
IMPORTANT

If you are in any doubt about the contents of this prospectus, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.



瑞金礦業
Real Gold Mining Limited

REAL GOLD MINING LIMITED

瑞金礦業有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	165,000,000 Offer Shares (subject to Over-allotment Option)
Number of Hong Kong Offer Shares	:	16,500,000 Offer Shares (subject to adjustment)
Number of International Offer Shares	:	148,500,000 Offer Shares (subject to adjustment and Over-allotment Option), comprising 87,700,000 new Shares to be offered by the Company and 60,800,000 Sale Shares to be offered by the Selling Shareholder
Maximum Offer Price	:	HK\$6.25 per Offer Share payable in full on application in Hong Kong dollars, subject to refund, plus brokerage of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%
Nominal Value	:	HK\$1.00 per Share
Stock Code	:	246

Sole Global Coordinator and Sole Sponsor



Joint Bookrunners and Joint Lead Managers



MACQUARIE
CAPITAL

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 the paragraphs headed "Documents Delivered to the Registrar of Companies and Available for Inspection" in Appendix VIII to this prospectus, has been registered with 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 for the contents of this prospectus or any other document referred to above.

The Offer Price is expected to be fixed by agreement between the Joint Bookrunners (on behalf of the Underwriters), the Selling Shareholder and us on the Price Determination Date. The Price Determination Date is expected to be on or around Friday, 13 February 2009 and, in any event, not later than Thursday, 19 February 2009. The Offer Price will not be more than HK\$6.25 and is currently expected to be not less than HK\$4.35. Investors applying for Hong Kong Offer Shares must pay, on application, the maximum Offer Price of HK\$6.25 for each Offer Share together with a brokerage of 1%, a SFC transaction levy of 0.004% and a Stock Exchange trading fee of 0.005%.

The Joint Bookrunners, on behalf of the Underwriters, may, with our consent, reduce the number of Offer Shares and/or the indicative Offer Price range below that stated in this prospectus (which is HK\$4.35 to HK\$6.25 per Offer Share) at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such case, notice of the reduction in the number of Offer Shares and/or 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. **If applications for Hong Kong Offer Shares have been submitted prior to the last day for lodging applications under the Hong Kong Public Offering, then even if the number of Offer Shares and/or the indicative Offer Price range is so reduced, such applications cannot be subsequently withdrawn. Further details are set out in the sections headed "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in this prospectus.**

All of our businesses, and certain of our subsidiaries, are located in the PRC. Potential investors should be aware of the differences in the legal, economic and financial systems between the mainland of the PRC and Hong Kong, and that there are different risk factors relating to investments in PRC-incorporated companies. Potential investors should also be aware that the regulatory framework in the PRC is different from the regulatory framework in Hong Kong, and should take into consideration the different market nature of our Shares. Some of these differences and risk factors are set out in the sections headed "Risk Factors" and "The PRC Laws and Regulations Relating to the Industry" in this prospectus.

If, for any reason, the Joint Bookrunners (on behalf of the Underwriters), the Selling Shareholder and us are unable to reach an agreement on the Offer Price by Thursday, 19 February 2009, 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 and the related Application Forms, including the risk factors set out in the section headed "Risk Factors" in this prospectus.

Prospective investors of the Hong Kong Offer Shares should note that the obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe, and to procure subscribers for, the Hong Kong Offer Shares, are subject to termination by the Joint Bookrunners (on behalf of the Underwriters) if certain events shall occur prior to 8:00 a.m. on the day on which trading in the Shares commences on the Stock Exchange. Such grounds are set out in the section headed "Underwriting" 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 law in the United States and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of U.S. persons, except pursuant to an exemption from, or in a transaction not subject to, the registration requirement under the U.S. Securities Act.

10 February 2009