
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings.

“All Five Capital”	All Five Capital Ltd, a limited liability company incorporated under the laws of the BVI on 25 March 2011 which is wholly-owned by Mr. Lang and a Shareholder
“Alliance Worldwide”	Alliance Worldwide Group Limited, a limited liability company incorporated under the laws of the BVI on 29 November 2010 and a directly wholly-owned subsidiary of our Company
“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, to be used in relation to the Public Offer
“Articles”	the articles of association adopted by our Company pursuant to the written resolutions passed by our Shareholders on 9 April 2012
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“ASX”	The Australian Securities Exchange
“Ausrich”	Ausrich Resources Pty. Ltd., a proprietary company limited by shares incorporated in Western Australia on 23 September 2009 and formerly wholly-owned by Shandong Ishine and as at the Latest Practicable Date, wholly-owned by Hesheng Minerals, which is an Independent Third Party
“Bashan Iron Project”	Bashan Iron Project, an iron ore project located in Yishui County, Shandong Province, the PRC
“Board”	the board of Directors
“Business Day(s)”	any day(s) (excluding Saturday(s), Sunday(s) and public holidays) in Hong Kong on which licensed banks in Hong Kong are open for banking business throughout their normal business hours
“BVI”	the British Virgin Islands

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“CAGR”	compound annual growth rate
“Capitalisation Issue”	the issue of 590,000,472 Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of our Company referred to in the paragraph headed “Written resolutions of our Shareholders passed on 9 April 2012” in Appendix VI to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or 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
“Companies Law” or “Cayman Companies Law”	the Companies Law (2011 Revision) of the Cayman Islands, as amended, supplemented or other modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	China Zhongsheng Resources Holdings Limited (中國中盛資源控股有限公司), an exempted company incorporated in the Cayman Islands on 8 February 2011 under the Companies Law with limited liability
“connected person”	has the meaning ascribed thereto under the Listing Rules

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“Controlling Shareholder(s)”	has/have the meaning ascribed to it under the Listing Rules and unless the context requires otherwise, refers to Hongfa Holdings and Mr. Li, who together will control the exercise of approximately 55.35% voting rights in the general meeting of our Company after the Capitalisation Issue and the Share Offer (assuming that the Over-allotment Option is not exercised and there is no exercise of the options that may be granted under the Share Option Scheme)
“CRU”	CRU International Ltd, a research and consulting company specialising in the international metals, mining and electricity industries, an Independent Third Party
“CRU Report”	the iron ore and titanium ore industry report prepared by CRU to be dated 17 April 2012
“Director(s)”	director(s) of our Company
“Dry Grinding Workshop”	the workshop for dry pulverization of non-magnetic coarse iron powder or tailings into iron concentrates, the installation of which was completed in March 2011 as part of the 2011 Processing Facility Expansion
“First Yangzhuang Processing Facility”	an ore processing facility which had ceased to process ore since December 2008 and is now in use by our Group as storage purposes and located near our Yangzhuang Iron Mine
“Fortuneshine Investment”	Fortuneshine Investment Ltd., a limited liability company incorporated under the laws of the Cayman Islands on 21 September 2010 and an indirectly wholly-owned subsidiary of our Company
“Gaozhuang Shangyu Ilmenite Project”	Gaozhuang Shangyu Ilmenite Project, an ilmenite ore project located in Shangyu District, Yinan County and Yishui County, Shandong Province, the PRC
“Green application form(s)”	the application form(s) to be completed by the HK eIPO White Form Service Provider designated by our Company

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“Group”, “our Group”, “we”, “our” or “us”	our Company and its subsidiaries or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, the present subsidiaries of our Company, some or any of them and the businesses carried on by such subsidiaries or (as the case may be) their predecessors
“Haitong Capital” or “Sole Sponsor”	Haitong International Capital Limited, a licensed corporation under SFO to carry on type 6 (advising on corporate finance) regulated activity, being the sponsor to the Share Offer
“Haitong Securities” or “Sole Bookrunner”	Haitong International Securities Company Limited, a licensed corporation under SFO to carry on type 1 (dealing in securities), type 3 (leveraged foreign exchange trading) and type 4 (advising on securities) regulated activities being the sole bookrunner to the Share Offer
“Hesheng Minerals”	Hesheng Minerals Processing Co., Ltd (沂水合盛礦產品加工有限公司), a company with limited liability established under the laws of the PRC and an Independent Third Party, being one of our customers and suppliers during the Track Record Period
“HK eIPO White Form”	the application for the Public Offer Shares to be issued in the applicant’s own name by submitting application online through the designated website at www.hkeipo.hk
“HK eIPO White Form Service Provider”	the HK eIPO White Form Service Provider designated by our Company, as specified on the designated website at www.hkeipo.hk
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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“Hong Kong Branch Share Registrar”	Tricor Investor Services Limited
“Hongfa Holdings”	Hongfa Holdings Limited (鴻發控股有限公司), a limited liability company incorporated under the laws of the BVI on 6 January 2011 which is wholly-owned by Mr. Li and one of our Controlling Shareholders
“IGME”	8th Institute of Geology and Mineral Exploration of Shandong Province (山東省第八地質礦產勘查院), our Independent Third Party Surveying Contractor
“Independent Technical Adviser” or “Micromine”	Micromine Proprietary Limited, an Australian-owned Independent Third Party company appointed by our Company in respect of the Listing, that specialises in performing mineral Resource and Reserve estimations and providing Independent Technical Reports through Micromine Consulting Services (MCS) division, to the minerals industry worldwide
“Independent Third Party(ies)”	a person(s) or company(ies) which is/are not connected with (within the meaning of the Listing Rules) any directors, chief executives or substantial shareholders of our Company, its subsidiaries or any of their respective associates
“Independent Third Party Blasting Contractor”	contractor engaged by our Group to carry out blasting work and an Independent Third Party
“Independent Third Party Mining Contractor(s)”	contractor(s) engaged by our Group to carry out mining work and each an Independent Third Party
“Independent Third Party Surveying Contractor”	contractor engaged by our Group to carry out geological surveying and exploration work and an Independent Third Party
“Ishine International”	Ishine International Resources Limited, a limited liability company incorporated in Western Australia on 18 September 2009, the shares of which are listed on the ASX, and an indirectly non-wholly-owned subsidiary of our Company

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“Ishine Mining”	Ishine Mining International Limited, a limited liability company incorporated under the laws of Hong Kong on 22 December 2010 and an indirectly wholly-owned subsidiary of our Company
“Jiuding Callisto”	Jiuding Callisto Limited, a limited liability company incorporated under the laws of Hong Kong which is wholly-owned by Jiuding China Growth Fund, L.P. and a Shareholder
“Jiuding Subscription Agreement”	the subscription agreement entered into among Hongfa Holdings, Mr. Li, our Company and Jiuding Callisto dated 19 October 2011 in relation to the subscription of 111,111 Shares by Jiuding Callisto
“Laiwu Mine Construction”	萊蕪鋼鐵集團礦山建設有限公司 (Laiwu Steel Group Mine Construction Co., Ltd.*), a limited liability company located in Shandong Province and established in the PRC and an Independent Third Party, being one of our customers during the Track Record Period, and an associated company of Shandong Steel Group
“Laiwu Steel”	萊蕪鋼鐵股份有限公司 (Laiwu Steel and Iron Joint Stock Co., Ltd.*), a limited liability company located in Shandong Province and established in the PRC and an Independent Third Party, being one of our customers during the Track Record Period, and a subsidiary of Shandong Steel Group
“Latest Practicable Date”	12 April 2012, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information in this prospectus
“Linyi Runxing”	臨沂潤興投資有限公司 (Linyi Runxing Investment Limited*), a company with limited liability established under the laws of the PRC and owned by Mr. Li as to 90% and Ms. Zhang as to 10%
“Listing”	the listing of our Shares on the Main Board
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange

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“Listing Date”	the date on which the trading of our Shares on the Main Board commences, which is currently expected to be Friday, 27 April 2012
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Lunan Mining”	萊蕪鋼鐵集團魯南礦業有限公司 (Laiwu Steel and Iron Group Lunan Mining Co., Ltd.*), a limited liability company located in the Shandong Province and established in the PRC and an Independent Third Party, being one of our customers during the Track Record Period, and an associated company of Shandong Steel Group
“Luxing Titanium”	臨沂魯興鈦業股份有限公司 (Linyi Luxing Titanium Corporation*), a limited liability company established in the PRC and an Independent Third Party, being one of our customers and suppliers during the Track Record Period
“Main Board”	the stock market operated by the Stock Exchange, which excludes Growth Enterprise Market of the Stock Exchange and the options market
“Memorandum of Association”	the memorandum of association adopted by our Company pursuant to the written resolutions passed by our Shareholders on 9 April 2012
“MEP”	Ministry of Environmental Protection of the PRC (中華人民共和國環境保護部)
“Micromine Consulting Services” or “MCS”	a division of Micromine Proprietary Limited, an Australian-owned Independent Third Party company appointed by our Company in respect of the Listing, that specialises in performing mineral Resource and Reserve estimations and providing Independent Technical Reports to the minerals industry worldwide
“MLR”	Ministry of Land and Resources of the PRC (中華人民共和國國土資源部)

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“MPF Ordinance”	Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Mr. G.H. Li”	Mr. Li Genghe (李庚和), a member of the board of directors of Shandong Ishine during January 2008 and November 2010 and an Independent Third Party as at the Latest Practicable Date
“Mr. Lang”	Mr. Lang Weiguo, an executive Director, the sole shareholder of All Five Capital and Novi Holdings and our substantial Shareholder
“Mr. Li”	Mr. Li Yunde (李運德), chairman of our Company and our Board, an executive Director and one of our Controlling Shareholders
“Ms. Zhang”	Ms. Zhang Limei (張立梅), the spouse of Mr. Li
“Novi Holdings”	Novi Holdings Limited, a limited liability company incorporated under the laws of the BVI on 5 July 2011 which is wholly-owned by Mr. Lang and a substantial Shareholder
“Offer Price”	the final price for each Offer Share (exclusive of brokerage fee, SFC transaction levy and the Stock Exchange trading fee payable thereon) of not more than HK\$1.52 per Offer Share and is expected to be not less than HK\$1.01 per Offer Share at which the Offer Shares are to be offered for subscription pursuant to the Share Offer
“Offer Shares”	the Public Offer Shares and the Placing Shares
“Over-allotment Option”	the option to be granted by our Company to the Sole Bookrunner under the Placing Underwriting Agreement, exercisable by the Sole Bookrunner pursuant to which our Company may be required to allot and issue Over-allotment Shares at the Offer Price to cover over-allocations in the Placing and/or to satisfy the obligation of the Sole Bookrunner to return securities borrowed under the Stock Borrowing Agreement; further details of which are set out in the section headed “Structure and conditions of the Share Offer” in this prospectus

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“Over-allotment Shares”	up to an aggregate of 19,464,000 new Shares to be issued pursuant to the exercise of the Over-allotment Option, representing approximately 15% of the number of Shares initially available under the Share Offer
“Placing”	the conditional placing of the Placing Shares by the Placing Underwriters on behalf of our Company for cash at the Offer Price with professional, institutional and private investors as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Placing Shares”	the 116,784,000 Offer Shares initially being offered for subscription under the Placing subject to re-allocation as described in the section headed “Structure and conditions of the Share Offer” in this prospectus, together with any additional Shares which may be issued by our Company upon the exercise of the Over-allotment Option
“Placing Underwriters”	the underwriters of the Placing who are expected to enter into the Placing Underwriting Agreement to underwrite the Placing
“Placing Underwriting Agreement”	the conditional placing underwriting agreement relating to the Placing expected to be entered into by, among others, our Company, our executive Directors, Mr. Li, Mr. Lang, Hongfa Holdings, All Five Capital and Novi Holdings as covenantors, the Sole Sponsor, the Sole Bookrunner and the Placing Underwriters on or before the Price Determination Date
“PRC” or “China”	the People’s Republic of China which, for the purposes of this prospectus only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC government”	the government of the PRC including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and organs thereof or, as the context requires, any of them
“PRC Legal Advisers”	Dacheng Law Offices, our legal advisers as to PRC laws

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“Price Determination Agreement”	the agreement to be entered into between our Company and the Sole Bookrunner (for itself and on behalf of the Underwriters) on or before the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or before Friday, 20 April 2012, on which the Offer Price is expected to be fixed for the purposes of the Share Offer and in any event no later than 11:59 p.m. (Hong Kong time) on Friday, 20 April 2012
“Public Offer”	the conditional offer of the Public Offer Shares by our Company for subscription by members of the public in Hong Kong for cash at the Offer Price, payable in full on application, on and subject to the terms and conditions stated herein and in the related Application Forms
“Public Offer Shares”	the 12,976,000 Offer Shares initially offered for subscription under the Public Offer subject to re-allocation as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Public Offer Underwriters”	the underwriters listed in the paragraph headed “Public Offer Underwriters” under the section headed “Underwriting” in this prospectus, being the underwriters of the Public Offer
“Public Offer Underwriting Agreement”	the conditional public offer underwriting agreement dated 16 April 2012 relating to the Public Offer and entered into by, among others, our Company, our executive Directors, Mr. Li, Mr. Lang, Hongfa Holdings, All Five Capital and Novi Holdings as covenantors, the Sole Sponsor, the Sole Bookrunner and the Public Offer Underwriters relating to the Public Offer
“Qinjiashuang Ilmenite Project”	Qinjiashuang Ilmenite Project, an ilmenite ore project located in Qinjiashuang District, Yishui County, Shandong Province, the PRC
“Reorganisation”	the corporate reorganisation of our Group in preparation for the Listing as described under the paragraph headed “Corporate Reorganisation” in Appendix VI to this prospectus

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“Report of the Independent Technical Adviser”	the independent technical report prepared by the Independent Technical Adviser
“Second Yangzhuang Processing Facility”	an existing ore processing facility which is in use by our Group as of the Latest Practicable Date and located near our Yangzhuang Iron Mine
“SFC”	the Securities and Futures Commission in Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Shandong Ishine”	Shandong Ishine Mining Industry Co. Ltd. (山東興盛礦業有限責任公司) (formerly known as Shandong Yishui Ishine Mining Industry Co. Ltd. (山東省沂水縣興盛礦業有限責任公司), Yishui Ishine Mining Industry Co. Ltd. (沂水縣興盛礦業有限責任公司), Shandong Ishine Mining Industry Group Ltd. (山東興盛礦業集團有限公司), Shandong Ishine Mining Industry Corporation (山東興盛礦業股份有限公司 and Shandong Xingsheng Mining Industry Company Limited), a limited liability company established under the laws of the PRC on 4 December 2001 and an indirectly wholly-owned subsidiary of our Company
“Shandong Steel Group”	山東鋼鐵集團有限公司 (Shandong Steel and Iron Group Co., Ltd.*), a limited liability company established in the PRC and an Independent Third Party and whose subsidiaries included Laiwu Steel and whose associated companies included Laiwu Mine Construction and Lunan Mining
“Share(s)”	share(s) of HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Offer”	the Public Offer and the Placing
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 9 April 2012, a summary of principal terms of which is set out under the paragraph headed “Share Option Scheme” in Appendix VI to this prospectus

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“Shengrong Small Loans”	Yishui Shengrong Small Loans Corporation (沂水縣盛榮小額貸款股份有限公司), a joint stock company with limited liability established under the laws of the PRC on 28 July 2010 which is legally owned by Shandong Ishine as to 20%, further details of which are set out in the section headed “History and Development – Reorganisation – (3) Disposal of interests in relevant companies – Shengrong Small Loans – 20% owned by Shandong Ishine before the Reorganisation” in this prospectus
“SMI”	Shine Mining Investment Limited, a limited liability company incorporated under the laws of Hong Kong on 1 November 2010 and an indirectly wholly-owned subsidiary of our Company
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between Hongfa Holdings and the Sole Bookrunner, pursuant to which the Sole Bookrunner may borrow up to 19,464,000 Shares to cover any over-allocation in the Placing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Companies Ordinance
“substantial shareholder(s)”	has/have the meaning ascribed to it under the Listing Rules
“Thailand Chang Sheng”	Chang Sheng Mining Development Co., Ltd., a limited liability company incorporated under the laws of Thailand on 26 October 2010 and formerly owned as to 49% by Shandong Ishine and as to 51% by other Independent Third Parties and as at the Latest Practicable Date, owned as to 49% by Hesheng Material and as to 51% by the same other Independent Third Parties
“Third Yangzhuang Processing Facility”	an existing ore processing facility which is in use by our Group as of the Latest Practicable Date and located near our Yangzhuang Iron Mine
“Track Record Period”	the three financial years ended 31 December 2011

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“Underwriters”	the Placing Underwriters and the Public Offer Underwriters
“Underwriting Agreements”	the Public Offer Underwriting Agreement and the Placing Underwriting Agreement
“US” or “United States”	the United States of America
“US Securities Act”	the US Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“Yangzhuang Iron Mine”	Yangzhuang Iron Mine (楊莊鐵礦), an iron ore mine located in Qinjiazhuang Village, Yangzhuang Town, Yishui County, Shandong Province, the PRC
“Yangzhuang Processing Facilities”	the First Yangzhuang Processing Facility, the Second Yangzhuang Processing Facility and the Third Yangzhuang Processing Facility, the ore processing facilities located near our Yangzhuang Iron Mine
“Yangzhuang Qinjiazhuang Combined Exploration Right Area”	the combined area of 17.88 sq. km. covering an area of 6.25 sq. km. of our Yangzhuang Iron Mine and an area of 11.63 sq. km. of our Qinjiazhuang Ilmenite Project under which the exploration permit in relation to our Yangzhuang Iron Mine and Qinjiazhuang Ilmenite Project was granted
“Zhuge Shangyu Ilmenite Mine”	Zhugeshangyu Ilmenite Mine (諸葛上峪鐵鈦礦), an ilmenite and magnetite mine located in Yishui County, Shandong Province, the PRC
“2011 Processing Facility Expansion”	the expansion of the Third Yangzhuang Processing Facility by setting up a new iron concentrates production line and the new Dry Grinding Workshop
“AUD”	Australian dollars, the lawful currency of Australia
“HK\$” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“US\$” or “USD”	United States dollars, the lawful currency of the US

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“sq. km.”	square kilometres
“sq. m.” or “m ² ”	square metres
“%”	per cent

Unless otherwise specified, for the purpose of this prospectus and for the purpose of illustration only, Hong Kong dollar amounts have been translated using the following rates:

<i>US\$1</i>	<i>:</i>	<i>HK\$7.766</i>
<i>RMB0.8123</i>	<i>:</i>	<i>HK\$1</i>

No representation is made that any amounts in US\$, RMB or HK\$ were or could have been converted at the above rates or at any other rates or at all.

For ease of reference, the names of certain PRC laws and regulations or the PRC established companies, entities or individuals have been included in this prospectus in both the Chinese and English languages. The English names of these companies, entities and individuals are only English translation of their respective official Chinese names. In the event of any inconsistency, the Chinese version shall prevail.

* *for identification purposes only*