

**To be valid, the whole of this document must be returned.**

**本文件必須整份交還，方為有效。**

**IMPORTANT**

**重要提示**

Reference is made to the prospectus issued by China Polymetallic Mining Limited (the “Company”) dated Friday, 8 September 2017 in relation to the Rights Issue (the “Prospectus”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

**THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EXCESS APPLICATION FORM (“EAF”) EXPIRES AT 4:00 P.M. ON FRIDAY, 22 SEPTEMBER 2017.**

**IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PAL, OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD OR TRANSFERRED ALL OR PART OF YOUR SHARES OF THE COMPANY, YOU SHOULD CONSULT YOUR STOCKBROKER, OTHER LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.**

A copy of each of the Prospectus Documents, together with copies of the documents specified in the paragraph headed “15. Documents Delivered to the Registrar of Companies” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility as to the contents of any of these documents referred to above.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and 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.

The Underwriter has the right under the Underwriting Agreement to terminate the Underwriting Agreement by notice to the Company at any time prior to the Latest Time for Termination in certain circumstances set out in the Underwriting Agreement. Details of the circumstances in which the Underwriter has the right to terminate the Underwriting Agreement are set out in the section headed “Termination of the Underwriting Agreement” in the Prospectus.

The Rights Issue is conditional upon the Underwriting Agreement becoming unconditional and not being terminated. If the Rights Issue does not become unconditional, the Rights Issue will not proceed. Any dealings in the Shares up to the date on which the conditions to which the Rights Issue is subject are fulfilled (which is currently expected to be 4:00 p.m. on Monday, 25 September 2017), or in the nil-paid Rights Shares on the Stock Exchange during the period in which they may be traded in their nil-paid form, will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Investors who have any doubt about their position are recommended to obtain professional advice from their advisers regarding dealings in the Shares or nil-paid Rights Shares during these periods.

**THIS PAL IS NOT FOR PUBLICATION, RELEASE OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES. THE RIGHTS SHARES (IN BOTH NIL-PAID AND FULLY-PAID FORMS), THIS PAL AND THE EAF HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OR UNDER ANY SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, AND MAY NOT BE OFFERED, SOLD, TAKEN UP, EXERCISED, RESOLD, RENOUNCED, TRANSFERRED OR DELIVERED, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES EXCEPT PURSUANT TO AN APPLICABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND IN COMPLIANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES.**

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms 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 Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other date 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 CCASS Operational Procedures in effect from time to time.

Dealings in the Shares may be settled through CCASS and you should consult your stockbroker, other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

茲提述中國多金屬礦業有限公司(「本公司」)刊發日期為2017年9月8日(星期五)有關供股的章程(「章程」)。除文義另有所指外，本文件所用詞彙與章程所界定者具有相同涵義。

本暫定配額通知書(「暫定配額通知書」)具有價值及可轉讓，並應即時處理。本暫定配額通知書及隨附之額外申請表格(「額外申請表格」)所載之要約於2017年9月22日(星期五)下午四時正結束。

閣下如對本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或轉讓閣下名下全部或部分本公司之股份，應諮詢閣下之股票經紀、其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

各份章程文件連同章程附錄三「15. 送呈公司註冊處處長文件」一段所述之文件副本，已遵照香港法例第32章公司(清盤及雜項條文)條例第342C條之規定向香港公司註冊處處長註冊。香港公司註冊處處長、聯交所及證監會對上文所述任何此等文件之內容概不負責。

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本暫定配額通知書全部或任何部分內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

根據包銷協議，包銷商有權在包銷協議內所載之若干情況下，於最後終止時限前，隨時向本公司發出通知終止包銷協議。有關包銷商有權終止包銷協議之情況詳情，載於章程「終止包銷協議」一節內。

供股須待包銷協議成為無條件及並無被終止時，方可作實。倘供股並未成為無條件，則供股將不會進行。截至供股之所有條件達成當日(目前預期為2017年9月25日(星期一)下午四時正)止之任何股份買賣，或於未繳股款供股股份方式進行買賣之期間在聯交所買賣未繳股款供股股份將須承受供股未必成為無條件或未必進行之風險。

投資者如對彼等之立場有任何疑問，應諮詢彼等顧問有關於該等期間買賣股份或未繳股款供股股份之專業意見。

本暫定配額通知書不可直接或間接在或向美國刊發、發放或派發。未繳股款及繳足股款供股股份、本暫定配額通知書及額外申請表格尚未且不會根據《美國證券法》或美國任何州或者其他司法權區之證券法例進行登記。除根據《美國證券法》及美國任何州或者其他司法權區之適用證券法例豁免登記要求之外，不得在美國境內直接或間接進行要約、出售、接納、行使、轉售、放棄、轉讓或交付。

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣，並符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可自未繳股款及繳足股款供股股份各自開始於聯交所買賣當日或香港結算決定之其他日期起，在中央結算系統記存、結算及交收。聯交所參與者間於任何交易日進行之交易須於其後第二個交易日在中央結算系統進行交收。中央結算系統之一切活動均須依照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。

股份之買賣可通過中央結算系統結算。閣下應諮詢閣下之股票經紀、其他持牌證券交易商、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。

Form A  
表格甲

Hong Kong Branch Share Registrar  
and Transfer Office:  
Computershare Hong Kong  
Investor Services Limited  
Shops 1712-1716  
17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

香港股份過戶登記分處：  
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



中国多金属矿业  
CHINA POLYMETALLIC MINING

China Polymetallic Mining Limited

中國多金屬礦業有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock code: 2133)

(股份代號：2133)

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

Head Office:  
15/F, Fortune Plaza Office Building  
No.11 Menghuan Road, Mang City  
Dehong Prefecture  
Yunnan Province  
China

總部辦事處：  
中國  
雲南省  
德宏州  
芒市勐煥路11號  
財富中心寫字樓15樓

Principal place of  
business in Hong Kong:  
Room 2509, 25/F  
Tower One Lippo Centre  
No. 89 Queensway  
Hong Kong

香港主要營業地點：  
香港  
金鐘道89號  
力寶中心第一座  
25樓2509室

RIGHTS ISSUE OF 1,193,259,000 RIGHTS SHARES ON THE BASIS OF  
ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES  
HELD ON THE RECORD DATE

AT THE SUBSCRIPTION PRICE OF HK\$0.12 PER RIGHTS SHARE

按於記錄日期每持有兩(2)股現有股份可獲發一(1)股供股股份之基準  
以每股供股股份0.12港元之認購價供股發行1,193,259,000股供股股份

PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN

4:00 P.M. ON FRIDAY, 22 SEPTEMBER 2017

股款須不遲於2017年9月22日(星期五)下午四時正接納時繳足

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

8 September 2017

2017年9月8日

Provisional Allotment Letter No.  
暫定配額通知書編號

Name(s) and address of the Qualifying Shareholder(s)

合資格股東之姓名/名稱及地址

Total number of Shares registered in your name(s) on Thursday, 7 September 2017

於2017年9月7日(星期四)登記於閣下名下之股份總數

BOX A  
甲欄

Number of Rights Shares allotted to you subject to payment in full on acceptance by no later than 4:00 p.m.  
on Friday, 22 September 2017

閣下獲配發之供股股份數目，股款須不遲於2017年9月22日(星期五)下午四時正接納時繳足

BOX B  
乙欄

Total subscription monies payable on acceptance in full  
應繳認購股款總額，股款須於接納時繳足

BOX C  
丙欄

Name of bank on which cheque/  
cashier's order is drawn:  
支票/銀行本票的付款銀行名稱：

\_\_\_\_\_

Cheque/cashier's order  
number:

支票/銀行本票號碼：

\_\_\_\_\_

Please insert your contact telephone  
number here:

請在此填上閣下之聯絡電話：

\_\_\_\_\_

IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), 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 ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

如轉讓可認購供股股份之認購權，每項買賣均須繳付香港從價印花稅。除以出售形式外，饋贈或轉讓實益擁有之權益亦須繳付香港從價印花稅。在送交本文件以登記轉讓任何供股股份權益之前，須出示已繳付香港從價印花稅之證明。

Form B  
表格乙

## FORM OF TRANSFER AND NOMINATION 轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/their right(s) to subscribe for the Rights Shares set out in Box B of Form A)  
(只供擬轉讓彼/彼等載於表格甲內乙欄之全部供股股份認購權之合資格股東填寫及簽署)

To: The Directors  
**China Polymetallic Mining Limited**  
致：中國多金屬礦業有限公司  
列位董事

Dear Sirs,  
I/We 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 signing the registration application form (Form C) below.

敬啟者：  
本人/吾等茲將本暫定配額通知書所列本人/吾等之供股股份之認購權悉數轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) of Qualifying Shareholders (all joint Shareholders must sign)  
合資格股東簽署(所有聯名股東均須簽署)

Date: \_\_\_\_\_ 2017 日期：2017年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Hong Kong Ad Valorem Stamp Duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the Rights Shares if this form is completed.

填妥此表格後，轉讓人及承讓人須就轉讓認購供股股份的權利繳付香港從價印花稅。

Form C  
表格丙

## REGISTRATION APPLICATION FORM 登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)  
(只供承讓供股股份認購權之人士填寫及簽署)

To: The Directors  
**China Polymetallic Mining Limited**  
致：中國多金屬礦業有限公司  
列位董事

Dear Sirs,  
I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum and articles of association of the Company.

敬啟者：  
本人/吾等謹請閣下將表格甲內乙欄所列之供股股份數目，登記於本人/吾等名下。本人/吾等同意按照本暫定配額通知書及章程所載條款，以及在貴公司之組織章程大綱及細則規限下，接納此等供股股份。

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

To be completed in BLOCK letters in ENGLISH. Joint applicants should give the address of the first-named applicant only. 請用英文正楷填寫。聯名申請人只須填報排名首位之申請人地址。 Names of Chinese applicants must be given both in English and in Chinese characters. 華裔申請人須填寫中英文姓名。				
Name in English 英文姓名	Family name or Company name (姓氏或公司名稱)	Other names (名字)	Name in Chinese 中文姓名/名稱	
Name continuation and/or name(s) of joint applicant(s) (if required) 續姓名及/或聯名申請人姓名(如有需要)				
Address in English (joint applicants should give the address of the first-named applicant only) 英文地址(聯名申請人僅須填寫排名首位之申請人地址)				
Occupation 職業			Tel. No. 電話號碼	
Dividend Instructions 股息指示				
Name and address of bank 銀行名稱及地址			Bank Account no. 銀行賬戶號碼	
			BANK 銀行	BRANCH 分行
			ACCOUNT 賬戶	
			Bank account type 銀行賬戶類型	

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) of applicants (all joint applicant(s) must sign)  
申請人簽署(所有聯名申請人均須簽署)

Date: \_\_\_\_\_ 2017 日期：2017年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Hong Kong Ad Valorem Stamp Duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the Rights Shares if this form is completed.  
填妥此表格後，轉讓人及承讓人須就轉讓認購供股股份的權利繳付香港從價印花稅。

**TO ACCEPT THE PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, COMPUTERSHARE HONG KONG INVESTOR SERVICES LIMITED, AT SHOPS 1712–1716, 17TH FLOOR, HOPEWELL CENTRE, 183 QUEEN’S ROAD EAST, WANCHAI, HONG KONG TOGETHER WITH A REMITTANCE, BY CHEQUE OR CASHIER’S ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C OF FORM A SO AS TO BE RECEIVED BY THE REGISTRAR NO LATER THAN 4:00 P.M. ON FRIDAY, 22 SEPTEMBER 2017. ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND CHEQUES MUST BE DRAWN ON AN ACCOUNT WITH, OR CASHIER’S ORDERS MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO “China Polymetallic Mining Limited — Rights Issue Account” AND CROSSED “Account Payee Only”. INSTRUCTIONS ON TRANSFER AND SPLITTING OF ENTITLEMENTS TO RIGHTS SHARES ARE ALSO SET OUT IN AN ENCLOSED SHEET. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.**

Each person accepting the provisional allotment specified in this document:

- confirms that he/she/it has read the terms and conditions and acceptance procedures set out in an enclosed sheet 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 Hong Kong law.

閣下如欲根據本暫定配額通知書全數接納供股股份之暫定配額，須將本暫定配額通知書整份連同表格甲丙欄所示將由股份過戶登記處香港中央證券登記有限公司（地址為香港灣仔皇后大道東183號合和中心17樓1712–1716號舖）收取之港元全數股款（以支票或銀行本票），最遲於2017年9月22日（星期五）下午四時正前交回股份過戶登記處，所有股款須以港元繳付，並以在香港持牌銀行戶口開出之支票或以香港持牌銀行發出之銀行本票支付，並須註明抬頭人為「China Polymetallic Mining Limited — Rights Issue Account」，並以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆供股配額之指示載於隨附文件。本公司將不另發股款收據。

接納本文件所載之暫定配額的每位人士均：

- 確認彼已閱讀所附表格及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因此構成之合約須受香港法律規限及根據香港法律詮釋。

**A SEPARATE CHEQUE OR CASHIER’S ORDER MUST ACCOMPANY  
EACH APPLICATION**

**NO RECEIPT WILL BE GIVEN FOR REMITTANCE**

每份申請須隨附一張獨立支票或銀行本票  
本公司將不另發收據



中国多金属矿业  
CHINA POLYMETALLIC MINING

**China Polymetallic Mining Limited**

**中國多金屬礦業有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2133)**

8 September 2017

Dear Qualifying Shareholder(s),

## **INTRODUCTION**

In accordance with the terms and conditions of the PAL and those set out in the Prospectus and subject to the memorandum and articles of association of the Company, the Directors have provisionally allotted to you the number of Rights Shares indicated on Form A of the PAL on the basis of one Rights Share for every two existing Shares registered in your name in the register of members of the Company on Thursday, 7 September 2017. Your holding of Shares as at that date is set out in Box A on Form A of the PAL and the number of Rights Shares provisionally allotted to you is set out in Box B on Form A of the PAL. Terms defined in the Prospectus have the same meanings when adopted herein unless the context otherwise requires.

You have the right to acquire the Rights Shares provisionally allotted to you at a subscription price of HK\$0.12 per Rights Share payable in full on acceptance, in the manner set out below, by no later than 4:00 p.m. on Friday, 22 September 2017.

You may, subject to the section headed “Qualifying Shareholders and Non-Qualifying Shareholders” below, accept all or any number of the Rights Shares provisionally allotted to you hereunder or dispose of your right to all or any of them. If you wish to accept only part of your provisional allotment and to transfer the remainder or to transfer your provisional allotment to more than one person, you should refer to the instructions in the section headed “Splitting” below. If you wish to transfer all of your provisional allotment you should refer to the instructions in the section headed “Transfer” below.

The Rights Issue is conditional, among other things, upon the Underwriting Agreement becoming unconditional and not being terminated. If the Rights Issue does not become unconditional, the Rights Issue will not proceed.

## **RIGHTS SHARES**

The Rights Shares, when allotted, issued and fully-paid, shall rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Rights Shares, including the right to receive all dividends and distributions which may be declared, made or paid on or after such date.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares (in both nil paid and fully-paid forms) on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both nil paid and fully-paid forms) 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 Rights Shares (in their nil paid and fully-paid forms) on the Stock Exchange or such other dates 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 CCASS Operational Procedures in effect from time to time.



中国多金属矿业  
CHINA POLYMETALLIC MINING

**China Polymetallic Mining Limited**  
**中國多金屬礦業有限公司**

(於開曼群島註冊成立之有限公司)  
(股份代號：2133)

2017年9月8日

敬啟者：

**緒言**

根據暫定配額通知書之條款及條件及章程所載者，並在本公司組織章程大綱及細則之規限下，董事已暫定配發暫定配額通知書表格甲所示之供股股份數目予閣下，基準為於2017年9月7日(星期四)以閣下名義在本公司股東名冊上登記持有每兩股現有股份獲發一股供股股份。閣下於該日持有之股份列於暫定配額通知書表格甲的甲欄，而所獲暫定配發予閣下之供股股份數目則列於暫定配額通知書表格甲的乙欄。除文義另有所指外，於章程中已界定之詞彙與本表格所採用者具相同涵義。

閣下有權於2017年9月22日(星期五)下午四時正之前根據下文所載之方式，按每股供股股份0.12港元之認購價(股款應於接納時繳足)購買暫定配發予閣下之供股股份。

在下文「合資格股東及不合資格股東」一節之規限下，閣下可接納據此暫定配發予閣下之全部或任何數目之供股股份，或出售閣下有關該等供股股份之全部或任何權利。閣下如欲只接納閣下之部分暫定配額並將餘額轉讓，或擬將閣下之暫定配額轉讓予超過一人，則閣下應參閱下文「分拆」一節內之指示。閣下如欲轉讓閣下之全部暫定配額，則閣下應參閱下文「轉讓」一節內之指示。

供股須待(其中包括)包銷協議成為無條件及並無被終止後，方可作實。倘供股並無成為無條件，則不會進行供股。

**供股股份**

供股股份一經配發、發行及繳足股款，將在所有方面與供股股份配發及發行日期的已發行股份具有同等地位，包括收取於該日或之後可能宣派、作出或派付的所有股息及分派之權利。

待未繳股款供股股份及繳足股款供股股份獲准在聯交所上市及買賣，並符合香港結算之股份接納規定後，未繳股款供股股份及繳足股款供股股份將獲香港結算接納為合資格證券，可由未繳股款供股股份及繳足股款供股股份各自在聯交所開始買賣之日期或香港結算釐定之有關其他日期起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在中央結算系統內結算。中央結算系統內之一切活動，均須依據不時之有效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。

## PROCEDURE FOR ACCEPTANCE

Any person (including, without limitation, agents, custodians, nominees and trustees) outside Hong Kong wishing to take up his/her/its rights under the Rights Issue must satisfy himself/herself/itself as to full observance of the applicable laws of any relevant territory including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories.

Qualifying Shareholders who wish to take up their provisional allotment of Rights Shares in full must lodge the PAL intact, together with a remittance for the full amount payable on acceptance, as shown in Box C on Form A of the PAL, with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by no later than 4:00 p.m. on Friday, 22 September 2017. All remittances must be made by cheques and cashier's orders in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "**China Polymetallic Mining Limited — Rights Issue Account**" and crossed "**Account Payee Only**". Such payment will constitute acceptance of the provisional allotment on the terms of the PAL and the Prospectus and subject to the memorandum and articles of association of the Company. No receipt will be given for such remittances. All enquiries in connection with the PAL should be addressed to the Registrar.

It should be noted that, unless the duly completed PAL, together with the appropriate remittance shown in Box C on Form A of the PAL, has been received as described above by 4:00 p.m. on Friday, 22 September 2017, whether by the original allottee or any person in whose favour the rights have been validly transferred, your provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. The Company is not obliged to treat but may at its absolute discretion treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

## SPLITTING

If you wish to accept only part of your provisional allotment or transfer a part of your rights to subscribe for the Rights Shares provisionally allotted to you, or transfer all or part of your rights to more than one person (not as joint holders), the entire original PAL must be surrendered and lodged for cancellation with a covering letter stating clearly the number of split PALs required and the number of nil-paid Rights Shares to be comprised in each split PAL (which, in aggregate, should be equal to the number of Rights Shares provisionally allotted to you as set out in Box B on Form A of the PAL), by no later than 4:30 p.m. on Thursday, 14 September 2017 with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required, which will be available for collection at the Registrar, at the above address, after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

## TRANSFER

If you wish to transfer all of your provisional allotment under the PAL to another person or persons as joint holders, you should complete and sign the "Form of Transfer and Nomination" (Form B) in the PAL and hand the completed and signed PAL to the person to or through whom you are transferring your provisional allotment. The transferee must then complete and sign the "Registration Application Form" (Form C) in the PAL and lodge the PAL intact, together with a remittance for the full amount payable on acceptance with the Registrar, at the above address, by no later than 4:00 p.m. on Friday, 22 September 2017.

It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. The Company reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believes such transfer may violate applicable legal or regulatory requirements.



## 接納手續

香港境外之任何人士(包括(並不限於)代理人、保管人、代名人及受託人)如欲接納其於供股項下之權利，須自行肯定本身已全面遵守任何相關地區之適用法律，包括取得任何必要政府或其他同意、符合任何其他所需之手續，以及繳納相關地區之任何發行、轉讓或其他稅項。

合資格股東如欲全數接納其供股股份暫定配額，必須將整份暫定配額通知書連同暫定配額通知書表格甲的丙欄所示須於接納時支付之全數股款，不遲於2017年9月22日(星期五)下午四時正之前交回股份過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)，方為有效。所有股款須以港元支票或銀行本票繳付，支票須由香港之持牌銀行賬戶開出，而銀行本票則須由香港之持牌銀行發出，並須註明抬頭人為「**China Polymetallic Mining Limited — Rights Issue Account**」，並以「**只准入抬頭人賬戶**」劃線方式開出。繳付股款後，即表示已按暫定配額通知書及章程所載之條款，及在本公司之組織章程大綱及細則之規限下接納有關的暫定配額。本公司將不另發股款收據。所有有關暫定配額通知書之查詢均須提交股份過戶登記處。

謹請注意，除非由原本獲配發的人士或以本身名義經已獲有效轉讓有關權利之任何人士填妥之暫定配額通知書，連同暫定配額通知書表格甲的丙欄所示之應繳股款，按上文所述於2017年9月22日(星期五)下午四時正之前已經交回，否則閣下之暫定配額及一切據此而獲得之權利將視作已遭放棄而被取消。本公司毋須但可絕對酌情視一份暫定配額通知書為有效，並對所提呈或被代為提呈之人士具有約束力，即使該暫定配額通知書並未根據有關指示填妥。

## 分拆

閣下如欲只接納閣下之部分暫定配額，或轉讓暫定配發予閣下之認購供股股份之部分權利，或向超過一名人士(並非作為聯名持有人)轉讓閣下全部或部分權利，則閣下須將整份原暫定配額通知書連同清楚註明所需要之分拆暫定配額通知書數目及每份分拆暫定配額通知書包含之未繳股款供股股份數目(兩者合共應相等於暫定配額通知書表格甲的乙欄所載列暫定配發予閣下之供股股份數目)之信件，不遲於2017年9月14日(星期四)下午四時三十分之前交回及送達股份過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)，以供股份過戶登記處註銷原暫定配額通知書，並按所需數目發出新暫定配額通知書。新暫定配額通知書將可於交回原暫定配額通知書後第二個營業日上午九時正後於股份過戶登記處(地址同上)領取。

## 轉讓

閣下如欲根據暫定配額通知書轉讓閣下之全部暫定配額予其他一名人士或多名人士(作為聯名持有人)，閣下應填妥及簽署暫定配額通知書內之「轉讓及提名表格」(表格乙)，並將填妥及簽妥之暫定配額通知書轉交閣下之暫定配額之承讓人或經手辦理轉讓之人士。承讓人其後須填妥及簽署暫定配額通知書內之「登記申請表格」(表格丙)，並將暫定配額通知書連同接納時應付股款之全部款項，不遲於2017年9月22日(星期五)下午四時正送交股份過戶登記處(地址同上)。

務請注意，閣下轉讓有關供股股份之認購權予承讓人時須繳付香港印花稅，而承讓人於接納有關權利時亦須繳付香港印花稅。倘若本公司相信閣下作出的轉讓或會違反適用法例或監管規定，則本公司保留權利拒絕受理以任何人士為受益人之任何轉讓登記。

## TERMINATION OF THE UNDERWRITING AGREEMENT

The Rights Issue (other than the Undertaken Shares) is fully underwritten by the Underwriter.

It should be noted that the Underwriter shall have the right to terminate the arrangements set out in the Underwriting Agreement by notice in writing given to the Company at any time at or prior to 4:00 p.m. on Monday, 25 September 2017 on the occurrence of certain events, the details of which have been summarised and set out in the section headed “Termination of the Underwriting Agreement” in the Prospectus. If the Underwriting Agreement is terminated by the Underwriter or does not become unconditional, the Rights Issue will not proceed.

## CHEQUES AND CASHIER’S ORDERS

All cheques and cashier’s orders will be presented for payment following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Without prejudice to the other rights of the Company in respect thereof, any PAL in respect of which the accompanying cheque or cashier’s order is dishonoured on first presentation may be rejected at the Board’s discretion, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. Completion and return of a PAL together with a cheque or cashier’s order in payment for the Rights Shares accepted will constitute a warranty by the applicant(s) that the cheque or cashier’s order will be honoured on first presentation.

## EXCESS APPLICATION FOR THE RIGHTS SHARES

Qualifying Shareholders may apply, by way of excess application, for (i) any unsold entitlements of the Non-Qualifying Shareholders; (ii) any unsold Rights Shares created by aggregation of fractional assured entitlements; and (iii) any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares. Application can be made by the Qualifying Shareholders only and by completing the EAF for excess Rights Shares and lodging the same with a separate remittance for the excess Rights Shares being applied for.

The Directors will allocate the excess Rights Shares at their absolute discretion on a fair and equitable basis. Subject to availability of excess Rights Shares, the excess Rights Shares will be allocated to Qualifying Shareholders who have applied for excess Rights Shares on a pro-rata basis based on the number of the excess Rights Shares applied by them, but no reference will be made to the number of Rights Shares applied for under a PAL or the existing number of Shares held by such Qualifying Shareholders. If the aggregate number of Rights Shares not taken up by the Qualifying Shareholders under the PALs is greater than the aggregate number of excess Rights Shares applied for through the EAFs, the Directors will allocate in full to each Qualifying Shareholder the number of excess Rights Shares applied for under the EAFs. No preference will be given to topping up odd lots to whole board lots.

All remittances in respect of excess application must be made by cheques and cashier’s orders in Hong Kong dollars. Cheques must be drawn on an account with, or cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to “**China Polymetallic Mining Limited — Excess Application Account**” and crossed “**Account Payee Only**”.

## FRACTIONAL ENTITLEMENTS

The entitlements of Qualifying Shareholders will be rounded down to the nearest whole number and fractional entitlements to Rights Shares will not be provisionally allotted to the Qualifying Shareholders. The nil paid rights representing the aggregate of all the fractions of Rights Shares (rounded down to the nearest whole number) will be provisionally allotted to a nominee or nominees appointed by the Company and, if a premium (net of expenses) can be obtained, will be sold by the nominee or nominees on the Company’s behalf in the market as soon as practicable after the commencement of dealing in the nil paid rights and the net proceeds of such sale will be retained by the Company for its own benefit. Any Rights Shares in respect of the unsold fractional entitlements will first be made available for valid excess applications by the Qualifying Shareholders and the balance (if any) will be underwritten by the Underwriter.

## 終止包銷協議

供股 (不包括承諾股份) 由包銷商全面包銷。

務必注意，在發生若干事件時，包銷商有權於2017年9月25日(星期一)下午四時正或之前任何時間透過向本公司發出書面通知，終止包銷協議所載安排，有關詳情概述及載於章程「終止包銷協議」一節內。倘包銷協議被包銷商終止或未能成為無條件，供股將不會進行。

## 支票及銀行本票

所有支票及銀行本票於收訖後將會隨即過戶，而就有關款項賺取之全部利息 (如有) 將由本公司保留，收益歸本公司所有。在不影響本公司之其他有關權利情況下，任何暫定配額通知書所隨附之支票或銀行本票如未能於首次過戶時兌現，有關暫定配額通知書有可能被董事會酌情拒絕受理，在此情況下，該暫定配額通知書項下之暫定配額及所有權利將被視為已遭拒絕及將予以註銷。填妥之暫定配額通知書連同所接納供股股份之付款支票或銀行本票交回後將構成申請人之一項保證，表示該支票或銀行本票於首次過戶時將可兌現。

## 額外申請供股股份

合資格股東可透過額外申請而申請(i) 不合資格股東享有之未出售配額；(ii) 因彙集零碎保證配額而產生的任何未出售供股股份；及(iii) 暫定配發但未獲合資格股東接納或未獲未繳股款供股股份承讓人認購的供股股份。申請僅可由合資格股東透過填妥及交回額外供股股份的額外申請表格連同所申請額外供股股份的獨立股款而作出。

董事將全權酌情按公平公正基準分配額外供股股份。視乎可供申請之額外供股股份數目而定，額外供股股份將根據提出額外供股股份申請之合資格股東所申請之額外供股股份按比例分配，惟不會參考根據暫定配額通知書所申請認購之供股股份數目或有關合資格股東所持有之現有股份數目。倘根據暫定配額通知書不獲合資格股東承購之供股股份總數超過透過額外申請表格所申請認購之額外供股股份總數，則董事將向各合資格股東悉數分配根據額外申請表格所申請認購之額外供股股份之數目。董事將不會優先處理將碎股補足至完整買賣單位。

所有額外申請的股款須以港元支票或銀行本票繳付，支票須由香港之持牌銀行賬戶開出，而銀行本票則須由香港之持牌銀行發出，並須註明抬頭人為「**China Polymetallic Mining Limited — Excess Application Account**」及以「**只准入抬頭人賬戶**」劃線方式開出。

## 零碎配額

合資格股東之配額將向下調整至最接近之整數，供股股份之零碎配額將不會暫定配發予合資格股東。因彙集所有零碎供股股份 (湊整至最接近之整數) 產生之未繳股款供股股份將暫定配發予本公司委任之一名或多名代名人，而倘若出售後 (已扣除開支) 可獲得溢價，則將由代表本公司之一名或多名代名人於未繳股款供股股份開始買賣後在實際可行之情況下盡快於市場上出售。有關出售之所得款項淨額將由本公司保留，收益歸本公司所有。任何未售出之供股股份零碎配額將首先可供合資格股東提出額外申請，而餘額 (如有) 將由包銷商包銷。

## **DISTRIBUTION OF THE PAL AND THE OTHER PROSPECTUS DOCUMENTS**

The PAL shall only be sent to the Qualifying Shareholders.

Distribution of the PAL and the other Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Persons into whose possession the PAL or any of the other Prospectus Documents come (including, without limitation, agents, custodians, nominees and trustees) should inform themselves of and observe any such restrictions. Any failure to comply with those restrictions may constitute a violation of the securities laws of any such jurisdiction. Any Shareholder or beneficial owner who is in any doubt as to his/her/its position should consult an appropriate professional adviser without delay. In particular, subject to certain exceptions as determined by the Company, persons in possession of the PAL and the other Prospectus Documents should not distribute, forward or transmit into or from any jurisdiction outside of Hong Kong, the Prospectus, whether with or without the PAL or the EAF. The Company reserves the right to refuse to permit any Shareholder to take up his/her/its nil-paid Rights Shares or apply for excess Rights Shares where it believes that doing so would violate applicable securities legislations or other laws or regulations of any jurisdiction.

The Prospectus Documents will not be registered or filed or filed under the applicable securities legislation of any jurisdiction other than Hong Kong.

## **QUALIFYING SHAREHOLDERS AND NON-QUALIFYING SHAREHOLDERS**

The Rights Issue is only available to the Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must at the close of business on Thursday, 7 September 2017 be registered on the register of members of the Company, and must not be a Non-Qualifying Shareholders.

Arrangements will be made for the nil paid rights which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders (had they been Qualifying Shareholders) to be sold in the market as soon as practicable after dealings in the nil-paid rights commence and before dealings in the nil-paid rights end, if a premium in excess of all expenses of sale can be obtained. The aggregate net proceeds of such sale will be paid by the Company to the Non-Qualifying Shareholders on a pro rata basis to their respective shareholdings on Thursday, 7 September 2017. However, if any of such Non-Qualifying Shareholders would be entitled to a sum of HK\$100 or less, such sum will be retained by the Company for its own benefit. Any unsold nil-paid rights to which Non-Qualifying Shareholdings would otherwise have been entitled will first be made available for valid excess applications by the Qualifying Shareholders under the EAFs and the balance (if any) will be underwritten by the Underwriter.

No person receiving a copy of the Prospectus and/or the PAL and/or EAF in any territory or jurisdiction outside Hong Kong may treat as an offer or an invitation to apply for the nil-paid rights and the Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong (including the ultimate beneficial owner(s) of the Qualifying Shareholders) wishing to make an application for the nil-paid rights and the Rights Shares to satisfy himself as to the observance of the laws and regulations of all relevant jurisdictions, including obtaining any government or other consents, and payment of any taxes and duties required to be paid in such jurisdiction in connection therewith. Completion and return of the PALs and/or EAFs will constitute a warranty and representation by the relevant applicant(s) to the Company that all registration, legal and regulatory requirements of all relevant territories other than Hong Kong in connection with the acceptance of the nil-paid rights and the Rights Shares have been duly complied with by such applicant(s). For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties.

## 派發暫定配額通知書及其他章程文件

暫定配額通知書僅向合資格股東寄發。

派發暫定配額通知書及其他章程文件至香港以外之司法管轄區可能受法律限制。擁有暫定配額通知書或任何其他章程文件之人士(包括(並不限於)代理人、保管人、代名人及受託人)須知悉並遵守任何有關限制。未能遵守該等限制可能構成違反任何有關司法管轄區的證券法例。任何股東或實益擁有人如對其有關立場有任何疑問，應盡快諮詢合適之專業顧問。尤其是，除本公司指定之若干例外情況外，擁有暫定配額通知書及其他章程文件之人士不應向或由香港以外之司法管轄區派發、送交或送呈章程(不論是否連同暫定配額通知書或額外申請表格)。倘本公司相信准許任何股東接納其未繳股款供股股份或申請認購額外供股股份會違反任何司法管轄區之適用證券法例或其他法例或規例，則本公司保留拒絕作何股東接納或申請之權利。

章程文件將不會根據在香港以外任何司法管轄區之適用證券法例登記或存檔。

## 合資格股東及不合資格股東

供股只供合資格股東參與。為合資格參與供股，股東於2017年9月7日(星期四)營業時間結束時必須已登記於本公司之股東名冊，且不得為不合資格股東。

倘扣除一切出售費用後仍有溢價，本公司將會安排原應暫定配發予不合資格股東(猶如彼等為合資格股東)之未繳股款供股股份在實際可行情況下於未繳股款供股股份開始買賣後及在未繳股款供股股份結束買賣前盡快於市場出售。有關出售之所得款項總淨額將由本公司按不合資格股東於2017年9月7日(星期四)之股權比例支付予彼等。然而，倘任何有關不合資格股東有權獲得100港元或以下款項，有關款項將撥歸本公司所有。不合資格股東原應有權獲得之任何未出售未繳股款供股股份，將首先供合資格股東以額外申請表格作出有效額外申請，餘下部分(如有)將由包銷商包銷。

接獲章程及／或暫定配額通知書及／或額外申請表格之人士，不得視之為申請未繳股款供股股份及供股股份之要約或邀請，除非有關要約或邀請可於有關司法管轄區合法地作出而毋須遵照任何登記或其他法律或監管規定。任何於香港以外地區之人士(包括合資格股東之最終受益人)如有意申請未繳股款供股股份及供股股份，則有責任自行遵守所有相關司法管轄區之法例及規例，包括取得任何政府或其他方面之同意及就此繳付該有關司法管轄區規定須繳付之任何稅項及徵費。填妥及交回暫定配額通知書及／或額外申請表格即表示相關申請人向本公司作出一項保證及聲明，已經全面遵守任何接納未繳股款供股股份及供股股份之香港以外所有相關地區一切登記、法律及監管規定。為免生疑，香港結算及香港中央結算(代理人)有限公司概不受任何聲明或保證所規限。

## **DESPATCH OF SHARE CERTIFICATES AND REFUND CHEQUES**

Subject to the fulfillment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto (except HKSCC Nominees Limited) by ordinary post at their own risk on or before Tuesday, 3 October 2017. If the Rights Issue is terminated, refund cheques will be despatched to the applicants who are Qualifying Shareholders on or before Tuesday, 3 October 2017 by ordinary post at the respective Shareholders' own risk. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted on or before Tuesday, 3 October 2017 to the applicants who are Qualifying Shareholders by ordinary post at the respective Shareholders' own risk.

## **COMMENCEMENT OF DEALINGS OF RIGHTS SHARES IN FULLY-PAID FORM**

Dealings in the Rights Shares on the Stock Exchange, in their fully-paid form, are expected to commence at 9:00 a.m. on Wednesday, 4 October 2017.

## **REPRESENTATIONS AND WARRANTIES**

By completing, signing and submitting the PAL, each purchaser of nil paid Rights Shares or subscriber of Rights Shares hereby represents and warrants to the Company and to any person acting on their behalf, unless in their sole discretion the Company waives such requirement expressly in writing that:

- he/she/it was a Qualifying Shareholder on Thursday, 7 September 2017, or he/she/it lawfully acquired or may lawfully acquire the nil-paid rights, directly or indirectly, from such a person; and
- he/she/it may lawfully be offered, take up, obtain, subscribe for and receive the nil paid rights and/or the fully-paid Rights Shares in the jurisdiction in which he/she/it resides or is currently located.

Any Qualifying Shareholder accepting and/or transferring the PAL or requesting registration of the Rights Shares comprised therein represents and warrants to the Company that, except where proof has been provided to the satisfaction of the Company that such person's use of the PAL will not result in the contravention of any applicable legal requirement in any jurisdiction: (i) such person is not accepting and/or transferring the PAL, or requesting registration of the relevant nil-paid rights or Rights Shares from outside of Hong Kong; (ii) such person outside of Hong Kong or in any territory in which it is otherwise unlawful to make or accept an offer to acquire the nil-paid rights or Rights Shares or to use the PAL in any manner in which such person has used or will use it; (iii) such person is not acting on a non-discretionary basis for a person resident in any of the overseas jurisdictions at the time the instruction to accept or transfer was given; and (iv) such person is not acquiring the nil-paid rights or Rights Shares with a view to the offer, sale, allotment, take up, exercise, resale, renouncement, pledge, transfer, delivery or distribution, directly or indirectly, of any such nil-paid rights or Rights Shares into any of the overseas jurisdictions.

The Company may treat as invalid any acceptance or purported acceptance of the allotment of Rights Shares comprised in, or transfer or purported transfer of, the PAL if it: (i) appears to the Company to have been executed in, or despatched from outside of Hong Kong, and the acceptance or transfer may involve a breach of the laws of outside of Hong Kong or the acceptance or transfer is otherwise in a manner which may involve a breach of the laws of any jurisdiction or if the Company or its agents believe the same may violate any applicable legal or regulatory requirement; (ii) provides an address outside of Hong Kong for delivery of definitive share certificates for Rights Shares and such delivery would be unlawful or provides an address for delivery of definitive share certificates in any other jurisdiction outside Hong Kong in which it would be unlawful to deliver such certificates; or (iii) purports to exclude the representation and/or warranty required by the paragraph immediately above.

## 寄發股票及退款支票

待供股條件達成後，所有繳足股款供股股份的股票預期於2017年10月3日(星期二)或之前以平郵方式寄發予有權獲得該等股票之人士(香港中央結算(代理人)有限公司除外)，郵誤風險由彼等自行承擔。如供股終止，退款支票將於2017年10月3日(星期二)或之前以平郵方式寄發予屬合資格股東的申請者，郵誤風險由各股東自行承擔。有關全部或部份不獲接納額外供股股份申請(如有)，退款支票將於2017年10月3日(星期二)或之前以平郵方式寄發予屬合資格股東的申請者，郵誤風險由各股東自行承擔。

## 繳足股款供股股份開始買賣

預期繳足股款供股股份將於2017年10月4日(星期三)上午九時正起在聯交所買賣。

## 聲明及保證

透過填妥、簽妥及交回暫定配額通知書，即表示每名有關的未繳股款供股股份之買方或供股股份之認購人據此向本公司及代表彼等之其他人士作出以下聲明及保證，除非本公司按其全權酌情決定以書面方式明確豁免有關規定，則作別論：

- 彼於2017年9月7日(星期四)已經成為合資格股東，或彼已依法或可依法從有關人士直接或間接取得未繳股款供股股份；及
- 彼可合法在其居住或目前身處之司法管轄區獲提呈、接納、取得、認購及收取未繳股款供股股份及／或繳足股款供股股份。

若任何合資格股東接納及／或轉讓暫定配額通知書或要求登記暫定配額通知書內的供股股份，除非已提供令本公司信納的證據，證明有關人士使用暫定配額通知書將不會違反任何司法管轄區的任何適用法律規定，有關人士等同已向本公司聲明及保證：(i)有關人士並非身在任何海外司法管轄區接納及／或轉讓暫定配額通知書，或要求登記有關的未繳股款供股股份或供股股份；(ii)有關人士並非身在香港以外地區，或身在任何地區導致其作出或接納要約以收購未繳股款供股股份或供股股份乃屬違法，或該人士曾經或將以任何方式使用暫定配額通知書乃屬違法行為；(iii)於作出接納或轉讓指示時該人士並非以非全權委託形式為居於香港以外地區之人士行事；及(iv)有關人士並非為直接或間接提呈、出售、配售、接納、行使、轉售、放棄、抵押、轉讓、交付或分派任何有關未繳股款供股股份或供股股份至任何海外司法管轄區而購買未繳股款供股股份或供股股份。

倘出現下列情況，本公司可視任何接納或聲稱接納暫定配額通知書內的供股股份的配額，或轉讓或聲稱轉讓暫定配額通知書為無效：(i)本公司認為其為於香港以外地區簽立或寄發及接納或轉讓可能涉及違反香港以外地區的法律或接納或轉讓有可能違反任何司法管轄區的法例，或倘本公司或其代理人相信，二者可能違反任何適用法律或監管規定；(ii)就交付供股股份正式股票所提供的地址位於香港以外地區而有關交付屬違法，或就交付正式股票所提供的地址位於香港境外且交付該等股票乃屬違法的任何其他司法管轄區；或(iii)聲稱拒絕上一段所規定的聲明及／或保證。

Completion and return of the PAL by any person will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements, in connection with such application have been or will be duly complied with by that person.

For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties above.

## **GENERAL**

Lodgment of the PAL with, where relevant, the “Form of Transfer and Nomination” purporting to have been signed by the person(s) in whose favour the PAL has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive a split PAL and/or the share certificates for the Rights Shares. Further copies of the Prospectus are available at the Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

All documents, including cheques for refund, and the share certificates of the Rights Shares, will be sent by ordinary mail at the risk of the relevant applicants or other persons entitled thereto to their registered addresses.

The PAL and all acceptances of the offer contained in it shall be governed by and construed in accordance with the laws of Hong Kong. Nil paid rights are expected to be traded in board lots of 1,000 (as the existing Shares are currently traded on the Stock Exchange in board lots of 1,000). References in the PAL to times and dates are to Hong Kong times and dates unless otherwise stated.

If you have questions in relation to the Rights Issue, please address your questions to the Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong during business hours from 9:00 a.m. to 6:00 p.m., Monday to Friday (other than Hong Kong public holidays).

By completing, signing and submitting the PAL, you agree to disclose to the Company and/or the Registrar and their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to (i) the Company, at its principal place of business in Hong Kong at Room 2509, 25/F, Tower One Lippo Centre, No. 89 Queensway, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company; or (ii) (as the case may be) the Registrar at its address set out above.

Yours faithfully,  
For and on behalf of the Board  
**China Polymetallic Mining Limited**  
**Lei Dejun**  
*Executive Director*



任何人士填妥及交回暫定配額通知書將構成該位人士對本公司作出之一項保證及聲明，表示該位人士已妥為遵照或將妥善遵照有關申請之所有登記、法律及監管規定。

為免產生疑慮，特此聲明，香港結算及香港中央結算(代理人)有限公司概不受上述任何聲明及保證所規限。

## 一般事項

暫定配額通知書連同(如相關)由獲發暫定配額通知書人士所簽署之「轉讓及提名表格」一經交回，即確證交回之人士(一名或多名)有權處理暫定配額通知書及收取分拆之暫定配額通知書及／或供股股份之股票。如需要額外之章程，可於股份過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17M樓)索取。

所有文件(包括退款支票及供股股份之股票)將以平郵投遞方式按有關人士之登記地址寄予有關申請人或其他應得之人士，郵誤風險概由收件人自行承擔。

暫定配額通知書及所有接納其中所載之要約均須受香港法例監管，並按其詮釋。預期未繳股款供股股份將以1,000股之每手買賣單位進行買賣(現有股份目前以1,000股之每手買賣單位在聯交所進行買賣)。除另有說明者外，暫定配額通知書內所提及之時間或日期均為香港時間或日期。

倘若閣下對供股有任何疑問，請於星期一至星期五(香港公眾假期除外)上午九時正至下午六時正之營業時間內將閣下的問題提交股份過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17M樓)。

透過填妥、簽署及交回暫定配額通知書，即表示閣下同意向本公司及／或股份過戶登記處及彼等各自之顧問及代理披露個人資料及彼等所需而有關於閣下或閣下為其利益而接納暫定配發之供股股份的人士之任何資料。個人資料(私隱)條例給予證券持有人權利可確定本公司或股份過戶登記處是否持有其個人資料，索取有關資料之副本，以及更正任何不準確之資料。根據個人資料(私隱)條例，本公司及股份過戶登記處有權就處理任何查閱資料之要求收取合理費用。有關查閱資料或更正資料或有關政策及慣例以及持有資料種類之資料的所有要求，應寄往(i)本公司香港主要營業地點(地址為香港金鐘道89號力寶中心第一座25樓2509室)或根據適用法律不時通知之地點並以本公司公司秘書為收件人，或(ii)(視乎情況而定)於上文所示地址之股份過戶登記處。

此 致

列位合資格股東 台照

代表董事會  
中國多金屬礦業有限公司  
執行董事  
雷德君  
謹啟