

DEFINITIONS

In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings. Certain other terms are explained in the section headed “Glossary” in this prospectus.

“Allied Crown”	Allied Crown Development Limited, a company incorporated in BVI on 15 March 2007 and which is wholly-owned by Ms. Ma Ting (馬亭), and an Independent Third Party
“Anhui Chaowei”	Anhui Chaowei Power Co., Ltd.* (安徽超威電源有限公司), a company incorporated in the PRC on 23 April 2007, a 80%-owned, principal operating subsidiary of our Group, which is owned as to 80% by Chaowei Power and 20% in aggregate by Mr. Qian Haichun (錢海春), Mr. Hu Fengqin (胡鳳勤) and Mr. She Hairu (佘海如), who are all Independent Third Parties
“Atkins”	WS Atkins plc (trading as “Atkins”), an international engineering and design consultancy company founded in London in 1938 and listed on the London Stock Exchange in 1996, an Independent Third Party
“Atkins China”	Atkins China Limited, a wholly-owned subsidiary of Atkins incorporated in Hong Kong, which provides multidisciplinary engineering and design consultancy services, including a comprehensive range of environmental and sustainability consultancy services, and which is an Independent Third Party
“Application Form(s)”	WHITE Application Form(s) and YELLOW Application Form(s) and GREEN Application Form(s), or where the context so requires, any of them, relating to the Hong Kong Public Offering
“Articles” or “Articles of Association”	the articles of association of our Company adopted on 7 June 2010 and as amended from time to time, a summary of which is set out in Appendix V to this prospectus
“associate(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“BNP Paribas” or “Global Coordinator” or “Bookrunner” or “Lead Manager” or “Sponsor”	BNP Paribas Capital (Asia Pacific) Limited, acting as the global coordinator, bookrunner, lead manager and sponsor of the Global Offering, a corporation licensed to conduct type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO

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“Board”	the board of Directors of our Company
“Business Day”	any day (excluding a Saturday or a Sunday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“Capitalization Issue”	the issue of Shares to be made upon capitalization of certain amounts in the share premium account of our Company as referred to in the section entitled “Written resolutions of all the Shareholders of our Company passed on 7 June 2010” in Appendix VI to this prospectus
“CAGR”	compound annual growth rate, a measurement to assess the growth rate of value over time
“Castle Lead”	Castle Lead Limited (堡利有限公司), a company incorporated in BVI on 7 December 2009 and which is wholly-owned by Hony Capital
“Cayman Islands Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or 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 Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Chaowei BVI”	Chaowei Power Group Limited (超威動力集團有限公司), a company incorporated in BVI on 15 January 2010, a wholly-owned subsidiary of our Group

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“Chaowei HK”	Chaowei Power (Hong Kong) Limited (超威動力(香港)有限公司), a company incorporated in Hong Kong on 22 January 2010, a wholly-owned subsidiary of our Group
“Chaowei Power”	Chaowei Power Co., Ltd.* (超威電源有限公司), a company incorporated in the PRC on 1 January 1998, a wholly-owned, principal operating subsidiary of our Group
“Chaowei Technology”	Chaowei Power Technology Limited (超威動力科技有限公司), a company incorporated in Hong Kong on 29 January 2010, a wholly-owned subsidiary of our Group
“China” or the “PRC”	the People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, the Macau Special Administrative Region of China and Taiwan
“China Electrical Equipment Industry Association”*	中國電器工業協會, a nonprofit national industrial association for China’s electrical equipment industry, and an Independent Third Party
“Changxing Zhongcheng”	Changxing Zhongcheng Power Co., Ltd.* (長興眾成電源有限公司), a company incorporated in the PRC on 1 March 2002, a wholly-owned, principal operating subsidiary of our Group
“Company”, “Our/our Company”, “We/we” and “us”	Chaowei Power Holdings Limited (超威動力控股有限公司), a limited liability company incorporated in the Cayman Islands on 18 January 2010, or where the context refers to any time prior to its incorporation, those businesses and operations which were assumed by it pursuant to the Reorganization, or where the context requires, any of the businesses and operations that is being carried on by any member of our Group
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules and, in the context of this prospectus, means the controlling Shareholders of our Company, namely Mr. Zhou and his wholly-owned entities through which Mr. Zhou controls an aggregate of approximately 55.6% of the voting power of our Company immediately before completion of the Global Offering, namely Great State and Jolly Pride
“Director(s)”	director(s) of our Company

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“Eligible Applicants”	applicants who have, at the relevant time, made valid applications for the Hong Kong Public Offer Shares
“Fame Smart”	Fame Smart Holding Ltd., a company incorporated in BVI on 22 August 2007 and which is wholly-owned by Mr. Zhou
“Frost & Sullivan Report”	a commissioned market research report in relation to, inter alia, the electric bike and motive battery industries in China, issued by Frost & Sullivan in March 2010, the details of which are set out in the section headed “Industry Overview” in this prospectus
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Great State”	Great State Investments Limited (振邦投資有限公司), a company incorporated in BVI on 8 December 2009 and which is wholly-owned by Mr. Zhou
“Green Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group” and “Our/our Group”	our Company and its subsidiaries
“Henan Chaowei”	Henan Chaowei Power Co., Ltd.* (河南超威電源有限公司), a company incorporated in the PRC on 25 February 2004, a 60% owned, principal operating subsidiary of our Group, which is owned as to 60% by Chaowei Power, and 40% in aggregate by Mr. Chai Chenglei (柴成雷) and Ms. Chai Qingqing (柴晴晴). Save for the said 40% interest in Henan Chaowei, neither of Mr. Chai Chenglei (柴成雷) and Ms. Chai Qingqing (柴晴晴) has any interest in any member of our Group
“High Joy”	High Joy Investments Limited (高樂投資有限公司), a company incorporated in BVI on 8 December 2009 and which is wholly-owned by Mr. Zhou Longrui, the father of Mr. Zhou and the spouse of Ms. Yang Yunfei
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

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“HKSCC Nominees”	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Hong Kong Public Offer Shares”	the 25,000,000 Shares being initially offered by us for subscription at the Offer Price pursuant to the Hong Kong Public Offering (subject to reallocation as described in “Structure of the Global Offering” in this prospectus)
“Hong Kong Public Offering”	the issue and offer for subscription of the Hong Kong Public Offer Shares to the public in Hong Kong for cash (subject to adjustment as described in “Structure of the Global Offering”) at the Offer Price subject to and in accordance with the terms and conditions described in this prospectus and the Application Forms, as further described in “Structure of the Global Offering – Hong Kong Public Offering” in this prospectus
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the underwriters listed in “Underwriting – Hong Kong Underwriters”, in this prospectus, being the underwriters of the Hong Kong Public Offering
“Hong Kong Underwriting Agreement”	the Hong Kong underwriting agreement dated 23 June 2010 relating to the Hong Kong Public Offering and entered into by, among others, the Global Coordinator, the Hong Kong Underwriters and us, as further described in “Underwriting” in this prospectus
“Hony Capital”	Hony Capital Fund 2008, L.P., an exempted limited partnership incorporated under the laws of the Cayman Islands, the sole shareholder of Castle Lead

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“IFRS”	International Financial Reporting Standards
“Independent Third Party(ies)”	person(s) or company(ies) which is(are) not a connected person(s) (as defined in the Hong Kong Listing Rules) of our Company
“International Offer Shares”	the 225,000,000 Shares initially being offered by us for subscription under the International Offering together, where relevant, with any Shares that may be issued by us pursuant to any exercise of the Over-allotment Option, subject to reallocation as described in “Structure of the Global Offering” in this prospectus
“International Offering”	the conditional placing of the International Offer Shares by the International Underwriters with professional, institutional, corporate and/or other investors at the Offer Price, as further described in “Structure of the Global Offering” in this prospectus
“International Underwriters”	the group of underwriters led by the Global Coordinator that is expected to enter into the International Underwriting Agreement to underwrite the International Offering
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering expected to be entered into by, among others, the Global Coordinator, the International Underwriters and us on or around 29 June 2010, as further described in “Underwriting” in this prospectus
“Investgain”	Investgain Power Limited, a company incorporated in BVI on 23 July 2007 and which is wholly-owned by Mr. Zhou
“Jiangsu Chaowei”	Jiangsu Chaowei Power Co., Ltd.* (江蘇超威電源有限公司), a company incorporated in the PRC on 24 May 2006, a wholly-owned, principal operating subsidiary of our Group
“Jolly Pride”	Jolly Pride (PTC) Limited (formerly known as Jolly Pride Limited), a company incorporated in BVI on 1 December 2009 and wholly-owned by Mr. Zhou, and which holds Shares the economic interest of which is for the benefit of certain employees of our Group

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“Latest Practicable Date”	17 June 2010, being the latest practicable date for the purposes of ascertaining certain information contained in this prospectus
“Lehman Brothers”	Lehman Brothers Commercial Corporation Asia Limited (in liquidation)
“Listing”	listing of the Shares on the Main Board
“Listing Committee”	the listing sub-committee of the board of directors of the Hong Kong Stock Exchange
“Listing Date”	the date on which dealing in the Shares first commences on the Main Board
“Main Board”	the stock exchange operated by the Hong Kong Stock Exchange which is independent from and operated in parallel to the Growth Enterprise Market of the Hong Kong Stock Exchange
“Mayful”	Mayful Holdings Limited (美福控股有限公司), a company incorporated in BVI on 12 January 2009, which is wholly-owned by Mr. Mau Derek Edward, and who, apart from holding Shares through Mayful, is an Independent Third Party
“Noble Avenue”	Noble Avenue Global Limited, a company incorporated in BVI on 18 June 2009, which is wholly-owned by Mr. Ding Zixuan (丁自選), and who, apart from holding Shares through Noble Avenue, is an Independent Third Party
“Memorandum”	the memorandum of association of our Company
“Mr. Zhou”	Mr. Zhou Mingming (周明明), founder of our Group, a Controlling Shareholder, an executive Director and the chairman of the Board
“Offer Price”	the final offer price per Offer Share (exclusive of a brokerage fee of 1.0%, an SFC transaction levy of 0.004% and a Hong Kong Stock Exchange trading fee of 0.005%) of not more than HK\$2.90 and expected to be not less than HK\$2.18, such price to be agreed upon by the Global Coordinator (on behalf of the Underwriters) and us on or before the Price Determination Date

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“Offer Shares”	the Hong Kong Public Offer Shares and the International Offer Shares
“Over-allotment Option”	the option expected to be granted by us to the Global Coordinator, pursuant to which we may be required to allot and issue up to an aggregate of 37,500,000 Shares (representing up to 15% of the Shares initially being offered under the Global Offering) at the Offer Price to, among other things, cover over-allocations in the International Offering, details of which are described in the section headed “Structure of the Global Offering” in this prospectus
“Price Determination Date”	the date, expected to be on or before 29 June 2010, on which the Offer Price is determined by agreement between the Global Coordinator (on behalf of the Underwriters) and us
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Red Day”	Red Day Limited (紅日有限公司), a company incorporated in BVI on 20 July 2009, which is wholly-owned by Mr. Ma Zhaoyang (馬朝陽), and who, apart from holding Shares through Red Day, an Independent Third Party
“Regulation S”	Regulation S under the Securities Act
“Reorganization”	the reorganization of the companies within our Group as set out in the section headed “History and Development” in this prospectus, pursuant to which our Company has become the holding company of our various subsidiaries
“RMB” or “Renminbi”	the lawful currency of the PRC
“Rule 144A”	Rule 144A under the Securities Act
“SAFE”	State Administration of Foreign Exchange of China (中華人民共和國國家外匯管理局)
“SAIC”	State Administration for Industry and Commerce of China (中華人民共和國國家工商管理總局)
“Securities Act”	the United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time

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“SFC”	Hong Kong Securities and Futures Commission
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shandong Chaowei”	Shandong Chaowei Power Co., Ltd.* (山東超威電源有限公司), a company incorporated in PRC on 11 October 2005, a wholly-owned, principal operating subsidiary of our Group
“Share(s)”	ordinary shares of US\$0.01 each in the capital of our Company
“Shareholder(s)”	holder(s) of Shares
“Share Option Scheme”	the share option scheme conditionally adopted by our Company pursuant to a resolution passed by the Shareholders passed on 7 June 2010 and adopted by a resolution of the Board on 7 June 2010, a summary of the principal terms of which is set out in the section headed “Share Option Scheme” in Appendix VI to this prospectus
“Shiny Century”	Shiny Century Limited (紀明有限公司), a company incorporated in BVI on 21 December 2009 and which is wholly-owned by Ms. Yang Yunfei (楊雲飛), the mother of Mr. Zhou and the spouse of Mr. Zhou Longrui
“Treasure Sea”	Treasure Sea Limited, a company incorporated in BVI on 9 November 2004, which is wholly-owned by Mr. Lam Kong (林剛), and who, apart from holding Shares through Treasure Sea, is an Independent Third Party
“Track Record Period”	the three years ended 31 December 2007, 2008 and 2009 and three months ended 31 March 2010
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the International Underwriting Agreement and the Hong Kong Underwriting Agreement

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“United Holdings”	United Holdings Worldwide Limited (聯合控股環球有限公司), a company incorporated in BVI on 8 September 2005, which was the holding company of our PRC subsidiaries prior to the Reorganization and which no longer has any interest in any member of our Group following completion of the Reorganization
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“Wide Fame”	Wide Fame Investments Limited (廣耀投資有限公司), a company incorporated in BVI on 8 December 2009 and which is wholly-owned by Mr. Gao Xinkun (高鑫坤), one of our senior management team members
“White Form eIPO”	applying for Hong Kong Public Offer Shares to be issued in your own name by submitting applications online through the designated website of the White Form eIPO Service Provider, www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited

In this prospectus, the terms “associate”, “connected person”, “connected transaction”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Hong Kong Listing Rules, unless the context otherwise requires.

In this prospectus, unless otherwise stated, certain amounts denominated in Renminbi have been translated into HK dollars or U.S. dollars and vice versa at an exchange rate of RMB0.88 = HK\$1.00 or RMB6.83 = US\$1.00, respectively, and certain amounts denominated in U.S. dollars have been translated into HK dollars and vice versa at an exchange rate of US\$1.00 = HK\$7.76, in each case, for illustration purpose only. Such conversions shall not be construed as representations that amounts in Renminbi or U.S. dollars were or may have been converted into those currencies and vice versa at such rates or any other exchange rates.

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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.

In this prospectus, if there is any inconsistency between the Chinese names of the entities or enterprises established in China and their English translations, the Chinese names shall prevail. English translation of company names in Chinese or another language which are marked with “” are for identification purpose only.*