
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following expressions have the following meaning. Certain technical terms are explained in the section headed “Glossary” in this prospectus:

“Application Form(s)”	WHITE Application Form(s) and YELLOW Application Form(s) to be used in the Public Offer and BLUE Application Form(s) to be used for the Preferential Offering or, where the context requires, any of them
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Assured Entitlement”	the entitlement of the Qualifying Singyes Solar Shareholders to apply for the Reserved Shares on an assured basis under the Preferential Offering to be determined on the basis of their respective shareholdings in Singyes Solar as at 4:30 p.m. on Record Date
“audit committee”	the audit committee of our Board
“ BLUE Application Form(s)”	the application form(s) to be sent to Qualifying Singyes Solar Shareholders to subscribe for the Reserved Shares pursuant to the Preferential Offering
“Board” or “our Board”	our board of Directors
“Business Day”	a day (other than Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“Bye-laws”	the bye-laws of our Company adopted on 23 June 2017, a summary of which is set out in Appendix III to this prospectus, and as amended from time to time
“Capitalisation Issue”	the allotment and issue of 359,988,900 Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of our Company as referred to in the paragraph headed “Changes in share capital of our Company” under the section headed “Statutory and general information — Further information about our Company” in Appendix IV to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

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“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Operational Procedures”	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to the operations and functions of CCASS, as from time to time in force
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“close associates”	has the meaning ascribed to it under the GEM Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda, as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong in force with effect from 3 March 2014), as amended, supplemented or otherwise modified from time to time
“Companies (Winding up and Miscellaneous Provisions) Ordinance”	the Companies (Winding up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	China Singyes New Materials Holdings Limited (中國興業新材料控股有限公司), an exempted company incorporated in Bermuda on 14 November 2014 with limited liability under the Companies Act and registered in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on 18 April 2016
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the GEM Listing Rules

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“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules and unless the context requires otherwise, in the context of our Company, means each of Mr. Liu, Strong Eagle, Top Access and Singyes Solar. Details of their shareholdings are set forth in the section headed “Relationship with Controlling Shareholders” in this prospectus and the paragraph headed “Disclosure of interests” under the section headed “Statutory and general information — Further information about Directors, substantial shareholder and experts” in Appendix IV to this prospectus
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules
“Deed of Indemnity”	the deed of indemnity dated 23 June 2017 executed by Singyes Solar, as indemnifier, in favour of our Company (for ourselves and as trustee for each of our subsidiaries) relating to, among other matters, the tax liabilities of the Group, particulars of which are set out in the paragraph headed “Indemnities” under the section headed “Statutory and general information — Other information” in Appendix IV to this prospectus
“Deed of Non-competition”	the deed of non-competition dated 23 June 2017 given by Singyes Solar in favour of our Company (for ourselves and as trustee for each of our subsidiaries) pursuant to which Singyes Solar agreed to provide certain non-competition undertakings to our Company (for ourselves and as trustee for each of our subsidiaries), particulars of which are set out in the paragraph headed “Non-competition undertaking” in the section headed “Relationship with Controlling Shareholders” of this prospectus
“Director(s)” or “our Director(s)”	the director(s) of our Company
“EIT Law”	中華人民共和國企業所得稅法 (the PRC Enterprise Income Tax Law*) adopted by the Tenth National People’s Congress of the PRC on 16 March 2007, and effective on 1 January 2008
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an industry consultant engaged by our Company, which is an Independent Third Party
“F&S Report”	an industry research report commissioned by our Company and prepared by Frost & Sullivan in relation to the industry of our Group
“GEM”	the Growth Enterprise Market of the Stock Exchange

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“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented and/or otherwise modified from time to time
“Group”, “our Group”, “we” or “us”	our Company and our subsidiaries or, where the context so required, in respect of the period before our Company became the holding company of its present subsidiaries, such subsidiaries as if they were our Company’s subsidiaries at the relevant time, or the business acquired or operated by them or (as the case may be) their predecessors
“HKEx”	Hong Kong Exchanges and Clearing Limited
“HKICPA”	Hong Kong Institute of Certified Public Accountants (formerly known as the Hong Kong Society of Accountants)
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Tricor Investor Services Limited
“IFRS”	International Accounting Standards, International Financial Reporting Standards, amendments and the related interpretations issued by the International Accounting Standards Board
“Independent Third Parties”	individual(s) or company(ies) who is/are or which is/are independent of and not connected with (within the meaning of the GEM Listing Rules) any Directors, chief executive or substantial shareholders (within the meaning of the GEM Listing Rules) of our Company or any of its subsidiaries or any of their respective associates
“Joint Lead Managers” or “Joint Bookrunners”	Yuanta Securities (Hong Kong) Company Limited and China Everbright Securities (HK) Limited
“Latest Practicable Date”	21 June 2017, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information of this prospectus

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“Listing”	the proposed listing of the Shares on GEM
“Listing Date”	the date on which dealings in the Shares first commence on GEM, which is expected to be on Friday, 21 July 2017
“Listing Division”	the listing division of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented and/or otherwise modified from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“Memorandum of Association”	the memorandum of association of our Company adopted on 23 June 2017, and as amended and supplemented from time to time
“MOFCOM”	中華人民共和國商務部 (Ministry of Commerce of the PRC*) or its predecessor, 中華人民共和國對外經濟貿易部 (Ministry of Foreign Trade and Economic Cooperation of the PRC*)
“Mr. Liu”	Mr. Liu Hongwei, the non-executive Director and chairman of the Board of our Company
“Mr. Sun”	Mr. Sun Jinli, an executive Director and a chief executive officer of our Company
“NDRC”	National Development and Reform Commission of the PRC
“nomination committee”	the nomination committee of our Board
“Offer Price”	the offer price of each Offer Share (excluding brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) of HK\$1.0 per Offer Share
“Offer Shares”	the 120,000,000 new Shares being offered by our Company for subscription at the Offer Price under the Share Offer (together, where relevant, with any additional Shares which may be issued pursuant to the Offer Size Adjustment Option)

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“Offer Size Adjustment Option”	the option proposed to be granted by our Company to the Placing Underwriters, exercisable by the Joint Lead Managers or their agents on behalf of the Placing Underwriters, at its sole and absolute discretion, to require our Company to allot and issue up to an aggregate of 18,000,000 additional Placing Shares, representing 15% of the initial number of Offer Shares under the Share Offer, at the Offer Price, to cover any over-allocations in the Placing as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Overseas Singyes Solar Shareholders”	registered holders of Singyes Solar Shares whose addresses on the register of members of Singyes Solar were outside of Hong Kong as at 5:00 p.m. on the Record Date
“Placing”	the conditional placing by the Underwriters on behalf of our Company of the Placing Shares for cash at the Offer Price, as further described under the section headed “Structure and conditions of the Share Offer” of this prospectus
“Placing Shares”	the 108,000,000 newly issued Shares offered by our Company (comprising (i) 96,000,000 newly issued Shares (representing 80% of the initial number of the Offer Shares); and (ii) 12,000,000 Reserved Shares which may be taken up by Qualifying Singyes Solar Shareholders under the Preferential Offering), together with any additional Shares which may be issued pursuant to the Offer Size Adjustment Option, to be conditionally placed with professional, institutional and other investors, subject to reallocation described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Placing Underwriter(s)”	the underwriter(s) of the Placing named in the section headed “Underwriting — Underwriters — Placing Underwriters” in this section of the prospectus that is expected to enter into the Placing Underwriting Agreement to underwrite subscription of the Placing Shares
“Placing Underwriting Agreement”	the conditional underwriting agreement relating to the Placing, expected to be entered into by, among others, our Company, our Controlling Shareholders, our executive Directors, the Sole Sponsor, the Joint Bookrunners, the Joint Lead Managers and the Placing Underwriters, as further described in the section headed “Underwriting — The Placing Underwriting Agreement” in this prospectus

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“PRC” or “China”	the People’s Republic of China which, for the purposes of this prospectus only (unless otherwise indicated), excludes Hong Kong, Macau and Taiwan
“Public Offer”	the offer by our Company of the Public Offer Shares for subscription to the public in Hong Kong at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) as described in the section headed “Structure and Conditions of the Share Offer” in this prospectus and on and subject to the terms and conditions stated herein and in the Application Forms relating thereto
“Preferential Offering”	the preferential offering (as to allocation only) of the Reserved Shares to Qualifying Singyes Solar Shareholders at the Offer Price, subject to and in accordance with the terms and conditions set out in this prospectus and the BLUE application form, as further described under the paragraph headed “Preferential Offering” in the section headed “Structure and condition of Share Offer” in this prospectus
“Proposed Spin-off” or “Spin-off”	the proposed spin-off of the new materials business of Singyes Solar by way of a separate listing of Singyes Applicable Materials on GEM
“Public Offer Shares”	the 12,000,000 newly issued Shares offered by our Company for subscription at the Offer Price pursuant to the Public Offer (representing 10% of the initial number of the Offer Shares), subject to reallocation as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Public Offer Underwriter(s)”	the underwriter(s) of the Public Offer named in the section headed “Underwriting — Underwriters — Public Offer Underwriters” in this section of the prospectus that is expected to enter into the Public Offer Underwriting Agreement to underwrite subscription of the Public Offer Shares
“Public Offer Underwriting Agreement”	the conditional underwriting agreement dated 28 June 2017 relating to the Public Offer entered into by our Company, our Controlling Shareholders, our executive Directors, the Sole Sponsor, the Joint Bookrunners, the Joint Lead Managers and the Public Offer Underwriters, as further described in section headed “Underwriting — The Public Offer Underwriting Agreement” in this prospectus

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“Qualifying Singyes Solar Shareholders”	registered holders of Singyes Solar Shares (other than the Overseas Singyes Solar Shareholders), whose names appear on the register of members of Singyes Solar as at 4:30 p.m. on the Record Date
“Record Date”	Thursday, 6 July 2017, being the record date for ascertaining the Qualifying Singyes Solar Shareholders who shall be entitled to the Assured Entitlement
“Remaining Group”	Singyes Solar and its subsidiaries, but for the purpose of this prospectus only, do not include any member of our Group
“remuneration committee”	the remuneration committee of our Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Reorganisation”	the corporate reorganisation of our Group in preparation for the Listing, as set out in the paragraph headed “Our corporate history and group structure” under the section headed “History, reorganisation and group structure” in this prospectus
“Reserved Shares”	an aggregate of 12,000,000 Placing Shares (representing 10% of the Offer Shares without taking into account any Shares which may be issued and allotted pursuant to the exercise of the Offer Size Adjustment Option), reserved for the Qualifying Singyes Solar Shareholders in the Preferential Offering
“SAFE”	中華人民共和國外匯管理局 (State Administration of Foreign Exchange of the PRC*)
“SAT”	中華人民共和國國家稅務總局 (State Administration of Taxation of the PRC*)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of US\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Shares
“Share Offer”	collectively the Public Offer, the Placing and the Preferential Offering

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“Singyes Applicable Materials”	珠海興業應用材料科技有限公司 (Zhuhai Singyes Applicable Materials Technology Company Limited*), a company established in the PRC on 31 March 2010 with limited liability and an indirect wholly-owned subsidiary of our Company
“Singyes Energy-saving”	珠海興業節能科技有限公司 (Zhuhai Singyes Energy-saving Technologies Co., Ltd*), an indirect wholly-owned subsidiary of Singyes Solar
“Singyes HK”	香港興業新材料有限公司 (Singyes New Materials (H.K.) Company Limited*), a company incorporated in Hong Kong on 28 November 2014 and a direct wholly-owned subsidiary of our Company
“Singyes Renewable Energy”	珠海興業新能源科技有限公司 (Zhuhai Singyes Renewable Energy Technology Co., Ltd*), an indirect wholly-owned subsidiary of Singyes Solar
“Singyes Solar”	中國興業太陽能技術控股有限公司 (China Singyes Solar Technologies Holdings Limited*), an exempted company incorporated in Bermuda on 24 October 2003 with limited liability and the shares of which are listed on the Main Board (stock code: 00750), and is a Controlling Shareholder of our Company
“Singyes Solar Excluded Shareholders”	the Overseas Singyes Solar Shareholders whom the board of directors of Singyes Solar, having made relevant enquiries, considers exclusion from the Assured Entitlement to apply for Reserved Shares to be necessary or expedient on account either of legal restrictions under the laws of relevant place or residence or the requirements of the relevant regulatory body or stock exchange in that place
“Singyes Solar Shareholders”	holder(s) of Singyes Solar Shares
“Singyes Solar Shares”	share(s) of Singyes Solar
“Sole Sponsor”	Octal Capital Limited, a corporation licensed to carry on type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, being the sole sponsor of the Share Offer
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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“Strong Eagle”	Strong Eagle Holdings Limited, a company incorporated in BVI with limited liability on 12 February 2004, a controlling shareholder of Singyes Solar whose principal activity is investment holding and is legally and beneficially owned by Mr. Liu, Mr. Sun, Mr. Xie Wen, Mr. Xiong Shi and Mr. Zhuo Jianming as to 53%, 15%, 13%, 10% and 9% respectively
“Substantial Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented and/or otherwise modified from time to time
“Top Access”	Top Access Management Limited, a limited liability company incorporated in the BVI and a direct wholly-owned subsidiary of Singyes Solar and a Controlling Shareholder of our Company
“Track Record Period”	the financial period comprising the three years ended 31 December 2016
“Trade Marks Registry”	Trade Marks Registry of the Intellectual Property Department of Hong Kong
“Trademark Office”	Trademark Office of the State Administration for Industry & Commerce of the PRC
“Underwriters”	collectively the Public Offer Underwriters and the Placing Underwriters
“Underwriting Agreements”	collectively the Public Offer Underwriting Agreement and the Placing Underwriting Agreement
“United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “USD” or “US dollars”	United States dollars, the lawful currency of the United States
“ WHITE Application Form(s)”	the application form(s) for use by the public who require(s) such Public Offer Shares to be issued in the applicant’s or applicants’ own name
“ YELLOW Application Form(s)”	the application form(s) for use by the public who require(s) such Public Offer Shares to be deposited directly into CCASS

DEFINITIONS

“p.a.”	per annum
“sq.m.”	square meter
“%”	per cent.

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

If there is any inconsistency between the Chinese names of entities, authorities, organisations, institutions or enterprises established in the PRC or awards or certificates given in the PRC and their English translations, the Chinese language version or Chinese names shall prevail. The English translation of company names in Chinese which are marked with “” and the Chinese translation of company names in English which are marked with “*” is for identification purpose only.*

Unless otherwise specified, all times refer to Hong Kong time and reference to years in this prospectus are to calendar years.

Unless otherwise specified, all references to any shareholding in the Company in this prospectus assumes no allotment or issue of any Shares which may be issued and allotted pursuant to the exercise of the Offer Size Adjustment Option.