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In this Prospectus, the following terms have the following meanings unless the context otherwise requires. Certain technical terms are explained in the section headed “Glossary” in this Prospectus.

“2006 Consolidated Period”	the period from our inception on 12 April 2006 to 31 December 2006;
“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 Hong Kong Public Offering;
“Application Lists”	the application lists for the Hong Kong Public Offering;
“Articles of Association” or “Articles”	the articles of association adopted by our Company, as amended from time to time, a summary of which is set forth in the paragraph headed “Articles of Association” included in Appendix VI to this Prospectus;
“Associate”	a company, other than a subsidiary or jointly controlled entity, in whose equity voting rights we have a long-term interest or over which we are in a position to exercise significant influence;
“Authority”	means any governmental or regulatory commission, board, body, authority or agency, or any stock exchange, self-regulatory organisation or other non-governmental regulatory authority, or any court, tribunal or arbitrator, in each case whether national, central, federal, provincial, state, regional, municipal, local, domestic or foreign;
“Board” or “Board of Directors”	the Board of Directors of our Company;
“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;
“CAGR”	compounded annual growth rate;
“Capitalisation Issue”	the issue of Shares to be made upon capitalisation of part of the share premium account of our Company referred to in under “Statutory and General Information — Further information about our Company — Written resolutions of our shareholders passed on 24 January 2010” in Appendix VII to this Prospectus;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;

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“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;
“CMIA”	China National Coal Machinery Industry Association;
“Companies Law”	the Companies Law (2009 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time;
“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”, “Group”, “our Group”, “we” or “us”	International Mining Machinery Holdings Limited (formerly known as TJCC IMM Holdings Ltd.), an exempted company incorporated on 12 April 2006 with limited liability under the laws of the Cayman Islands, and, except where the context indicates otherwise, (i) our subsidiaries, and (ii) with respect to the period before our Company became the holding company of its present subsidiaries, the businesses operated by its present subsidiaries or, as the case may be, their predecessors;
“Company Law”	the Company Law of the PRC (中華人民共和國公司法), as adopted at the Fifth Session of the Standing Committee of the Eighth NPC on 29 December 1993, effective 1 July 1994, as amended, supplemented or otherwise modified from time to time;
“Connected Person”	has the meaning ascribed to it under the Listing Rules;
“Contingent Dividend”	conditional upon completion of the Global Offering and our Company having received the net proceeds of the Global Offering, the conditional dividend declared and approved by our Company and payable by our Company to the Pre-IPO Ordinary Shareholders out of the net proceeds of the Global Offering, the amount of which is no more than US\$63.2 million (equivalent to approximately HK\$489.9 million) and no less than US\$40.1 million (equivalent to

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approximately HK\$310.8 million) and is determined based on the Offer Price, and will only be payable if there is sufficient distributable profits to pay the dividend after completion of the annual audit for the financial year ended 31 December 2009. See the section headed “Summary — Contingent Dividend Based on Distributable Profits as of 31 December 2009” in this Prospectus;

“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to TJCC Holdings and The Resolute Fund, L.P. managed by The Jordan Company, L.P.;
“Director(s)”	the director(s) of our Company, including all executive, non-executive and independent non-executive Directors;
“Eleventh Five-Year Plan”	a plan published by the National Development and Reform Committee of the PRC in March 2006;
“GDP”	gross domestic product (all references to GDP growth rates are to real as opposed to nominal growth rates of GDP);
“Global Offering”	the Hong Kong Public Offering and the International Offering;
“GREEN application form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider designated by our Company
“Heilongjiang Coal Mining Machinery”	Heilongjiang Coal Mining Machinery Group Co., Ltd. (黑龍江煤礦機械集團有限公司), formerly known as Heilongjiang Coal Mine Machinery Company Limited (黑龍江煤礦機械有限公司), a state-owned enterprise established in the PRC on 23 June 1992 and the former sole shareholder of Jixi Machinery and Jiamusi Machinery;
“HK Siwei”	International Mining Machinery Siwei Holdings Limited, a limited company incorporated in Hong Kong on 22 February 2007 and a Connected Person of our Company;
“HK\$” or “HK dollars” or “Hong Kong dollars”	the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC;
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC;

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“Hong Kong Public Offer Shares”	the 52,000,000 Offer Shares initially offered for subscription pursuant to the Hong Kong Public Offering;
“Hong Kong Public Offering”	the initial offer for subscription of Hong Kong Public Offer Shares in Hong Kong (subject to adjustment as described in the section headed “Structure of the Global Offering” in this Prospectus) at the Offer Price (plus brokerage, SFC transaction levy, and the Hong Kong Stock Exchange trading fees), on and subject to the terms and conditions described in this Prospectus and the Application Forms as further described in the section headed “Structure of the Global Offering — The Hong Kong Public Offering” in this Prospectus;
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of our Company;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed as such in the section headed “Underwriting — Hong Kong Underwriters” of this Prospectus;
“Hong Kong Underwriting Agreement”	the underwriting agreement relating to the Hong Kong Public Offering to be entered into by and among our Company, TJCC Holdings, the Sole Global Coordinator and the Hong Kong Underwriters on or around 28 January 2010;
“Huainan Benniu”	Huainan Benniu Machinery Co., Ltd. (淮南奔牛機械有限責任公司), a company incorporated in the PRC on 13 June 2006 and our former joint venture partner in Huainan Longwall;
“Huainan Longwall”	Huainan Longwall Coal Mining Machinery Co., Ltd. (淮南長壁煤礦機械有限責任公司), a company incorporated in the PRC on 27 June 2007 and a joint venture in which we initially held a 75% equity interest. We entered into an agreement with Huainan Benniu to purchase the remaining 25% equity interest of Huainan Longwall in December 2009. Approvals and registration procedures relating to the purchase were completed on 19 January 2010;
“Huainan Shunli”	Huainan Shunli Coal Mining Equipment Overhaul Co., a joint venture incorporated in the PRC on 26 September 2006 and an Associate of our Company, which is 25% owned by Jixi Machinery, 40% by Huainan Shunli Machine Co., Ltd. (淮南舜立機械有限責任公司), and 35% by Jiangsu Hua Fei Coal Mining Mechanical & Electrical Equipment Co., Ltd. (江蘇華飛煤礦機電設備有限公司);

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“IFRS”	International Financial Reporting Standards promulgated by the International Accounting Standards Board (“IASB”); IFRS include the International Accounting Standards (“IAS”) and their interpretations;
“IMM AFC”	International Mining Machinery AFC Holdings Limited, a company incorporated in Hong Kong on 22 February 2007 and an indirect wholly-owned subsidiary of our Company;
“IMM Jiamusi”	International Mining Machinery Jiamusi Holdings Limited, a company incorporated in Hong Kong on 31 January 2007 and an indirect wholly-owned subsidiary of our Company;
“IMM Jixi”	International Mining Machinery Jixi Holdings Limited, a company incorporated in Hong Kong on 31 January 2007 and an indirect wholly-owned subsidiary of our Company;
“IMM Mauritius”	International Mining Machinery Limited, a company incorporated in Mauritius on 31 October 2005 and a direct wholly-owned subsidiary of our Company; IMM Mauritius has initiated its own voluntary winding-up;
“IMM Xinjiang”	Xinjiang Coal Mining Machinery Co., Ltd., a joint venture company incorporated in the PRC on 10 July 2007 and an Associate of our Company, which is 15% owned by Jiamusi Machinery, 49% by Xinjiang Shenxin Development Co., Ltd. (新疆神新發展有限責任公司), and 36% by Zhengzhou Siwei Mechanical and Electrical Equipment Investment Co., Ltd.;
“International Offer Shares”	the 468,000,000 Offer Shares initially offered for subscription pursuant to the International Offering;
“International Offering”	the offering of International Offer Shares at the Offer Price outside the United States (including to institutional and professional investors in Hong Kong (other than to retail investors in Hong Kong)), and in the United States to QIBs as defined in Rule 144A who are also Qualified Purchasers, as further described in the section headed “Structure of the Global Offering — The International Offering”;
“International Purchase Agreement”	the purchase agreement relating to the International Offering, which is expected to be entered into among our Company, TJCC Holdings, the Sole Global Coordinator and the International Underwriters on or around the Price Determination Date;

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“International Underwriters”	the international underwriters of the International Offering, who are expected to enter into the International Purchase Agreement;
“Jiamusi Machinery”	Jiamusi Coal Mining Machinery Co., Ltd. (佳木斯煤礦機械有限公司), a company incorporated in the PRC on 4 September 2002 and one of our principal operating subsidiaries in the PRC;
“Jixi Machinery”	Jixi Coal Mining Machinery Co., Ltd. (雞西煤礦機械有限公司), a company incorporated in the PRC on 19 September 2001 and one of our principal operating subsidiaries in the PRC;
“Joint Bookrunners”	UBS and BOCI Asia Limited;
“Joint Lead Managers”	UBS and BOCI Asia Limited;
“Latest Practicable Date”	22 January 2010, being the latest practicable date for determining certain information for the purpose of inclusion in this Prospectus;
“Listing”	the listing of the Offer Shares on the Main Board of the Hong Kong Stock Exchange;
“Listing Date”	the date on which dealings in the Offer Shares commence on the Hong Kong Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time;
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company;
“MOFCOM”	the Ministry of Commerce of the People’s Republic of China (中華人民共和國商務部);
“NDRC”	National Development and Reform Commission of the PRC (國家發展和改革委員會);
“Offer Price”	the final HK dollar price per Share (exclusive of brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee) at which the Offer Shares are to be subscribed for and issued pursuant to the Hong Kong Public Offering, to be determined as further described in the section headed “Structure of the Global Offering — Pricing and Allocation” in this Prospectus;
“Offer Shares”	the Hong Kong Public Offer Shares and the International Offer Shares together, where relevant, with any additional

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	Shares issued and sold pursuant to the exercise of the Over-allotment Option;
“Over-allotment Option”	the option to be granted by and on behalf of the International Underwriters to require our Company to allot and issue up to an aggregate of 78,000,000 additional Shares to, among other things, cover over-allocations in the International Offering, if any, details of which are contained in “Structure of the Global Offering — International Offering” in this Prospectus, at any time from the date of the International Purchase Agreement until 30 days from the last date for the lodging of applications under the Hong Kong Public Offering;
“PRC” or “China” or “People’s Republic of China”	the People’s Republic of China. Except where the context otherwise requires, references in this Prospectus to the PRC or China do not apply to Hong Kong, Macau or Taiwan;
“PRC National Bureau of Statistics” or “Bureau of Statistics”	National Bureau of Statistics of the PRC (中華人民共和國國家統計局);
“Pre-IPO Ordinary Shareholders”	the holders of the ordinary shares of our Company whose names appeared on the register of members of our Company on 24 January 2010;
“Price Determination Date”	the date, expected to be on or around 3 February 2010 but no later than 8 February 2010, on which the Office Price is fixed for the purposes of the Global Offering;
“Property Valuer”	Savills Valuation and Professional Services Limited;
“QIBs”	qualified institutional buyers as defined in Rule 144A;
“Regulation S”	Regulation S under the U.S. Securities Act;
“Reorganisation”	the reorganisation as described in the section entitled “Reorganisation” in this Prospectus;
“Reporting Accountants”	Ernst & Young;
“RMB” or “Renminbi”	the lawful currency of the PRC;
“Rule 144A”	Rule 144A under the U.S. Securities Act;
“SACMS”	the State Administration of Coal Mine Safety;
“SAFE”	State Administration of Foreign Exchange (中華人民共和國國家外匯管理局), the PRC Government agency responsible for matters relating to foreign exchange administration;

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“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 24 January 2010, the principal terms of which are summarised under the section headed “Share Option Scheme” in Appendix VII to this Prospectus;
“Shares”	ordinary shares of our Company with a nominal value of HK\$0.10 each;
“Stabilising Manager”	UBS;
“State”, “state”, “PRC Government” or “government”	the government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof;
“State Council”	State Council of the PRC (中華人民共和國國務院);
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into on or about the Price Determination Date between the Stabilising Manager (or its agent) and TJCC Holdings, pursuant to which TJCC Holdings will agree to lend up to 78,000,000 Shares to the Stabilising Manager on terms set forth therein;
“Substantial Shareholder”	has the meaning ascribed to it in Chapter 1 of the Listing Rules;
“Tianlong Machinery”	Tianlong Coal Mining Machinery Repairing Co. (內蒙古天隆煤機維修有限責任公司), a joint venture company incorporated in the PRC on 17 July 2008 and an associate of our Company, which is 20% owned by Jiamusi Machinery and 60% by Shendong Tianlong Group Co., Ltd. (神東天隆集團有限責任公司) (20.5% of the entire equity interest of which is owned by China Shenhua Energy Company Limited, a joint stock company whose H shares are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 1088)), and 20% by China National Coal Mining Equipment Co. Ltd., (中國煤礦機械裝備有限責任公司);
“TJCC Holdings”	TJCC Holdings Ltd., a company incorporated in Cayman Islands on 12 April 2006 and a Controlling Shareholder of our Company, which, prior to the Global Offering, owns 91% of our Company;

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“TJCC IMM AFC”	TJCC IMM AFC Holdings Ltd., a company incorporated in Cayman Islands on 16 February 2007 and a direct wholly-owned subsidiary of our Company;
“TJCC IMM Jiamusi”	TJCC IMM Jiamusi Holdings Ltd., a company incorporated in Cayman Islands on 26 January 2007 and a direct wholly-owned subsidiary of our Company;
“TJCC IMM Jixi”	TJCC IMM Jixi Holdings Ltd., a company incorporated in Cayman Islands on 26 January 2007 and a direct wholly-owned subsidiary of our Company;
“TJCC Services”	TJCC Services Ltd, a company incorporated in Cayman Islands on 12 April 2006 and a Connected Person of our Company;
“TJCC Services Transaction and Termination Fee”	an amount of US\$10.0 million transaction and termination fee payable to TJCC Services upon completion of the Global Offering as compensation for (i) provision of extraordinary services to the Company and (ii) termination of the management consulting arrangement as further described in the section headed “Reorganisation — Historical Related Party Transaction”;
“Track Record Period”	the period from 12 April 2006 (the date of incorporation of our Company) to 31 July 2009;
“UBS” or “Sole Global Coordinator”, “Sponsor” or “Sole Sponsor”	UBS AG, Hong Kong Branch, a registered institution under the SFO for type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance), type 7 (providing automated trading activities) and type 9 (asset management) regulated activities as defined under the SFO;
“Underwriters”	collectively, the Hong Kong Underwriters and the International Underwriters;
“Underwriting Agreements”	collectively, the Hong Kong Underwriting Agreement and the International Purchase Agreement;
“United States” or “U.S.”	the United States of America;
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder;
“U.S.\$” or “U.S. dollars”	the lawful currency of the United States;
“VAT”	value-added tax;

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“White Form eIPO”	applying for Hong Kong Public Offer Shares to be issued in the subscriber’s own name by submitting applications online through the designated website at www.eipo.com.hk ;
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited;
“Williams Realty”	Williams Realty Co., LLC, a Florida Limited liability company established in 1978, the entire equity interest of which is owned by Mr. Emory Williams, a former Director resigned on 4 December 2009, and a Connected Person of our Company; and
“Zhengzhou Siwei”	Zhengzhou Siwei Mechanical & Electrical Equipment Manufacturing Co., Ltd. (鄭州四維機電設備製造有限公司), a company incorporated in the PRC on 9 June 2003 and a Connected Person of our Company.