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## IMPORTANT

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*If you are in any doubt about any of the contents of this prospectus, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional advisor.*

# China Silver Group Limited 中國白銀集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

## GLOBAL OFFERING

<b>Number of Offer Shares under the Global Offering</b>	:	<b>158,840,000 Shares (subject to the Over-allotment Option)</b>
<b>Number of Hong Kong Public Offer Shares</b>	:	<b>15,884,000 Shares (subject to adjustment)</b>
<b>Number of International Offer Shares</b>	:	<b>142,956,000 Shares, comprising 116,476,000 new Shares to be offered for subscription by our Company and 26,480,000 Sale Shares to be offered for sale by the Selling Shareholder (subject to adjustment and the Over-allotment Option)</b>
<b>Maximum Offer Price</b>	:	<b>HK\$1.68 per Offer Share (payable in full on application, plus a brokerage of 1.0%, an SFC transaction levy of 0.003% and a Stock Exchange trading fee of 0.005% and subject to refund) and expected to be not less than HK\$1.18 per Offer Share</b>
<b>Nominal value</b>	:	<b>HK\$0.01 per Share</b>
<b>Stock code</b>	:	<b>815</b>

*Sole Sponsor and Sole Global Coordinator*



*Joint Bookrunners and Joint Lead Managers*



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the paragraph headed "Documents Delivered to the Registrar of Companies in Hong Kong" in Appendix VII to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any other documents referred to above.

The Offer Price is expected to be fixed by agreement between the Sole Global Coordinator (on behalf of the Underwriters) and us (for ourselves and on behalf of the Selling Shareholder) on the Price Determination Date. The Price Determination Date is expected to be on or around Wednesday, December 19, 2012 and, in any event, not later than Monday, December 24, 2012. The Offer Price will not be more than HK\$1.68 and is currently expected to be not less than HK\$1.18. Investors applying for Hong Kong Offer Shares must pay, on application, the maximum Offer Price of HK\$1.68 for each Share together with a brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%.

The Sole Global Coordinator (on behalf of the Underwriters) may, with the consent of our Company (for ourselves and on behalf of the Selling Shareholder), reduce the number of Offer Shares and/or the indicative offer price range below that stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such case, notices of the reduction in the number of Offer Shares and/or the indicative offer price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. Such notice will also be available at the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at [www.chinasilver.hk](http://www.chinasilver.hk).

If, for any reason, the Offer Price is not agreed between the Sole Global Coordinator (on behalf of the Underwriters) and us (for ourselves and on behalf of the Selling Shareholder) by Monday, December 24, 2012, the Global Offering will not become unconditional and will lapse immediately.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of U.S. persons, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Offer Shares are being offered and sold outside the United States in reliance on Regulation S under the U.S. Securities Act and the applicable laws of each jurisdiction where those offers and sales occur.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus, including the risk factors set out in the section headed "Risk Factors" in this prospectus.

December 14, 2012