
IMPORTANT

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



MONGOLIAN MINING CORPORATION

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	719,424,500 Shares comprising 597,122,500 new Shares to be offered by the Company and 122,302,000 Sale Shares to be offered by the Selling Shareholders (subject to the Over-allotment Option)
Number of International Placing Shares	:	647,482,500 Shares (subject to adjustment and the Over-allotment Option)
Number of Hong Kong Offer Shares	:	71,942,000 Shares (subject to adjustment)
Maximum Offer Price	:	HK\$7.56 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.003%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	:	US\$0.01 per Share
Stock code	:	975

*Joint Global Coordinators, Joint Bookrunners, Joint Sponsors and Joint Lead Managers
(in alphabetical order)*



J.P.Morgan

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 "Appendix VIII – Documents Delivered to the Registrar of Companies and Available for Inspection – Documents Delivered to the Registrar of Companies", 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 Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other documents referred to above.

The Offer Price is expected to be fixed by agreement with the Joint Global Coordinators (on behalf of the Underwriters), the Selling Shareholders and us on the Price Determination Date, which is expected to be on or around October 5, 2010 and, in any event, not later than October 11, 2010. The Offer Price will be not more than HK\$7.56 and is currently expected to be not less than HK\$6.48. If, for any reason, the Offer Price is not agreed by October 11, 2010 by the Joint Global Coordinators (on behalf of the Underwriters), the Selling Shareholders and us, the Global Offering will not proceed and will lapse.

The Joint Global Coordinators (on behalf of the Underwriters) may, with the consent of the Company and the Selling Shareholders, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range below that stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, an announcement will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on our website at www.mmc.mn and the website of the Stock Exchange at www.hkexnews.hk not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. For more details, please see the sections headed "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in this prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Global Coordinators (on behalf of the Underwriters) if certain grounds arise prior to 8:00 a.m. on the day that trading in the Offer Shares commences on the Stock Exchange. Such grounds are set out in the section headed "Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Grounds for termination" in this prospectus.

The Offer Shares have not been and will not be registered under the Securities Act and may not be offered or sold, pledged or transferred within the United States or to, or for the account or benefit of U.S. persons, except that the Offer Shares may be offered, sold or delivered to qualified institutional buyers in reliance on Rule 144A or other exemption(s) from registration under the Securities Act or outside the United States in reliance on Regulation S under the Securities Act.

September 28, 2010