
DEFINITIONS

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

“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
“ARO”	assets retirement obligation
“Articles of Association” or “Articles”	the articles of association of our Company that were conditionally adopted on April 27, 2012, which will become effective upon the Listing, as amended from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board of Directors” or “Board”	our board of Directors
“BPs”	basis points. A basis point is a unit that is equal to 1/100th of 1%, and is used to denote the change in a financial instrument
“Business Day”	a day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are open generally for normal banking business to the public
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“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
“CCS”	Chambishi Copper Smelter Limited (謙比希銅冶煉有限公司*), a company incorporated in Zambia on July 19, 2006 and a subsidiary of our Company

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“CDF”	Congolese Franc, the lawful currency for the time being of the DRC
“Chambishi Copper Mine”	the mining complex located in the Copperbelt province in Zambia where NFCA carries out its business activities, comprising the Chambishi Main Mine, the Chambishi West Mine and the Chambishi Southeast Mine
“Chambishi Copper Smelter”	the copper smelter located in the Copperbelt province in Zambia held by CCS and where CCS undertakes its smelting operations
“Chambishi Leach Plant”	the copper leaching plant located in the Copperbelt province in Zambia held by SML and where SML undertakes its leaching operations
“China” or “PRC”	the People’s Republic of China. For the purpose of this prospectus and for geographical reference only and except where the context requires, references in this prospectus to “China” and the “PRC” do not include Taiwan, the Macau Special Administrative Region and Hong Kong
“CNMC”	China Nonferrous Metal Mining (Group) Co., Ltd* (中國有色礦業集團有限公司), a state-owned enterprise incorporated under the laws of the PRC in 1997 with operating history dating back to 1983, directly administered by SASAC
“CNMC Group”	CNMC together with its subsidiaries
“CNMC International Trade”	CNMC International Trade Ltd*(中色國際貿易有限公司), a company incorporated under the laws of the PRC on August 28, 2007 and a subsidiary of CNMC
“CNMC-Mabende”	CNMC-Mabende Metal Leach SPRL, a joint venture to be established in the DRC by SML and Huachin SPRL, an associate of our Group. As at the Latest Practicable Date, this joint venture has not been established
“CNMD”	China Nonferrous Mining Development Limited (中色礦業發展有限公司), an investment holding company incorporated under the laws of the BVI on July 12, 2011, a wholly owned subsidiary of CNMC and the Controlling Shareholder of our Company
“CNMH”	China Nonferrous Mining Holdings Limited (中色礦業控股有限公司*), an investment holding company incorporated under the laws of the Republic of Ireland on September 23, 2011 and a wholly owned subsidiary of our Company
“COMEX”	Commodity Exchange, Inc., a division of the New York Mercantile Exchange

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“Companies Ordinance”	the Companies Ordinance of Hong Kong (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company,” “our Company”, “we”, “us” or “our”	China Nonferrous Mining Corporation Limited (中國有色礦業有限公司), a company incorporated in Hong Kong on July 18, 2011 with limited liability under the Companies Ordinance and, except where the context otherwise requires, all of its subsidiaries or where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries were engaged in and which were subsequently assumed by it
“Competent Person’s Report”	the independent technical review report by SRK as set out in Appendix III to this prospectus
“Compliance Committee”	the compliance committee of the Board
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto in the Listing Rules
“Controlling Shareholder”	has the meaning ascribed thereto under the Listing Rules
“Deed of Indemnity”	a deed of indemnity dated May 14, 2012 entered into between CNMC and our Company for itself and as trustee for its subsidiaries, under which CNMC has given certain indemnities in favor of our Group
“Deed of Non-Competition Undertaking”	a deed of non-competition undertaking dated May 14, 2012 entered into between CNMC and our Company under which CNMC has given us certain undertakings in respect of the conduct of certain of its activities outside the PRC
“Director(s)”	director(s) of our Company
“DRC”	The Democratic Republic of the Congo
“DRC Project”	the leaching plant in the DRC owned by Huachin
“EIT Law”	the PRC Enterprise Income Tax Law passed by the National People’s Congress of the PRC on March 16, 2007 and took effect on January 1, 2008, as amended, supplemented and otherwise modified from time to time
“EPF”	Environmental Protection Fund
“euro” or “€”	the lawful currency of the member states of the European Monetary Union that have adopted the single currency in

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	accordance with the Treaty establishing the European Community, as amended by the Treaty on European Union
“Fifteen MCC Africa”	Fifteen MCC Africa Construction & Trade Ltd (中國十五冶非洲建築貿易公司*), a company incorporated under the laws of Zambia on May 24, 2007 and a subsidiary of CNMC
“First Quantum”	First Quantum Minerals Ltd., a company incorporated under the Company Act (British Columbia) on December 21, 1983 and an Independent Third Party
“Global Offering”	the Hong Kong Public Offering and the International Offering
“GREEN application form(s)”	the application form(s) to be completed by White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group”, “our Group”, “we” or “us”	our Company and our subsidiaries or any of them, or where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the present subsidiaries of our Company
“GRZ”	the Government of the Republic of Zambia
“Hainan Sino-Africa Mining”	China Hainan Sino-Africa Mining Investment Ltd.* (海南中非礦業投資有限公司), a company incorporated under the laws of the PRC in October 2004 holding 30% of our subsidiary SML
“HK\$” or “Hong Kong dollar(s)”	Hong Kong dollars and cents respectively, the lawful currency for the time being of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standard, as issued by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Offer Shares”	the 87,000,000 new Shares being offered by us for subscription pursuant to the Hong Kong Public Offering, subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus

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“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated Friday, May 18, 2012 and as amended on Tuesday, June 19, 2012 relating to the Hong Kong Public Offering entered into among, among others, the Company, the Joint Global Coordinators and the Hong Kong Underwriters
“Huachin”	Huachin Metals Leach SPRL (中色華鑫濕法冶煉公司*), a company incorporated under the laws of the DRC on December 17, 2010 and a subsidiary of SML
“Huachin Minerals”	Huachin Minerals SPRL (華鑫礦產有限公司*), a company incorporated under the laws of the DRC on January 27, 2011 and an associate of our Company
“Independent Third Party(ies)”	party(ies) not connected with any of the Directors, chief executive, Substantial Shareholders of our Company or any of its subsidiaries or any of their respective associates
“Industry Consultant” or “Wood Mackenzie”	Wood Mackenzie (Australia) Pty Ltd., a provider of consulting services to the energy and metals industries and our industry consultant
“International Offer Shares”	the 783,000,000 new Shares initially being offered by us for subscription at the Offer Price under the International Offering, subject to adjustment and the Over-allotment Option, as more fully described in the section headed “Structure of the Global Offering” in this prospectus
“International Offering”	the conditional offering by the International Underwriters of the International Offer Shares to institutional and professional investors and other investors, as described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the several underwriters of the International Offering who are expected to enter into the International Underwriting Agreement to underwrite the International Offering
“International Underwriting Agreement”	the underwriting agreement expected to be entered into on or around Monday, June 25, 2012 by our Company and the Joint Global Coordinators on behalf of the

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	International Underwriters in respect of the International Offering, as further described in the section headed “Underwriting — Underwriting Arrangements and Expenses — International Offering” in this prospectus
“Joint Bookrunners”	UBS AG, Hong Kong Branch, China International Capital Corporation Hong Kong Securities Limited and J.P. Morgan Securities Ltd.
“Joint Global Coordinators”	UBS AG, Hong Kong Branch, China International Capital Corporation Hong Kong Securities Limited and J.P. Morgan Securities (Asia Pacific) Limited
“Joint Lead Managers”	in respect of the Hong Kong Public Offering, UBS AG, Hong Kong Branch, China International Capital Corporation Hong Kong Securities Limited and J.P. Morgan Securities (Asia Pacific) Limited and in respect of the International Offering, UBS AG, Hong Kong Branch, China International Capital Corporation Hong Kong Securities Limited and J.P. Morgan Securities Ltd.
“Joint Sponsors”	UBS AG, Hong Kong Branch, China International Capital Corporation Hong Kong Securities Limited and J.P. Morgan Securities (Asia Pacific) Limited
“JORC”	the Australasian Joint Ore Reserves Committee
“JORC Code”	the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves
“Kakoso Company”	Kakoso Metals Leach Limited, a company incorporated under the laws of Zambia on August 18, 2010, and a subsidiary of SML
“Latest Practicable Date”	June 13, 2012, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“LIBOR”	London Interbank Offer Rate
“Listing”	the listing of the Shares on the Main Board of the Hong Kong Stock Exchange
“Listing Committee”	the listing sub-committee of the board of directors of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on Friday, June 29, 2012 on which dealings in our Shares first commence on the Hong Kong Stock Exchange

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“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“LME”	the London Metal Exchange
“Luanshya” or “CLM”	CNMC Luanshya Copper Mines PLC (中色盧安夏銅業有限公司*), formerly Luanshya Copper Mines PLC, a company incorporated in Zambia on July 10, 2003 and a subsidiary of our Company
“Luanshya Mine”	the mining complex located in the Copperbelt province in Zambia where Luanshya carries out its business activities, comprising the Luanshya-Baluba, Muliashi, Roan Basin, Roan Extension East, Roan Extension West, Baluba East and Muva Hill deposits
“Mabende Project”	the project undertaken by SML to construct and operate a leaching plant in the DRC
“Main Board”	the Main Board of the Hong Kong Stock Exchange
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“MPongwe”	CNMC MPongwe Mining Company Ltd (中色鵬威礦業有限公司*), a company incorporated in Zambia on May 3, 2010, and a subsidiary of CNMC
“Muliashi Project”	an integrated project involving the mining and leaching of copper oxide ores undertaken by Luanshya, including the Muliashi North Mine, the Muliashi Leach Plant and the planned Baluba East Mine
“MUZ”	the Mine Workers Union of Zambia
“Mwambashi Project”	a project involving the development of the Mwambashi deposit located near Mwambashi River Lodge, Zambia by SML
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“NFCA”	NFC Africa Mining PLC (中色非洲礦業有限公司*), a company incorporated in Zambia on March 5, 1998, and a subsidiary of our Company
“Nomination Committee”	the nomination committee of the Board

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“NUMAW”	the National Union of Miners and Allied Workers
“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage fee, Hong Kong Stock Exchange trading fee and SFC transaction levy) at which the Offer Shares are to be subscribed pursuant to the Global Offering
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares including, where relevant, any additional Shares issued or sold pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by the Company to the International Underwriters exercisable by the Joint Global Coordinators under the International Underwriting Agreement pursuant to which the Company may be required by the International Underwriters to issue up to 130,500,000 additional Shares, representing in aggregate 15% of the initial number of Offer Shares offered under the Global Offering, at the Offer Price, to, among other things, cover over-allocations in the International Offering, if any
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of China
“PRC government” or “State”	the government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities)
“Price Determination Date”	the date, expected to be on or around Monday, June 25, 2012, but no later than Wednesday, June 27, 2012, on which the Offer Price is fixed for the purposes of the Global Offering
“Qualified Institutional Buyers” or “QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Renminbi” or “RMB”	Renminbi yuan, the lawful currency of the PRC
“Reorganization”	the reorganization undertaken by our Group in preparation for the Listing as described in the section headed “Our History and Reorganization — Reorganization” in this prospectus
“Retained Group”	CNMC and its subsidiaries (excluding our Group)

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“Retained Operations”	the operations of the Retained Group that were not transferred to our Company and were retained by CNMC in connection with the Reorganization, which mainly represented companies and divisions engaging in the development of mineral resources, construction engineering and related trade and service, the details of which are described in “Relationship with our Controlling Shareholder” in this prospectus
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SASAC”	State Assets Supervision and Administration Commission of the PRC (中華人民共和國國務院國有資產監督管理委員會)
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with nominal value of HK\$1.00 each in the share capital of our Company
“Shareholder(s)”	holder(s) of our Shares
“Sinotra”	Sinotra Company Ltd (中色非洲物流貿易有限公司*), a company incorporated under the laws of Zambia on May 25, 2009 and a subsidiary of CNMC
“SML”	Sino-Metals Leach Zambia Limited (贊比亞謙比希濕法冶煉有限公司*), a company incorporated under the laws of Zambia on December 3, 2004 and a subsidiary of our Company
“sq km”	square kilometers
“SRK”	SRK Consulting (China) Ltd, an independent technical consultant of mineral assets
“Stabilizing Manager”	China International Capital Corporation Hong Kong Securities Limited
“State Council”	State Council of the PRC (中華人民共和國國務院)
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into on or about the Price Determination Date between CNMD and the Stabilizing Manager, pursuant to which

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	CNMD will agree to lend certain Shares to the Stabilizing Manager on terms set forth therein
“subsidiary” or “subsidiaries”	has the meaning ascribed thereto in section 2 of the Companies Ordinance
“Substantial Shareholder”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Repurchases
“Track Record Period”	the three years ended December 31, 2011
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States”, “USA” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “US dollar(s)” or “USD”	United States dollars, the lawful currency for the time being of the United States
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“VAT”	value-added tax; all amounts are exclusive of VAT in this prospectus except indicated otherwise
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO at www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Wood Mackenzie Report”	the industry report prepared by Wood Mackenzie at our commission
“Yunnan Copper”	Yunnan Copper Industry Co., Ltd* (雲南銅業股份有限公司), a company incorporated under the laws of the PRC on May 15, 1998 and a subsidiary of Yunnan Copper Group
“Yunnan Copper Group”	Yunnan Copper Industry (Group) Co., Ltd* (雲南銅業集團有限公司), a company incorporated under the laws of the PRC in April 1996 holding 40% of the issued share capital of our subsidiary CCS

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“Yunnan Copper Technology”	Yunnan Copper Technology Development Co., Ltd* (雲南銅業科技發展股份有限公司), a company incorporated under the laws of the PRC on June 26, 2000, a subsidiary of Yunnan Copper Group
“Zambia”	The Republic of Zambia
“ZCCM”	Zambia Consolidated Copper Mines Limited, a company incorporated in Zambia in 1982 and succeeded by ZCCM-IH
“ZCCM-IH”	Zambia Consolidated Copper Mines Investments Holdings Plc, the successor company to ZCCM, majority owned by the GRZ
“ZCCZ”	Zambia-China Economic & Trade Cooperation Zone Development Ltd (贊比亞中國經濟貿易合作區發展有限公司*), a company incorporated in Zambia on January 16, 2007 and a subsidiary of CNMC
“Zhongrui”	Zhongrui Mining Investments Company Limited (中瑞礦冶投資有限公司*), a company incorporated in Zambia in November 2010, and a subsidiary of CNMC
“ZMK”	Zambian Kwacha, the lawful currency for the time being of Zambia

* Translation of English or Chinese terms for reference purposes only.