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## IMPORTANT

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



**DAMENG**  
**CITIC Dameng Holdings Limited**  
**中信大錳控股有限公司\***  
*(incorporated in Bermuda with limited liability)*

### GLOBAL OFFERING

<b>Number of Offer Shares under the Global Offering:</b>	<b>750,000,000 Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Number of Public Offer Shares:</b>	<b>75,000,000 new Shares (subject to adjustment)</b>
<b>Number of International Offer Shares:</b>	<b>675,000,000 new Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Maximum Offer Price:</b>	<b>HK\$2.75 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 on final pricing)</b>
<b>Nominal value:</b>	<b>HK\$0.10 per Share</b>
<b>Stock code:</b>	<b>1091</b>

**Joint Global Coordinators and Joint Sponsors**  
*(in alphabetical order)*

**BofA Merrill Lynch**



**Joint Bookrunners and Joint Lead Managers**  
*(in alphabetical order)*

**BofA Merrill Lynch**



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 section headed "Documents Delivered to the Registrar of Companies and Available for Inspection" in Appendix VIII to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Hong Kong Companies Ordinance (Chapter 32 of the Laws of Hong Kong). A copy of this prospectus, together with copies of the Application Forms, have been filed with the Registrar of Companies in Bermuda as required by the Companies Act. The Securities and Futures Commission, the Registrar of Companies in Hong Kong and the Registrar of Companies in Bermuda take no responsibility for the contents of this prospectus or any other document referred to above.

See the section headed "Risk Factors" for a discussion of certain risks that you should consider before investing in the Shares.

The Offer Price is expected to be fixed by agreement between the Joint Bookrunners (on behalf of the Underwriters) and us, on the Price Determination Date. The Price Determination Date is expected to be on or around Thursday, November 11, 2010 and, in any event, not later than Wednesday, November 17, 2010. The Offer Price will be not more than HK\$2.75 and is currently expected to be not less than HK\$2.10, unless otherwise announced. If, for any reason, the Offer Price is not agreed by Wednesday, November 17, 2010 between the Joint Bookrunners (on behalf of the Underwriters) and us, the Global Offering will not proceed and will lapse immediately.

The Joint Bookrunners (on behalf of the Underwriters) may, with our consent, 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 (which is HK\$2.10 to HK\$2.75 per Share) at any time on or prior to the morning of the last day for lodging applications under the Public Offering and the Preferential Offering. In such a case, notices 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 day which is the last day for lodging applications under the Public Offering and the Preferential Offering. Such notice will also be available at the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and at Company's website at [www.dameng.citic.com](http://www.dameng.citic.com). If applications for Public Offer Shares or Reserved Shares have been submitted prior to the day which is the last day for lodging applications under the Public Offering and the Preferential Offering, then even if 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 Public Offer Shares and Reserved Shares" in this prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe or purchase, and to procure applicants for the subscription or purchase of, the Public Offer Shares, are subject to termination by the Joint Bookrunners (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" 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 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 in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold (1) to QIBs in reliance on Rule 144A or another exemption from registration under the U.S. Securities Act and (2) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

November 8, 2010

\* For identification purposes only