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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 obtain independent professional advice.



# HENGSHI MINING INVESTMENTS LIMITED

## 恒實礦業投資有限公司

(Incorporated in the Cayman Islands with limited liability)

### GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	375,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	37,500,000 Shares (subject to reallocation)
Number of International Offer Shares	:	337,500,000 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price	:	HK\$3.40 per Share plus brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	:	HK\$0.0001 per Share
Stock code	:	1370

*Joint Global Coordinators*

*Joint Sponsors*

CREDIT SUISSE 

**BofA Merrill Lynch**

**BofA Merrill Lynch**

CREDIT SUISSE 

*Joint Bookrunners and Joint Lead Managers*

**CREDIT SUISSE** 

**BofA Merrill Lynch**

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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 "Appendix VII – Documents Delivered to the Registrar of Companies and Available for Inspection," 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 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 determined by agreement between our Company and the Joint Global Coordinators (on behalf of the Underwriters) on the Price Determination Date or such later date as may be agreed by our Company and the Joint Global Coordinators (on behalf of the Underwriters) but in any event no later than November 27, 2013. The Offer Price will be not more than HK\$3.40 per Offer Share and is expected to be not less than HK\$3.10 per Offer Share, unless otherwise announced.

The Offer Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended ("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, except that Offer Shares may be offered, sold or delivered (i) in the United States to QIBs in reliance on an exemption from registration under the U.S. Securities Act provided by, and in accordance with the restrictions of, Rule 144A or another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act or (ii) outside the United States in offshore transactions in reliance on Regulation S.

Credit Suisse and Merrill Lynch Far East (for themselves and on behalf of the other Underwriters) may, with consent of the Company, reduce the indicative Offer Price range stated in this prospectus and/or the number of Offer Shares being offered at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, a notice of the reduction of 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.hengshimining.com](http://www.hengshimining.com). Further details are set out in "Structure of the Global Offering" and "How to Apply for the Hong Kong Offer Shares" in this Prospectus.

If, for any reason, the Offer Price is not agreed between the Credit Suisse and Merrill Lynch Far East (for themselves and on behalf of the other Underwriters) and the Company on or before Wednesday, November 27, 2013, the Global Offering will not become unconditional and will lapse immediately.

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 "Risk Factors." The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Global Coordinators (for themselves and on behalf of the Hong Kong Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. Such grounds are set out in "Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Grounds for Termination."

November 18, 2013