County Metallurgical and Chemical Company, (欒川縣冶金化工公司) established on February 28, 1988 as a collectively-owned company and converted into a wholly State-owned enterprise in March 1994
“Listing”	the listing of our H Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about April 26, 2007, on which our H Shares are listed on the Main Board
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“LLMC”	Luoyang Luanchuan Molybdenum Company (洛陽欒川鉬業公司), established on August 26, 1988 as a wholly State-owned company
“LLMG”	Luoyang Luanchuan Molybdenum Group Co., Ltd. (洛陽欒川鉬業集團有限責任公司), established in the PRC on December 22, 1999 as a wholly State-owned company with limited liability as a result of the merger of two State-owned enterprises, LLMC and LCMCC

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“LMG”	Luoyang Mining Group Co., Ltd. (洛陽礦業集團有限公司), a limited liability company established in the PRC on July 3, 2006, being one of our Promoters and, except where the context may otherwise require, all of its subsidiaries excluding our Group. All of LMG’s equity interest is owned by Luoyang SASAC
“Luomu Group Refining”	Luomu Group Refining Co., Ltd. (洛陽樂川鉬業集團冶煉有限責任公司), organized under the laws of the PRC with limited liability on June 5, 2002, one of our wholly-owned subsidiaries
“Luomu Group Sales and Trading”	Luomu Group Sales and Trading Co., Ltd. (洛陽樂川鉬業集團鎢鉬銷售貿易有限責任公司), organized under the laws of the PRC with limited liability on March 27, 2001, one of our wholly-owned subsidiaries
“Luoyang Baima Group”	Luoyang Baima Group Co., Ltd. (洛陽白馬集團有限責任公司)
“Luoyang Baima Textile”	Luoyang Baima Textile Co., Ltd. (洛陽白馬紡織有限責任公司)
“Luoyang High Tech”	Luoyang High Tech Molybdenum & Tungsten Materials Co., Ltd. (洛陽高科鉬鎢材料有限公司), organized under the laws of the PRC with limited liability on January 14, 2005, one of our wholly-owned subsidiaries
“Luoyang Huamu”	Luoyang Huamu Investment Co., Ltd. (洛陽華鉬投資有限公司), organized under the laws of the PRC with limited liability on January 21, 2005
“Luoyang SASAC”	the State-owned Assets Supervision and Administration Commission of the People’s Government of Luoyang City (洛陽市人民政府國有資產監督管理委員會)
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of the Growth Enterprise Market of the Stock Exchange (excluding the options market) and which continues to be operated by the Stock Exchange in parallel with the Growth Enterprise Market of the Stock Exchange
“Mandatory Provisions”	the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款), for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas, promulgated by the former State Council Securities Committee and other PRC Government departments on August 27, 1994, as amended, supplemented or otherwise modified from time to time
“Minarco”	Minarco Asia Pacific Pty Limited, an independent technical advisor of mineral assets
“Ministry of Finance”	the Ministry of Finance of the PRC (中國財政部)
“MLR”	the Ministry of Land and Resources of the PRC (中國國土資源部)

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“MOFCOM”	the Ministry of Commerce of the PRC (中國商務部) or its predecessor, The Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外貿易經濟合作部)
“Morgan Stanley”	Morgan Stanley Dean Witter Asia Limited
“Mudu Hotel”	Luoyang Mudu International Hotel Co., Ltd. (洛陽鉅都國際飯店有限公司), organized under the laws of the PRC with limited liability on October 11, 2006, one of our wholly-owned subsidiaries
“NDRC”	the National Development and Reform Commission of the PRC (中國國家發展和改革委員會)
“NSSF”	the National Council for Social Security Fund of the PRC (中國全國社會保障基金理事會)
“Offer Price”	the final price per H Share in Hong Kong dollars (exclusive of the brokerage fee, SFC transaction levy and Stock Exchange trading fee) at which our Offer Shares are to be subscribed, to be determined in the manner further described in the section headed “Structure of the Global Offering — Pricing of the Global Offering”
“Offer Shares”	the Public Offer Shares and the International Offer Shares together, where relevant, with any additional H Shares issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option to be granted by us to the Joint Global Coordinators exercisable by them on behalf of the International Underwriters pursuant to the International Placing Agreement
“PBOC”	The People’s Bank of China (中國人民銀行), the central bank of the PRC
“PBOC Rate”	the exchange rate for foreign exchange transactions set daily by the PBOC based on the previous day’s China interbank foreign exchange market rate and with reference to current exchange rates on the world financial markets
“People’s Congress”	the legislative apparatus of the PRC, including the National People’s Congress and all the local people’s congresses (including provincial, municipal and other regional or local people’s congresses) as the context may require, or any of them (人民代表大會)
“POSCO Zhangjiagang”	Zhangjiagang POSCO Stainless Steel Co., Ltd. (張家港浦項不銹鋼有限公司), a joint venture established in February 1997 between POSCO (which was previously known as Pohang Iron & Steel Co Limited, one of the largest steel producers in the world) and Jiangsu Shagang Group (江蘇沙鋼集團), one of the largest private steel producers in China
“PRC GAAP”	the generally accepted accounting principles of the PRC

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“PRC Government” or “State”	the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them
“Price Determination Date”	on or before April 19, 2007 on which the Offer Price is determined, or such later date as we and the Joint Global Coordinators (on behalf of the Underwriters) may agree
“Promoter(s)”	the promoters of the Company, namely LMG and CFC
“Public Offer Shares”	the H Shares being offered under the Hong Kong Public Offering
“QIBs”	“qualified institutional buyers” within the meaning contained in Rule 144A
“Regulation S”	Regulation S under the Securities Act
“Reorganization”	the reorganization of the group of companies now comprising our Group, as more particularly described in the section headed “Reorganization and Corporate Structure” in this prospectus
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of the PRC
“Roskill”	Roskill Information Services Ltd., an independent provider of information on international metals and minerals markets
“Roskill Molybdenum Economics Report”	the report analyzing the global economics of molybdenum (Ninth Edition, 2006) prepared by Roskill
“Roskill Report on Molybdenum Prices”	the report dated September 6, 2006 on molybdenum prices prepared by Roskill
“Roskill Tungsten Economics Report”	the report analyzing the global economics of tungsten (Ninth Edition, 2007) prepared by Roskill
“Rule 144A”	Rule 144A under the Securities Act
“SAFE”	the PRC State Administration of Foreign Exchange (中國國家外匯管理局)
“Sandaozhuang Mine”	the Sandaozhuang Molybdenum Mine (洛陽欒川鉬業集團股份有限公司三道庄鉬礦) located in Luanchuan County, Luoyang City, Henan Province, PRC and operated by us
“Sanqiang”	Luanchuan County Sanqiang Molybdenum & Tungsten Co., Ltd. (欒川縣三強鉬鎢有限公司), organized under the laws of the PRC with limited liability on March 24, 2003 and in which we hold a 51% equity interest
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)

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“Securities Act”	the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated under it
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of Shares
“Shares”	our ordinary shares with a nominal value of RMB0.20 each, comprising both our Domestic Shares and our H Shares
“Special Dividend”	the special dividend described in the section headed “Dividend Policy” in this prospectus
“Special Regulations”	the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Companies (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), promulgated by the State Council on August 4, 1994, as amended, supplemented or otherwise modified from time to time
“State Administration of Taxation”	the PRC State Administration of Taxation (中國國家稅務總局)
“State Council”	the State Council of the PRC (中國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it in section 2 of the Companies Ordinance
“Substantial Shareholder”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	one (or all) of our supervisors
“Taibaoshan”	Luoyang Luanchuan Taibaoshan Mining Co., Ltd. (洛陽樂川鋁業集團太寶山礦業有限責任公司), established in the PRC on May 31, 2002 as a limited liability company as a result of the merger of LLMC Mucheng Enterprise Co. (洛陽樂川鋁業公司鉬城企業公司) and Luanchuan Molybdenum Group Company Limited No. 1 Ore Processing Branch (洛陽樂川鋁業集團有限責任公司選礦一公司)
“TISCO”	Taiyuan Iron & Steel (Group) Company Ltd. (太原鋼鐵(集團)有限公司), one of the largest stainless steel producers in China
“Track Record Period”	means the years ended December 31, 2004, 2005 and 2006
“UBS”	UBS AG acting through its business group, UBS Investment Bank
“UK”	the United Kingdom
“Underwriters”	the Hong Kong Underwriters and the International Underwriters



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“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Placing Agreement
“United States” or “U.S.”	the United States of America
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“WISCO”	Wuhan Iron and Steel (Group) Corp. (武漢鋼鐵(集團)公司)
“WTO”	World Trade Organization
“Xiamen Tungsten”	Xiamen Tungsten Co., Ltd. (廈門鎢業股份有限公司), whose A shares are listed on the Shanghai Stock Exchange
“Yiyuan”	Shanghai Yiyuan Tungsten & Molybdenum Co., Ltd. (上海伊源鎢鉬有限公司), organized under the laws of the PRC with limited liability on February 3, 1999 and in which we held a 70% equity interest. It was dissolved on March 12, 2007
“Yuhua”	Shanghai Yuhua Molybdenum Co., Ltd. (上海宇華鉬業有限公司), organized under the laws of the PRC with limited liability on October 27, 2005 and in which we hold a 33% equity interest
“Yulu”	Luoyang Yulu Mining Co., Ltd. (洛陽豫鷺礦業有限責任公司), organized under the laws of the PRC with limited liability on April 24, 2002 and in which we hold a 40% equity interest

*For the purpose of illustration only and unless otherwise specified in this prospectus, amounts denominated in Renminbi have been translated into Hong Kong dollars at the exchange rate of RMB1.00 = HK\$1.01. No representation is made that any Renminbi amounts could have been, or could be, converted at this rate or at any other rate.*

*Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.*

*If there is any inconsistency between the Chinese names of the PRC entities mentioned in this prospectus and their English translations, the Chinese names shall prevail.*