

## RISK FACTORS

*You should carefully consider the risks described below and in Appendix V — Independent Technical Report — Risk Analysis and all other information contained in this prospectus before making an investment decision. You should pay particular attention to the fact that we are incorporated in the Cayman Islands and that all of our operations are conducted in China and are governed by a legal and regulatory environment that differs in some respects from those that prevail in other countries. If any of the following risks actually occur, our business, financial condition and results of operations could be materially and adversely affected. In that event, the trading price of our shares could decline, and you may lose part or all of your investment.*

### RISKS RELATED TO OUR BUSINESS

**There were multiple significant recent changes in our business arrangements with companies controlled by the Controlling Shareholders that are not in our Group, and our historical performance may not be indicative of our future results of operations.**

Our business arrangements, in particular our sales and distribution arrangements with companies controlled by our Controlling Shareholders that are not in our Group, underwent a number of changes during the Track Record Period that directly affected our corporate structure and business operations. As a result, our historical performance may not be indicative of our future results of operations.

In 2008, we sold most of the iron ore concentrates we produced to certain companies controlled by the Controlling Shareholders which are not part of our Group, namely, Hanking Group, Fushun Hanking and Fushun Metallurgy. Those companies in turn resold the iron ore concentrates to their customers. In 2009 and 2010, we took steps to separate our business from those companies controlled by our Controlling Shareholders. In 2009, as part of these steps, we began purchasing and reselling iron ore concentrates through Aoni Mining from companies controlled by our Controlling Shareholders that are not in our Group. In May 2010, we ceased selling iron ore concentrates to these other companies controlled by our Controlling Shareholders and began to sell all of the iron ore concentrates we produced directly to our customers. In September 2010, Aoni Mining ceased purchasing and reselling iron ore concentrates produced by the other companies controlled by our Controlling Shareholders.

Before we discontinued our sales and distribution arrangements with Hanking Group, Fushun Hanking and Fushun Metallurgy, we sold our iron ore concentrates to them at a discount to the reselling prices that they charged their customers. The following table sets forth our revenue attributable to sales of iron ore concentrates to these companies and the average discount we granted to them to the reselling prices that they charged their customers for the periods indicated:

	Year ended December 31,			Six months ended June 30,	
	2008	2009	2010	2010	2011
	(RMB'000, except percentage data)				
Sales of iron ore concentrates to Hanking Group, Fushun Hanking and/ or Fushun Metallurgy	931,865	139,825	61,156	61,156	—
Average discount granted by us to the reselling prices charged by Hanking Group, Fushun Hanking and/or Fushun Metallurgy	12%	5%	7%	7%	—

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By contrast, the purchase prices paid by us for the iron ore concentrates produced by companies controlled by our Controlling Shareholders that are not in our Group were based on market prices, and we generally resold such iron ore concentrates to our customers at approximately the same prices. The following table sets forth our purchases of iron ore concentrates from these companies for the periods indicated:

	Year ended December 31,			Six months ended June 30,	
	2008	2009	2010	2010	2011
	(RMB'000)				
Purchases of iron ore concentrates from companies controlled by our Controlling Shareholders that are not in our Group	—	183,374	112,619	94,774	—

As disclosed above, we sold a substantial portion of our iron ore concentrates to Hanking Group, Fushun Hanking and Fushun Metallurgy at a discount to the market prices from 2008 to 2010. Had we sold these iron ore concentrates directly to the end customers at market prices, our revenue would have been higher. In addition, we purchased iron ore concentrates from companies controlled by the Controlling Shareholders that are not in our Group and resold such iron ore concentrates at approximately the same prices to the end customers during the Track Record Period. These transactions lowered our gross profit margins. We had terminated all of these transactions by September 2010.

In addition to the above sales and distribution arrangements, there were procurement, administrative, ore processing and financing arrangements between our Group and companies controlled by our Controlling Shareholders that are not in our Group, which also affected our business and results of operations. For more information about some of these arrangements and their impact on our business and results of operations, see “Financial Information — Factors Affecting Our Results of Operations — Our business arrangements with companies controlled by our Controlling Shareholders that are not in our Group”. We expect to continue to enter into a number of arrangements with other companies controlled by our Controlling Shareholders after the Listing Date as further described in “Connected Transactions”.

As a result of these recent changes to our business arrangements, our past performance may not be indicative of our future performance. Furthermore, our current operational structure has only been in existence for a short time, and our future results of operations may vary greatly from our historical performance.

**Our business and results of operations depend on the market price of iron ore concentrates, which is driven by factors beyond our control.**

Our business is sensitive to fluctuations in the price of iron ore concentrates. Like many producers of iron ore concentrates in China, we price our iron ore concentrates primarily by reference to prices in the spot market, where iron ore concentrates are traded and delivered over a period of several months or less. Consequently, fluctuations in the market price of iron ore concentrates, due to numerous factors

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beyond our control such as an imbalance in the supply of and demand for iron ore concentrates in local, national and global markets, the availability of competitive supplies, pricing mechanisms and foreign exchange rates, directly affect the pricing of our iron ore concentrates and our results of operations.

The price of iron ore concentrates has historically been subject to significant fluctuations in response to market forces, such as global iron ore production levels, demand for steel products and general global and PRC economic conditions. In recent years, there have been significant fluctuations in the price of our iron ore concentrates. For example, for 2008, 2009, 2010 and the six months ended June 30, 2011, the average selling price of our iron ore concentrates per ton was RMB917, RMB544, RMB902 and RMB1,096, respectively. The decline in the average selling price in 2009 was primarily due to the global economic downturn that started in the second half of 2008, which reduced demand for iron ore products in general. Any sustained adverse movement in the price of iron ore concentrates in the future will have a material adverse effect on our business, financial condition and results of operations.

**Our mining operations have a finite life, and eventual closure of these operations will entail costs and risks regarding ongoing monitoring, rehabilitation and compliance with environmental standards.**

Our existing mining operations have finite lives. The estimated lives of Aoniu Mine, Maogong Mine, Luobokan Mine and Mengjia Mine, calculated based on their respective probable reserves and 2010 annual production volumes or designed annual production capacity (in the case of our Luobokan Mine), were 5.4 years, 13.2 years, 21.4 years and 7.4 years, respectively as of June 30, 2011. If we fail to acquire additional mines or expand our existing mines, we will have to discontinue our mining operations upon closure of our existing mines.

Moreover, the closure of mines entails significant costs and risks, including among others:

- long-term management of permanent engineered structures;
- compliance with environmental closure standards;
- orderly retrenchment of employees; and
- relinquishment of the site with associated permanent structures and community development infrastructure and programs to new owners.

The successful completion of these tasks depends on our ability to successfully implement negotiated agreements with the relevant governmental authorities, community organizations and employees. The consequences of a difficult closure range from increased closure costs and handover delays to ongoing environmental rehabilitation costs and damage to our reputation if desired outcomes cannot be achieved, which could materially and adversely affect our business and results of operations.

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**Our failure or inability to obtain, retain or renew required government approvals, permits and licenses for our exploration and mining activities could materially and adversely affect our business, financial condition and results of operations.**

Under the Mineral Resources Law of the PRC, all mineral resources in China are owned by the state. Mining companies like us must obtain certain government approvals, permits and licenses for each mining and exploration project. Our ability to carry on our business is therefore subject to our ability to obtain, and the government's willingness to issue, renew and not revoke such requisite mining and exploration approvals, permits and licenses.

In particular, under relevant PRC laws and regulations, mining companies are required to obtain mining permits to conduct mining activities. Before commercial mining activities may commence, the permit holder must also obtain the relevant production safety permits as well as pass the inspection and acceptance of the environmental protection facilities conducted by relevant environmental protection authorities, which are required by PRC production safety and environmental protection-related laws as well as the local laws and regulations of Liaoning province, where our operations are located.

We have carried out upgrades at our mines to increase our production efficiency. As a result, the actual production capacities of our mines have increased significantly and exceeded the assessed production capacities set forth in the respective mining permits. During the Track Record Period, the production volumes of our Aoniu Mine, Maogong Mine and Mengjia Mine exceeded such assessed production capacities. We have obtained written confirmations from the relevant government authorities that we would not be penalized for our production in excess of the assessed annual production capacities during the Track Record Period or future over-production prior to our obtaining new mining permits with increased assessed production capacities. Our PRC legal adviser, Jingtian & Gongcheng, has advised us that these government authorities are competent in giving these written confirmations. We intend to apply for increased assessed annual production capacities when we renew our mining rights permits. However, we cannot guarantee that such approval will be granted. Furthermore, we cannot guarantee that we will be able to retain or renew our existing approvals, permits and licenses or that we will be able to successfully obtain, retain or renew future approvals, permits and licenses in a timely manner, or at all, or that such approvals, permits and licenses will not be revoked by the relevant authorities. In particular, we will be required to seek renewal of the current mining permits for our Aoniu, Maogong, Luobokan and Mengjia mines in November 2015, November 2013, October 2011 and February 2015, respectively. Moreover, the authorities may impose different or additional conditions on our approvals, permits and licenses that may be burdensome and costly to fulfill. Failure to obtain, retain or renew and ensure continued compliance with such approvals, permits and licenses as planned may cause us to experience delays in our production or expansion plans, thereby adversely affecting our business, financial condition and results of operations.

**We rely on a small number of major customers.**

We rely on our major customers for a significant portion of our revenue. Our five largest customers, taken together, accounted for approximately 91.4% and 96.7% of our total revenue in 2010 and the six months ended June 30, 2011, with our largest customer accounting for approximately 42.2% and 50.7% and our second largest customer accounting for approximately 23.8% and 18.0% of such total revenue, respectively. If any of our major customers significantly reduces its purchases of iron ore concentrates from us, or if we are unable to sell iron ore concentrates to any of them on favorable terms

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or at all, our business, financial condition and results of operations may be materially and adversely affected. In this regard, two of our major customers in 2009, which contributed 11.7% and 4.9% of our total revenue that year, respectively, did not purchase any iron ore concentrates from us in 2010 or the six months ended June 30, 2011. The former ceased business operations in 2010, and the latter, which we have been unable to contact recently, did not make any purchases from us in 2010 or the six months ended June 30, 2011.

Our ability to receive payment for the sale of our iron ore concentrates depends on the continued creditworthiness of our customers. Furthermore, the bankruptcy of any of our customers could materially and adversely affect our business. We may be required to extend credit to customers, including on terms that could increase the risk of payment default, in order to compete with the terms offered by other iron ore concentrates suppliers.

### **Our plan to acquire additional mineral reserves may not succeed.**

We intend to expand our mineral reserves by acquiring additional mining assets. However, we may encounter intense competition from other companies seeking to acquire the same assets and we may fail to select or value targets appropriately. One of the important factors that we will consider when we select or value targets is their resource and reserve estimates. Resource and reserve estimates involve professional judgments based on factors such as technical data, experience and industry practice. The accuracy of these estimates may be affected by many factors, including the quality of the results of exploration drilling, sampling of the ore, analysis of the ore samples, estimation procedures and the technical expertise and experience of the persons making the estimates. There are also many assumptions and variables beyond our control that may result in inherent uncertainties in estimating reserves. As a result, resource and reserve estimates may be inaccurate and may lead to a failure to select or value targets appropriately, which may in turn result in our inability to successfully implement our expansion plans at a reasonable cost, or at all.

Even if we discover or acquire mineral reserves at a price that we believe is in the interests of our Company, it can take several years from the initial phases of drilling until production is possible, during which the economic feasibility of production may change. It takes substantial time and expenditures to:

- comprehensively establish ore reserves through drilling;
- determine appropriate mining and production processes for optimizing the recovery of iron contained in ore;
- obtain environmental and other licenses;
- construct mining and processing facilities for greenfield properties; and
- obtain the ore or extract iron content from the ore.

If a project proves not to be economically feasible by the time we are able to exploit it, we may incur substantial losses or write-offs. In addition, potential changes or complications involving metallurgical and other technological processes arising during the life of a project may result in cost overruns that may render the project not economically feasible. We also face risks in relation to changes to applicable laws and regulations, compliance with which may make extracting the ore more expensive

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than we had previously estimated. Further, even if our expansion plans are successful, we may have to allocate additional capital and human resources to integrate any acquired businesses. We therefore cannot assure you that new mineral reserves will be successfully developed or integrated within our existing operations at a reasonable cost within a reasonable period of time or at all or that they will generate the expected economic returns. If our expansion plans are delayed or they fail to deliver the expected economic benefits, we would not be able to sustain our current level of production beyond the remaining life of our existing mines, and our business, financial condition and results of operations would be materially and adversely affected. As of the Latest Practicable Date, we have not entered into any agreement, nor do we have any definite plans, in relation to any potential acquisition of iron ore reserves.

**We face certain risks and uncertainties beyond our control that are associated with our operations and our customers' operations.**

Our mining and processing operations are subject to a number of operating risks and hazards, some of which are beyond our control. These operating risks and hazards include the need to carry out unscheduled maintenance; critical equipment failures in our mining or ore processing operations; industrial accidents; water, power or fuel supply interruptions; fires, inclement or hazardous weather conditions and natural disasters; and unusual or unexpected variations in the ore and in the geological or mining conditions such as instability of the open-pit slopes and subsidence of the working areas. Any of these risks and hazards or any combination thereof may disrupt or result in a suspension of our operations, increase production costs, result in property damage, personal injuries and liability to us and harm our reputation. Such risks and hazards may also result in a breach of the conditions of our mining permits and safety production permits, or other consents, approvals or authorizations obtained from the relevant authorities, which may result in fines and penalties or even possible revocation of our mining and production safety permits.

Natural disasters and industrial accidents may also interrupt our customers' operations and production, impacting the demand they may have for our products. Moreover, natural disasters and industrial accidents may damage or substantially hamper critical ancillary operations such as the transportation of our products to our customers. The occurrence of any natural disaster or industrial accident adversely affecting our customers and their ancillary operations may have a material adverse effect on our business, financial condition and results of operations.

**Our insurance coverage may be insufficient to cover our business risks.**

We face various operational risks in connection with our business. However, we are not insured against certain risks. For example, we do not maintain any business interruption insurance or third party liability insurance against claims for property damage, personal injury and environmental liabilities other than third party liability insurance for our vehicles. Any losses and liabilities for which we are not insured or our insurance coverage is inadequate to cover the entire liability may have a material adverse effect on our business, financial condition and results of operations.

We cannot assure you that the safety measures we have in place for our operations will be sufficient to mitigate or reduce industrial accidents. We also cannot assure you that casualties or accidents will not occur or that our insurance coverage would be sufficient to cover costs associated

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with major accidents. In the event that we incur substantial losses or liabilities and our insurance does not cover such losses or liabilities adequately or at all, our business, financial condition and results of operations may be materially and adversely affected.

**Three of our mines are in Fushun, Liaoning and the occurrence of an accident or disaster in that region would have a concentrated adverse effect on us.**

Our Aoni Mine, Maogong Mine and Luobokan Mine are each located in Fushun, Liaoning Province. These mines use overlapping road transportation networks and any natural disasters or accidents in the region could affect all such transportation networks. As a result, if any natural disaster or accident affects these road transportation networks, the delivery of our products to customers will be adversely affected and our ability to produce and deliver our products would be adversely affected. In addition, these mines use the same electricity supplier and thus face the same regional pricing and supply risks. If any natural disaster or accident in the Fushun region that affects these mines should occur, our business, financial condition and results of operations may be materially and adversely affected.

**Our operations may be interrupted if we are denied access to our mines.**

We conduct some of our mining activities on land that is collectively-owned by third parties. We have signed land-use agreements with the owners of the collectively-owned land authorizing us to use and occupy the land for our mining operations and setting out details of the area, method of use and relevant compensation for each affected mining area. If we are denied access to any of our mines due to a breach of these land use agreements by the owners of the relevant collectively-owned land or the expiration of any of such agreements, or if there is a dispute regarding our use of their land or the terms of our agreements with them, it may require substantial time, cost and effort to regain access to our mines and any interruptions to our operations or sustained inability to access our mines may have a material adverse effect on our business, financial condition and results of operations.

**We may not be able to obtain and renew land use rights, building ownership rights and woodlands use permits for our mining sites and facilities.**

As of the June 30, 2011, we operated our business on 21 parcels of land and 128 buildings, all of which are located in Liaoning Province, the PRC. We have obtained the relevant land use rights certificates and building ownership certificates for such land and buildings except eight parcels of land with a total site area of approximately 393,513.8 sq.m, and 76 buildings with an aggregate floor area of approximately 25,881.4 sq.m. We are in the process of applying for the relevant land use rights certificates and building ownership certificates. We are in the process of applying for the relevant legal title certificates for these properties. We cannot assure you that we will be able to obtain all of the title certificates or that we will be able to renew the title certificates for properties that are critical to our operations as they expire. Our rights as owner or occupier of these properties may be adversely affected as a result of the absence of title certificates and we may be subject to lawsuits or other actions taken against us and/or lose the right to continue to operate on these properties, which may materially and adversely affect our business, financial condition and results of operations.

In addition, we carry out certain mining activities in woodlands. According to the PRC Forest Law and the Regulations for the Implementation of PRC Forestry Law, mining enterprises that occupy woodlands must apply for woodlands use permits and pay forest vegetation recovery expenses. We are

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in compliance with such requirements. However, if we are unable to obtain woodlands use permits in the future, our business, financial condition and results of operations may be materially adversely affected.

**Our business expansion plan may not achieve the intended economic benefits.**

Due to the finite nature of our existing mining operations, an integral part of our business strategy is to expand our business by increasing our ore reserves and production capacity. However, we may not be able to successfully implement our expansion plan, which may be delayed or adversely affected by numerous factors, including the failure to obtain necessary regulatory approvals, technical difficulties, and the lack of manpower or other resource constraints, which may divert resources and management attention from our other business activities. In addition, the costs of our expansion plans may exceed our planned investment budget. As a consequence of delays, cost overruns, changes in market circumstances or other factors, the intended economic benefits from these expansion plans may not materialize and our business, financial condition and results of operations may be materially and adversely affected.

**Our business requires significant and continuous capital investment.**

As a result of our overall business expansion strategy, we will require a high level of capital expenditure in the foreseeable future to fund our ongoing operations and future growth. We expect our capital expenditures at our existing mines for 2011 to be approximately RMB435 million. We will require significant additional capital to implement our strategy of acquiring additional mining assets and undertaking additional exploration activities. We intend to fund our capital expenditures, future acquisitions and additional exploration activities out of internal sources of liquidity and/or through access to additional financing from external sources. Our ability to obtain external financing in the future at a reasonable cost is subject to a variety of uncertainties, including:

- our future financial condition, results of operations and cash flows;
- the condition of the global and domestic financial markets; and
- changes in the monetary policy of the PRC government with respect to bank interest rates and lending practices.

If we require additional funds and cannot obtain them on acceptable terms when required or at a reasonable financing cost or at all, we may be unable to fulfill our working capital needs, upgrade our existing facilities or expand our business. These or other factors may also prevent us from entering into transactions that would otherwise benefit our business or implementing our future strategies. Any of these factors may have a material adverse effect on our business, financial condition and results of operations.

**We may have difficulty in managing our future growth and any associated increased scale of our operations.**

We expect to expand through both organic growth and acquisitions. Our future expansion may place a significant strain on our managerial, operational, technical and financial resources. In order to better allocate our resources to manage our growth, we must hire, recruit and manage our workforce

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effectively and implement adequate internal controls in a timely manner. If we are unable to effectively manage our growth and the associated increased scale of our operations, our business, financial condition and results of operations could be materially and adversely affected.

**Our future performance is dependent on our ability to attract and retain key personnel.**

Our future performance depends to a significant extent upon our ability to continue to attract, retain and motivate senior management and other key employees in our business, particularly those individuals set out in the “Directors, Senior Management and Employees” section in this prospectus. We cannot assure you that these key personnel will continue to provide services to us or will honor the agreed terms and conditions of their employment or service contracts. Moreover, we do not maintain key person insurance. Any loss of key personnel or failure to recruit and retain personnel may have a material adverse effect on our business, financial condition and results of operations.

**We rely on Benxi Iron Processing to process iron ore produced at our Mengjia Mine.**

We have engaged Benxi Iron Processing to process ore produced at our Mengjia Mine since September 2010. Benxi Iron Processing is a company controlled by our Controlling Shareholders. We transferred our Benxi Processing Plant to Benxi Iron Processing in September 2010 due in part to title defects concerning the land on which the Benxi Processing Plant operated.

We cannot assure you that Benxi Iron Processing will be able to control the quality of its work or of its safety or environmental standards. In the event that it fails to meet our quality, safety, environmental and other operating standards and those standards required by the relevant PRC laws and regulations, including applicable land use regulation, our operations may suffer and we may be liable to third parties. Costs associated with rectifying any problems caused by Benxi Iron Processing may have a material adverse effect on our business, financial condition and results of operations.

Furthermore, if we are unable to maintain a cooperative relationship with Benxi Iron Processing or obtain replacements on equal or more favorable terms in a timely manner, or at all, our production schedule may be delayed and we may breach the terms of our contracts, any or all of which may have a material adverse effect on our business, financial condition and results of operations.

We cannot assure you that we will not be involved in any legal claims with respect to such outsourced activities and that we will not be liable to third parties for losses or damages caused by Benxi Iron Processing. We also cannot assure you that Benxi Iron Processing will pay or have the ability to pay any losses or damages in connection with any such claim. If a third party institutes legal action against us relating to outsourced activities, we may be required to incur costs and devote resources to defend ourselves against such claims. Costs and expenses incurred by us as a result of any acts or omissions of Benxi Iron Processing or of any failure in the services it renders to us may have a material adverse effect on our business, financial condition and results of operations.

Also, the land use right certificates relating to the land on which the iron processing business of Benxi Iron Processing is operated have not yet been obtained as such land is preserved as “green land” (“綠化用地”) in the urban planning programme (城市規劃) (“**Programme**”) of Benxi City and cannot be used for other purposes, unless the Programme is amended and use of such land is not confined to “green” purposes. See also “Relationship with Controlling Shareholders — (I) Excluded Businesses — Benxi Iron Processing” in this prospectus. There are other iron ore processing companies in close

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proximity to our Mengjia Mine. However, there is no assurance that we will be able to procure them to process the ore produced at our Mengjia Mine in a timely manner and on similar or better terms, or at all. In case the planned usage of the land in the Programme is not altered and Benxi Iron Processing has to suspend its operation as a result thereof, and we are unable to engage another iron processing company to process the ore produced at our Mengjia Mine in a timely manner and on similar or better terms, or at all, our business, financial condition and results of operations may be materially and adversely affected.

### **Our business depends on reliable and adequate transportation capacity for our products.**

Iron ore and iron ore-related products are bulky and heavy. Transportation expenses are therefore generally a significant component of our selling expenses. In 2010 and the six months ended June 30, 2011, transportation expenses amounted to RMB22.8 million and RMB12.2 million, respectively, representing 98.0% and 97.3% of our selling and distribution expenses during those periods, respectively. Fluctuations in transportation expenses may adversely affect our ability to produce and deliver our products as well as our selling expenses, margins and profitability. Our expansion plan and anticipated increase in sales volume would increase traffic on road transport networks near our processing plants and those networks could be inadequate to handle our increased sales volume. As a result, a substantial increase in sales volume, if any, may deliver diminished marginal gains or may not be profitable at all. If the capacity of transportation networks to or from our processing plants is reduced or cut off entirely for any long period of time, we may lose our customers or breach existing sales contracts. Any difficulties experienced by us in delivering our products may increase our transportation costs, reduce demand for our products and have a material adverse effect on our business, financial condition and results of operations.

### **Our operating costs may increase.**

Mining costs generally increase over the lifespan of a mine as pits or underground mining faces become deeper. In addition, labor costs and raw material and utilities costs in China are generally expected to increase. If our mining costs, labor costs or other operating costs increase and we cannot increase our production efficiency to offset any such increase or pass any such increase on to our customers, our business, financial condition and results of operations may be materially and adversely affected.

### **We may not be able to maintain an adequate and timely supply of electricity, water, equipment, auxiliary materials and other critical supplies at reasonable prices or at all.**

Cost effective operations of our mines depend, among other things, on the adequate and timely supply of electricity, water and auxiliary materials, such as grinding balls, diesel and explosives. Electricity and water are the main utilities used in our operations. Our electricity and water cost amounted to RMB38.8 million, RMB43.0 million, RMB45.9 million and RMB23.3 million for 2008, 2009, 2010 and the six months ended June 30, 2011, respectively, representing 13.3%, 8.6%, 9.8% and 11.6% of our total cost of sales in those periods, respectively. For further information on electricity and water supplies, see “Business — Utilities”. Any increase in the prices of electricity or water or disruption in our electricity or water supply could materially and adversely affect our financial condition and results of operations. We source our auxiliary materials and equipment from domestic suppliers in

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the PRC. If our supplies of auxiliary materials, equipment or spare parts are interrupted or their prices increase, or our existing suppliers cease to supply us on acceptable terms, our business, financial condition and results of operations could be materially and adversely affected.

**We may be subject to disputes with employees or other third parties.**

The businesses we operate involve dealings with both permanent and temporary employees as well as numerous third parties including land use rights holders, suppliers and customers, and we may be subject to claims or litigation involving such employees or third parties from time to time such as labor disputes and claims under business contracts with suppliers or customers. We may also be subject to labor disputes, labor shortages or other impositions on our business operations, such as supply shortages, if we are unable to amicably resolve disputes with any such parties. Issues with the local communities surrounding the areas where we operate might also arise from the implementation of our business activities, which may result in community protests, blocking of access to our operations and third party claims. Our operations may be affected if we fail to successfully settle any such issues with local communities or groups. We cannot assure you that any such disputes will not arise in the future and that the occurrence of one or multiple disputes will not have a material adverse effect on our business and financial condition.

**We will continue to be controlled by our Controlling Shareholders, whose interests may differ from those of our other Shareholders.**

Immediately following the Global Offering, our Controlling Shareholders, Ms. Yang and Mr. Yang, Ms. Yang's son, will be interested in a total of approximately 65.87% of our Shares (assuming the Over-allotment Option is not exercised), or approximately 63.48% if the Over-allotment Option is exercised in full. Our Controlling Shareholders will, through their voting power at our shareholders' meetings and their delegates on our Board, have significant influence over our business and affairs, including decisions with respect to:

- mergers or other business combinations;
- acquisition or disposition of assets;
- issuance of additional shares or other equity securities;
- timing and amount of dividend payments; and
- our management.

Our Controlling Shareholders may cause us to undertake certain corporate transactions or not enter into other corporate transactions which might not be in, or may conflict with, the best interests of our other Shareholders. We cannot assure you that our Controlling Shareholders will vote on Shareholders' resolutions in a way that will benefit all of our Shareholders.

We have entered into the Non-Competition Agreement with our Controlling Shareholders which, among other things, gives us the option to acquire certain businesses owned by the Controlling Shareholders that may compete with ours. See "Relationship with Controlling Shareholders — Excluded Businesses" and "Relationship with Controlling Shareholders — Iron Ore Mining Business that may be

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held by the Controlling Shareholders in the Future”. However, there can be no assurance that our Controlling Shareholders will not compete with us. Furthermore, if any of the Controlling Shareholders breach their undertakings and obligations under the Non-Competition Agreement for any reason or we are unable to enforce the terms of the Non-Competition Agreement, our business and results of operations may be materially adversely affected.

**We may be adversely impacted by changes in the level of ownership by the Controlling Shareholders of our Shares.**

As our Controlling Shareholders hold significant influence over our business and operations, we may be materially and adversely affected by a change in our shareholding structure. For example, a reduction from the current level of share ownership of the Controlling Shareholders could result in less support for business initiatives proposed by key management, and changes in the composition of our key management and the Board. We cannot predict the impact, if any, on our business, results of operation and the market price of our Shares due to changes in the level of ownership of our Shares by, or a diminution in the level of support for our business provided by, our Controlling Shareholders.

**The resource and reserve data cited in this prospectus are estimates and may be inaccurate.**

We base our production, expenditure and revenue plans on our resource and reserve data. The resource and reserve data are estimates based on the results of mineral exploration and have been reviewed and verified by the Independent Technical Adviser. Resource and reserve estimates involve professional judgment based on factors such as technical data, experience and industry practice. The accuracy of these estimates may be affected by many factors, including the quality of the results of exploration, drilling and sampling of the ore, as well as the quality of the analysis of ore samples and estimation procedures, and the experience of the persons making the estimates. There are also many assumptions and variables beyond our control that result in inherent uncertainties in the estimation of reserves. As a result, the resource and reserve data set forth in this prospectus are only estimates and our actual volume of resources and reserves and rates of production may differ materially from these estimates.

Estimates of our resources and reserves may change significantly when new information becomes available or new factors arise to change the assumptions underlying the resource and reserve estimates. In addition, resource and reserve estimates do not provide an analysis as to whether such resources are capable of being mined or whether they can be processed economically and do not incorporate mining dilution or allowance for mining losses. The reserve estimates contained in this prospectus represent the amount of reserves that we believe can be mined and processed economically. In the future we may need to revise our reserve estimates, if, for instance, our production costs increase or the prices of our products decrease and render a portion or all of our reserves uneconomical to recover and sell. A revision of our reserve estimates may result in the lowering of our estimated reserves as well as the expected mining life of our mines.

Fluctuations in the prices of our products, production costs and transportation costs, variations in recovery rates and unforeseen geological or geotechnical perils may require us to revise our resource and reserve data. If such revisions result in a substantial reduction in recoverable reserves at one or more of our mines, our business, financial condition and results of operations may be materially and adversely affected.

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**PRC regulations regarding investment and loans by offshore holding companies to PRC entities may delay or prevent our Company from using the proceeds of the Global Offering to make additional capital contributions or loans to members of our Group.**

Any capital contributions or loans which our Company, as an offshore entity, makes to PRC members of our Group that are foreign-invested enterprises, including the proceeds of the Global Offering, are subject to PRC regulations. Capital contributions must be approved by the PRC Ministry of Commerce or its local counterparts. Foreign investors must apply to SAFE or local SAFE departments for foreign loan registration certificates and foreign exchange settlements in order to provide shareholder loans to foreign-invested enterprises in the PRC. Such foreign loans must not exceed the statutory limits. The recipient of a foreign loan must submit the foreign loan registration certificate to open and maintain a special foreign exchange account with the PBOC or another SAFE approved bank, and may then repay the foreign loan with its own foreign exchange funds or by purchasing foreign exchange with Renminbi upon receiving SAFE approval. There can be no assurance that we will be able to obtain these approvals in a timely manner, or at all. If we fail to obtain such approvals in a timely manner or at all, our ability to capitalize on the relevant PRC members of our Group or fund our operations or utilize the proceeds of the Global Offering in the manner described in the section entitled “Future Plans and Use of Proceeds” may be negatively affected, which could materially and adversely affect the liquidity of the relevant PRC members of our Group, as well as our ability to grow, our financial condition and our results of operations.

**We cannot assure you that we will declare dividends in the future.**

As a holding company, our ability to declare future dividends will depend on the availability of dividends, if any, received from our PRC operating subsidiaries. Under PRC law and the constitutional documents of our PRC operating subsidiaries, dividends may be paid only out of distributable profits, which refers to after tax profits as determined under PRC GAAP less any recovery of accumulated losses and required allocations to statutory funds. Any distributable profits that are not distributed in a given year are retained and become available for distribution in subsequent years.

The calculation of our distributable profits under PRC GAAP differs in many respects from the calculation under IFRS. As a result, our PRC operating subsidiaries may not be able to pay a dividend in a given year if they do not have distributable profits as determined under PRC GAAP even if they have profits as determined under IFRS. Accordingly, since we derive all of our earnings and cash flows from dividends paid to us by our PRC operating subsidiaries in the PRC, we may not have sufficient distributable profits to pay dividends to our Shareholders.

Furthermore, the PRC Government imposes restrictions over converting Renminbi into foreign currencies, which will limit our transactions involving foreign currencies and adversely affect our Company’s ability to transfer funds to and receive dividends from our PRC subsidiaries. Because we generate all of our revenues in Renminbi, our PRC subsidiaries need to convert a portion of their revenues into foreign currencies to pay dividends to our Company. Under the existing foreign exchange regime in China, conversion of Renminbi into foreign currencies for payment of dividends is subject to SAFE procedural requirements. Moreover, changes in the PRC’s foreign exchange regulations may adversely affect our ability to transfer funds to and receive dividends from our PRC subsidiaries.

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### RISKS RELATED TO OUR INDUSTRY

#### **Our business depends on the global economy and China's economic growth.**

Our business and prospects depend on the rate of economic growth in the PRC which, in turn, affects demand for iron and steel. If the PRC's economic growth slows or if the PRC economy experiences a recession, the demand for our products may decrease and our business, financial condition and results of operations may be materially and adversely affected.

During the Track Record Period, we derived substantially all of our revenue from the sale of iron ore concentrates. Growth in demand for iron ore concentrates is fuelled largely by the growth of the PRC iron and steel industries. Demand for our iron ore concentrates is, in particular, heavily dependent on the production levels of major steel producers in Liaoning province and Hebei province in the PRC and their demand for our products.

In 2008 and 2009, the economies of the United States, Europe and certain countries in Asia experienced a severe and prolonged recession and China experienced a slowdown in growth, which led to a reduction in economic activity. As a result, the demand for, and market prices of, iron ore concentrates in China also declined significantly. The average selling price of our iron ore concentrates per ton decreased from RMB917 in 2008 to RMB544 in 2009, and our gross margin decreased from 68.9% in 2008 to 41.1% in 2009. In addition, many of the developed countries around the world, including the United States, are continuing to experience sluggish economic growth and uncertain prospects for the future. Any prolonged slowdown of the global or PRC economy in the future could have a material adverse effect on our business, financial condition and results of operations.

#### **Our business is subject to extensive regulations and affected by government policies in the PRC mining industry.**

We are subject to extensive national, provincial and local government regulations, policies and controls in the PRC that govern many aspects of our industry, including, without limitation:

- limits on increases in ore output volume;
- grant and renewal of mining rights;
- grant and renewal of safety production permits;
- production safety and casualty ratings;
- taxes and fees;
- environmental, health and safety standards; and
- annual verification of mining permits and exploration permits.

The liabilities, costs, obligations and requirements associated with these laws and regulations may be significant and may delay or interrupt our operations. Failure to comply with the relevant laws and regulations in our mining operations may result in penalties or suspension of our operations. Additionally, we cannot assure you that the relevant government agencies will not alter these laws or

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regulations or impose additional or more stringent laws or regulations. For example, the Ministry of Finance and the State Administration of Taxation issued the Circular on Adjusting the Policy on Resource Tax of Molybdenum Ore and Other Resources (財政部、國家稅務總局關於調整鉬礦石等品目資源稅政策的通知) on December 12, 2005 to adjust the resource tax rates of ferrous metal ores. Pursuant to the notice, which took effect on January 1, 2006, the resource tax rate applicable to iron ore has increased from RMB6.0 per ton to RMB9.0 per ton in Liaoning Province. Compliance with new laws or regulations may require us to incur significant costs, capital expenditures or other obligations and secure new sources of financing. More stringent laws or regulations may also restrict our business operations. The cost of compliance with regulations is and will continue to be substantial, and any increase in costs due to changes in laws or regulations or to our failure to comply may have a material adverse effect on our business, financial condition and results of operations.

In addition, the current PRC government policies favor the acquisition and consolidation of mines by large mining companies. However, we cannot assure you that such policies will not change in the future. In the event that those policies favoring our acquisition and expansion plans change, our costs of carrying out our acquisition and expansion plans may increase substantially and our ability to effect such plans may decrease.

**Our operations are exposed to risks in relation to environmental protection and rehabilitation and our business operations may be affected by current or future safety and environmental regulations.**

Our operations are subject to environmental risks and hazards and we are subject to extensive and increasingly stringent safety and environmental protection laws and regulations in the PRC. These laws and regulations:

- impose fees for the discharge of waste substances;
- require the establishment of reserves for reclamation and rehabilitation;
- impose fines for serious environmental offences; and
- allow the PRC government, at its discretion, to close down any facilities failing to comply with orders to correct or stop operations that have caused environmental damage.

Environmental hazards may occur in connection with our operations as a result of human negligence, force majeure or otherwise. The occurrence of any environmental hazards may delay production, increase production costs, cause personal injuries or property damage, result in liability to us and/or damage our reputation. Claims may be asserted against us arising out of our operations in the normal course of business, including claims relating to land use, safety, health and environmental matters. Some incidents may also result in a breach of conditions of our mining permits and exploration permit, or other consents, approvals or authorizations, which may result in fines or penalties or even possible revocation or our mining permits and/or exploration permit. We are not insured against environmental liabilities and there can be no assurance that environmental liabilities would not materially and adversely affect our business and results of operations.

The PRC government is currently moving towards more rigorous enforcement of applicable laws and regulations, as well as the adoption and enforcement of more stringent environmental standards. As a result, our budgeted capital expenditures for safety and environmental regulatory compliance may be

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insufficient and we may need to allocate additional funds. Moreover, we cannot assure you that we can comply with all applicable safety and environmental laws and regulations that may be adopted or amended in the future. If we fail to comply with current or future safety or environmental laws and regulations, we may be required to stop production, pay penalties or fines and take corrective actions, any of which may have a material adverse effect on our business, financial condition and results of operations.

### **RISKS RELATED TO DOING BUSINESS IN THE PRC**

#### **Changes in China's economic, political and social conditions could adversely affect our financial condition and results of operations.**

We conduct all of our operations in China and derive all of our revenue from our operations in China. Accordingly, our business, financial condition and results of operations are affected to a significant degree by economic, political and social conditions in China. The PRC economy differs from the economies of most developed countries in many respects, including the amount of government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. The PRC economy has grown significantly in recent years; however, we cannot assure you that such growth will continue. In response to the global economic slowdown and market volatility that started in the second half of 2008, the PRC government lowered interest rates and announced large fiscal stimulus packages to boost the domestic economy, which included a reported RMB4 trillion investments in, among other things, airports, highways, railways, power grids and other infrastructure developments. Recently, however, the PRC government has taken measures to control bank lending into the PRC economy. Any adverse change in the economic, political and social conditions or government policies in China could have a material adverse effect on overall economic growth, which in turn could lead to a reduction in demand for our products and consequently have a material adverse effect on our business.

#### **Uncertainties with respect to the PRC legal system could have a material adverse effect on us.**

We conduct all of our operations through our operating subsidiaries in China and, accordingly, we and our Shareholders are subject to certain risks due to the unpredictability of outcomes in connection with matters that are subject to the PRC legal system.

The PRC legal system is based on written statutes, rules and regulations. In the PRC legal system, prior court decisions may be cited for reference but have limited precedential value. Since 1979, PRC legislation and regulations have significantly enhanced the protections afforded to various forms of foreign investments in China. However, the interpretations of many laws, regulations and rules are not always uniform and enforcement of these laws, regulations and rules involve uncertainties, which may limit the legal protections available to us and also may subject us to unexpected consequences. In addition, any litigation in China may be protracted and result in substantial costs and diversion of resources and management attention, and the outcome of any such litigation may be unpredictable.

#### **Governmental control of currency conversion may affect the value of your investment.**

The PRC government imposes controls on currency conversion between Renminbi and foreign currencies and, in certain cases, the remittance of currency out of and into China. We receive all of our revenue in Renminbi, which is currently not a freely convertible currency. Under our current corporate structure, income of our Company will be primarily derived from dividend payments from Aoniu

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Mining. Shortages in the availability of foreign currency may restrict the ability of Aoni Mining to remit sufficient foreign currency to pay dividends to us, or otherwise satisfy its foreign currency-dominated obligations.

We also plan to transfer the proceeds from the Global Offering as well as proceeds from any future fund raising activities into China to fund our business operations and expansion. Under existing PRC foreign exchange regulations, payments of current account items, including profit distributions, can be made in foreign currencies without prior approval from SAFE by complying with certain procedural requirements. However, in most cases, particularly payments of capital account items, approval from appropriate PRC governmental authorities is required where (i) Renminbi is to be converted into foreign currency and remitted out of China to pay capital expenses such as the repayment of offshore bank loans denominated in foreign currencies, and (ii) any foreign currency is to be converted into Renminbi for investment in China. The PRC government may also at its discretion restrict access in the future to foreign currencies for current account transactions. In addition, the “Notice of SAFE on Issues Relating to Foreign Exchange Control on Fund Raisings by Domestic Residents Through Offshore Special Purpose Vehicles and Round-trip Investments” (《國家外匯管理局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》) (“Circular 75”) promulgated by SAFE, which came into force on November 1, 2005, applies to our Company and the Controlling Shareholders. All of our current Shareholders completed the foreign exchange registration for overseas investment under Circular 75 in January 2011. However, they are required to file a modification to the foreign exchange registration for overseas investment in the event of any material capital changes, including, without limitation, (i) a subsequent equity financing for our Company outside of the PRC, including the Global Offering; (ii) a capital change in our Company; and (iii) any share transfer or share swap involving our Company in accordance with Circular 75. Payment of dividends, profits and other payments to our Company will not be permitted unless the aforesaid modification has been filed. If the foreign exchange control system prevents us from converting Renminbi into foreign currencies or vice versa, and obtaining sufficient Renminbi or foreign currency to satisfy our currency demands, our ability to transfer Renminbi to fund our business operations in China or to pay dividends in foreign currencies to our shareholders, including holders of our Shares, may be adversely affected.

**Recent changes to the PRC tax laws have decreased the tax rate applicable to our business; however, any future changes to the PRC tax laws could adversely affect our financial condition and results of operations.**

On March 16, 2007, the National People’s Congress of the PRC passed the PRC Enterprise Income Tax Law, or the New EIT Law. Under the New EIT Law, a unified EIT rate of 25% and unified tax deduction standards are applied to both domestic invested enterprises and foreign-invested enterprises, or FIEs. Under the New EIT Law, the exemption from the withholding tax on dividends distributed by FIEs to their foreign investors under the previous tax laws is no longer available. In addition, the new tax law deems an enterprise established offshore but with “de facto management bodies” in the PRC as a “resident enterprise” which is subject to the PRC enterprise income tax on its global income. All members of our management are currently located in the PRC, and we expect them to continue to be located in the PRC in the foreseeable future. PRC tax authorities in different districts may be inconsistent in classifying resident enterprises and non-resident enterprises. If the relevant PRC tax authorities subsequently determine that we should be classified as a resident enterprise, our global income will be subject to PRC income tax at a tax rate of 25%, which would have a material adverse effect on our financial condition and results of operations. Pursuant to the arrangement between the PRC

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government and the Hong Kong government, where a Hong Kong enterprise directly holds at least a 25% shareholding in a PRC enterprise, the withholding tax rate applicable to the payment of dividends by such PRC enterprise to such Hong Kong enterprise is 5%. Otherwise, the withholding tax rate is 10% for the relevant dividend. Pursuant to the Administrative Measures for Non-Residents Enjoying Tax Treaty Benefits (Trial Implementation) (《非居民享受稅收協定待遇管理辦法(試行)》) released by the PRC State Administration of Taxation on August 24, 2009, which took effect on October 1, 2009, Hanking HK needs to obtain approval from the Fushun Branch of the State Administration of Taxation in order to enjoy the preferential withholding tax rate of 5% in accordance with the double taxation arrangement. Further, if we are considered a PRC “resident enterprise”, dividends we pay to our Shareholders, or the gain our Shareholders may realize from the transfer of our Shares, would be treated as income derived from sources within the PRC and subject to PRC tax. If we are required under the new EIT Law to withhold PRC income tax on dividends payable to our non-PRC investors, or if our shareholders are required to pay PRC income tax on the transfer of our Shares, the value of our shareholders’ investment in our Shares may be materially and adversely affected.

**We face foreign exchange and conversion risks, and fluctuation in the value of the Renminbi may have a material adverse effect on your investment.**

The value of the Renminbi against the U.S. dollar and other currencies may fluctuate and is affected by, among other things, changes in the PRC’s political and economic conditions. The PBOC issued a public notice on July 21, 2005, increasing the exchange rate of the Renminbi against the U.S. dollar by approximately 2% to RMB8.11 per US\$1.00. Since the date of this notice, the PRC government has reformed its exchange rate regime by adopting a managed floating exchange rate regime based on market supply and demand with reference to a portfolio of currencies. Under this regime, the Renminbi is no longer pegged to the U.S. dollar. In August 2008, China revised the PRC Foreign Exchange Administration Regulations (中華人民共和國外匯管理條例) to promote the reform of its exchange rate regime. On June 19, 2010, the PBOC announced that the PRC government would reform the Renminbi exchange rate regime and increase the flexibility of the exchange rate. We cannot predict how and to what extent the exchange rate of the Renminbi will fluctuate in the future. To the extent that we need to convert Hong Kong dollars we receive from the Global Offering into Renminbi for our operations, appreciation of the Renminbi against the Hong Kong dollar could have a material adverse effect on our business, financial condition and results of operations. Conversely, as we rely entirely on dividends paid to us by STSU, any depreciation of the Renminbi may materially and adversely affect our cash flows, revenue and financial condition, and the value of, and any dividends payable on, our Shares in foreign currency terms. Further information on our foreign exchange risks and certain exchange rates is set out in “Financial Information — Quantitative and Qualitative Disclosure about Market Risk — Foreign Currency Risk Management” in this prospectus.

**We face risks related to occurrences of epidemics in China and other places around the world, which could have a material adverse effect on our business and operations results.**

Our business is subject to the general economic, environmental and social conditions in China. In particular, it is possible for our business to be materially and adversely affected by the occurrence of epidemics in China. Over the past few decades, the PRC has suffered health epidemics related to the outbreak of avian influenza, H1N1 virus and severe acute respiratory syndrome, or SARS. Any prolonged recurrence of avian influenza, SARS or other adverse public health developments in China may have a material and adverse effect on our business operations. These could include restrictions on

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our ability to travel or ship products within China, as well as temporary closure of our manufacturing facilities. Such closures and/or travel or shipment restrictions would severely disrupt our business operations and adversely affect our results of operations.

Similarly, war, terrorist activity, threats of war or terrorist activity, social unrest and the corresponding heightened travel security measures instituted in response to such events, as well as geopolitical uncertainty and international conflict and tension, including the recent heightened level of hostility on the Korean Peninsula, would affect economic development and construction projects. In turn, there could be a material adverse effect on our business, financial condition and results of operations. In addition, we may not be adequately prepared in terms of contingency planning or have recovery capabilities in place to deal with a major incident or crisis. As a result, our operational continuity may be adversely and materially affected and our reputation seriously harmed.

**Restrictions on foreign investment in the PRC mining industry could materially and adversely affect our business and results of operations.**

In the PRC, foreign companies have, in the past, been, and are currently, required to operate within a framework different from that imposed on domestic PRC companies. However, the PRC government has been opening up opportunities for foreign investment in mining projects and this process is expected to continue, especially following the PRC's accession into the WTO. Iron ore mining is an encouraged industry for foreign investment in China. However, if the PRC government should reverse this trend, or impose greater restrictions on foreign companies, or seek to nationalize our PRC operations, our business and results of operations could be materially and adversely affected. For a description of the PRC laws and regulations applicable to foreign mining companies, please refer to "Regulations" in this document.

### RISKS RELATING TO THE GLOBAL OFFERING

**There has been no prior public market for our Shares, and the liquidity, market price and trading volume of our Shares may be volatile.**

Prior to the Global Offering, there has been no public market for our Shares. The Offer Price for our Shares will be determined based on negotiations between the Joint Global Coordinators (on behalf of the Underwriters), us, and the Selling Shareholder, and may differ from the market prices for our Shares after the Global Offering. We have applied to the Stock Exchange for the listing of, and permission to deal in, our Shares. However, there is no assurance that the Global Offering will result in the development of an active and liquid public trading market for our Shares. The market price, liquidity and trading volume of our Shares may be volatile. We cannot assure you that Shareholders will be able to sell their Shares or achieve their desired price. As a result, shareholders may not be able to sell their Shares at prices equal to or greater than the price paid for their Shares under the Global Offering. Factors that may affect the volume and price at which our Shares will be traded include, among other things, variations in our sales, earnings, cash flows and costs, announcements of new investments and changes in laws and regulations in China. We cannot assure you that these developments will not occur in the future. In addition, shares of other companies listed on the Stock Exchange with significant operations and assets in China have experienced price volatility in the past, and it is possible that our Shares may be subject to changes in price not directly related to our performance.

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**Purchasers of our Shares will experience immediate dilution and may experience further dilution if we issue additional Shares in the future.**

The Offer Price of our Shares is higher than our net tangible assets value per Share immediately prior to the Global Offering. Therefore, purchasers of our Shares in the Global Offering will experience an immediate dilution in pro forma net tangible assets value per Share. In order to expand our business, we may consider offering and issuing additional Shares in the future. Purchasers of our Shares may experience dilution in the net tangible assets value per Share if we issue additional Shares in the future at a price which is lower than our net tangible assets value per Share.

**Future sales by our existing Shareholders of a substantial number of our Shares in the public market could materially and adversely affect the prevailing market price of our Shares.**

Future sales of a substantial number of our Shares by our existing Shareholders, or the possibility of such sales, could negatively impact the market price of our Shares and our ability to raise equity capital in the future at a time and price that we deem appropriate. Shares held by the Controlling Shareholders are subject to certain lock-up undertakings for periods ending six to twelve months after the date on which trading in our Shares commences on the Stock Exchange, details of which are set out in “Underwriting” in this prospectus. We cannot assure you that the Controlling Shareholders will not dispose of any Shares any of them may now own or in the future.

**Certain facts and other statistics in this prospectus with respect to China, the PRC economy and the global and PRC iron and steel industries are derived from various official government sources and may not be reliable.**

Certain facts and other statistics in this prospectus relating to China, the PRC economy and the global and PRC iron and steel industries and related markets have been derived from various official PRC government publications. We believe that these publications are appropriate sources for such information and have taken reasonable care in extracting and reproducing such information. We have no reason to believe that such information is false or misleading or that any fact has been omitted that would render such information false or misleading. However, we cannot guarantee the quality or reliability of such source materials. They have not been prepared or independently verified by us, the Joint Global Coordinators, the Underwriters or any of their respective affiliates or advisers and, therefore, we make no representation as to the accuracy of such facts and statistics, which may not be consistent with other information compiled within or outside China. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies or in other markets and should not be unduly relied upon. Furthermore, we cannot assure you that such information is stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. In all cases, investors should give consideration as to how much weight or importance they should attach to or place on such facts or statistics.