

## DEFINITIONS

*In this prospectus, unless the context otherwise requires, the following expressions have the following meanings:*

“Activos Mineros”	Activos Mineros S.A.C., a state-owned mining company incorporated under the laws of Peru which is an Independent Third Party and executed the Mining Concessions Transference Agreement of the Toromocho Mining Project with the Company
“Aker Solutions”	Aker Solutions Peru S.A., a subsidiary of Jacobs Engineering Group and an Independent Third Party
“Application Form(s)”	<b>WHITE</b> application form(s), <b>YELLOW</b> application form(s) and <b>GREEN</b> application form(s), or where the context so requires, any of them, relating to the Hong Kong Public Offer
“Argentum”	Compañía Minera Argentum S.A., a company incorporated under the laws of Peru and an Independent Third Party to which Chinalco Peru assigned certain mining concessions
“Articles of Association” or “Articles”	the articles of association of our Company, conditionally adopted on May 8, 2012 and to take effect upon Listing and as amended from time to time, a summary of which is set out in Appendix V to this prospectus
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“AUD”	Australian dollars, the lawful currency of Australia
“Austria Duvaz”	Sociedad Minera Austria Duvaz S.A.C., a company incorporated under the laws of Peru and an Independent Third Party which executed a framework agreement with the Company relating to certain mining concessions located near the Toromocho Project and to which Chinalco Peru assigned certain mining concessions
“Behre Dolbear”	Behre Dolbear Asia, Inc., a wholly-owned subsidiary of Behre Dolbear & Company, Inc., part of Behre Dolbear Group Inc., our independent technical consultant
“BNP Paribas”	BNP Paribas Capital (Asia Pacific) Limited
“Board” or “Board of Directors”	the board of directors of our Company
“Business Day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong

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“CAD”	Canadian dollars, the lawful currency of Canada
“Cal del Centro”	Cal del Centro S.A.C., a company incorporated in Peru and a subsidiary of our Company
“Callao Concession Agreement”	the concession agreement relating to a specialized dock for mineral concentrates located in the north of the Callao port, near to Lima, Peru, entered into by and between Transportadora Callao and the Government of Peru, dated January 28, 2011
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing 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 Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CCBA”	China Construction Bank (Asia) Corporation Limited
“CCBI”	CCB International Capital Limited
“Centenario”	Minera Centenario S.A.C., a company incorporated under the laws of Peru and a subsidiary of our Company
“Centromin”	Empresa Minera del Centro del Perú S.A., a state-owned mining company incorporated under the laws of Peru which executed the Toromocho Project Option Agreement with Chinalco Peru and assigned its rights and obligations under such agreement to Activos Mineros
“Chalco”	Aluminum Corporation of China Limited (中國鋁業股份有限公司), a subsidiary of Chinalco and listed on the Stock Exchange, New York Stock Exchange and Shanghai Stock Exchange
“China” or “PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

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“China Great Wall”	China Great Wall Aluminum Construction Corporation, a company incorporated under the laws of the PRC and an indirectly wholly-owned subsidiary of Chinalco
“Chinalco”	Aluminum Corporation of China (中國鋁業公司), a state-owned enterprise incorporated under the laws of the PRC and our indirect controlling shareholder
“Chinalco Canada”	Chinalco Canada B.C. Holdings Ltd., a company incorporated under the laws of the Province of British Columbia and a wholly-owned subsidiary of Chinalco
“Chinalco Group”	Chinalco and its subsidiaries, excluding the Group
“Chinalco Peru”	Minera Chinalco Perú S.A. (formerly known as Minera Peru Copper S.A. prior to July 25, 2008 and as Minera Peru Copper Syndicate S.A. prior to May 17, 2005), a company incorporated under the laws of Peru and a subsidiary of our Company
“Chinalco Resources”	Chinalco Mineral Resources Co., Ltd. (中鋁礦產資源有限公司), a company incorporated under the laws of PRC and a wholly-owned subsidiary of Chinalco
“CICC”	China International Capital Corporation Hong Kong Securities Limited
“COH”	Aluminum Corporation of China Overseas Holdings Limited (中鋁海外控股有限公司), a company incorporated in Hong Kong, and our direct controlling shareholder
“Companies Law”	the Companies Law (2012 Revision) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time
“Company” and “our Company”	Chinalco Mining Corporation International (中鋁礦業國際) (formerly known as Peru Copper Syndicate, Ltd), an exempted company incorporated in the Cayman Islands with limited liability on April 24, 2003 under the Companies Law
“Competent Person’s Report”	A technical report prepared by Behre Dolbear dated November 2012
“Connected Person”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and, in the context of this prospectus, refers to COH and Chinalco
“CRU”	CRU Strategies, the management consulting division of the CRU Group, providing independent and proprietary advice to the world’s leading metals,

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	mining and fertilizer companies, suppliers to the industry, governments, and financial institutions
“CSRC”	the China Securities Regulatory Commission of the PRC
“Debt Reorganization Agreement”	the debt reorganization agreement dated September 30, 2011 between the Company, COH and Chinalco Peru in relation to the Reorganization
“DGAAM”	General Bureau of Environmental Matters in Mining Activities under the MEM
“Director(s)”	the director(s) of our Company
“Environmental Impact Assessment” or “EIA”	means the Environmental Impact Assessment relating to the Toromocho Project approved by the Mining Council of MEM on December 14, 2010
“Eximbank”	the Export-Import Bank of China, a bank solely owned by the PRC government
“Global Offering”	the Hong Kong Public Offer and the International Placing
“Green Application Form(s)”	the application form(s) to be completed by the <b>White Form eIPO</b> Service Provider, Computershare Hong Kong Investor Services Limited
“Group,” “our Group,” “we,” “our,” and “us”	our Company and any or all of its subsidiaries together or individually or, where the context so requires in respect of the period before our Company became the holding company of our present subsidiaries, the present subsidiaries of our Company and the businesses carried on by such subsidiaries
“HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“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 Offer Shares”	the 176,492,000 Shares being initially offered by our Company for subscription under the Hong Kong Public Offer at the Offer Price (subject to adjustment as described in the section headed “Structure of the Global Offering” to this prospectus)
“Hong Kong Public Offer”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong for cash at the Offer Price, on and subject to the terms and conditions described in this prospectus and in the Application Forms relating thereto

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“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offer listed in “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated January 17, 2013 relating to the Hong Kong Public Offer entered into among us, COH and the Hong Kong Underwriters, among others
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited
“IFRS”	International Financial Reporting Standards issued by the International Accounting Standards Board
“Independent Third Party”	entity or person who as far as the Directors are aware after having made all reasonable enquiries is not a Connected Person of the Company
“INGEMMET”	the Geological, Metallurgical and Mining Institute of Peru
“International Placing”	the conditional placing of the International Placing Shares (a) in the United States to qualified institutional buyers in reliance on Rule 144A under the U.S. Securities Act or another exemption from the registration requirement under the U.S. Securities Act, and (b) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act, including to professional investors in Hong Kong, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Placing Shares”	the 1,588,421,000 Shares being initially offered for subscription under the International Placing together, where relevant, with any additional Shares that may be issued pursuant to any exercise of the Over-allotment Option, subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the group of underwriters which is expected to enter into the International Underwriting Agreement to underwrite the International Placing
“International Underwriting Agreement”	the underwriting agreement relating to the International Placing and expected to be entered into among us and the International Underwriters on or around January 24, 2013
“Joint Bookrunners” or “Joint Lead Managers”	Morgan Stanley, BNP Paribas, CICC, Standard Chartered, HSBC and CCBI
“Joint Global Coordinators”	Morgan Stanley and BNP Paribas

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“Joint Sponsors”	Morgan Stanley, BNP Paribas, CICC and Standard Chartered
“Juanita”	Sociedad Minera de Responsabilidad Limitada Juanita de Huancayo, a company incorporated in Peru and 50% of which is currently owned by us
“Latest Practicable Date”	January 11, 2013, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Date”	the date, expected to be on or about January 31, 2013, on which our Shares are first listed and from which dealings therein are permitted to take place 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)
“MEM”	the Ministry of Energy and Mines of Peru
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company, conditionally adopted on May 8, 2012 and to become effective upon the Listing Date, as amended from time to time
“MOFCOM”	the Ministry of Commerce of the PRC
“Morgan Stanley”	Morgan Stanley Asia Limited
“MTC”	the Ministry of Transportation and Communications of Peru
“Offer Price”	the final price per Share in Hong Kong dollars (exclusive of brokerage, SFC transaction levy and the Stock Exchange trading fee) at which the Offer Shares are to be subscribed for and issued, or purchased and sold pursuant to the Global Offering, to be determined as further described in the section headed “Structure of the Global Offering — Pricing and Allocation — Determination of the Offer Price” in this prospectus
“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 our Company to the International Underwriters exercisable by the Joint Global Coordinators on behalf of the International Underwriters, pursuant to which our Company may be required to allot and

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issue up to 264,736,000 additional new Shares, representing approximately 15% of the Shares initially available under the Global Offering at the Offer Price, to, among other things, cover over-allocations in the International Placing (if any) as further described in the section titled “Structure of the Global Offering” in this prospectus

“Pembroke Mining”	Pembroke Mining Corp., a company incorporated under the laws of Canada and an Independent Third Party
“Peru”	the Republic of Peru ( <i>República del Perú</i> )
“Pesares”	Sociedad Minera Pesares S.A., a company incorporated in Peru and a subsidiary of our Company
“Phongsaiy Mining”	Yunnan Copper Industry (Group) Phongsaiy Mining Sloe Co, a company incorporated under the laws of Laos and a subsidiary of Yunnan Copper Group
“Pomacocha Power”	Pomacocha Power S.A.C., a company incorporated in Peru and 10% equity interest is owned by our Company
“Price Determination Date”	the date, expected to be on or around January 24, 2013 but no later than January 29, 2013, on which the Offer Price is fixed for the purposes of the Global Offering
“Proinversion”	the Peruvian Governmental Committee for Private Investment ( <i>Comité de la Agencia de Promoción de la Inversión Privada</i> )
“Proinversion Stability Agreement”	the tax stability agreement entered into between the Company and Proinversion on November 22, 2011
“QIBs”	“qualified institutional buyers” as such term is defined in Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the reorganization of the Group, the particulars of which are described in “History, Reorganization and Group Structure” in this prospectus
“RMB”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC

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“SAIC”	the State Administration for Industry and Commerce of the PRC
“SASAC”	State-owned Assets Supervision and Administration Commission of the PRC
“SAT”	the State Administration of Taxation of the PRC
“SCB”	Standard Chartered Bank (Hong Kong) Limited
“SERNANP”	State Protected Natural Areas Agency ( <i>Servicio Nacional de Areas Naturales Protegidas por el Estado</i> )
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)” or “ordinary Share(s)”	ordinary share(s) with nominal value of US\$0.04 each in the share capital of our Company
“Shareholder(s)”	holder(s) of Share(s)
“Stability Agreement”	the Agreement of Guarantees and Measures to Promote Investment ( <i>Contrato de Garantías y Medidas de Promoción a la Inversión</i> ) entered into on March 9, 2009 between Chinalco Peru and MEM, as amended in July 2011
“Stabilizing Manager”	Morgan Stanley
“Standard Chartered”	Standard Chartered Securities (Hong Kong) Limited
“Stock Borrowing Agreement”	the stock borrowing agreement which may be entered into between Morgan Stanley and COH
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“S/.” or “New Peruvian Soles”	nuevos soles, the lawful currency of Peru
“Tax Unit”	a reference value set annually by Peruvian tax authorities to determine taxable basis, deductions, sanctions and other tax aspects, and the tax unit for 2012 is S/.3,650 (approximately US\$1,310)
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Repurchases
“Toromocho Project”	a porphyry copper, potentially open pit mine, mineral deposit situated in the Morococha district in central Peru
“Toromocho Project Option Agreement”	the transfer option agreement relating to the Toromocho Project entered into by and between Chinalco Peru and Centromin, dated June 11, 2003



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“Toromocho Project Transfer Agreement”	the mining concessions transfer agreement relating to the Toromocho Project entered into by and between Chinalco Peru and Activos Mineros, dated May 2, 2008
“Track Record Period”	the financial period comprising the three years ended December 31, 2011 and the nine months ended September 30, 2012
“Transportadora Callao”	Transportadora Callao S.A., a company incorporated under the laws of Peru in which Chinalco Peru owns a 7% equity interest
“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 “US” or “U.S.”	the United States of America
“US dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Exchange Act”	the United States Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“Uudomxay Mining”	Yunnan Copper Industry (Group) Uudomxay Mining Sloe Co., Ltd., a company incorporated under the laws of Laos and a subsidiary of Yunnan Copper Group
“VAT”	value-added tax
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Yunnan Copper Australia”	Chinalco Yunnan Copper Resources Limited (formerly China Yunnan Copper Australia Limited), a company incorporated in Australia on August 24, 1995, the shares of which are listed on the Australian Securities Exchange and owned indirectly by Yunnan Copper Group as to approximately 21.2%
“Yunnan Copper Group”	Yunnan Copper Industry (Group) Co. Ltd (雲南銅業(集團)有限公司), a company incorporated in the PRC in April 1996, and a directly owned subsidiary of Chinalco

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“Yunnan SASAC”

Yunnan State-owned Assets Supervision and Administration Commission

*The English names of the PRC nationals, enterprises, entities, departments, facilities, certificates, titles and the like are translations of their Chinese names and are included for identification purpose only. In the event of any inconsistency between the Chinese names and their English translations, the Chinese names shall prevail.*

*The terms “associate,” “connected person,” “controlling shareholder,” “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules. Unless expressly stated or the context requires otherwise, all references to any shareholdings in our Company assume no exercise of the Over-allotment Option.*

*Unless otherwise stated in this prospectus, Hong Kong dollar amounts have been translated into US dollars at an exchange rate of HK\$7.80 to US\$1.00 for illustration purpose only.*