

---

## INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

---

<b>Issuer</b>	Hengshi Mining Investments Limited
<b>The Offering</b>	Global Offering of initially 375,000,000 Shares (excluding the Shares to be offered pursuant to the exercise of the Over-allotment Option) comprising (i) the Hong Kong Public Offering of initially 37,500,000 Shares (subject to reallocation) and (ii) the International Offering of initially 337,500,000 Shares (subject to reallocation and excluding the Shares to be offered pursuant to the exercise of the Over-allotment Option)
<b>Over-allotment Option</b>	Up to 56,250,000 additional Shares to be issued by our Company
<b>Offer price range</b>	HK\$3.10 to HK\$3.40
<b>Shares outstanding immediately following the completion of the Global Offering</b>	1,500,000,000 Shares (assuming the Over-allotment Option is not exercised)  1,556,250,000 Shares (assuming the Over-allotment Option is exercised in full)
<b>Share borrowing arrangements in connection with settlement</b>	The Stabilizing Manager (or any person acting for it) may borrow from Hengshi Investments up to 56,250,000 Shares
<b>Lock-up undertakings by our Company and the Controlling Shareholders</b>	See “Underwriting”
<b>Dividend policy</b>	<p>The Company may, through a general meeting, declare final dividend in any currency but no dividend shall be declared in excess of the amount recommended by the Board, subject to the requirements of the Articles of Association and the Cayman Companies Law</p> <p>The Board may declare interim and special dividend after taking into account the Company’s operations, earnings, financial position, cash requirements and other factors as it may deem relevant at such time, subject to the requirements of the Articles of Association and the Cayman Companies Law. See “Financial Information – Dividend Policy”</p>

---

## INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

---

<b>Voting rights</b>	Each Share entitles its holder to one vote at meetings of Shareholders. See “Appendix V – Summary of the Constitution of our Company and Summary of Cayman Islands Company Law”
<b>Stamp duty</b>	Dealings in the Shares registered in our Company’s Hong Kong register of members will be subject to Hong Kong stamp duty. The current ad valorem rate of Hong Kong stamp duty is 0.1% on the higher of the consideration for or the market value of the Shares and it is charged on the purchaser on every purchase and on the seller on every sale of the Shares. In other words, a total stamp duty of 0.2% is currently payable on a typical sale and purchase transaction involving the Shares
<b>Application for listing on the Stock Exchange</b>	Our Company has applied to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering. No part of the share or loan capital of our Company is listed on or dealt in on any other stock exchange nor is there at present any proposal to do so
<b>Restrictions on offers and offers for sale</b>	<p>No action has been taken to permit a public offering of the Offer Shares or the general distribution of this Prospectus and/or the Application Forms in any jurisdiction other than Hong Kong. The distribution of this Prospectus and the offering of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions and pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom</p> <p>Each person acquiring the Hong Kong Offer Shares under the Hong Kong Public Offering will be required, or be deemed by his acquisition of Offer Shares, to confirm that he is aware of the restrictions on offers of the Offer Shares described in this Prospectus</p>

---

## INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

---

### **Shares will be eligible for admission into CCASS**

Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or on any other date HKSCC chooses. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Investors should seek the advice of their stockbroker or other professional adviser for details of the settlement arrangements as such arrangements may affect their rights and interests. All necessary arrangements have been made enabling the Shares to be admitted into CCASS

### **Procedure for application for Hong Kong Offer Shares**

The procedures for applying for Hong Kong Offer Shares are set forth under the section headed “How to Apply for Hong Kong Offer Shares” in this Prospectus and on the relevant Application Forms

### **Structure of the Global Offering**

Details of the structure of the Global Offering, including its conditions, are set forth in the section headed “Structure of the Global Offering” in this Prospectus

### **Commencement of dealings in the Shares**

Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on November 28, 2013, it is expected that dealings in our Shares on the Stock Exchange will commence on November 28, 2013. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares will be 1370

### **Consequences of holding an interest in Shares**

Holders and beneficial owners of our Shares should be aware that they may be subject to certain legal requirements under Hong Kong law and the Listing Rules, including, for example, reporting obligations upon reaching certain specified ownership thresholds. You should consult your own legal adviser as to the Hong Kong legal consequences of investing in the Shares

---

## INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

---

### **Rounding**

Any discrepancies in any table or chart between the total shown and the sum of the amounts listed thereon are due to rounding. Certain amounts and percentage figures included in this Prospectus have been subject to rounding adjustments, or have been rounded to one decimal place

### **Language**

If there is any inconsistency between this Prospectus and the Chinese translation of this Prospectus, this Prospectus shall prevail. The translated English names of the PRC nationals, entities, departments, facilities, certificates, titles, laws, regulations, natural persons or other entities (including certain of our subsidiaries) and the like included in this Prospectus and for which no official English translation exists are unofficial translations for your reference only

### **Exchange rate conversion**

Solely for your convenience, this Prospectus contains translations of certain Renminbi amounts into Hong Kong dollars and of Renminbi into U.S. dollars at specified rates. We make no representations and none should be construed as being made, that any of the Renminbi, Hong Kong dollar or U.S. dollar amounts contained in this Prospectus could have been or could be converted into amounts of any other currencies at any particular rate or at all on such date or any other date. Unless indicated otherwise, the translation of Renminbi into Hong Kong dollars was made at the rate of RMB0.79151 to HK\$1.00, the exchange rate prevailing on the Latest Practicable Date, set by PBOC for foreign exchange transactions. The translation of Renminbi into U.S. dollars was made at the rate of RMB6.1355 to US\$1.00, the exchange rate prevailing on the Latest Practicable Date