

Form A
表格甲

The whole of this document must be returned to be valid.

本文件必須整份交回，方為有效。

Provisional Allotment Letter Number
暫定配額通知書編號

IMPORTANT
重要提示

Reference is made to the prospectus issued by Mongolian Mining Corporation (the "Company") dated 3 December 2014 in relation to the Rights Issue (the "Prospectus"). Terms defined in the Prospectus shall bear the same meanings when used herein unless the context otherwise requires. 茲提述Mongolian Mining Corporation (「本公司」)於二零一四年十二月三日就供股刊發之供股章程(「供股章程」)。除文義另有指外，於供股章程中所界定之詞彙與本文件採用者具相同涵義。 IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PROVISIONAL ALLOTMENT LETTER ("PAL") OR AS TO THE ACTIONS TO BE TAKEN, OR IF YOU HAVE SOLD ALL OR PART OF YOUR SHARES IN THE COMPANY, YOU SHOULD CONSULT A LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISOR. 閣下如對本暫定配額通知書(「暫定配額通知書」)之任何方面或應採取之行動有任何疑問或如閣下已出售閣下名下全部或部份本公司之股份，應諮詢閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。 THIS PAL IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EXCESS APPLICATION FORM ("EAF") WILL EXPIRE AT 4:00 P.M. ON 17 DECEMBER 2014. 本暫定配額通知書具有價值及可轉讓，務請閣下立即垂注。本暫定配額通知書及隨附之額外申請表格(「額外申請表格」)所載之提呈要約於二零一四年十二月十七日下午四時正截止。 Dealings in the Shares, the nil-paid Rights Shares and the Rights Shares may be settled through CCASS and you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests. Existing Shares have been dealt in on an ex-rights basis from 28 November 2014. Dealings in the nil-paid Rights Shares will take place from 5 December 2014 to 12 December 2014 (both days inclusive). 股份、未繳股款供股股份及供股股份之買賣可通過中央結算系統進行交易。閣下應諮詢閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問，以了解結算安排詳情以及有關安排可能如何影響閣下之權利及權益。自二零一四年十一月二十六日起，現有股份已按除權基準進行交易。未繳股款供股股份將於二零一四年十二月五日至二零一四年十二月十二日(首尾兩天包括在內)期間買賣。 Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this PAL, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this PAL. 香港交易及結算有限公司、香港聯合交易所有限公司(「聯交所」)及香港中央結算有限公司(「香港結算」)對本文件之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本文件全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。 Subject to the granting of the listing of, and permission to deal in, the nil-paid Rights Shares and the Rights Shares on the Stock Exchange, and subject to compliance with the stock admission requirements of HKSCC, the nil-paid Rights Shares and the Rights Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the nil-paid Rights Shares and the Rights Shares on the Stock Exchange or such other date(s) as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the "General Rules of CCASS" and the "CCASS Operational Procedures" in effect from time to time. 未繳股款供股股份及供股股份獲聯交所批准上市及買賣並符合香港結算之股份收訖規定後，未繳股款供股股份及供股股份將獲香港結算接納為合資格證券。自未繳股款供股股份及供股股份在聯交所各自開始買賣之日或香港結算指定之其他日期起，可在中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易，須於其後第二個交易日於中央結算系統內交收。中央結算系統內之一切活動均須根據不時有效之《中央結算系統一般規則》及《中央結算系統運作程序規則》進行。 SUBJECT TO CERTAIN EXCEPTIONS, THIS DOCUMENT IS NOT FOR DISTRIBUTION IN OR INTO THE UNITED STATES, OR ANY OTHER SPECIFIED TERRITORY AS SET OUT IN THE PROSPECTUS. THIS PAL, THE NIL-PAID RIGHTS SHARES AND THE RIGHTS SHARES HAVE NOT BEEN REGISTERED UNDER THE US SECURITIES ACT OR UNDER THE APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES, SUBJECT TO CERTAIN EXCEPTIONS, NONE OF THIS PAL, THE NIL-PAID RIGHTS SHARES AND THE RIGHTS SHARES MAY BE OFFERED, SOLD, OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES OR ANY OTHER SPECIFIED TERRITORY AS SET OUT IN THE PROSPECTUS OR IN ANY OTHER COUNTRY, TERRITORY OR POSSESSION WHERE TO DO SO MAY CONTRAVENE LOCAL SECURITIES LAWS OR REGULATIONS. PERSONS INTO WHOSE POSSESSION THIS DOCUMENT AND/OR ANY OTHER RIGHTS ISSUE DOCUMENTS COME SHOULD INFORM THEMSELVES ABOUT AND OBSERVE ANY SUCH RESTRICTIONS. 除若干例外情況外，本文件不會在美國或在供股章程所載的任何特定地區派發。本暫定配額通知書、未繳股款供股股份及供股股份均不得在美國或在供股章程所載的任何特定地區或在進行相關銷售、出售或其他方式轉讓屬違法之任何其他國家、領土或屬地內進行交易、出售或其他方式轉讓。獲得本文件及/或任何其他供股文件者應自行了解及遵守任何有關限制。



MONGOLIAN MINING CORPORATION

Branch share registrar in Hong Kong:
Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
股份過戶登記處香港分處：
香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心17樓1712-1716號舖

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限責任公司)

(Stock Code: 975)
(股份代號：975)

RIGHTS ISSUE ON THE BASIS OF
THREE RIGHTS SHARES FOR EVERY TWO EXISTING SHARES HELD ON THE RECORD DATE
AT THE SUBSCRIPTION PRICE OF HK\$0.28 PER RIGHTS SHARE

供股
按於記錄日期每持有兩股現有股份獲發三股供股股份之基準，
以每股供股股份0.28港元之認購價
PAYABLE IN FULL ON ACCEPTANCE
BY NOT LATER THAN 4:00 P.M. ON 17 DECEMBER 2014
股款須不遲於二零一四年十二月十七日下午四時正接納時繳足

Registered Office:

P.O. Box 2681
Cricket Square
Hutchins Drive
Grand Cayman
KY1-1111
Cayman Islands
註冊辦事處：
P.O. Box 2681
Cricket Square
Hutchins Drive
Grand Cayman
KY1-1111
Cayman Islands

3 December 2014
二零一四年十二月三日

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Name(s) and address of the Qualifying Shareholder(s)
合資格股東姓名及地址

Form for shareholder name and address, including fields for BOX A (甲欄), BOX B (乙欄), and BOX C (丙欄).

Total number of Shares registered in your name(s) as at the close of business on 2 December 2014
於二零一四年十二月二日營業時間結束後，登記於閣下名下之股份總數

Total number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4 p.m. on 17 December 2014
暫定配發予閣下之供股股份總數，有關股款最遲須於二零一四年十二月十七日下午四時正接納時繳足

Total subscription monies for Rights Shares payable on acceptance in full
於接納時應繳足供股股份之股款

HKS
港元

Please insert your contact telephone no:
請填上閣下聯絡電話號碼：

A copy of this PAL, together with a copy of the Prospectus and a copy of the EAF have been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of any of these documents.

The Rights Issue Documents will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. No action has been taken to permit a public offering of the nil-paid Rights Shares or the Rights Shares, other than in Hong Kong, or the distribution of the Rights Issue Documents in any jurisdiction other than Hong Kong. 供股文件將不會根據香港以外任何司法權區之適用證券法例登記。本公司並無辦理任何手續，以獲准在香港以外地區公開發售未繳股款供股股份或供股股份，或在香港以外之任何司法權區派發供股文件。 No person receiving any Rights Issue Document in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares or excess Rights Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof. It is the responsibility of anyone outside Hong Kong wishing to accept the provisionally allotted Rights Shares or make an application for excess Rights Shares to satisfy itself/himself/herself/themselves, before accepting nil-paid Rights Shares or applying for Rights Shares, as to the observance of the laws and regulations of all relevant territories, including obtaining any governmental or other consents, and to pay any taxes and duties required to be paid in such territory in connection therewith without prejudice to the foregoing. The Company reserves the right to refuse to accept an acceptance of nil-paid Rights Shares or any application for excess Rights Shares where it believes that doing so would violate applicable securities legislations or other laws or regulations of any jurisdiction. 任何人士如在香港以外任何司法權區接收任何供股文件或暫定配額通知書或額外申請表格，除非在該有關地區可合法地呈有關或獲准或由辦理任何登記手續或符合該地區之任何法例或其他監管規定，否則不可視作申請供股股份或額外供股股份之提呈要約或邀請。任何身處香港以外地區之人士如未有查核納納暫定配額之供股股份或申請額外供股股份，在取得未繳股款供股股份或申請供股股份前，必須自行遵守有關地區之所有法例及規例，包括在不影響前述者下取得任何政府或其他有關同意及就此履行該地區規定須履行之任何規項及繳費。倘本公司相信接納任何未繳股款供股股份或額外供股股份之申請會違反任何司法權區之適用證券法例或其他法例或規例，則本公司保留拒絕接納有關申請之權利。 Each person accepting the provisional allotment specified in this PAL: • confirms that he/she/it has read the terms and conditions and acceptance procedures set out on the pages attached to this PAL and in the Prospectus and agrees to be bound by them; and • agrees that this PAL, and the resulting contract, will be governed by and construed in accordance with the laws of Hong Kong.

接納本暫定配額通知書所載之暫定配額的每位人士均：
• 確認其已閱讀本暫定配額通知書所附頁數及供股章程所載之條款及條件以及接納手續，並同意受其約束；及
• 同意本暫定配額通知書及此構成之合約將受香港法例管轄及根據香港法例詮釋。 TO TAKE UP YOUR RIGHT TO SUBSCRIBE FOR THE RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU IN FULL AS SPECIFIED IN THIS PAL, YOU MUST LODGE THIS PAL, TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE AMOUNT SHOWN IN BOX C ABOVE WITH THE REGISTRAR BY NOT LATER THAN 4:00 P.M. ON 17 DECEMBER 2014, UNLESS OTHERWISE AGREED BY THE COMPANY. ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND BY CHEQUE OR CASHIER'S ORDER. CHEQUES MUST BE DRAWN ON AN ACCOUNT WITH, AND CASHIER'S ORDERS MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG. ALL SUCH CHEQUES OR CASHIER'S ORDERS MUST BE MADE PAYABLE TO "Mongolian Mining Corporation-Rights Issue Account" AND MUST BE CROSSED "Account Payee Only". NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCES. All enquiries in connection with this PAL should be addressed to the Registrar at the above address. 閣下如欲全數接納本暫定配額通知書上所列暫定配額下之供股股份，必須將本文件整份連同以港幣繳付上列丙欄所示之款項，於二零一四年十二月十七日下午四時正前交回過戶處。除經本公司另行同意，所有款項均須以支票或銀行本票以港幣繳付。支票及銀行本票須由香港持牌銀行發出。所有該等支票或銀行本票須註明抬頭人為「Mongolian Mining Corporation-Rights Issue Account」，並須以只准入抬頭人掛號戶名開出。繳款將不會獲發收據。所有涉及本暫定配額通知書之查詢應向位於上述地址之過戶處提出。 The Rights Issue is conditional upon the fulfillment of the conditions as set out in the section headed "Letter from the Board - Underwriting Arrangements - Conditions of the Rights Issue" in the Prospectus. If any of the conditions of the Rights Issue is not fulfilled, the Rights Issue will not proceed. In addition, the Underwriting Agreement contains provisions instituting the Joint Underwriters by notice in writing to terminate the Underwriting Agreement in accordance with its terms upon the occurrence of certain events. In the event that the Underwriting Agreement does not become unconditional or is terminated in accordance with its terms, the Rights Issue will not proceed. 供股條件供股章程中「董事會函件-包銷安排-供股的條件」一段所載之條件達成後，方可作實。倘供股之條件未能達成，則供股將不會進行。包銷協議規定，各聯席包銷商有權在若干事件發生後以書面通知終止包銷協議。倘包銷協議未能成為無條件或根據其條款終止，則供股將不會進行。 The Rights Issue is conditional upon the fulfillment of the conditions as set out in the section headed "Letter from the Board - Underwriting Arrangements - Conditions of the Rights Issue" in the Prospectus. If any of the conditions of the Rights Issue is not fulfilled, the Rights Issue will not proceed. In addition, the Underwriting Agreement contains provisions instituting the Joint Underwriters by notice in writing to terminate the Underwriting Agreement in accordance with its terms upon the occurrence of certain events. In the event that the Underwriting Agreement does not become unconditional or is terminated in accordance with its terms, the Rights Issue will not proceed. 截至供股之所有條件達成之日(及最後截止時間)買賣股份的任何人士以及於二零一四年十二月五日至二零一四年十二月十二日期間(包括首尾兩日)買賣未繳股款供股股份的任何人士將承擔供股未能成為無條件或未能進行之風險。 Any dealing in the Rights Shares or the nil-paid Rights Shares is at the investor's own risk. If in any doubt, investors are recommended to consult their professional advisers. For the avoidance of doubt, we do not accept any special instruction written on this PAL. 買賣任何供股股份或未繳股款供股股份之風險概由投資者自行承擔。投資者如有任何疑問，建議諮詢其專業顧問。為免存疑，本公司將不予處理任何在本暫定配額通知書上之特別書面指示。

Form B**表格乙**

IN THE EVENT OF TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT, HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

在轉讓認購本文件所指之供股股份之權利時，每宗買賣雙方均須繳付香港從價印花稅。除出售以外，饋贈或轉讓實益權益亦須繳付香港從價印花稅。在登記任何轉讓認購本文件所指之供股股份之權利前，須出示已繳付香港從價印花稅之證明。

FORM OF TRANSFER**轉讓表格**

(To be completed and signed by the Qualifying Shareholder(s) who wish(es) to transfer all of its/his/her/their right(s) to subscribe for the Rights Shares comprised herein and the person(s) to whom the right(s) to subscribe for the Rights Share(s) are being transferred)

(供有意轉讓其全部認購本表格所列供股股份之權利之合資格股東及已獲轉讓可認購供股股份之權利之人士填寫及簽署)

To: The Directors

Mongolian Mining Corporation

致：Mongolian Mining Corporation

列位董事 台照

Dear Sirs,

I/We*, as the Qualifying Shareholder(s), hereby transfer all of my/our* rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and request you to register the number of Rights Shares mentioned in Box B of Form A in the name(s) of the transferee(s) signing the form below. The transferee(s) agree(s) to accept the same on the terms set out in this PAL and the accompanying Prospectus.

敬啟者：

本人／吾等*，合資格股東謹將本暫定配額通知書所列本人／吾等*認購供股股份之全部權利轉讓予接受此權利之人士並請閣下將表格甲中乙欄所列數目之供股股份登記於簽署本表格的承讓人名下。承讓人同意按照本暫定配額通知書及隨附之供股章程所載之條款接納此等股份。

Existing Shareholder(s) please mark "X" in this box
現有股東請在欄內填上「X」號

To be completed in **BLOCK LETTERS** in **ENGLISH**. Joint transferees should give the address of the first named transferee only.
請用英文大楷填寫。聯名承讓人僅須填寫排名首位之承讓人之地址。

Name of transferee in English 承讓人英文姓名	Family name 姓氏	Other name(s) 名字	Name in Chinese 中文姓名
Name(s) of joint transferees in English (if applicable) 聯名承讓人英文姓名 (如適用)			
Address in English (joint transferees should give the address of the first named transferee only) 英文地址 (聯名承讓人僅須填寫排名 首位之承讓人之地址)			
Occupation 職業			Tel. No. 電話號碼
Dividend instructions 派息指示			
Name and address of bank 銀行名稱及地址			Bank account no. 銀行戶口號碼

Signature(s) of Qualifying Shareholder(s)
(all joint Shareholders must sign)

合資格股東簽署 (所有聯名股東均須簽署)

1. _____
2. _____
3. _____
4. _____

Signature(s) of transferee(s)
(all joint transferee(s) must sign)

承讓人簽署 (所有聯名承讓人均須簽署)

1. _____
2. _____
3. _____
4. _____

Date 日期：_____

Ad valorem stamp duty is payable by the transferor(s) and the transferee(s) if this form is completed.
如已填妥本表格，轉讓人及承讓人須繳納從價印花稅。

* Delete as appropriate
* 刪去不適用者

