

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme FOCUS MINERALS LIMITED

ACN/ARSN 005 470 799

1. Details of substantial holder (1)

Name Shandong Gold International Mining Corporation Limited and the entities listed at Annexure A

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 21/12/12

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY SHARES	4,525,997,651	4,525,997,651	51.30%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Shandong Gold International Mining Corporation Limited	Relevant interest under section 608(1)(a) of the Corporations Act 2001 (Cth)	4,501,997,651 ORDINARY SHARES
	Relevant interest under s608(1)(b) and s608(c) of the Corporations Act 2001 (Cth) as Shandong Gold International Mining Corporation Limited can control the exercise of the right to vote and has power to dispose of shares through its custody arrangements with Citigroup Pty Limited	24,000,000 ORDINARY SHARES
Shandong Gold Group Co., Ltd	Relevant interest under s608(3)(a) as Shandong Gold Group Co., Ltd is the registered holder of more than 20% of the shares in Shandong Gold International Mining Corporation Limited	4,525,997,651 ORDINARY SHARES
Shandong State-owned Assets Investment Holdings Co., Ltd	Relevant interest under s608(3)(a) as Shandong State-owned Assets Investment Holdings Co., Ltd is the registered holder of more than 20% of the shares in Shandong Gold International Mining Corporation Limited	4,525,997,651 ORDINARY SHARES
The State-owned Assets Supervision and Administration Commission of the Shandong Provincial Government	Relevant interest under s608(3)(b) as The State-owned Assets Supervision and Administration Commission of the Shandong Provincial Government controls Shandong Gold Group Co., Ltd and Shandong State-owned Assets Investment Holdings Co., Ltd	4,525,997,651 ORDINARY SHARES

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Shandong International Gold Mining Corporation Limited	Shandong International Gold Mining Corporation Limited	-	4,501,997,651 ORDINARY SHARES
Shandong International Gold Mining Corporation Limited	Citigroup Pty Limited	-	24,000,000 ORDINARY SHARES

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Shandong International Gold Mining Corporation Limited	21/12/12	\$225,099,882.55	-	4,501,997,651 ORDINARY SHARES

6. Associates

Associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Shandong Gold Non-Ferrous Mining Group Co., Ltd	Shandong Gold Non-Ferrous Mining Group Co., Ltd and Shandong International Gold Mining Corporation Limited are associates by virtue of s12(2)(a)(iii) of the Corporations Act 2001 (Cth) as both entities are ultimately controlled by the State-owned Assets Supervision and Administration Commission of the Shandong Provincial Government
Shandong Gold Mineral Resources Group Co., Ltd	Shandong Gold Mineral Resources Group Co., Ltd and Shandong International Gold Mining Corporation Limited are associates by virtue of s12(2)(a)(iii) of the Corporations Act 2001 (Cth) as both entities are ultimately controlled by the State-owned Assets Supervision and Administration Commission of the Shandong Provincial Government
Shandong Gold Real-estate and Tourism Co., Ltd	Shandong Gold Real-estate and Tourism Co., Ltd and Shandong International Gold Mining Corporation Limited are associates by virtue of s12(2)(a)(iii) of the Corporations Act 2001 (Cth) as both entities are ultimately controlled by the State-owned Assets Supervision and Administration Commission of the Shandong Provincial Government
Shandong Gold Mining Co., Ltd	Shandong Gold Mining Co., Ltd and Tourism Co., Ltd and Shandong International Gold Mining Corporation Limited are associates by virtue of s12(2)(a)(iii) of the Corporations Act 2001 (Cth) as both entities are ultimately controlled by the State-owned Assets Supervision and Administration Commission of the Shandong Provincial Government

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Shandong International Gold Mining Corporation Limited	9th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong
Shandong Gold Group Co., Ltd	See Annexure A
Shandong State-owned Assets Investment Holdings Co., Ltd	See Annexure A
The State-owned Assets Supervision and Administration Commission of the Shandong Provincial Government	See Annexure A

Shandong Gold Non-Ferrous Mining Group Co., Ltd	See Annexure A
Shandong Gold Mineral Resources Group Co., Ltd	See Annexure A
Shandong Gold Real-estate and Tourism Co., Ltd	See Annexure A
Shandong Gold Mining Co., Ltd	See Annexure A

Signature

print name ZHANG Dahui

capacity

sign here



date 21 / 12 / 2012

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- 604 page 3/4 15 July 2001
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
 - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
 - (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

This is **Annexure A** of 1 page referred to in Form 604 – Notice of change of interests of substantial holder signed by me



and dated 21 December 2012

Focus Minerals Limited – ACN 005 470 799

**Other substantial
this form**

Name	Address
Shandong Gold Group Co., Ltd	No.2000, Shunhua Road, Jinan City, Shandong Province, China 250100
Shandong State-owned Assets Investment Holdings Co., Ltd	No.2000, Shunhua Road, Jinan City, Shandong Province, China 250100
The State-owned Assets Supervision and Administration Commission of the Shandong Provincial Government	No. 26, Xidajie, Xuanwumen, Xicheng District, Beijing, China 100053
Shandong Gold Non-Ferrous Mining Group Co., Ltd	No.2000, Shunhua Road, Jinan City, Shandong Province, China 250100
Shandong Gold Mineral Resources Group Co., Ltd	No.2000, Shunhua Road, Jinan City, Shandong Province, China 250100
Shandong Gold Real-estate and Tourism Co., Ltd	No.2000, Shunhua Road, Jinan City, Shandong Province, China 250100
Shandong Gold Mining Co., Ltd	No.2000, Shunhua Road, Jinan City, Shandong Province, China 250100

holders disclosed on