

# IMPORTANT

*If you are in any doubt about this prospectus, you should obtain independent professional advice.*

## **SINO GOLD MINING LIMITED** **ABN 42 093 518 579**

**澳華黃金有限公司\***

*(a company incorporated in New South Wales, Australia with limited liability)*

### **GLOBAL OFFERING**

<b>Number of Shares under the Global Offering</b>	<b>: 21,038,800 (subject to adjustment and the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>: 2,104,000 Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Number of International Placing Shares</b>	<b>: 18,934,800 (including 2,038,888 Shares offered by the Selling Shareholders) (subject to adjustment and the Over-allotment Option)</b>
<b>Offer Price</b>	<b>: To be determined on or about Thursday, March 8, 2007 with a maximum Offer Price as stated in the Application Forms</b>
<b>Nominal Value</b>	<b>: Not applicable</b>
<b>Stock Code</b>	<b>: 1862</b>

**Sole Global Coordinator, Bookrunner, Sponsor and Lead Manager**

## **Morgan Stanley**

*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" of 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 SFC and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or the other documents referred to above.*

*The Offer Price is expected to be fixed by agreement between the Company, the Selling Shareholders and the Global Coordinator, on behalf of the Underwriters, on the Price Determination Date. The Price Determination Date is expected to be on or around Thursday, March 8, 2007. Investors applying for Hong Kong Offer Shares must pay, on application, the maximum Offer Price per Share stated in the Application Forms, together with brokerage of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%.*

*The Global Coordinator, on behalf of the Underwriters, may, with the consent of the Company, reduce the number of Offer Shares as stated in this prospectus at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, notices of the reduction in the number of Offer Shares 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. If applications for the Hong Kong Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Hong Kong Public Offering, then even if the number of Offer Shares is so reduced, such applications cannot be subsequently withdrawn. If, for any reason, the Offer Price is not agreed between the Company, on behalf of itself and the Selling Shareholders, and the Global Coordinator, on behalf of the Underwriters, on or before Wednesday, March 14, 2007, the Global Offering (including the Hong Kong Public Offering) will not become unconditional and will lapse.*

*The obligations of the Underwriters under the Underwriting Agreements to subscribe, and to procure applicants for the subscription for, the Offer Shares, are subject to termination by the Global Coordinator, on behalf of the Underwriters, if certain grounds arise prior to 8:00 a.m. on the Listing Date. Such grounds are set out in the section headed "Underwriting — Underwriting Arrangements and Expenses — Grounds for Termination" in this prospectus. It is important that you refer to that section for further details.*

*The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and may not be offered, sold, pledged or transferred within the United States 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 only 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.*

*This prospectus has not been prepared as a disclosure document in accordance with the Corporations Act. Accordingly, this prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Shares may not be circulated or distributed, nor may the Shares be offered or sold, or made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Australia other than pursuant to offers that do not need disclosure to investors under section 708 of the Corporations Act. The Company does not issue the Shares with the purpose of the person to whom they are issued selling or transferring the Shares or granting, issuing or transferring an interest in, or options over, the Shares to any person in Australia.*

\* for identification purposes only