
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

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“Listing Rules Valuation”	a valuation on Metorex’s mineral assets as at 30 June 2013 conducted by SRK in compliance with Chapter 18 of the Listing Rules
“LME”	the London Metal Exchange
“Lubembe Project”	a greenfields copper project owned by Kinsenda Sarl and situated in the Katanga Province, DRC
“Market Valuation”	an independent market valuation on Metorex Group’s mineral assets as at 30 June 2013 undertaken by SRK in compliance with the SAMVAL Code
“MCK”	Mining Company Katanga S.P.R.L.
“MCK Mining Contract”	the mining contract entered into by Ruashi Mining and MCK on 7 September 2011
“Merrill Lynch”	Merrill Lynch (Asia Pacific) Limited, a corporation licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO and a Joint Financial Adviser to the Company in respect of the Acquisition
“Metorex”	Metorex (Proprietary) Limited (formerly named Metorex Limited), a company incorporated in South Africa and an indirect wholly-owned subsidiary of the Target Company
“Metorex Group”	Metorex and its subsidiaries (including Chibuluma plc, Kinsenda Sarl and Ruashi Mining), which comprise (amongst other investment holding companies) the operating companies within the Target Group
“MRI”	MRI Trading AG
“Musonoi Est Project”	a greenfields copper and cobalt project owned by Ruashi Mining and situated in the Katanga Province, DRC
“Newshelf”	Newshelf 1124 (Proprietary) Limited, a company incorporated in South Africa and a direct wholly owned subsidiary of the Target Company
“Old Metorex”	Metorex (Proprietary) Limited, a company incorporated in South Africa but a separate company from Metorex

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“Operating Mines”	Ruashi Mine and Chibuluma South Mine
“Parity Securities”	in respect of the Company, any security issued or guaranteed by the Company which ranks or is expressed to rank <i>pari passu</i> with the PSCS
“Placing(s)”	one or more potential share placement(s) to be conducted by the Company, where new Shares to be issued will be covered under the Specific Mandate
“PRC”	the People’s Republic of China
“PSCS”	the perpetual subordinated convertible securities to be issued by the Company to satisfy part of the Purchase Price
“PSCS Holder(s)”	in relation to the PSCS, means the person(s) in whose names the PSCS are registered
“Purchase Price”	an amount of US\$1,290.0 million (equivalent to approximately HK\$10,062.0 million), being the consideration payable by the Company to the Seller for the sale and purchase of the Sale Share and the Sale Loans pursuant to the terms of the Acquisition Agreement
“Ruashi Holdings”	Ruashi Holdings (Proprietary) Limited, a company incorporated in South Africa and a subsidiary of Metorex
“Ruashi JVA”	the Contract for the Creation of Ruashi Mining entered into between Cobalt Metals and Gécamines in June 2000
“Ruashi Mine”	an opencast oxide copper and cobalt mine owned by Ruashi Mining and situated in the DRC on the outskirts of Lubumbashi, the capital of Katanga province
“Ruashi Mining”	Ruashi Mining Sprl, a company duly incorporated in the DRC and a subsidiary of Ruashi Holdings
“Sale Loans”	all shareholder’s loans outstanding and owing at the Completion Date by the Target Company to the Seller, such loans being interest free loans, which amounted to approximately US\$925.8 million (equivalent to approximately HK\$7,221.0 million) as at 30 June 2013
“Sale Share”	one ordinary share in the share capital of the Target Company, representing the entire issued share capital of the Target Company

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“SAMREC Code”	South African Code for the Reporting of Exploration Results, Mineral Resources and Mineral Reserves (2007 edition) as amended from time to time
“SAMVAL Code”	the South African Code for the Reporting of Mineral Asset Valuation (2008 edition) as amended from time to time
“Seller”	Jintai Mining Investment Limited 金泰礦業投資有限公司, a company incorporated in Hong Kong and a direct wholly-owned subsidiary of Jinchuan HK
“Senior Creditors”	with respect to the Company, all creditors (including subordinated creditors) of the Company other than the PSCS Holder(s), the holder(s) of any Parity Securities and the holder(s) of any class of shares of the Company
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“SHEC”	Safety, Health, Environment and Communities
“SNEL”	Société Nationale d’Electricité, being the national electricity company of the DRC
“Sodimico”	Société de Développement Industriel et Minere du Congo, a state-owned enterprise in the DRC
“Somika”	Somika S.P.R.L.
“South Africa”	the Republic of South Africa
“Specific Mandate”	a specific mandate for the Directors to issue up to 4,000,000,000 new Shares and further details of which are set out under the subsection headed “Letter from the Board – Specific Mandate to Issue New Shares” in this circular
“SRK” or “Competent Person”	SRK Consulting (South Africa) Pty Ltd
“Standard Bank”	the Standard Bank of South Africa Limited

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Target Company”	Jin Rui Mining Investment Limited (金瑞礦業投資有限公司), a company incorporated in the Republic of Mauritius and an indirect wholly-owned subsidiary of Jinchuan HK
“Target Group”	the Target Company, Newshelf and the Metorex Group
“trading day”	a day on which the Shares are traded on the Stock Exchange
“Transactions”	the transactions contemplated under the Acquisition Agreement
“US”	the United States
“US\$”	United States dollars, the lawful currency of the US
“USGS”	U.S. Geological Survey
“Valuation Report”	has the meaning ascribed to it under the Chapter 18 of the Listing Rules, the valuation report dated 30 August 2013 prepared by SRK
“Zambia”	the Republic of Zambia
“Zambia Ministry of Mines”	the ministry of mines, energy and water development of Zambia
“ZAR”	South African Rand, the lawful currency of South Africa
“ZCCM”	ZCCM Investment Holdings plc (formerly named Zambia Consolidated Copper Mines Limited), a Zambian state-owned mining company
“%”	percentage