This summary aims to give you an overview of the information contained in this prospectus. As this is a summary, it does not contain all the information that may be important to you and is qualified in its entirety by, and should be read in conjunction with, the full text of this prospectus. You should read the whole prospectus including the appendices hereto, which constitute an integral part of this prospectus, before you decide to invest in our Offer Shares.

There are risks associated with any investment. Some of the particular risks in investing in our Offer Shares are set out in the section headed "Risk Factors" in this prospectus. You should read that section carefully before you decide to invest in our Offer Shares.

Unless otherwise indicated, all reserves and resources information in this prospectus is stated on a 100% ownership basis.

OVERVIEW

We are a leading, fast growing and vertically integrated copper producer, focusing on the mining, ore processing, leaching, smelting and sale of copper, based in Zambia. According to Wood Mackenzie, we were the first Chinese firm to invest in Zambia's copper assets since the privatization of its copper industry in the late 1990s and we were the largest PRC enterprise in terms of total overseas copper production in 2011 (including copper concentrate, blister copper and copper cathode). Our main products are copper concentrate, blister copper and copper cathode. We also produce sulfuric acid, a by-product generated during the blister copper smelting process. In 2011, we produced 39.3 kt of contained copper in concentrate, 150.9 kt of blister copper, 7.0 kt of copper cathode and 328.8 kt of sulfuric acid. Our ultimate Controlling Shareholder is CNMC, a PRC state-owned enterprise directly administered by the SASAC and engaged in the development of nonferrous metal resources, construction and engineering, as well as related trade and services, both in the PRC and overseas. We are the overseas platform for the CNMC Group in terms of copper and cobalt resources development.

Our business is carried out through our four subsidiaries in Zambia: NFCA, Luanshya, CCS and SML. NFCA and Luanshya operate our mining assets, while CCS operates our copper smelter and SML operates our copper leaching plants. We currently have four producing mines: the Chambishi Main Mine, the Chambishi West Mine, the Baluba Center Mine and the Muliashi North Mine. We have also recently begun production at two new projects: the Muliashi Leach Plant and the DRC Project. In addition, we are undertaking various other projects to increase our mine, leaching and smelting production. Our major development projects include the exploration and development of the Chambishi Southeast Mine, the expansion of the Chambishi Copper Smelter, and SML's development projects. We are also conducting various research projects with an aim to start cobalt production in the future. See "Business — Research and Development — Cobalt Development Plans".

According to the Competent Person's Report, as of December 31, 2011, our JORC compliant proved and probable ore reserves were 57.6 Mt at an average grade of 1.29% copper and 122.2 Mt at an average grade of 1.36% copper, respectively. Our measured, indicated and inferred mineral resources were 61.3 Mt at an average grade of 1.48% copper, 155.6 Mt at an average grade of 1.69% copper and 210.2 Mt at an average grade of 1.75% copper, respectively. Our JORC compliant total contained metal reserves were approximately 2,404.1 kt of copper and 92.7 kt of cobalt. Our JORC compliant total contained metal resources were approximately 7,197.8 kt of copper and 261.6 kt of cobalt.

During the Track Record Period, we sold a substantial portion of our products to a small number of customers. In 2009, 2010 and 2011, sales to our top five customers accounted for 86.2%, 97.2% and 92.8%, respectively, of our total revenue.

The following table sets forth a breakdown of our revenue by geographical location in the periods indicated:

	Year ended December 31,		
	2009	2010	2011
	(US$'000)	(US$'000)	(US$'000)
China(1)	200,275	750,744	847,976
Europe(2)	461,673	584,074	397,090
Africa(3)	34,342	22,467	38,840
Total	696,290	1,357,285	1,283,906

Notes:

(1) Including Hong Kong.

(2) During the Track Record Period, our major sales markets in Europe included Switzerland, the United Kingdom and Luxembourg.

(3) During the Track Record Period, our major sales markets in Africa included Zambia and South Africa.

Summary of Operations

Our mining and ore processing operations are carried out through NFCA and Luanshya. NFCA, in which we have an 85% equity interest, holds three mining licenses covering an area of approximately 107 sq km. NFCA owns the Chambishi Main Mine, the Chambishi West Mine, the Chambishi Southeast Mine and the Chambishi Processing Plant. The Chambishi Main Mine produces sulfide ores and produced 1,028.3 kt of ore in 2011. The Chambishi West Mine commenced the production of mixed and sulfide ores in late 2010 and produced 487.1 kt of ore in 2011. We are currently undertaking the exploration and development of the Chambishi Southeast Mine, which is expected to commence production in 2016 and which, based on our current plans, will have an annual production capacity of 3,300 kt of ore upon its completion.

Luanshya, in which we have an 80% equity interest, owns the Baluba Center Mine, the Muliashi North Mine, the Baluba East Mine, the Mashiba Mine and the Baluba Center Processing Plant. The Baluba Center Mine produced 1,224.1 kt of sulfide ores in 2011. We have recently commenced production at the Muliashi Project, an integrated project for mining and leaching of copper oxide ores, which comprises the Muliashi North Mine, the Muliashi Leach Plant and the planned Baluba East Mine. See "— Our Mining Rights" and "— Life-of-Mine Plans" for additional details on our mining and exploration licenses and life-of-mine plans.

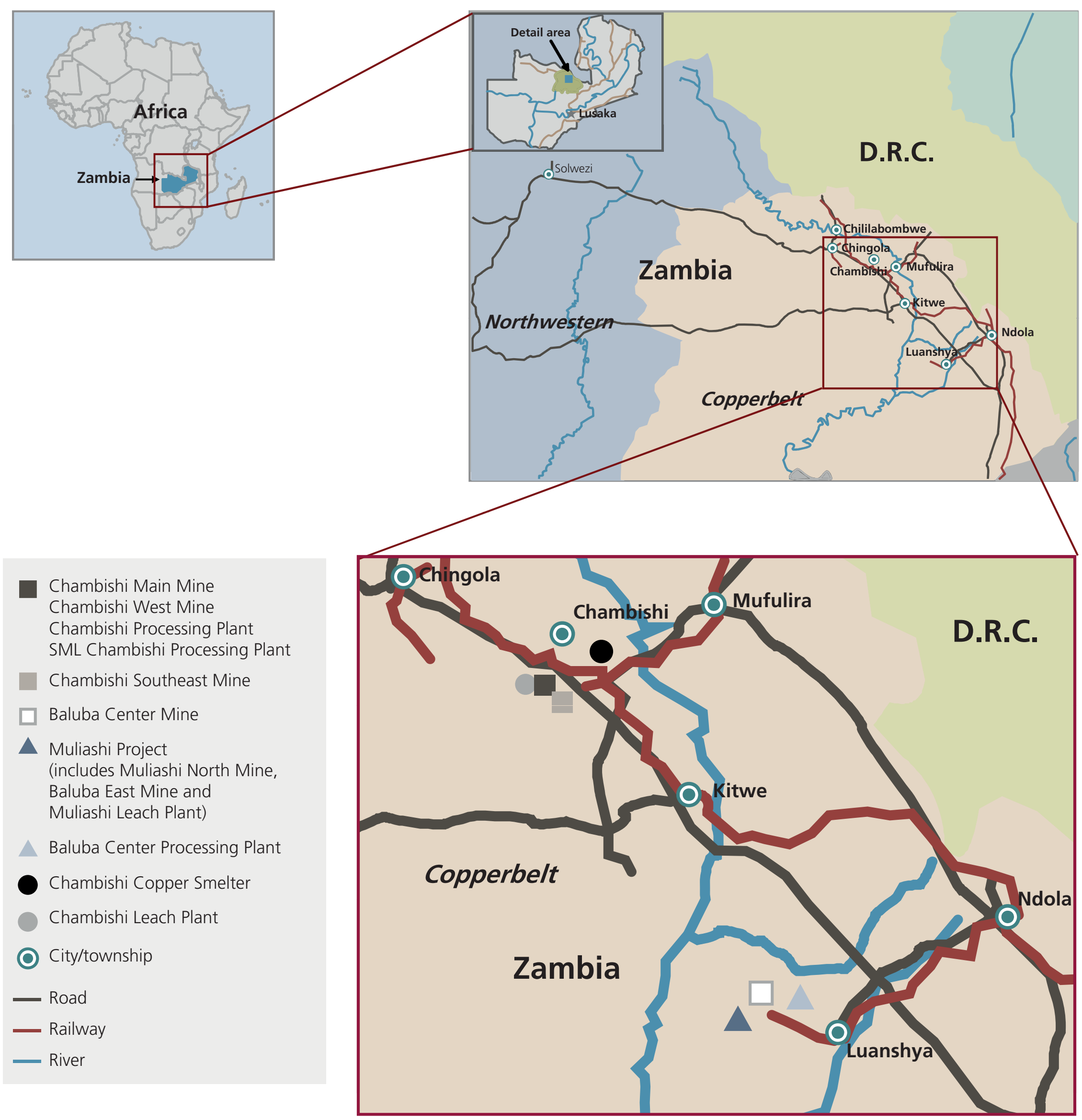
Our copper smelting operations are carried out through CCS, in which we hold a 60% equity interest. CCS operates the Chambishi Copper Smelter, which produced 150.9 kt of blister copper in 2011 and is the only large-scale overseas copper smelter owned by a PRC enterprise according to the Wood Mackenzie Report. We are currently expanding the facilities of the smelter to increase its annual production capacity to 250 kt of blister copper by 2013.

Our copper leaching operations are carried out through SML, in which we have a 67.75% equity interest. SML operates the Chambishi Leach Plant, which produced 7.0 kt of copper cathode in 2011, and the DRC Project, which commenced production in February 2012 and has a designed annual production capacity of 10 kt of copper cathode. In order to increase our production of copper cathode, we are currently developing a number of leaching projects, including the Mabende Project with a designed annual production capacity of 20 kt of copper cathode and the Kakoso Tailings Development Project with a planned annual production capacity of 3 kt of copper cathode. SML also operates the SML Chambishi Processing Plant, which was completed in 2011 and has an annual processing capacity of 330 kt of ore. See “Business — Our Operations”.

In addition, as part of our strategy to develop our abundant cobalt resources, we are currently pursuing several projects with an aim to start cobalt production in the future, including further research on recycling methods for the extraction of cobalt from smelting slag and copper concentrate. Tests are currently underway and we will consider further expansion plans based on their outcome. We currently expect to complete the research relating to cobalt development and commence industrial production in three to five years. See “Business — Research and Development — Cobalt Development Plans”.

Asset Locations

The following map shows the locations of our principal mining, ore processing, leaching and smelting operations:



CONTROL OVER OUR SUBSIDIARIES

Our Zambian subsidiaries are joint ventures, each with different joint venture partners, which involve certain risks, such as the possibility that our joint venture partners may exercise veto rights and block actions that we believe to be in our or the joint venture's best interests. See "Our History and Reorganization — Our Joint Venture Arrangement — Joint Venture Partners and Shareholders Agreements", "Risk Factors — Risks Relating to our Business and Industry — We own our projects through joint venture companies and such joint venture arrangements may not be successful" and "Risk Factors — Risks Relating to Conducting Our Operations in Zambia and the DRC — The Zambian government could intervene in certain material business decisions on our projects in Zambia based on the right of the special share".

Our Directors consider that any veto rights enjoyed by our joint venture partners pursuant to the relevant joint venture agreement or articles of association of our joint venture subsidiaries represent only protective rights and do not have any impact on our ability to exercise control over the financial policies (which pertain to decision on capital expenditures, budget approvals, credit terms, issue of debt, cash management and accounting policies) and operating policies (which pertain to activities such as sales, marketing, manufacturing and human resources) of the relevant subsidiaries.

Our Directors are of the view that we are able to govern the financial and operating policies of our joint venture subsidiaries so as to obtain benefits from their activities. Accordingly, our joint venture subsidiaries are accounted for as subsidiaries and are consolidated according to the applicable accounting policies.

SUMMARY OF HISTORICAL FINANCIAL INFORMATION

The following tables set forth extracts from the consolidated financial information of our Group. We have extracted the consolidated financial information as of and for the years ended December 31, 2009, 2010 and 2011 from our consolidated financial information set forth in the Accountants' Report in Appendix I to this prospectus. The extracts from the consolidated financial information should be read together with, and are qualified in its entirety by reference to, the consolidated financial information included elsewhere in this prospectus, including the related notes.

Extracts from our consolidated financial information were prepared in accordance with HKFRS.

Extract from Consolidated Statements of Comprehensive Income

	Year ended December 31,					
	2009		2010		2011	
	(US$ '000)	(% of revenue)	(US$ '000)	(% of revenue)	(US$ '000)	(% of revenue)
Revenue	696,290	100.0	1,357,285	100.0	1,283,906	100.0
Gross profit	91,740	13.2	216,139	15.9	188,258	14.7
Profit and total comprehensive income attributable to:						
Owners of the Company	81,674	11.7	73,911	5.4	70,014	5.5
Non-controlling interests	12,673	1.8	33,471	2.5	33,276	2.5
Profit for the year	94,347	13.5	107,382	7.9	103,290	8.0

Extract from Consolidated Statements of Financial Position

	At December 31,		
	2009	2010	2011
	(US$'000)	(US$'000)	(US$'000)
Non-current assets	446,966	557,486	925,725
Current assets	621,130	801,936	547,494
Current liabilities	300,977	440,299	364,342
Net current assets	320,153	361,637	183,152
Total equity	326,178	405,060	489,350
Non-current liabilities	440,941	514,063	619,527

Condensed Consolidated Statements of Cash Flow

	Year ended December 31,		
	2009	2010	2011
	(US$ '000)	(US$ '000)	(US$ '000)
Net cash from operating activities	25,378	178,352	168,509
Net cash used in investing activities	(125,237)	(158,707)	(412,420)
Net cash from financing activities	217,532	123,488	126,468
Net increase/(decrease) in cash and cash equivalents	117,673	143,133	(117,443)
Cash and cash equivalent at beginning of the year	76,089	194,302	336,789
Effect of foreign exchange rates changes	540	(646)	(2,043)
Cash and cash equivalent at end of the year	194,302	336,789	217,303

Other Financial Information

	Year ended December 31,		
	2009	2010	2011
Profit attributable to owners of the Company (US$'000)	81,674	73,911	70,014
Add: Profit attributable to non-controlling interests (US$'000)	12,673	33,471	33,276
Add: Income tax expense (US$'000)	11,480	20,202	15,020
Profit before tax (US$'000)	105,827	127,584	118,310
Add: net finance costs (US$'000)	5,330	8,232	9,248
EBIT(1) (US$'000)	111,157	135,816	127,558
Add: Depreciation (US$'000)	31,930	45,584	59,388
EBITDA(2) (US$'000)	143,087	181,400	186,946
EBIT margin(3)	16.0%	10.0%	9.9%
EBITDA margin(4)	20.5%	13.4%	14.6%
Net profit margin(5)	13.5%	7.9%	8.0%
Net profit margin attributable to the owners of the Company(6)	11.7%	5.4%	5.5%

Notes:

(1) Earnings Before Interests and Taxes, which equals profit before tax plus the absolute amount of net finance costs.

(2) Earnings Before Interests, Taxes, Depreciation and Amortization, which equals profit before tax plus the absolute amounts of net finance costs, depreciation and amortization. EBITDA is not a standard measure under HKFRS and should not be considered in isolation or be construed as an alternative to cash flows, profit or any other measure of performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities.

(3) EBIT margin equals EBIT divided by revenue, expressed as a percentage.

(4) EBITDA margin equals EBITDA divided by revenue, expressed as a percentage.

(5) Net profit margin equals profit for the year as a percentage of revenue.

(6) Net profit margin attributable to the owners of the Company equals net profit attributable to the owners of the Company as a percentage of revenue.

OUR PRODUCTS

Our main products are blister copper, copper cathode and copper concentrate. We also produce sulfuric acid as a by-product generated during the copper smelting process.

The following table sets out our production of blister copper, copper cathode, copper concentrate and contained copper in concentrate for the periods indicated:

Product	Year ended December 31,		
	2009	2010	2011
		(kt)	
Blister copper[(1)]	108.4	165.1	150.9
Copper cathode	6.5	7.1	7.0
Copper concentrate[(2)]	53.9	99.7	124.1
Contained copper in concentrate[(2)]	23.6	32.0	39.3

Notes:

(1) Chambishi Copper Smelter's designed capacity of 150 kt is calculated on the basis of a year consisting of 330 working days. In 2010, the actual blister copper production exceeded the designed production capacity because the smelter performed no maintenance and operated at full capacity for more than 330 days.

(2) All of the copper concentrate produced in 2010 and 2011 was sold internally to the Chambishi Copper Smelter for copper smelting. Currently, we do not plan to sell copper concentrate to external parties in the ordinary course of our business.

The following table sets forth the breakdown of our sales volume and revenue by product category for the periods indicated:

Product	Year ended December 31,								
	2009			2010			2011		
	Sales Volume	Revenue	% of Revenue	Sales Volume	Revenue	% of Revenue	Sales Volume	Revenue	% of Revenue
	(kt)	(US$ '000)	(%)	(kt)	(US$ '000)	(%)	(kt)	(US$ '000)	(%)
Blister copper	105.2	624,185	89.6	163.0	1,278,483	94.2	147.8	1,186,840	92.5
Copper cathode	6.2	33,848	4.9	7.4	56,336	4.2	7.0	58,223	4.5
Contained copper in concentrate[(1)]	5.1	28,218	4.1	—	—	—	—	—	—
Sulfuric acid	196.7	10,039	1.4	313.6	22,466	1.6	338.2	38,843	3.0
Total		696,290	100.0		1,357,285	100.0		1,283,906	100.0

Note:

(1) All of the copper concentrate produced in 2010 and 2011 was sold internally to the Chambishi Copper Smelter for copper smelting. Currently, we do not plan to sell copper concentrate to external parties in the ordinary course of our business.

SALES TO THE RETAINED GROUP

The Retained Group was our single largest customer in 2009, 2010 and 2011, and accounted for 28.8%, 55.3% and 51.0% of our total revenue in 2009, 2010 and 2011, respectively.

Since we commenced sales of copper products to the Retained Group in 2006, the Retained Group has gradually become our single largest customer, primarily due to its increasing demand for our products fueled by the shortage of copper supply in the PRC, the more flexible payment settlement terms and the reduced counterparty risks offered by the Retained Group. In view of the shortage of copper supply in the PRC, the Retained Group has been increasing its orders for our products as we increased our production volume over the years. In addition, due to our affiliation with the Retained Group, the Retained Group is more willing to, at our request, make advance payments instead of issuing letters of credit to us which allows us to better manage our working capital. The letters of credit that we have with independent customers usually have a 45-day settlement period. The advance payment made by the Retained Group thus allows us to save on the interest on bank loans which we may otherwise have to pay. However, in the event that the Retained Group ceases to make advance payments to our Group and issues only letters of credit to our Group, our Directors believe that there will be no material impact on the financial performance of our Group. Further, due to the nature of commodity transactions, the settlement amount is usually relatively high. Consequently, settlement risk is an important consideration for us. While our independent major customers were carefully selected based on a number of factors including their creditworthiness, we believe that the risk of default by the Retained Group is even lesser as the Retained Group is a state-owned enterprise in the PRC. Accordingly, we have no intention to cease selling our products to the Retained Group. For additional details, see "Risk Factors — Risks Relating to Our Business and Industry — We derive a substantial portion of our sales from a small number of customers" and "Business — Sales, Distribution and Marketing".

Even though the Retained Group has been our single largest customer since 2009, we have other available independent customers to replace the Retained Group should the Retained Group cease to be our customer or our single largest customer. The Retained Group only constituted one of the top five customers of our Group during the Track Record Period, and the other major customers of our Group during the Track Record Period were all Independent Third Parties, save for Yunnan Copper Group which is a minority shareholder of our subsidiary, CCS, and to whom we commenced direct sales in the second quarter of 2011. The major customers which were Independent Third Parties include Trafigura AG, LN Metals International Ltd, Transamine Trading SA (Swiss) and two other European trading companies, the principal business locations of which are the United Kingdom and Switzerland. We commenced selling our products to these major independent customers between 2004 to 2009. During the Track Record Period, our major sales markets included the PRC, Switzerland, the United Kingdom, Zambia, South Africa and Luxembourg. Our independent major customers, including those in Switzerland, are commodity traders whose business is to resell copper products to third parties. We believe that each of our independent major customers, or a combination of a few of them, has the capacity to purchase at least a very significant portion of our production output as they are international trading companies and there have been instances in the past when we had to turn down part of their orders due to their demand being greater than our supply capacity. Nevertheless, to minimize customer concentration risk, we diversify our sales to these few major customers, which were carefully selected with regard to their demand, creditworthiness, financial ability and reputation. We may selectively diversify our sales to other additional high quality customers in future should the need arise. However, we do not see the commercial need to overly diversify our customer base at this stage, which would bring additional administrative burdens.

Even though the Retained Group has copper production operations in the PRC and the copper products produced by us and the Retained Group are both sold in the PRC market, we believe that it is unlikely that there will be extreme competition between the copper products of our Group and those of the Retained Group in the PRC in view of the shortfall in copper supply in the PRC. The PRC, which is our major market, has severe supply shortfalls in both refined copper and copper concentrate. According to Wood Mackenzie, the refined copper supply shortage was 2,513 kt and copper concentrate supply shortage was 1,687 kt in 2011 on a contained copper basis. In the near future, a considerable shortfall between domestic supply and demand for copper in the PRC is also expected. For example, the supply deficit of copper concentrate in the PRC is expected to increase from 1.7 Mt in 2011 to 2.8 Mt in 2015. According to Wood Mackenzie, this shortfall will have to be met through imports of raw materials and refined metal. See "Industry Overview — China Copper Market Overview". We maintain close commercial relationships with various copper refiners in the PRC, which are customers for blister copper, and downstream copper processing plants, which are customers for copper cathode. We believe that we will be able to sell our products directly to these refiners and copper processing plants upon needs in the unlikely event that we are unable to conduct sales via trading companies. In addition, copper cathode is actively traded on the LME, Shanghai Futures Exchange and COMEX, which can provide additional means of distribution for our Group's copper cathode products.

Accordingly, we are of the view that we do not rely on any of our major customers in view of the following:

(a) copper is a commodity and can be sold on public markets at a transparent market price;

(b) our Group may easily find other replacement customers given the demand for copper exceeds its supply globally and in the PRC, our major market; and

(c) the loss of any one major customer will not affect the financial performance of our Group materially as our other existing or past customers are able to absorb more of our Group's supply on no less favorable terms.

COPPER RESOURCES AND RESERVES

Summary of Our Copper Reserves

The following table sets out the ore reserves of our subsidiaries, together with the ownership percentage, as of December 31, 2011:

Company	Ownership percentage	JORC category	Ore	Average grade[(1)] Total copper
			(Mt)	(%)
NFCA	85%	**Reserves**		
		Proved	9.1	1.64
		Probable	54.6	1.78
		Total	**63.7**	**1.76**
Luanshya	80%	**Reserves**		
		Proved	48.5	1.22
		Probable	67.6	1.07
		Total	**116.1**	**1.11**

Note:

(1) As only some of our deposits contain cobalt reserves, it would not be meaningful to include average cobalt grades in the table above. For information on our cobalt reserves, see the description of individual mining assets under "Business — Mining and Ore Processing Operations".

Summary of Our Copper Resources

The following table sets out the mineral resources of our subsidiaries, together with the ownership percentage, as of December 31, 2011:

Company	Ownership percentage	JORC category	Ore	Average grade[(1)] Total copper	Oxide copper
			(Mt)	(%)	(%)
NFCA	85%	**Resources**			
		Measured	11.3	2.13	—
		Indicated	66.3	2.16	—
		Subtotal[(2)]	**77.6**	**2.16**	—
		Inferred	151.0	1.88	—
Luanshya	80%	**Resources**			
		Measured	49.1	1.30	0.68
		Indicated	78.5	1.30	0.40
		Subtotal[(2)]	**127.7**	**1.30**	**0.51**
		Inferred	46.0	1.55	0.59
SML	67.75%	**Resources**			
		Measured	0.8	2.18	0.34
		Indicated	10.8	1.63	0.63
		Subtotal[(2)]	**11.6**	**1.68**	**0.61**
		Inferred	13.1	0.88	0.50

Notes:

(1) As only some of our deposits contain cobalt resources, it would not be meaningful to include average cobalt grades in the table above. For information on our cobalt resources, see the description of individual mining assets under "Business — Mining and Ore Processing Operations".

(2) Only measured and indicated mineral resources can be used for ore reserve estimation and mine planning.

LIFE-OF-MINE PLANS

The following table sets out the details of the Life-of-Mine plans for our producing mines and development projects, according to the Competent Person's Report, as of December 31, 2011:

Mine	Designed capacity	2011 production	Life-of-Mine[(1)]
	(Mtpa)	(Mt)	(years)
Chambishi Main[(2)]	2.145	1.028	8.5
Chambishi West[(3)]	0.99	0.487	24
Chambishi Southeast[(4)]	3.3	n/a	20
Baluba Center[(5)]	1.5	1.224	11
Muliashi North[(6)]	4.5	n/a	12.5
Baluba East[(7)]	0.9	n/a	7

Notes:

(1) For Chambishi West and Baluba Center, Life-of-Mine represents the remaining mine life of the respective mine as of December 31, 2011 according to the Competent Person's Report. For development projects, Life-of-Mine represents the estimated mine life of each project following commencement of operations according to the Competent Person's Report. SRK's Life-of-Mine estimates are based on respective projects' mine designs, which take into account the mineable reserves and the projected mining schedule. The designed maximum production capacity of each mine is disclosed in the table above.

(2) Production re-commenced in 2003. Remaining mine life of 8.5 years was calculated based on ore reserves at the Chambishi Main Mine as of December 31, 2011 divided by an assumed production rate of 1,000 kt of ore per year.

(3) Production commenced in 2010.

(4) Production is expected to commence in 2016.

(5) Production re-commenced in 2010.

(6) Production commenced in December 2011.

(7) Production is expected to commence in 2017.

OUR MINING RIGHTS

As of December 31, 2011, we had ten large-scale mining licenses in Zambia covering an aggregate area of approximately 218 sq km and one prospecting license covering an area of approximately 339 sq km. The following table sets out the details of our mining and prospecting licenses:

Mining license No.	License type	Current license holder	Commencement date	Expiration date	Minerals granted
7068-HQ-LML[(1)]	Large-scale mining license	NFCA	June 29, 1998	June 29, 2023	Copper, cobalt and other minerals
7069-HQ-LML	Large-scale mining license	NFCA	June 29, 1998	June 29, 2023	Copper, cobalt and other minerals
7070-HQ-LML[(1)]	Large-scale mining license	NFCA	June 29, 1998	June 29, 2023	Copper, cobalt and other minerals
8097-HQ-LML	Large-scale mining license	Luanshya	January 23, 2004	January 23, 2024	Copper, cobalt and other minerals
8396-HQ-LML	Large-scale mining license	Luanshya	October 19, 2006	October 19, 2031	Copper and cobalt
8394-HQ-LML	Large-scale mining license	Luanshya	October 19, 2006	October 19, 2031	Copper and cobalt
8393-HQ-LML	Large-scale mining license	Luanshya	October 19, 2006	October 19, 2031	Copper and cobalt
8395-HQ-LML	Large-scale mining license	Luanshya	October 19, 2006	October 19, 2031	Copper and cobalt
8404-HQ-LML	Large-scale mining license	Luanshya	November 9, 2006	November 9, 2031	Copper and cobalt
8392-HQ-LML	Large-scale mining license	Luanshya	October 19, 2006	October 19, 2031	Copper and cobalt
15201-HQ-LPL	Prospecting license	SML	December 20, 2011	December 20, 2013	Copper

Note:

(1) Mining licenses No. 7068-HQ-LML and 7070-HQ-LML have been merged and form a single license with license No. 7069-HQ-LML.

Mining licenses in Zambia are usually granted for a period of 25 years and can be renewed for another 25 years if an application is made within one year prior to the expiration date. We paid ZMK5,400,000 (equivalent of US$1,104) in license fees in respect of the three mining licenses owned by NFCA and ZMK15,120,000 (equivalent of US$3,092) in license fees in respect of the seven mining licenses owned by Luanshya in March 2010. There are no caps on production in respect of our mining licenses.

OFFER STATISTICS

All statistics in this table are based on the assumption that the Over-allotment Option is not exercised.

	Based on Minimum Indicative Offer Price of HK$2.10	Based on Maximum Indicative Offer Price of HK$2.80
Market capitalization of our Shares(1)	HK$7,287 million	HK$9,716 million
Unaudited pro forma adjusted net tangible assets value per Share(2)	US$0.17	US$0.19

Notes:

(1) The calculation of market capitalization is based on the 3,470,000,000 Shares expected to be in issue immediately upon completion of the Global Offering, assuming no exercise of the Over-allotment Option.

(2) The unaudited pro forma adjusted net tangible assets value per Share has been arrived at after adjustments referred to in the paragraph headed "Unaudited Pro Forma Statement of Adjusted Net Tangible Assets" in Appendix II to this prospectus and on the basis of 3,470,000,000 Shares in issue at the indicative offer prices of HK$2.10 and HK$2.80 per Share immediately following completion of the Global Offering but takes no account of any Shares which may be issued upon exercise of the Over-allotment Option. The unaudited pro forma adjusted net tangible assets attributable to owners of the Company per Share is converted to US dollars at an exchange rate of US$0.1282 to HK$1.00 prevailing on the Latest Practicable Date.

USE OF PROCEEDS

The net proceeds from the Global Offering, after deducting underwriting fees and estimated total expenses paid and payable by us in connection with the Global Offering, are estimated to be approximately HK$2,010.7 million (equivalent to approximately US$257.8 million) before any exercise of the Over-allotment Option, assuming an Offer Price of HK$2.45 per Share, being the mid-point of the proposed Offer Price range of HK$2.10 to HK$2.80 per Share. We intend to use such net proceeds as follows:

- approximately HK$603.2 million (equivalent to approximately US$77.3 million, or approximately 30% of our total estimated net proceeds) for financing the exploration and development of the Chambishi Southeast Mine;
- approximately HK$402.1 million (equivalent to approximately US$51.6 million, or approximately 20% of our total estimated net proceeds) for financing the expansion of the Chambishi Copper Smelter;
- approximately HK$100.5 million (equivalent to approximately US$12.9 million, or approximately 5% of our total estimated net proceeds) for financing the Muliashi Project;
- approximately HK$100.5 million (equivalent to approximately US$12.9 million, or approximately 5% of our total estimated net proceeds) for financing the development of the Mwambashi Project;
- approximately HK$301.6 million (equivalent to approximately US$38.7 million, or approximately 15% of our total estimated net proceeds) for acquisitions of companies with existing exploration rights and additional mining assets. As of the Latest Practicable Date, we had not identified any acquisition targets;
- approximately HK$301.6 million (equivalent to approximately US$38.7 million, or approximately 15% of our total estimated net proceeds) for the repayment of certain existing loans; and

- the balance of the net proceeds to be used for working capital and other general corporate purposes.

If the Offer Price is set at the highest or lowest point of the indicative Offer Price range, the net proceeds of the Global Offering, assuming that the Over-allotment Option is not exercised, will increase to approximately HK$2,305.7 million or decrease to approximately HK$1,715.6 million, respectively. In such event, we will increase or decrease the intended use of the net proceeds for the above purposes on a pro-rata basis.

If the Over-allotment Option is exercised in full, the net proceeds from the Global Offering will increase to approximately HK$2,320.5 million, assuming an Offer Price of HK$2.45 per Share, being the mid-point of the proposed Offer Price range. If the Offer Price is set at the high-end or low-end of the proposed Offer Price range, the net proceeds of the Global Offering, including the proceeds from the exercise of the Over-allotment Option, will increase or decrease by approximately HK$339.3 million or HK$339.3 million, respectively. In such event, we will increase or decrease the allocation of the net proceeds to the above purposes on a pro-rata basis.

DIVIDENDS

In 2009, 2010 and 2011, the aggregate dividends declared by our subsidiaries, after intra-group elimination, amounted to US$9.4 million, US$28.5 million and US$22.8 million, respectively. As of the Latest Practicable Date, all outstanding dividends payable have been fully settled. We funded the payment of the declared dividends with cash in hand. In March 2012, the board of directors of SML resolved the appropriation of dividend of US$10.0 million for the approval in the forthcoming shareholders' meeting.

The amount of dividend declared by our Board of Directors in the future will depend upon: (a) our overall results of operation; (b) our financial position; (c) our capital requirements; (d) our shareholders interests; (e) our future prospects; and (f) other factors that the Board of Directors deem relevant. Any declaration and payment as well as the amount of dividends will be subject to our constitutional documents and the Companies Ordinance, including, among others, the approval of our Shareholders.