
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this prospectus.

“AME”	AME Mineral Economics Pty Ltd, an independent minerals consultancy that publishes regular market surveys
“Ankson Limited”	Ankson Limited (安臣有限公司), a company incorporated in the BVI on 10 April 2002 with limited liability, in which Mr Wu holds the entire issued share capital. Ankson Limited is a connected person of our Company
“Application Form(s)”	WHITE Application Form(s), YELLOW Application Form(s) and GREEN Application Form(s), or where the context so requires, any of them, relating to the Global Offering
“Articles of Association”	the articles of association of our Company approved at the extraordinary general meeting of our Company on 30 January 2009, as amended from time to time
“associates”	has the meaning ascribed to it under the Listing Rules
“Bloomberg”	Bloomberg L.P., an independent financial information service based in New York, the United States
“Board” or “Board of Directors”	the board of directors of our Company
“Bondholders”	holders of the Exchangeable Bonds, namely Credit Suisse, Singapore Branch and Dynamic Spot Holdings Limited (a wholly-owned subsidiary of LAPP Strategic Master Fund I)
“Business Day”	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“Capitalization Issue”	the allotment and issue of Shares to Lead Honest to be made upon capitalization of certain sums standing to the credit of the share premium account of our Company referred to in the paragraph headed “Written resolutions of our sole shareholder passed on 30 January 2009” in Appendix VII to this prospectus
“Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“CBGA”	Central Bank Gold Agreement between 15 central banks

DEFINITIONS

“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 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, CCASS Custodian Participant or a CCASS Investor Participant
“CEIC”	CEIC Data Company Limited, an independent financial information service firm based in New York, the United States, specializing in Asian and emerging markets
“Chifeng Fubon Copper”	Chifeng Fubon Copper Company Limited (赤峰富邦銅業有限責任公司), a limited liability company established in the PRC on 18 May 2007 under the Company Law. Chifeng Fubon Copper is controlled by Mr Wu
“Chifeng Fuqiao”	Chifeng Fuqiao Mining Co., Ltd (赤峰富橋礦業有限公司), a limited liability company established in the PRC on 21 August 2007 under the Company Law. Chifeng Fuqiao is a wholly-owned subsidiary of Fubon Industrial
“COMEX”	COMEX Division of the New York Mercantile Exchange
“Companies Ordinance”	Companies Ordinance, Chapter 32 of the Laws of Hong Kong, as amended and supplemented from time to time
“Company” or “our Company”	Real Gold Mining Limited (瑞金礦業有限公司), a company incorporated in the Cayman Islands on 13 March 2008 with limited liability
“Company Law”	the Company Law of the PRC (中華人民共和國公司法), which was enacted by the Standing Committee of the NPC on 29 December 1993 and became effective on 1 July 1994, as the same may be amended, supplemented or otherwise modified from time to time
“connected persons”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“controlling shareholder(s)”	Lead Honest, the Wu Family Trust, the Trustee, Tercel Holdings Limited and Mr Wu (as the settlor of the Wu Family Trust)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the Chinese national securities markets
“Director(s)”	director(s) of our Company
“Exchangeable Bonds”	the exchangeable bonds in the aggregate principal sum of US\$50.0 million issued by Lead Honest on 30 July 2008, the particulars of which are set out in the section headed “Exchangeable Bonds” in this prospectus
“Fubon Industrial”	Fubon Industrial (Huizhou) Co., Ltd. (富邦工業(惠州)有限公司), a Sino-foreign joint venture established in the PRC on 23 June 2006 in which Lita holds a 97.14% equity interest, together with Huizhou Liyin which holds the remaining 2.86%. Fubon Industrial is a non wholly-owned subsidiary of Lita
“GFMS”	GFMS Limited, an independent precious metal consultancy based in London, the United Kingdom, specialized in research on global gold, silver, platinum, and palladium markets
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Gold Mines”	collectively the Nantaizi Gold Mine, the Shirengou Gold Mine and the Luotuochang Gold Mine
“Green Application Form(s)”	the application form(s) to be completed by White Form eIPO Service Provider designated by our Company
“Group” or “our Group”	our Company and our subsidiaries or, where the context so requires, in respect of any period before the incorporation of our Company or its Reorganization, our Company’s current subsidiaries or the business operated by such subsidiaries or their predecessors
“HK\$”	the lawful currency of Hong Kong
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Offer Shares”	the 16,500,000 new Shares being initially offered by us for subscription at the Offer Price pursuant to the Hong Kong Public Offering (subject to reallocation as described in the section headed “Structure of the Global Offering” in this prospectus)
“Hong Kong Public Offering”	the offer for subscription of the Hong Kong Offer Shares to the public in Hong Kong at the Offer Price, subject to and in accordance with the terms and conditions set out in this prospectus and the Application Forms
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering whose names are set out in the section headed “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the Hong Kong public offering underwriting agreement dated 9 February 2009 relating to the Hong Kong Public Offering entered into amongst our Company, the Selling Shareholder, our controlling shareholders (excluding the Wu Family Trust and the Trustee) and the Hong Kong Underwriters
“Huizhou Liyin”	Huizhou Liyin Electronics Co., Ltd. (惠州利音電子有限公司), a limited liability company established in the PRC on 11 May 2001 under the Company Law. Huizhou Liyin is an independent third-party which owns 2.86% of Fubon Industrial
“Independent Technical Expert”	Behre Dolbear Asia, Inc.
“Independent Technical Expert’s Report”	the independent technical report prepared by the Independent Technical Expert in Appendix V to this prospectus
“IFRS”	International Financial Reporting Standards
“Inner Mongolia”	Inner Mongolia Autonomous Region (內蒙古自治區) of the PRC
“International Offer Shares”	the 87,700,000 new Shares being offered by our Company for subscription and the 60,800,000 Sale Shares being offered by the Selling Shareholder for purchase under the International Offering, together, where relevant, with any additional Shares issued pursuant to the exercise of the Over-allotment Option, the number of which is further subject to reallocation as described in the section headed “Structure of the Global Offering” in this prospectus
“International Offering”	the offer and sale of the International Offer Shares to QIBs in the United States in reliance on Rule 144A and outside the United States in reliance on Regulation S, as further described in the section headed “Structure of the Global Offering” in this prospectus

DEFINITIONS

“International Underwriters”	the underwriters of the International Offering whose names are set out in the section headed “Underwriting — International Underwriters” in this prospectus
“International Underwriting Agreement”	the International Underwriting Agreement relating to the International Offering to be entered into by our Company, the Selling Shareholder, our controlling shareholders (excluding the Wu Family Trust and the Trustee), the International Underwriters and the Sole Global Coordinator on or about 13 February 2009
“Joint Bookrunners” or “Joint Lead Managers”	Citigroup Global Markets Asia Limited and Macquarie Capital Securities Limited, being the joint bookrunners and joint lead managers of the Global Offering
“Latest Practicable Date”	26 January 2009, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication
“Lead Honest”	Lead Honest Management Limited, a company incorporated in the BVI on 30 March 2005 with limited liability. Lead Honest is the controlling shareholder of our Company. The entire issued share capital of Lead Honest is owned by Tercel Holdings Limited, a company incorporated in Bahamas with limited liability, and the entire issued share capital of Tercel Holdings Limited is ultimately owned by the Trustee as the trustee of the Wu Family Trust
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the listing sub-committee of the board of the directors of the Stock Exchange
“Listing Date”	the date on which dealings in the Shares first commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Lita”	Lita Investment Limited (利達投資有限公司), a company incorporated in the BVI on 16 February 2004 with limited liability. Lita is a wholly-owned subsidiary of our Company
“Luotuochang Gold Mine”	國濤駱駝場金礦, a gold mine located in Wuxiang Yingzi Village, Biliutai Town, Balinzuo Banner, Chifeng District, Inner Mongolia

DEFINITIONS

“Luotuochang Mining”	Balinzuo Banner Materials Products Trading Co., Ltd. (巴林左旗國濤礦產品貿易有限公司), a limited liability company established in the PRC on 1 July 2005 under the Company Law. Luotuochang Mining owns the Luotuochang Gold Mine and has been a wholly-owned subsidiary of Chifeng Fuqiao since 23 August 2007
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange. For the avoidance of doubt, the Main Board excludes the Growth Enterprise Market
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company adopted by our Company on 18 July 2008, as amended from time to time
“Mining Companies”	collectively Shirengou Mining, Nantaizi Mining and Luotuochang Mining
“Ministry of Commerce”	The Ministry of Commerce of the PRC (中華人民共和國商務部)
“Ministry of Finance”	The Ministry of Finance of the PRC (中華人民共和國財政部)
“MOLAR”	The Ministry of Land and Resources of the PRC (中華人民共和國國土資源部)
“Mr Wu”	Mr Wu, Ruilin (吳瑞林), one of our controlling shareholders
“Nantaizi Gold Mine”	南台子金多金屬礦, a gold mine located in Xiaoniunqu Town, Kalaqin Banner, Chifeng District, Inner Mongolia
“Nantaizi Mining”	Chifeng Nantaizi Gold Mines Co., Ltd. (赤峰南台子金礦有限公司), a limited liability company established in the PRC on 11 July 2007 under the Company Law. Nantaizi Mining owns the Nantaizi Gold Mine and has been a wholly-owned subsidiary of Chifeng Fuqiao since 23 August 2007
“NASDAQ”	Nasdaq Stock Market LLC, a stock exchange in the United States
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會), the national legislative body of the PRC
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage fee of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%) of not more than HK\$6.25 and expected to be not less than HK\$4.35, such price to be agreed upon by us, the Selling Shareholder and the Joint Bookrunners (on behalf of the Underwriters) on or before the Price Determination Date

DEFINITIONS

“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares, where relevant, with any Shares being sold pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option to be granted by us to the International Underwriters exercisable by the Sole Global Coordinator on behalf of the International Underwriters, pursuant to which we may be required to allot and issue up to an aggregate of 24,750,000 additional Shares (in the aggregate representing 15% of the Shares initially being offered under the Global Offering) to cover over-allocations in the International Offering, details of which are described in the section headed “Structure of the Global Offering” in this prospectus
“PBOC”	the People’s Bank of China, the central bank of the PRC
“PRC” or “China”	the People’s Republic of China. References in this prospectus to the PRC or China exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC government”	the government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities)
“Pre-IPO Investment”	the issue of the Exchangeable Bonds by Lead Honest to the Bondholders the particulars of which are set out in the section headed “Exchangeable Bonds” in this prospectus
“Price Determination Date”	the date, expected to be on or about 13 February 2009, on which the Offer Price is to be fixed by agreement between us, the Selling Shareholder and the Joint Bookrunners (on behalf of the Underwriters)
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Renminbi” or “RMB”	the lawful currency of the PRC
“Reorganization”	the reorganization of the group of companies now comprising us, completed on 21 August 2008 as described in the section headed “Corporate Reorganization” in “Appendix VII — Statutory and General Information” to this prospectus
“Rich Vision”	Rich Vision Holdings Limited, a company incorporated in Hong Kong on 9 April 2008 with limited liability. Rich Vision is a wholly-owned subsidiary of Lita

DEFINITIONS

“Rule 144A”	Rule 144A under the U.S. Securities Act
“S\$”	Singapore dollars, the lawful currency of Singapore
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“Sale Shares”	a total of 60,800,000 Shares held by the Selling Shareholder, initially offered for sale by the Selling Shareholder as part of the International Offer Shares at the Offer Price under the International Offering
“Selling Shareholder”	Lead Honest
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as the same may be amended, supplemented or otherwise modified from time to time
“SGE”	the Shanghai Gold Exchange
“Share Option Scheme”	the share option scheme conditionally adopted by our Company pursuant to a resolution of the Board on 30 January 2009, further details of which are described in “Appendix VII — Statutory and General Information” to this prospectus
“Shares”	ordinary shares of nominal value of HK\$1.00 each in the capital of our Company
“Shirengou Gold Mine”	石人溝金多金屬礦, a gold mine located in Chengzi Village, Songshan District, Chifeng District, Inner Mongolia
“Shirengou Mining”	Chifeng Shirengou Gold Mines Co., Ltd (赤峰石人溝金礦有限責任公司), a limited liability company established in the PRC on 10 November 2004 under the Company Law. Shirengou Mining owns the Shirengou Gold Mine and has been a wholly-owned subsidiary of Chifeng Fuqiao since 23 August 2007
“Shirengou-Nantaizi Mining Complex”	the combined operations of the Shirengou Gold Mine and the Nantaizi Gold Mine (these two mines are adjacent to each other and the ore extracted from both mines is processed at the ore processing facility located at the Nantaizi Gold Mine)
“Sole Global Coordinator” or “Sole Sponsor”	Citigroup Global Markets Asia Limited

DEFINITIONS

“Special Regulations”	the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) promulgated by the State Council on 4 August 1994, as the same may be amended, supplemented or otherwise modified from time to time
“Stabilization Manager”	Citigroup Global Markets Asia Limited
“State”	the government authorities authorized to perform specified duties in the name of the PRC according to the PRC laws, including without limitation the NPC and the State Council
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Subscription Agreement”	the subscription agreement dated 25 July 2008 entered into among Lead Honest, our Company, Lita, Rich Vision, Mr Wu and the Bondholders, pursuant to which the Bondholders agreed to purchase, and Lead Honest agreed to issue, exchangeable bonds in the amount of US\$50.0 million, a summary of which is set out in the section headed “Exchangeable Bonds” in this prospectus
“substantial shareholder”	has the meaning ascribed to it in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“TOCOM”	Tokyo Commodity Exchange
“Track Record Period”	the three years ended 31 December 2007 and the ten months ended 31 October 2008
“Trustee”	Credit Suisse Trust Limited, who is acting as the trustee of the Wu Family Trust
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. persons”	U.S. persons as defined in Regulation S

DEFINITIONS

“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“VAT”	value added tax
“Wanhua”	Balinzuo Banner Wanhua Mining Company Limited (巴林左旗萬華礦業有限公司), a limited liability company established in the PRC on 26 June 2006 under the Company Law. Wanhua is controlled by Mr Wu
“we” or “us” or “our”	our Company and our subsidiaries or, where the context so requires, our Company only
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO (www.eipo.com.hk)
“White Form eIPO Service Provider”	the White Form eIPO service provider designated by our Company, as specified on the designated website (www.eipo.com.hk)
“WTO”	World Trade Organization
“Wu Family Trust”	a discretionary trust established by Mr Wu on 22 May 2008, the discretionary objects of which include family members of Mr Wu
“Xinjiang”	Xinjiang Uyghur Autonomous Region (新疆維吾爾自治區) of the PRC
“€”	Euro, the lawful currency of 15 European Union countries