

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

GLENCORE

INTERNATIONAL plc

GLENCORE INTERNATIONAL PLC

(incorporated in Jersey under the Companies (Jersey) Law 1991 with registered number 107710)

Number of Offer Shares under the Global Offer	:	up to 1,250,000,000 Ordinary Shares (subject to the Over-Allotment Option)
Number of Hong Kong Offer Shares	:	31,250,000 Ordinary Shares (subject to adjustment)
Number of International Offer Shares	:	up to 1,218,750,000 Ordinary Shares (subject to adjustment and the Over-Allotment Option)
Initial maximum Hong Kong Offer Price	:	HK\$79.18 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	:	U.S.\$0.01 per Ordinary Share
Stock code	:	805

Citi
Joint Global Co-ordinator
Joint Bookrunner
Joint Sponsor

Credit Suisse
Joint Global Co-ordinator
Joint Bookrunner

Morgan Stanley
Joint Global Co-ordinator
Joint Bookrunner
Joint Sponsor

Joint Bookrunners

BofA Merrill Lynch

BNP PARIBAS

Co-Bookrunners

Barclays Capital

Société Générale

UBS

Joint Lead Managers

Crédit Agricole CIB

HSBC

Co-Lead Managers

ABN AMRO

Banco Santander

DBS

The Royal Bank of
Scotland

Co-Managers

BOC International

Commerzbank AG

Mizuho

Standard Chartered

This document (the “Hong Kong Prospectus”) which is printed in two parts (comprising two separate volumes) includes the price range prospectus prepared for the International Offer dated 4 May 2011 (the “International Prospectus”) and relates to the Hong Kong Offer and the admission to secondary listing of the Ordinary Shares on the Main Board of the Hong Kong Stock Exchange that form part of the Company’s Global Offer. The parts of this Hong Kong Prospectus other than the International Prospectus (the “Wrap”) are qualified in their entirety by the more detailed information contained in the International Prospectus. Unless otherwise defined, terms used but not defined in the Wrap have the meanings given to them in the International Prospectus.

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 Hong Kong 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 Hong Kong Prospectus.

A copy of this Hong Kong Prospectus, having attached to it the documents set out in the section “Information about this Hong Kong Prospectus and the Hong Kong Offer—Documents delivered to the Registrar of Companies in Hong Kong” in this Wrap, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this Hong Kong Prospectus or any other documents referred to above.

The Hong Kong Offer Price is expected to be determined by agreement between the Joint Global Co-ordinators (on behalf of the Managers) and the Company on or about 19 May 2011 and, in any event, not later than 15 July 2011. The Hong Kong Offer Price is currently expected to be not more than HK\$79.18 per Hong Kong Offer Share and not less than HK\$61.24 per Hong Kong Offer Share, unless otherwise announced. The Hong Kong Offer Price may, however, as a result of fluctuations in the pounds sterling to Hong Kong dollars, pounds sterling to U.S. dollars and U.S. dollars to Hong Kong dollars exchange rates, be higher than HK\$79.18 per Hong Kong Offer Share. Please refer to the section “Structure of the Global Offer—Determination of Hong Kong Offer Price” in this Wrap for details regarding determination of the Hong Kong Offer Price. Investors applying for the Hong Kong Offer Shares must pay, on application, the initial maximum Hong Kong Offer Price of HK\$79.18 per Hong Kong Offer Share, together with brokerage of 1.0%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price is less than HK\$79.18 per Hong Kong Offer Share.

The Joint Global Co-ordinators (on behalf of the Managers), with the consent of the Company, may reduce the indicative Offer Price Range stated in this Hong Kong Prospectus and/or reduce the number of Offer Shares being offered pursuant to the Global Offer at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Offer. In such a case, notices of the reduction of the indicative Offer Price Range and/or the number of Offer Shares 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 last day for lodging applications under the Hong Kong Offer. Further details are set out in the section “Structure of the Global Offer—Reduction of Hong Kong Offer Price below the Indicative Hong Kong Offer Price Range” in this Wrap. If, for any reason, the Offer Price is not agreed between the Company and Joint Global Co-ordinators (on behalf of the Managers) on or before 15 July 2011, the Global Offer (including the Hong Kong Offer) will not proceed and will lapse.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this Hong Kong Prospectus, including the risk factors contained in the section “Risk Factors” in the International Prospectus.

The Offer Shares have not been and will not be registered under the Securities Act or any state securities law in the U.S. and may not be offered, sold, pledged or transferred within the U.S., except that the Offer Shares may be offered, sold or delivered (i) within the U.S. in reliance on an exemption from registration provided by, and in accordance with the restrictions of, Rule 144A or another exemption from registration under the Securities Act and (ii) outside the U.S. in offshore transactions in reliance on Regulation S.

A copy of this Hong Kong Prospectus has been delivered to the Jersey registrar of companies in accordance with Article 5 of the Companies (General Provisions) (Jersey) Order 2002, and he has given, and has not withdrawn, his consent to its circulation. The Jersey Financial Services Commission has given, and has not withdrawn, its consent under Article 2 of the Control of Borrowing (Jersey) Order 1958 to the issue of the Offer Shares by the Company. It must be clearly understood that, in giving these consents, neither the Jersey registrar of companies nor the Jersey Financial Services Commission takes any responsibility for the financial soundness of the Company or for the correctness of any statements made, or opinions expressed, with regard to it. The Jersey Financial Services Commission is protected by the Control of Borrowing (Jersey) Law 1947, as amended, against any liability arising from the discharge of its functions under that law.

Nothing in this document or anything communicated to the holders or potential holders of Ordinary Shares by or on behalf of the Company is intended to constitute, or should be construed as, advice on the merits of the subscription for or purchase of Ordinary Shares or the exercise of any rights attached thereto for the purposes of the Financial Services (Jersey) Law 1998.

13 May 2011