
Form 604
**Corporations Act 2001
Section 671B**
Notice of change of interests of substantial holder

To Company Name/Scheme PERILYA LIMITED
 ACN/ ARSN 009 193 695

1. Details of substantial holder (1)

Name ZHONGJIN LINGNAN MINING (HK) COMPANY LIMITED
 ACN/ ARSN (if applicable) _____

There was a change in the interests
 of the substantial shareholder on 29/11/11

The previous notice was given to the company on 10/11/11

The previous notice was dated 10/11/11

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of Securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	410,336,826	56.8% (based on 722,413, 904 shares on issue as at 10 November 2011)	410,574,921	53.37% (based on 769,316,426 shares on issue as at 29 November 2011)

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associating/securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
29/11/11	Zhongjin Lingnan Mining (HK) Company Limited	Voting power diluted by issue of 46,902,522 shares to retail investors pursuant to accelerated entitlement offer	Nil	Nil	Decrease in voting power of 3.34%
29/11/11	Shenzhen Zhongjin Lingnan Nonfemet Co. Ltd	Voting power diluted by issue of 46,902,522 shares to retail investors pursuant to accelerated entitlement offer	As above	As above	As above
29/11/11	Each of the associates of Shenzhen Zhongjin Lingnan Nonfemet Co. Ltd ("Zhongjin Associates") named in the list annexed to this notice and marked Annexure "A"	Voting power diluted by issue of 46,902,522 shares to retail investors pursuant to accelerated entitlement offer	As above	As above	As above

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Zhongjin Lingnan Mining (HK) Company Limited	Zhongjin Lingnan Mining (HK) Company Limited	Zhongjin Lingnan Mining (HK) Company Limited	Registered holder of securities	410,574,921 ordinary shares	410,336,826 (53.37%)
Shenzhen Zhongjin Lingnan Nonfemet Co. Ltd	Zhongjin Lingnan Mining (HK) Company Limited	Zhongjin Lingnan Mining (HK) Company Limited	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest by reason of having control of Zhongjin Lingnan Mining (HK) Company Limited.	As above	As above
Each of the Zhongjin Associates	Zhongjin Lingnan Mining (HK) Company Limited	Zhongjin Lingnan Mining (HK) Company Limited	Relevant interest held by Shenzhen Zhongjin Lingnan Nonfemet Co. Ltd, an Associate under section 12(2)(a) of the Corporations Act 2001 (Cth).	As above	As above

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

Name	Address
Zhongjin Lingnan Mining (HK) Company Limited	18th Floor, Tower Two, Admiralty Centre, Central, Hong Kong
Shenzhen Zhongjin Lingnan Nonfemet Co. Ltd	24/F China Nonfemet Building, 6013 Shennan Road, Shenzhen, P.R. China 51804012E
Each of the Zhongjin Associates	As set out in the list annexed to this notice and marked Annexure A

Signature

print name Ling Peng capacity Director

sign here



date 29/11/2011

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 6 of the form.
- (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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.

- (7) Details of the consideration must include any and all benefits, money 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.
- (8) If the substantial holder is unable to determine the identify of the person (eg. If the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A
Perilya Limited ACN 009 193 695
Zhongjin Associates

This is **Annexure A** referred to in the Form 604 (notice of change of interests of substantial holder)
signed by me and dated 29 November 2011.



Ling Peng
Director
Zhongjin Lingnan Mining (HK) Company Limited
Date: 29 November 2011

	Name of Zhongjin Associate	Address of Registered Office
1.	Guangxi Zhongjin Lingnan Nonfemet Mining Co., Ltd	325 Chaoyang Road, Wuxuan County Guangxi Province, PR China
2.	Nonfemet Transportation and Warehousing Shenzhen Co., Ltd	7/F China Nonfemet Building, 6013 Shennan Ave. Shenzhen, PR China
3.	Shum Yip Nonfemet Co., Ltd	18/F, Tower 2 Admiralty Centre, Admiralty, Hong Kong
4.	Shenzhen Kangfa Development Co	Jinbi Estate, Luohu District, Shenzhen, PR China
5.	Shenzhen Nonfemet Technology Co., Ltd	Pingshan, Longgang District, Shenzhen, PR China
6.	Shenzhen Nonfemet Hi-Power Battery Material Co., Ltd	Building 12, Fuqiao Industrial Area, Fuyong, Bao'an District, Shenzhen, PR China
7.	Nonfemet International (China-Canada-Japan) Aluminium Co., Ltd	Building 59, Majialong Industrial Area, Nanshan District, Shenzhen, PR China
8.	Nonfemet Finance Co., Ltd	20/F China Nonfemet Building, 6013 Shennan Ave. Shenzhen, PR China
9.	Tianjin Jinkang Real Estate Development Co., Ltd	Building 1-4, Area B, Guiyang Road, Jili Garden Estate, Heping District, Tianjin, PR China
10.	Nonfemet Commodities & Futures Agency Co., Ltd	18/F China Nonfemet Building, 6013 Shennan Ave. Shenzhen, PR China
11.	Shaoguan Nonfemet Construction and Installation Co., Ltd	4/F, Complex Building, East of Fankou, Guangshao Road, Zhenjiang District, Shaoguan City, Guangdong Province, PR China
12.	Shenzhen Nonfemet Taxi Co., Ltd	16/F Tongye Building, Langang Xiameilin, Futian District, Shenzhen, PR China
13.	Renhua Weida Cooperation Development Co.	Fankou Mine, Tongtang Town, Renhua County, Shaoguan City, Guangdong Province, PR China
14.	Rehua Fankou Lead and Zinc Project Installation Co	RM 811-812, 8/F China Nonfemet Building, 6013 Shennan Ave. Shenzhen, PR China