
DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:

“Acquisition”	the proposed acquisition by the Company of the Sale Share and the Sale Loans pursuant to the Acquisition Agreement
“Acquisition Agreement”	the sale and purchase agreement dated 27 August 2013 entered into between the Company, the Seller and Jinchuan HK in relation to the Acquisition
“Announcement”	the announcement issued by the Board on 27 August 2013 in relation to the Acquisition
“ASFDs”	agitated spin flash driers
“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“BOCI”	BOCI Asia Limited, a corporation licensed to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO and the Sole Global Arranger and a Joint Financial Adviser to the Company in respect of the Acquisition
“BVI”	the British Virgin Islands
“CCS”	Chambishi Copper Smelter Limited, a company incorporated in Zambia and a subsidiary of China Nonferrous Mining Corporation Limited
“CDI”	Cobalt Development Institute
“Chibuluma plc”	Chibuluma Mines plc, a company incorporated in Zambia and a subsidiary of Metorex
“Chibuluma Central”	the exploration area between the Chibuluma South Mine, Chibuluma West Mine and Chibuluma East Mine
“Chibuluma East Mine”	the Chibuluma East Mine, which is located at the east side of the licenced area under 7064-HQ-LML licence and adjacent to the town of Kalulushi
“Chibuluma South Mine”	an underground copper mine owned by Chibuluma plc situated in Zambia near the town of Kalulushi

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“Chibuluma West Mine”	the Chibuluma West Mine which is located within the licenced area under 7064-HQ-LML licence, to the west of the Chibuluma East Mine and adjacent to the town of Kalulushi
“CML”	Consolidated Murchison Limited, the former name of Metorex
“Cobalt Metals”	Cobalt Metals Company Limited
“Company” or “Buyer”	Jinchuan Group International Resources Co. Ltd, a company incorporated in the Cayman Islands, the Shares of which are listed on the main board of the Stock Exchange
“Competent Evaluator”	has the meaning ascribed to it under Chapter 18 of the Listing Rules
“Competent Person”	has the meaning ascribed to it under Chapter 18 of the Listing Rules
“Competent Person’s Report”	has the meaning ascribed to it under Chapter 18 of the Listing Rules, the competent person’s report dated 30 August 2013, prepared by SRK
“Completion”	the completion of the sale and purchase of the Sale Share and the Sale Loans pursuant to the Acquisition Agreement
“Completion Date”	the date on which Completion takes place in accordance with the Acquisition Agreement;
“connected person”	has the meaning ascribed to it under the Listing Rules
“Consideration Shares”	the 1,595,880,000 new Shares to be issued and allotted to the Seller and/or its nominee(s) to satisfy part of the Purchase Price
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Conversion Price”	HK\$1.00 per Conversion Share, being the initial conversion price of the PSCS (subject to adjustment in accordance with the terms of the PSCS)
“Conversion Shares”	the new Share(s) to be issued by the Company upon conversion of the PSCS from time to time
“Copper Resources”	Copper Resources Corporation, a company incorporated in the BVI and a subsidiary of Metorex

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“CSI”	Corporate Social Investment
“Director(s)”	the director(s) of the Company
“DRC”	the Democratic Republic of Congo
“DRC Minister of Mines”	the minister in charge of mines and quarries of the DRC
“EBITDA”	earnings before interest, tax, depreciation and amortisation
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, passing the relevant resolutions to approve the Acquisition Agreement and the transaction contemplated by the Acquisition Agreement as well as the increase in authorised share capital and the granting of the Specific Mandate
“Enlarged Group”	the Group immediately after Completion, being the Group combined with the Target Group
“Exploration Projects”	the two advanced stage exploration projects owned by the Metorex Group located in the DRC namely, (i) Lubembe Project; and (ii) Musonoi Est Project
“GDP”	gross domestic product
“Gécamines”	La Générale des Carrières et des Mines, a state-owned mining company in the DRC
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“ICSG”	International Copper Study Group
“IFRS”	the International Financial Reporting Standards
“Independent Board Committee”	a committee of the Board comprising all the independent non-executive Directors, namely Mr. Gao Dezhu, Mr. Wu Chi Keung, and Mr. Yen Yuen Ho, Tony

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“Independent Financial Adviser” or “Investec”	Investec Capital Asia Limited, a corporation licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO and the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the Acquisition
“Independent Shareholders”	the shareholders of the Company, other than Jinchuan Group and its associates
“Jinchuan Group”	金川集團股份有限公司 (Jinchuan Group Co., Ltd*), a state-owned enterprise established in the PRC and the controlling shareholder of the Company
“Jinchuan HK”	Jinchuan Group (Hongkong) Resources Holdings Limited (金川集團(香港)資源控股有限公司), an investment holding company incorporated in Hong Kong and a wholly-owned subsidiary of Jinchuan Group
“JORC Code”	the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves
“Kinsenda Project” or “Development Project”	a brownfields copper project owned by Kinsenda Sarl and situated in the Katanga Province, the DRC
“Kinsenda Sarl”	Kinsenda Copper Company Sarl, a company incorporated in the DRC and a subsidiary of Metorex
“Lanzhou Jinchuan”	Lanzhou Jinchuan Advanced Materials Technology Co., Ltd (蘭州金川新材料科技股份有限公司), a company incorporated in the PRC, approximately 99% interest of which is indirectly held by Jinchuan Group
“Last Trading Date”	27 August 2013, being the last trading day for the Shares immediately preceding the issue of the Announcement
“Latest Practicable Date”	27 August 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

* For identification purpose only