
IMPORTANT

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

China Zhongsheng Resources Holdings Limited 中國中盛資源控股有限公司

(incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Number of Offer Shares	: 129,760,000 Shares (subject to the Over-allotment Option)
Number of Public Offer Shares	: 12,976,000 Shares (subject to reallocation)
Number of Placing Shares	: 116,784,000 Shares (subject to the Over-allotment Option and reallocation)
Offer Price	: Not more than HK\$1.52 per Offer Share (payable in full on application and subject to refund, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) and expected to be not less than HK\$1.01 per Offer Share
Nominal Value	: HK\$0.01 per Share
Stock Code	: 2623

Sole Sponsor



Haitong International Capital Limited

Sole Bookrunner



Haitong International Securities Company Limited

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 paragraph headed "Documents delivered to the Registrar of Companies and available for inspection" in Appendix VII to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required under 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 as to the contents of this prospectus or any other documents referred to above.

The Offer Price is expected to be determined by the Price Determination Agreement between the Sole Bookrunner (on behalf of the Underwriters) and us on or about Friday, 20 April 2012 or such later time as may be agreed between the Sole Bookrunner (on behalf of the Underwriters) and us, but in any event no later than 11:59 p.m. (Hong Kong time) on Friday, 20 April 2012. If, for any reason, the Sole Bookrunner (on behalf of the Underwriters) and us are unable to reach an agreement on the Offer Price by 11:59 p.m. on Friday, 20 April 2012, the Share Offer will not become unconditional and will lapse immediately. The Offer Price will be not more than HK\$1.52 per Offer Share and is currently expected to be not less than HK\$1.01 per Offer Share unless otherwise announced in the manner set out below. Investors applying for Offer Shares must pay the maximum Offer Price of HK\$1.52 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price finally determined is lower than HK\$1.52 per Offer Share.

The Sole Bookrunner (on behalf of the Underwriters) may, with our consent, reduce the indicative Offer Price range below that as stated in this prospectus at any time not later than the morning of the last day for lodging applications under the Public Offer. In such a case, notice of the reduction in 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 Offer. If applications for Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Public Offer, then even if the Offer Price is so reduced such applications cannot be subsequently withdrawn.

Pursuant to the force majeure provisions contained in the Public Offer Underwriting Agreement in respect of the Share Offer, the Sole Bookrunner (on behalf of the Underwriters) has the right in certain circumstances, subject to its sole and absolute opinion, to terminate the obligations of the Public Offer Underwriters under the Public Offer Underwriting Agreement at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (such date is currently expected to be Friday, 27 April 2012). Further details of the terms of the force majeure provisions are set out in the section headed "Underwriting" in this prospectus.

17 April 2012