
DEFINITIONS

In this Prospectus, the following expressions shall have the meanings set out below unless the context otherwise requires.

“affiliate”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AL Stone”	AL Stone Holdings Limited, a limited liability company incorporated under the laws of the British Virgin Islands on May 30, 2011
“Antaike”	Beijing Antaike Information Development Co., Ltd., an experienced consultant in the metal industry and an Independent Third Party
“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
“Application Lists”	the application lists for the Hong Kong Public Offering
“Articles of Association”	the articles of association of the Company, conditionally adopted on November 24, 2011 and as amended from time to time
“associate”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Board”	the board of directors of our Company
“BOCOM International”	BOCOM International Securities Limited
“Business Day”	a day that is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“BVI Law Amendment Agreement”	a deed of amendment and restatement in relation to certain documents governed by British Virgin Islands law entered into among Ran Chenghao, Hover Wealth, Shi Xiangdong, our Company, Gilberta, Silver Lion, Challenger and DB Trustees (Hong Kong) Limited, dated April 20, 2011
“CAGR”	compound annual growth rate
“Cayman Law Amendment Agreement”	a deed of amendment and restatement in relation to certain documents governed by Cayman Islands law entered into among Silver Lion, our Company, Challenger and DB Trustees (Hong Kong) Limited, dated April 20, 2011
“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 or a CCASS Custodian Participant or a CCASS Investor Participant
“Challenger”	Challenger Mining 8 Limited, incorporated and registered in Jersey whose registered office is at 15 Esplanade, St. Helier, Jersey JE1 1RB
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this Prospectus, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Chinaccm”	Chinaccm.com
“China Customs”	China Customs (中國海關), a governmental agency that manages all arrivals and departures from the customs territory of the PRC
“CISA”	China Iron and Steel Association (中國鋼鐵工業協會網)
“Citi”	Citigroup Global Markets Asia Limited
“CNIA”	China Nonferrous Metals Industry Association (中國有色金屬工業協會)
“COMEX”	Commodity Exchange, Inc., a division of the New York Mercantile Exchange
“Companies Law” or “Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company” or “our Company”	China Polymetallic Mining Limited (中國多金屬礦業有限公司), a limited liability company incorporated under the laws of the Cayman Islands on November 30, 2009
“Competent Person” or “Minarco”	Runge Asia Limited, trading as Minarco-MineConsult, a company commissioned by the Group to undertake an

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	independent technical review and assessment of the Shizishan Mine and the associated ore processing facility, and the Liziping Mine
“Competent Person’s Report”	the Independent Technical Review and Competent Person’s Report, dated November 25, 2011, prepared by Runge Asia Limited, trading as Minarco-MineConsult with respect to the independent technical review and assessment of the Shizishan Mine and its associated ore processing facility and the Liziping Mine; under such report, Minarco completed JORC compliant geological and exploration reviews only for the Liziping Mine, and reviewed the geological and exploration information, completed a mineral resource and ore reserve estimation in compliance with the recommendations of the JORC Code, and reviewed and commented on the appropriateness of the planned mining methods and mine design, potential production profiles, forecast operating and capital expenditure, short and long term development plans, and environmental and social setting, for the Shizishan Mine
“Connected person”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules, and for the purpose of this Prospectus, refers to Mr. Ran Chenghao, Mr. Ran Xiaochuan, Mr. Shi Xiangdong, Mr. Zhu Xiaolin, Hover Wealth, Silver Lion, Total Flourish, Grow Brilliant and AL Stone
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“CTIA”	China Tungsten Industry Association (中國鎢工業協會)
“Dakuangshan Company”	a company owned by Xi Wanli, an Independent Third Party, who entered into an option agreement in relation to the Dakuangshan Mine with the Group on May 21, 2011
“Dakuangshan Mine”	a lead-zinc-silver polymetallic mine to which the Dakuangshan Company owns the mining right
“Dakuangshan Preliminary Survey”	the polymetallic mine survey report prepared in August 2011 by Sichuan Geological Project Group Company (四川省地質工程集團公司), an Independent Third Party company commissioned by Kunrun to undertake an independent preliminary geological survey of the Dakuangshan Mine
“Dazhupeng Mine”	a lead-zinc-silver polymetallic mine located in Yingjiang County, Yunnan Province, China, with respect to which we hold an exploration permit
“Dazhupeng Preliminary Survey”	the polymetallic mine survey report prepared in April 2011 by 106 Geological Team of Sichuan Bureau of Geology and

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	Mineral Resource (四川省地質礦產勘査開發局106地質隊), a company commissioned by the Group to undertake an independent preliminary geological survey of the Dazhupeng Mine
“Dehong Yinbang”	Dehong Yinbang Mining Technology Development Company Limited (德宏銀邦礦業技術發展有限公司), incorporated in China with business license number 533100400000416 whose registered office is at No. 69 Menghuan Road, Mang City, Luxi City, Yunnan Province, China, currently an indirect wholly-owned subsidiary of the Company
“Dehong Yinrun”	Dehong Yinrun Mining Technology Development Company Limited (德宏銀潤礦業技術發展有限公司), incorporated in China with business license number 533123100003143 whose registered office is at Opposite to the Chinese Medicine Hospital, Yingdong Road, Pingyuan Town, Yingjiang County, Yunnan Province, China, currently an indirect wholly-owned subsidiary of the Company
“Diamond Century”	Diamond Century International Limited, an Independent Third Party
“Director(s)”	director(s) of our Company
“Enlarged Group”	the Group immediately after completion of the proposed acquisition of 90% equity interest in the Liziping Company
“Exchangeable Bonds”	exchangeable bonds issued by Silver Lion to Challenger and the Round 2 Bond Investors
“ETFs”	exchange-traded funds
“Gilberta”	Gilberta Holdings Limited, a limit liability company incorporated in BVI with company number 1554826 whose registered office is at P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, BVI, and is currently the direct wholly-owned subsidiary of the Company
“Global Offering”	the Hong Kong Public Offer and the International Placing
“Green Application Form(s)”	the application form(s) to be completed by White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group”, “we” or “us”	our Company and its subsidiaries, or where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, such subsidiaries as if they were the subsidiaries of the Company at the time
“Grow Brilliant”	Grow Brilliant Limited, a limited liability company incorporated in BVI with company number 1565801 whose

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	registered address is at P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, BVI
“Hatch”	the Hatch Group, an international consulting firm specializing in providing data and analyses in relation to the mining, metallurgical, manufacturing and energy industries, which is an Independent Third Party
“Hatch Report”	the “Polymetallic Industry Report” prepared by Hatch
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Companies Ordinance”	the Hong Kong Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time
“Hong Kong dollars” or “HK dollars” or “HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong Law Amendment Agreement”	an amendment and restatement agreement in relation to certain documents governed by Hong Kong law entered into among Gilberta, Next Horizon, Challenger and DB Trustees (Hong Kong) Limited dated April 20, 2011
“Hong Kong Offer Shares”	the 50,000,000 new Shares (subject to adjustment as described in the section headed “Structure and Conditions of the Global Offering”) being offered by us for subscription pursuant to the Hong Kong Public Offer
“Hong Kong Public Offer”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offer listed in the section headed “Underwriting — Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement dated December 1, 2011 relating to the Hong Kong Public Offer entered into between, among others, us, the Hong Kong Underwriters and the Sole Global Coordinator
“Hover Wealth”	Hover Wealth Limited, a limited liability company incorporated in BVI with company number 1587690 whose registered office is at P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, BVI

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“IFRSs”	International Financial Reporting Standards, including International Accounting Standards and interpretations, promulgated by the International Accounting Standard Board
“Independent Third Party(ies)”	an individual or a company who is not connected with (within the meaning of the Listing Rules) any directors, chief executive or substantial shareholders of the Company, its subsidiaries or any of their respective associates.
“ILA”	International Lead Association
“ILZSG”	International Lead and Zinc Study Group
“International Placing”	the conditional placing of the International Placing Shares to institutional, professional and other investors
“International Placing Shares”	the 450,000,000 new Shares (subject to adjustment as described in the section headed “Structure and Condition of the Global Offering”) being offered by us for subscription pursuant to the International Placing together, where relevant, with any additional Shares to be issued pursuant to the exercise of the Over-allotment Option
“International Underwriters”	the underwriters of the International Placing whose names are set out in the section headed “Underwriting — International Underwriters”
“International Underwriting Agreement”	the international underwriting agreement relating to the International Placing to be entered into among us, the International Underwriters and the Sole Global Coordinator on or around December 7, 2011
“ITIA”	International Tungsten Industry Association
“ITRI”	International Tin Research Institute
“IZA”	International Zinc Association
“Joint Bookrunners”	Citigroup Global Markets Asia Limited, Renaissance Capital (Hong Kong) Limited and BOCOM International Securities Limited
“Joint Lead Managers”	Citigroup Global Markets Asia Limited and BOCOM International Securities Limited
“KR Lenders”	Kevin Russell, Evan Marks, Keith Wayne Abell and JC Del Real, all are Independent Third Parties save as Keith Wayne Abell, our independent non-executive Director
“KR Loan Agreement”	a loan agreement entered into among the KR Lenders and Silver Lion, dated January 15, 2010
“Kunrun”	Yingjiang County Kunrun Industry Company Limited (盈江縣昆潤實業有限公司), incorporated in China with business license number 533123100002302, whose registered office is opposite the Chinese Medicine Hospital, Yingdong Road,

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	Pingyuan Town, Yingjiang County, Yunnan Province, China, and is currently an indirect subsidiary of the Company
“Latest Practicable Date”	November 25, 2011, being the latest practicable date prior to the printing of this Prospectus for the purpose of ascertaining certain information contained in this Prospectus
“LBMA”	London Bullion Market Association
“Listing”	the listing of our Shares on the Stock Exchange
“Listing Date”	the date, expected to be on December 14, 2011, on which dealings in the Shares first commence on the Stock Exchange
“Listing Rules” and “Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Liziping Company”	Nujiang Shengjia Chengxin Industrial Company Ltd. (怒江州聖佳誠信實業有限責任公司), a company owned by Song Denghong who entered into a share transfer agreement in relation to the Liziping Mine with the Group on June 9, 2011
“Liziping Mine”	a lead-zinc-silver polymetallic mine to which the Liziping Company owns the exploration right
“LME”	London Metal Exchange
“Lushan Geological Report”	the polymetallic mine geological report, dated October 25, 2011, prepared by Runge Asia Limited, trading as Minarco-MineConsult, a company commissioned by us to undertake an independent technical review on the exploration results of the Lushan Mine
“Lushan Mine”	a tungsten-tin polymetallic ore mine located in Yingjiang County, Yunnan Province, China, operated by Xiangcaopo Mining, an Independent Third Party
“Lushan Preliminary Exploration Report”	the polymetallic mine survey report, prepared in January 2011 by 101 Geological Team of Sichuan Bureau of Geology and Mineral Resource (四川省地質礦產勘查開發局101地質隊), a company commissioned by Xiangcaopo Mining to undertake an independent preliminary geological survey of the Lushan Mine
“Mandatory Redemption”	the right to demand redemption of the Exchangeable Bonds by Silver Lion, details of which are set out in the section headed “Exchangeable Bonds”
“Magic Delight”	Magic Delight Limited, a company incorporated in the Commonwealth of the Bahamas on September 1, 2011, with

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	company number 162861B whose registered office is at the offices of Cititrust (Bahamas) Limited in the Citibank Building, Thompson Boulevard, Nassau, New Province, Commonwealth of the Bahamas, the entire issued share capital of which is ultimately owned by the Trustee as trustee of The Ran Family Trust
“Memorandum of Association”	the memorandum of association of our Company conditionally adopted on November 24, 2011 and as amended from time to time
“Mine Exploration Right Grant Agreement”	the mine exploration right grant agreement Kunrun entered into with the Yunnan Land and Resources Department in July 2010 with respect to the exploration right to the Dazhupeng Mine
“MLR”	Ministry of Land and Resources of the PRC (中華人民共和國國土資源部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部) or its predecessor, the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外貿易經濟合作部)
“NBSC”	National Bureau of Statistics of the PRC (中華人民共和國國家統計局)
“Next Horizon”	Next Horizon Investments Limited, incorporated in Hong Kong with company number 1387635 whose registered office is at suite 401, 21st Floor, Two Pacific Place 88 Queensway, Hong Kong, and is currently an indirect wholly-owned subsidiary of the Company
“Offer Price”	the final Hong Kong dollar price per Share (exclusive of brokerage fee, Stock Exchange trading fee and SFC transaction levy) at which the Offer Shares are to be subscribed pursuant to the Hong Kong Public Offer
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares together, where relevant, with any additional Shares issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by us to the Sole Global Coordinator exercisable under the International Placing Agreement pursuant to which we may be required by the Sole Global Coordinator to issue up to an aggregate of 75,000,000 additional Shares, representing in aggregate approximately 15% of the initial number of Offer Shares, at the Offer Price, to, among other things, cover over-allocations in the International Placing, if any
“Price Determination Date”	the date, expected to be on or around December 7, 2011 but no later than December 12, 2011, on which the Offer Price is fixed for the purposes of the Global Offering

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“Prospectus”	this Prospectus in connection with the Hong Kong Public Offering
“Qualified Institutional Buyers” or “QIBs”	qualified institutional buyers within the meaning of Rule 144A under the U.S. Securities Act
“Regulation S”	Regulation S under the U.S. Securities Act
“Renaissance Capital”	Renaissance Capital (Hong Kong) Limited
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares given to the Directors by the shareholders of the Company, particulars of which are further described in the section headed “Statutory and General Information — Repurchases of our own securities” in Appendix VIII to this Prospectus
“RMB” or “Renminbi”	the lawful currency of China
“Round 1 Bond Deed”	a bond deed entered into among Challenger, Silver Lion, Shi Xiangdong, our Company, Gilberta, Next Horizon, Dehong Yinbang, Dehong Yinrun, Kunrun and Ran Xiaochuan, dated February 8, 2010
“Round 2 Bond Investors”	Deutsche Bank AG, London Branch, CMS 2 Limited Partnership, F.S.B.S. Limited Partnership, RD 8 Limited Partnership and MS China 3 Limited, all of which are Independent Third Parties
“Round 2 Subscription Agreement”	a subscription agreement entered into among Silver Lion, Ran Chenghao, Ran Xiaochuan, our Company and the Round 2 Bond Investors dated April 20, 2011
“Rule 144A”	Rule 144A under U.S. Securities Act
“SAFE”	the PRC State Administration of Foreign Exchange (中華人民共和國國家外匯管理局)
“Samoa”	the Independent State of Samoa
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“SHFE”	Shanghai Futures Exchange (上海期貨交易所)
“Shanghai White Exchange”	Shanghai White Platinum and Silver Exchange (上海華通鉑銀交易市場)
“Share(s)”	ordinary share(s) with nominal value of HK\$0.00001 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Share(s)

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“Share Option Scheme”	our share option scheme conditionally adopted pursuant to a resolution passed by our shareholders on November 24, 2011, the principal terms of which are summarized in the section headed “Statutory and General Information — Share Option Scheme” in Appendix VIII to this Prospectus
“Shizishan Detailed Exploration Report”	the detailed exploration report for the lead-zinc-silver resources at the Shizishan Mine, prepared in August 2009 by Institute of Mineral Resources Chinese Academy of Geological Sciences, (中國地質科學院礦產資源研究所), a company commissioned by the Tengchao Mining Factory, an Independent Third Party, to undertake a detailed exploration survey of the Shizishan Mine
“Shizishan Mine”	a lead-zinc-silver polymetallic mine located in Yingjiang County, Yunnan Province, China, and operated by Kunrun
“Silver Institute”	the Silver Institute, a non-profit silver industry group established in 1971
“Silver Lion”	Silver Lion Investment Holdings Limited, a limited liability company incorporated in BVI with company number 1553896, whose registered office address is at PO Box 957, Offshore Incorporations Centre, Road Town, Tortola, BVI
“Sole Global Coordinator” or “Sole Sponsor”	Citi
“Stock Exchange” and “Hong Kong Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Stock Borrowing Agreement”	has the meaning ascribed to it under the Hong Kong Underwriting Agreement
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Repurchases (as amended from time to time)
“The Ran Family Trust”	a discretionary trust established by Mr. Ran Chenghao on October 18, 2011, the beneficiaries of which include Mr. Ran Chenghao and his designated beneficiaries
“Total Cash Cost”	includes mining costs, processing costs, general administration and other costs, taxes and royalties
“Total Flourish”	Total Flourish Limited, a limited liability company incorporated in BVI with company number 1671892, whose registered office is at PO Box 757, Offshore Incorporations Centre, Road Town, Tortola, BVI
“Total Production Cost”	includes total cash costs and depreciation and amortization costs

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“Track Record Period”	period comprising the period from April 23, 2009 to December 31, 2009, the year ended December 31, 2010 and the six months ended June 30, 2011
“Trustee”	Cititrust (Singapore) Limited, the trustee of The Ran Family Trust
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“USGS”	United States Geological Survey
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“WFOE”	wholly foreign-owned enterprise within the meaning prescribed under PRC laws
“ White Form eIPO ”	the application for Public Offer Shares to be issued in the applicant’s own name by submitting an application online through the designated website of White Form eIPO www.eipo.com.hk
“ White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Xiangcaopo Mining”	Yunnan Xiangcaopo Mining Co., Ltd, a limited liability company in China, currently wholly owned by Li Jincheng, an Independent Third Party
“Yunnan Land and Resources Department”	Department of Land Resources of Yunnan Province (雲南省國土資源廳)
“Yunnan Non-ferrous Metal Development Plan”	the Development Plan of the Nonferrous Metal Industry in Yunnan Province (2009 — 2015) (雲南省有色產業發展規劃綱要)

* *English translation of the name of a Chinese company or entity or vice versa and is provided for identification purposes only.*