
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following words and expressions shall have the following meanings. Certain technical terms are explained in the section headed “Glossary of Technical Terms” in this prospectus.

“2013 9M”	the nine months ended September 30, 2013
“affiliate”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Alpha Business”	Alpha Business Investments Limited, an investment holding company incorporated in Hong Kong with limited liability on October 14, 2011 and an indirect wholly-owned subsidiary of our Company
“Alpha Legend”	Alpha Legend Holdings Limited, an investment holding company incorporated in Hong Kong with limited liability on June 21, 2011 and an indirect wholly-owned subsidiary of our Company
“Alpha Universe”	Alpha Universe Group Limited, an investment holding company incorporated in Hong Kong with limited liability on November 1, 2012 and an indirect wholly-owned subsidiary of our Company
“Anhui Xingang Luliao”	Anhui Xingang Luliao Company Limited (安徽鑫港爐料股份有限公司), a company incorporated in the PRC
“Anhui Xingang Zaisheng”	Anhui Xingang Zaisheng Company Limited (安徽鑫港再生股份有限公司), a company incorporated in the PRC
“Application Form(s)”	WHITE Application Form(s), YELLOW Application Form(s) or GREEN Application Form(s), individually or collectively, as the context so requires, any of them, which is used in relation to the Hong Kong Public Offering
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted on January 28, 2014, with effect from Listing, as amended from time to time
“Baohe Development”	Shanghai Baohe Properties Development Co., Ltd. (上海保和置業發展有限公司), a limited liability company established under the laws of the PRC on January 17, 2003 and an Independent Third Party

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“Baohe Fushan”	Sichuan Baohe Fushan Resources Recycling Development Co., Ltd. (四川省保和富山再生資源開發有限公司), a limited liability company established under the laws of the PRC on April 15, 2011. For details of the shareholders of Baohe Fushan, please refer to the section headed “History, Reorganization and Corporate Structure” in this prospectus
“Baohe Jiahao”	Mianyang Baohe Jiahao Waste and Used Material Recycling Co., Ltd. (綿陽保和佳浩廢舊物資回收有限公司), a company incorporated in the PRC and an Independent Third Party
“Baohe Taiyue”	Mianyang Baohe Taiyue Communications Cable Co., Ltd. (綿陽保和泰越通信線纜有限公司) (previously known as Mianyang Taiyue Communications Cable Co., Ltd. (綿陽泰越通信線纜有限公司)), a limited liability company established under the laws of the PRC on August 13, 2012 and an indirect wholly-owned subsidiary of our Company
“Baohe Taiyue Acquisition”	our acquisition of 80% and 20% of the equity interests in Baohe Taiyue in December 2012 from Guangzhou Taiyue and Baohe Fushan, respectively, as referred to in the section headed “History, Reorganization and Corporate Structure”
“Baohe Xinshiji”	Sichuan Baohe Xinshiji Cable Co., Ltd. (四川保和新世紀線纜有限公司), a limited liability company established under the laws of the PRC on September 19, 2012 and an indirect wholly-owned subsidiary of our Company
“Baohe Xinshiji Acquisition”	our acquisition of 80% and 20% of the equity interests in Baohe Xinshiji in December 2012 from Sichuan Xinshiji and Baohe Fushan, respectively, as referred to in the section headed “History, Reorganization and Corporate Structure”
“Board”	the Board of directors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“Capitalization Issue”	the issue of 1,562,082,000 Shares to be made upon the capitalization of part of the sum standing to the credit of the share premium account of our Company referred to in “Statutory and General Information”
“Carling”	Carling Technology Limited, an investment holding company incorporated in the BVI with limited liability on January 5, 2005 and wholly-owned by Mr. Yu

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“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 a 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
“Chen & Co.”	Chen & Co Law Firm, legal advisors to the Company as to PRC law
“China” or “PRC”	the People’s Republic of China, except where the context requires otherwise excluding Hong Kong, Macau and Taiwan
“circular economy”	a PRC government term that refers to recycling and re-use of raw materials
“CIS”	Commonwealth of Independent States
“CIT”	Corporate income tax
“CNIA”	China Nonferrous Metals Industry Association
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and amended from time to time) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, “the Company”	China Metal Resources Utilization Limited (中國金屬資源利用有限公司), an exempted company incorporated in the Cayman Islands under the Companies Law with limited liability on February 22, 2013
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and, in the context of this prospectus, means Mr. Yu Jianqiu and Epoch Keen. See “Relationship with Controlling Shareholders”

DEFINITIONS

“Corporate Reorganization”	the corporate reorganization of our Group conducted in preparation for the Listing, details of which are set out in the section headed “History, Reorganization and Corporate Structure” in this prospectus
“CRU”	CRU International Limited
“Deed of Termination”	the deed of termination entered into on August 23, 2013 to terminate the Engen Option Agreement in consideration of the entry of the Yu Share Option Agreement
“Director(s)”	the director(s) of our Company
“Eligible Persons”	have the meaning as defined in the Share Option Scheme, details of which are set out in “Statutory and General Information – E. Other Information – 2. Share Option Scheme” in Appendix VI to this prospectus
“Engen”	Engen Investments Limited, an investment holding company incorporated in the BVI with limited liability on August 6, 2010 and a wholly-owned subsidiary of our Company
“Engen Option Agreement”	the share option agreement dated October 31, 2011 entered into between Mr. Yu, Gushan and Engen, as detailed in the paragraph headed “Statutory and General Information – E. Other Information – 1. Yu Share Option Agreement” in Appendix VI to this prospectus
“Epoch Keen”	Epoch Keen Limited, an investment holding company incorporated in the BVI with limited liability on January 18, 2013 and the immediate holding company of our Company and wholly-owned by Mr. Yu
“First Harvest”	First Harvest Global Limited, an investment holding company incorporated in the BVI with limited liability on January 8, 2013, a shareholder of our Company and wholly-owned by Mr. Chen Gonghao
“GAAP”	generally accepted accounting principles
“Global Offering”	the Hong Kong Public Offering and the International Placing

DEFINITIONS

“Gold Hero”	Gold Hero Holdings Limited, an investment holding company incorporated in the BVI with limited liability on September 7, 2010, an Independent Third Party. For details of the historical shareholding of Gold Hero in Engen, please refer to the section headed “History, Reorganization and Corporate Structure” in this prospectus
“Gold Wide”	Gold Wide Enterprises Limited, an investment holding company incorporated in the BVI with limited liability on June 9, 2011, a shareholder of our Company and wholly-owned by Mr. Huang Weiping
“Green Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group”, “our Group”, “the Group”, “we”, “us”, or “our”	our Company and its subsidiaries, or where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the present subsidiaries of our Company or the businesses operated by its present subsidiaries or (as the case may be) their predecessors
“Guangzhou Taiyue”	Guangzhou Taiyue Communications Cable Co., Ltd. (廣州市泰越通信線纜有限公司), a limited liability company established under the laws of the PRC on November 12, 2007 and 40% owned by Mr. Fan Dunxian, a director of Baohe Taiyue, a connected person of our Company
“Gushan”	Gushan Environmental Energy Limited, a company incorporated in the Cayman Islands under the Companies Law with limited liability on May 16, 2006 whose American depository shares were listed on the New York Stock Exchange from December 19, 2007 to October 17, 2012 and an indirect wholly-owned company of Mr. Yu Jianqiu
“Gushan Group”	Gushan and its subsidiaries from time to time
“HKFRSs”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC

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“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Offer Shares”	the 61,848,000 Shares initially being offered for subscription in the Hong Kong Public Offering (subject to adjustment and reallocation as described in the section headed “Structure of the Global Offering” in this prospectus)
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) on the terms and subject to the conditions described in this prospectus and the Application Forms, as further described in the section “Structure of the Global Offering – The Hong Kong Public Offering” in this prospectus
“Hong Kong Securities and Futures Ordinance” or “SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Takeovers Code” or “Takeovers Code” or “Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering as listed in the section headed “Underwriting – Underwriters – Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement, dated February 10, 2014, relating to the Hong Kong Public Offering, entered into among, inter alia, the Sole Global Coordinator, the Hong Kong Underwriters and our Company, as further described in the section headed “Underwriting – Underwriting Arrangements And Expenses – Hong Kong Public Offering” in this prospectus
“IFRS”	International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board
“Independent Third Party(ies)”	persons or companies which are not connected persons of our Group or any of their associates under the Listing Rules

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“International Placing”	the conditional placing of the International Placing Shares 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 463,153,600 new Shares and 93,458,400 Sale Shares being initially offered by us and the Selling Shareholders, respectively for subscription and purchased 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 and reallocation as described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the underwriters of the International Placing
“International Underwriting Agreement”	the international underwriting agreement relating to the International Placing and expected to be entered into by, among others, our Company, the Selling Shareholders, the Sole Global Coordinator and the International Underwriters on or about February 14, 2014, as further described in the section headed “Underwriting – Underwriting Arrangements And Expenses – International Placing” in this prospectus
“Jinxin”	Mianyang Jinxin Copper Co., Ltd. (綿陽金鑫銅業有限公司), a limited liability company established under the laws of the PRC on February 3, 2009 and an indirect wholly-owned subsidiary of our Company
“Latest Practicable Date”	February 2, 2014, being the latest practicable date for ascertaining certain information in this prospectus before its publication
“Listing”	the listing of the Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about February 21, 2014, on which the Shares are listed and on which dealings in the Shares are first 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, supplemented or otherwise modified from time to time)

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“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company adopted on January 28, 2014, as amended from time to time
“MOFCOM”	Ministry of Commerce of the PRC
“Mr. Yu”	Mr. Yu Jianqiu, our chairman, chief executive officer and executive Director
“Ocean Through”	Ocean Through Limited, an investment holding company incorporated in the BVI with limited liability on January 15, 2013, a shareholder of our Company which is owned by Mr. Long Chongzhi and Mr. Chen Hai
“Offer Price”	the final price per Offer Share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee), expressed in Hong Kong dollars, at which Hong Kong Offer Shares are to be subscribed for pursuant to the Hong Kong Public Offering and International Placing Shares are to be offered pursuant to the International Placing, to be determined as described in the section headed “Structure of the Global Offering – Pricing And Allocation” in this prospectus
“Offer Share(s)”	the Hong Kong Offer Shares and the International Placing Shares together, where relevant, with any additional Shares to be sold by our Company pursuant to the exercise of the Over-allotment Option
“Option(s)”	the option to subscribe for Shares issued in accordance with the terms set out in the Share Option Scheme to any Eligible Persons as defined in the Share Option Scheme, as detailed in “Statutory and General Information – E. Other Information – 2. Share Option Scheme” in Appendix VI to this prospectus
“Original Project Investment Agreements”	the project investment agreements that Tongxin, Baohe Taiyue and Baohe Xinshiji, respectively, entered into with Baohe Fushan in January, September and September 2012, respectively, with respect to our facilities in the Youxian Industrial Park

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“Original Shareholder(s) of Jinxin”	Mr. Chen Lian and Mr. Liu Hanjiu
“Original Shareholder(s) of Xiangbei”	Mr. Huang Weiping and Mr. Zhang Huayi
“Our cable products”	communication cable products and power transmission and distribution cable products
“Over-allotment Option”	the option expected to be granted by our Company to the Sole Global Coordinator for up to 30 days from the day following the last day for the lodging of applications under the Hong Kong Public Offering, to require our Company to allot and issue up to 92,760,000 additional new Shares (representing in aggregate approximately 15% of the initial Offer Shares) to, among other things, cover over-allocations in the International Placing, if any, details of which are described in the section headed “Structure of the Global Offering – Over-Allocation And Stabilization” in this prospectus
“PBOC”	The People’s Bank of China
“period ended December 31, 2010”	period from August 6, 2010 (date of inception of Engen) to December 31, 2010
“Praise Get”	Praise Get Limited, an investment holding company incorporated in the BVI with limited liability on January 7, 2013, a shareholder of our Company which is owned by Mr. Zhang Tiansheng and Mr. Fan Dunxian
“Price Determination Agreement”	the agreement to be entered into between our Company (on behalf of ourselves and the Selling Shareholders) and the Sole Global Coordinator, acting on behalf of the Underwriters, on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be February 14, 2014, on which the Offer Price is fixed for the purposes of the Global Offering, and in any event no later than February 18, 2014
“Project Investment Agreements”	the Original Project Investment Agreements as amended and supplemented by the Supplemental Project Investment Agreements
“prospectus”	this prospectus
“Regulation S”	Regulation S under the U.S. Securities Act

DEFINITIONS

“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of China
“SAFE”	State Administration of Foreign Exchange of the PRC
“Sale Shares”	the 93,458,400 Offer Shares initially being offered by the Selling Shareholders at the Offer Price in the International Placing
“Selling Shareholders”	Wit Great and Praise Get, our existing Shareholders who are expected to offer to sell Shares in the International Placing, as detailed in the section headed “Statutory and General Information – D. Particulars of the Selling Shareholders” in Appendix VI of this prospectus
“SFC”	The Securities and Futures Commission of Hong Kong
“Shareholder(s)”	holder(s) of the Share(s)
“Shareholders’ equity”	Shares, retained earnings and accumulated other comprehensive income
“Share(s)”	ordinary share(s) in the share capital of our Company with a par value of HK\$0.10 each
“Share Option Scheme”	the share option scheme conditionally approved and adopted by our Company on January 28, 2014, the principal terms of which are set out in the paragraph headed “Statutory and General Information – E. Other information – 2. Share Option Scheme” in Appendix VI to this prospectus
“Sichuan Xinshiji”	Sichuan Xinshiji Cable Co., Ltd. (四川新世紀線纜有限公司), a limited liability company established under the laws of the PRC on December 8, 2000, which is 19.5% owned by and under de facto control of Mr. Chen Hai, a director of Baohe Xinshiji, a connected person of our Company
“Silver Harvest”	Silver Harvest Holdings Limited, an investment holding company incorporated in the BVI with limited liability on September 7, 2010, a shareholder of our Company and wholly-owned by Mr. Liu Hanjiu
“Silvery Boom”	Silvery Boom Limited, an investment holding company incorporated in the BVI with limited liability on May 9, 2011, a shareholder of our Company and wholly-owned by Mr. Zhang Huayi

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“Sole Bookrunner”, “Sole Global Coordinator” and “Sole Sponsor”	BNP Paribas Securities (Asia) Limited
“Stabilization Manager”	BNP Paribas Securities (Asia) Limited
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between the Stabilization Manager and Epoch Keen on the Price Determination Date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto in section 2 of the Companies Ordinance
“Supplemental Project Investment Agreements”	supplemental project investment agreements that Tongxin, Baohe Taiyue and Baohe Xinshiji entered into with Baohe Fushan in August 2013, with respect to our facilities in the Youxian Industrial Park, to which the Sichuan Province Mianyang City Youxian District People’s Government (四川省綿陽市游仙區人民政府) was a witness
“Taiyue Asset Transfer Agreement”	the asset transfer agreement dated September 24, 2012 between Guangzhou Taiyue and Baohe Taiyue
“Taiyue Master Production Agreement”	the master production agreement entered into on February 6, 2014 between us and Guangzhou Taiyue in connection with the provision of production and processing services of communication cable products by Guangzhou Taiyue
“Taiyue Master Sale Agreement”	the master sale agreement entered into on February 6, 2014 between us and Guangzhou Taiyue in connection with the sale of copper products by us to Guangzhou Taiyue
“Tongxin”	Mianyang Tongxin Copper Co., Ltd. (綿陽銅鑫銅業有限公司), a limited liability company established under the laws of the PRC on June 1, 2011 and an indirect wholly-owned subsidiary of our Company
“Track Record Period”	the period ended December 31, 2010, the two financial years ended December 31, 2011 and 2012 and the nine months ended September 30, 2013

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“ Trillion Energy ”	Trillion Energy Holdings Limited, an investment holding company incorporated in the BVI with limited liability on April 2, 2012 wholly-owned by Mr. Yu
“ True Excel ”	True Excel Holdings Limited, an investment holding company incorporated in Hong Kong with limited liability on August 12, 2010 and an indirect wholly-owned subsidiary of our Company
“ Underwriters ”	the Hong Kong Underwriters and the International Underwriters
“ Underwriting Agreements ”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“ United States ” or “ US ”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“ US dollars ” or “ US\$ ”	United States dollars, the lawful currency of the United States
“ US SEC ”	Securities and Exchange Commission of the United States
“ U.S. Securities Act ”	United States Securities Act of 1933, as amended
“ VAT ”	Value-added tax
“ White Form eIPO ”	the application for Public Offer Shares to be issued in the applicant’s own name, submitted online through the designated website at www.eipo.com.hk
“ White Form eIPO Service Provider ”	Computershare Hong Kong Investor Services Limited
“ Wit Great ”	Wit Great Limited, an investment holding company incorporated in the BVI with limited liability on January 16, 2013, a shareholder of our Company and wholly-owned by Mr. Wang Huailin
“ Xiangbei ”	Hunan Yinlian Xiangbei Copper Co., Ltd. (湖南銀聯湘北銅業有限公司), a limited liability company established under the laws of the PRC on January 18, 2011 and an indirect wholly-owned subsidiary of our Company

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“Xiangbei (Engen) Earn-out”	an earn-out arrangement set out in the share purchase agreement between Gushan, Engen, Gold Hero, Silver Harvest, Gold Wide, and Silvery Boom dated July 27, 2011 in relation to the issue of Engen shares, the details of which are set out in the section headed “History, Reorganization and Corporate Structure”
“Xiangbei (Gushan) Earn-out”	an earn-out arrangement set out in the share purchase agreement between Gushan, Engen, Gold Hero, Silver Harvest, Gold Wide, and Silvery Boom dated July 27, 2011 in relation to the issue of Gushan shares, the details of which are set out in the section headed “History, Reorganization and Corporate Structure”
“Xijiulong”	Sichuan Xijiulong Investment Co., Ltd. (四川省西九龍投資有限公司), a limited liability company established under the laws of the PRC on March 26, 2009
“Xinshiji Asset Transfer Agreement”	the asset transfer agreement dated September 21, 2012 between Sichuan Xinshiji and Baohe Xinshiji
“Xinshiji Master Production Agreement”	the master production agreement entered into on February 6, 2014 between us and Sichuan Xinshiji in connection with the provision of production and processing services of power transmission and distribution cable products by Sichuan Xinshiji
“Xinshiji Master Purchase Agreement”	the master purchase agreement entered into on February 6, 2014 between us and Sichuan Xinshiji in connection with the purchase of certain cable products by us from Sichuan Xinshiji
“Xinshiji Master Sale Agreement”	the master sale agreement entered into on February 6, 2014 between us and Sichuan Xinshiji in connection with the sale of copper products by us to Sichuan Xinshiji
“Youxian Industrial Park”	the industrial park within the Youxian Economic Development Zone (游仙經濟開發區), Mianyang, Sichuan Province and at which our Tongxin production facility is, and our planned Baohe Taiyue and Baohe Xinshiji production facilities are to be, located
“Yu Option(s)”	the share options granted by the Company to Mr. Yu pursuant to the Yu Share Option Agreement

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“Yu Share Option Agreement”	the Yu share option agreement entered into between Mr. Yu and our Company on August 23, 2013, the principal terms of which are set out in the paragraph headed “Statutory and General Information – E. Other information – 1. Yu Share Option Agreement” in Appendix VI to this prospectus
“%”	percent

Unless otherwise specified, statements contained in this prospectus assume no exercise of the Over-allotment Option. See the section headed “Underwriting” in this prospectus.

The terms “associate”, “connected person”, “connected transaction”, and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

Unless otherwise expressly stated or the context otherwise requires, all data in this prospectus is as of the date of this prospectus.