
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this prospectus.

“Achieve Ample”	Achieve Ample Investments Limited (達豐投資有限公司), a company incorporated in the BVI as a limited liability company on 10 March 2011, which is wholly-owned by Ms. Gao
“AME”	AME Mineral Economics (Asia) Limited, an independent research house that specialises in research on the global metals and related commodities industries
“AME Report”	the report dated 15 June 2012 on the global and PRC copper, iron, zinc, lead, gold and silver industries prepared by AME
“Application Form(s)”	WHITE application form(s), YELLOW application form(s) and GREEN application form(s), individually or collectively, as the context requires
“Articles of Association” or “Articles”	the articles of association of our Company conditionally adopted on 12 June 2012, as amended from time to time
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board” or “Board of Directors”	the board of directors of our Company
“Business Day”	any day (other than a Saturday, a Sunday or a public holiday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“Capital Reduction Agreement”	the capital reduction agreement dated 3 March 2012 entered into among Yifeng Wanguo, West-Jiangxi Brigade and HK Taylor as further described in the section headed “History and Development – Yifeng Wanguo – Capital Reduction Agreement” in this prospectus
“Capitalisation Issue”	the issue of Shares to be made upon capitalisation of part of the amount standing to the credit of the share premium account of our Company referred to in the paragraph headed “A. Further Information about our Group – 3. Resolutions of our Shareholders” in Appendix VII to this prospectus

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“Cayman Islands Companies Law”	the Companies Law of the Cayman Islands (2011 Revision) of the Cayman Islands, as amended, supplemented, or otherwise modified
“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, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China, but for the purposes of this prospectus and for geographical reference only (unless otherwise indicated), excluding Taiwan, the Macau Special Administrative Region of the PRC and Hong Kong
“China Rise” or “Joint Bookrunner” or “Joint Lead Manager”	China Rise Securities Company Limited, a licensed corporation to carry on business in type 1 (dealing in securities) regulated activities as defined under the SFO, acting as a Joint Bookrunner and a Joint Lead Manager
“Company”, “our Company”, “we” or “us”	Wanguo International Mining Group Limited (萬國國際礦業集團有限公司), formerly known as Multinational International Group Limited (萬國國際集團有限公司), a company incorporated in the Cayman Islands on 13 May 2011 as an exempted company with limited liability
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and in the context of this prospectus, Mr. Gao and Victor Soar
“Covenantor(s)”	Mr. Gao, Victor Soar, Ms. Gao and Achieve Ample, or any one of them

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“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the Chinese national securities markets
“Deed of Indemnity”	a deed of indemnity dated 12 June 2012 given by the Controlling Shareholders in favour of our Company
“Deed of Non-competition”	a deed of non-competition dated 12 June 2012 given by the Controlling Shareholders in favour of our Company
“Director(s)”	the director(s) of our Company
“EIT”	the PRC Enterprise Income Tax
“EIT Law”	the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法) issued on 16 March 2007 and became effective on 1 January 2008
“EIT Rules”	the Implementing Rules of the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法實施條例), issued on 6 December 2007 and became effective on 1 January 2008
“Excluded Businesses”	businesses operated by Mr. Gao and his associates as described in the section headed “Our Relationship with Controlling Shareholders – Excluded Businesses” in this prospectus
“ GREEN Application Form(s)”	the application form(s) to be completed by the HK eIPO White Form Service Provider designated by our Company
“Group”, “our Group”, “our”, “we” or “us”	our Company and its subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the present subsidiaries of our Company and the businesses carried on by such subsidiaries or (as the case may be) their predecessors
“Guotai Junan Capital” or “Sole Sponsor”	Guotai Junan Capital Limited, a licensed corporation to carry on type 6 (advising on corporate finance) regulated activity as defined under the SFO, acting as the sole sponsor to the Share Offer
“Guotai Junan Securities” or “Sole Global Coordinator” or “Joint Bookrunner” or “Joint Lead Manager”	Guotai Junan Securities (Hong Kong) Limited, a licensed corporation to carry on type 1 (dealing in securities) and type 4 (advising on securities) regulated activities as defined under the SFO, acting as the sole global coordinator of the Share Offer, a Joint Bookrunner and a Joint Lead Manager

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“ HK eIPO White Form ”	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 HK eIPO White Form (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 (www.hkeipo.hk)
“ HK Taylor ”	Taylor Investment International Limited (捷達投資國際有限公司), a company incorporated in Hong Kong on 14 August 2006 with limited liability, which is our indirectly wholly-owned subsidiary
“ HK\$ ” or “ HK dollars ” or “ cents ”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“ HKFRS ”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“ HKSCC ”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“ HKSCC Nominees ”	HKSCC Nominees Limited
“ Hong Kong ” or “ HK ”	the Hong Kong Special Administrative Region of the PRC
“ Hong Kong Companies Ordinance ”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“ Hong Kong Offer Shares ”	the 15,000,000 Shares initially offered by us for subscription pursuant to the Hong Kong Public Offering subject to re-allocation as described in the section headed “Structure of the Share Offer” in this prospectus
“ Hong Kong Public Offering ”	the offering by our Company of the Hong Kong Offer Shares for subscription by the public in Hong Kong for cash at the Offer Price (plus brokerage of 1% of the Offer Price, SFC transaction levy of 0.003% of the Offer Price and Stock Exchange trading fee of 0.005% of the Offer Price) on the terms and conditions described in this prospectus and the Application Forms
“ Hong Kong Share Registrar ”	Tricor Investor Services Limited

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“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 27 June 2012 relating to the Hong Kong Public Offering entered into by, amongst other parties, our Company, the Controlling Shareholders, the Joint Bookrunners and the Hong Kong Underwriters as further described in the section headed “Underwriting” in this prospectus
“IFRSs”	International Financial Reporting Standards, including International Accounting Standards and Interpretations, promulgated by the International Accounting Standard Board
“Independent Technical Expert”	Behre Dolbear Asia, Inc.
“Independent Technical Expert’s Report”	the independent technical report for the Xinzhuang Mine, dated 28 June 2012, prepared by the Independent Technical Expert as set out in Appendix V to this prospectus
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, are independent of our Company and its connected persons
“International Placing”	the conditional placing of the International Placing Shares by the International Underwriters on behalf of our Company with professional and institutional investors for cash at the Offer Price as further described in the section headed “Structure of the Share Offer” in this prospectus
“International Placing Shares”	the 135,000,000 Shares initially offered pursuant to the International Placing subject to Over-allotment Option and re-allocation as described in the section headed “Structure of the Share Offer” in this prospectus
“International Underwriters”	the underwriters expected to enter into the International Underwriting Agreement to underwrite the International Placing

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“International Underwriting Agreement”	the underwriting agreement expected to be entered into on or before the Price Determination Date by, amongst other parties, our Company, the Controlling Shareholders, the Joint Bookrunners and the International Underwriters in respect of the International Placing, as further described in the section headed “Underwriting” in this prospectus
“Issuing Mandate”	the general unconditional mandate given to our Directors by the Shareholders relating to the issue of new Shares, further details of which are contained in the section headed “Share Capital” in this prospectus
“Jianyang Jinshan”	Fujian Jianyang Jinshan Mining Co., Ltd (福建省建陽金山礦業有限公司), a domestic enterprise established in the PRC in 2003, which, as at the Latest Practicable Date, was owned as to 50% by Quanzhou Wanguo and 50% by Fujian Geological Science Research Institute (福建省地質科學研究所), an Independent Third Party
“Jianyang Wanguo”	Fujian Jianyang Wanguo Mining Co., Ltd (福建省建陽萬國礦業有限公司), a domestic enterprise established in the PRC in 2000, which, as at the Latest Practicable Date, was owned as to 80% by Mr. Gao and 20% by Ms. Gao, respectively
“Joint Bookrunner(s)”	Guotai Junan Securities and China Rise, being the joint bookrunners of the Share Offer, and each of them, a Joint Bookrunner
“Joint Lead Manager(s)”	Guotai Junan Securities and China Rise, being the joint lead managers of the Share Offer, and each of them, a Joint Lead Manager
“Latest Practicable Date”	21 June 2012, being the latest practicable date for the inclusion of certain information in this prospectus prior to its publication
“Listing”	listing of the Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about 10 July 2012, on which our Shares are listed and dealings in our Shares commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)

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“Main Board”	the exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company conditionally adopted on 12 June 2012, as amended from time to time
“MIH”	Multinational International Holdings Limited (萬國國際控股有限公司), formerly known as Globalbaron Holdings Limited, a limited liability company incorporated in the BVI on 23 November 2007, which is directly wholly-owned by our Company
“Ministry of Finance”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部) or its predecessor, the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外貿易經濟合作部)
“MOLAR”	the Ministry of Land and Resources of the PRC (中華人民共和國國土資源部)
“Mr. Gao”	Mr. Gao Mingqing (高明清), an executive Director and a Controlling Shareholder. Immediately upon completion of the Share Offer and the Capitalisation Issue and taking no account of any Shares that may be issued pursuant to the exercise of the Over-allotment Option or any options that may be granted under the Share Option Scheme, he will be interested in 301,500,000 Shares, representing approximately 50.25% of the total issued share capital of our Company
“Ms. Gao”	Ms. Gao Jinzhu (高金珠), an executive Director
“NDRC”	the National Development and Reform Commission of the PRC
“Nerin”	China Nerin Engineering Company Limited (中國瑞林工程技術有限公司), formerly known as Nanchang Nonferrous Metallurgical Engineering and Research Institute, an Independent Third Party

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“Offer Price”	the final offer price per Offer Share (exclusive of brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) of not more than HK\$2.10 and expected to be not less than HK\$1.75, at which the Offer Shares are to be offered for subscription pursuant to the Share Offer, to be agreed upon by the Joint Bookrunners (acting for themselves and on behalf of the Underwriters) and us on or before the Price Determination Date
“Offer Share(s)”	the Hong Kong Offer Shares and the International Placing Shares, collectively, and where relevant, together with any additional Shares issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option granted by us to the International Underwriters exercisable by the Sole Global Coordinator on behalf of the International Underwriters subject to the terms and conditions of the International Underwriting Agreement pursuant to which we may be required to issue up to an additional aggregate of 22,500,000 Shares (representing 15% of the Shares initially being offered under the Share Offer) at the Offer Price to cover over-allocations in the International Placing, details of which are described in the section headed “Structure of the Share Offer – Over-allotment and Stabilisation” in this prospectus
“PBOC”	the People’s Bank of China
“PRC Company Law”	the Company Law of the PRC (中華人民共和國公司法), which was enacted by the Standing Committee of the NPC on 29 December 1993 and became effective on 1 July 1994, as the same may be amended, supplemented or otherwise modified from time to time
“PRC GAAP”	the generally accepted accounting principles in the PRC
“PRC Government”	the government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities)
“PRC Legal Advisers”	Commerce & Finance Law Offices, the legal advisers to our Company as to PRC laws

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“Price Determination Date”	the time expected to be on or about Wednesday, 4 July 2012 or such later time as the Joint Bookrunners (on behalf of the Underwriters) may agree but in any event not later than 5:00 p.m. (Hong Kong time) on Friday, 6 July 2012, on which the Offer Price is determined
“Quanzhou Wanguo”	Quanzhou Wanguo Development Co., Ltd. (福建省泉州萬國發展有限公司), a domestic enterprise incorporated in the PRC, which was owned as to 88% by Mr. Gao and 12% by Ms. Gao as at the Latest Practicable Date
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the reorganisation arrangements undergone by us in preparation for the Listing as described in the section headed “History and Development – Reorganisation” in this prospectus
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares given to the Directors by the Shareholders, further details of which are contained in the paragraph headed “A. Further Information about our Group – 3. Resolutions of our Shareholders” in Appendix VII to this prospectus
“RMB” and “Renminbi”	the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC, which is the PRC Government agency responsible for matters relating to foreign exchange administration
“SAFE Circular No. 75”	Notice on Issues Relating to the Administration of Foreign Exchange in Fund-raising and Return Investment Activities of Domestic Residents Conducted via Offshore Special Purpose Vehicle (關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知), issued by SAFE on 21 October 2005, effective on 1 November 2005
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SFC”	the Securities and Futures Commission of 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

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“Share(s)” or “our Share(s)”	ordinary share(s) in the share capital of our Company, with a par value of HK\$0.10 each
“Share Offer”	the Hong Kong Public Offering and the International Placing
“Share Option Scheme”	the share option scheme conditionally approved and adopted by our Company on 12 June 2012, the principal terms of which are summarised in the section headed “E. Share Option Scheme” in Appendix VII to this prospectus
“Shareholder(s)”	holder(s) of the Shares
“SMM”	Shanghai Metals Market (上海有色網), formerly known as Shanghai Non-ferrous Metals Market (上海有色金屬網), the official website of Shanghai Nonferrous Metals Trade Association at www.smm.cn
“Stabilising Manager”	Guotai Junan Securities
“State”	the government authorities authorised to perform specified duties in the name of the PRC according to the PRC laws, including without limitation the NPC and the State Council
“Stock Borrowing Agreement”	the stock borrowing agreement which is expected to be entered into between the Controlling Shareholders and the Sole Global Coordinator on or before the Price Determination Date pursuant to which the Controlling Shareholders will agree to lend up to 22,500,000 Shares to the Sole Global Coordinator on the terms set out therein, further details of which are set out in the section headed “Structure of the Share Offer – Over-allotment and Stabilisation” in this prospectus
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed thereto in section 2 of the Hong Kong Companies Ordinance
“Substantial Shareholder(s)”	shall have the meaning as defined in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

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“Three-year Agreements”	sale agreements entered into between us and various customers for a term between 2012 and 2014, details of which are set out in the section headed “Business – Sale of Products – Sale strategy” in this prospectus
“Track Record Period”	comprises the three financial years ended 31 December 2011
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time
“US\$” or “US dollars”	United States dollars, the lawful currency for the time being of the United States
“Victor Soar”	Victor Soar Investments Limited, a company incorporated in the BVI as a limited liability company on 10 March 2011, which is wholly-owned by Mr. Gao. Immediately upon completion of the Share Offer and the Capitalisation Issue and taking no account of any Shares that may be issued pursuant to the exercise of the Over-allotment Option or any options that may be granted under the Share Option Scheme, Victor Soar will be a Controlling Shareholder and interested in 301,500,000 Shares, representing approximately 50.25% of the total issued share capital of our Company
“Wenzhou No.2”	Wenzhou No.2 Well and Tunnel Construction Company (溫州第二井巷工程公司), an Independent Third Party
“West-Jiangxi Brigade”	Brigade of Geological Survey of West-Jiangxi of the Bureau of Geology and Mineral Exploration of Jiangxi Province (江西省地質礦產勘查開發局贛西地質調查大隊)
“Xinzhuang Mine”	Xinzhuang Copper, Lead, Zinc Mine (新莊銅鉛鋅礦), an operating mine located in Jiangxi Province, the PRC, operated by Yifeng Wanguo in which our Group holds the entire equity interest through our wholly-owned subsidiary, HK Taylor

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“Yifeng Wanguo”	Jiangxi Province Yifeng Wanguo Mining Co., Ltd. (江西省宜豐萬國礦業有限公司), a limited liability company established in the PRC on 26 November 2003, converted into a sino-foreign equity joint venture enterprise on 8 January 2008 and converted into a wholly foreign-owned enterprise on 27 April 2012. As at the Latest Practicable Date, Yifeng Wanguo was owned as to 100% by HK Taylor
“%”	per cent

Unless otherwise specified, translations of (i) HK\$ into RMB and RMB into HK\$; and (ii) HK\$ into US\$ and US\$ into HK\$ in this prospectus are based on the rates set out below respectively (for the purpose of illustration only):

HK\$1.00	:	RMB0.81
HK\$7.80	:	US\$1.00

Any discrepancies in any table or chart between the total shown and the sum of amounts listed are due to rounding.

The English names of the PRC entities, the PRC laws or regulations or the PRC government authorities mentioned in this prospectus are translation or transliteration from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.

No representation is made that any amounts in RMB and HK\$ and/or US\$ and HK\$ can be or could have been converted at the relevant dates at the above rates or any other rates at all.