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## DEFINITIONS

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“Application Form(s)”	white Application Form(s), yellow Application Form(s) and green Application Form(s) or, where the context so requires, any one of them which is used in relation to the Public Offer
“Articles” or “Articles of Association”	the articles of association of our Company, conditionally adopted on November 30, 2012 and as amended from time to time, a summary of which is set out in Appendix V
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Audit Committee”	the audit committee of our Company
“BASF”	BASF SE, a chemical company headquartered in Germany
“Board”	our board of Directors
“BOCOM”	BOCOM International Holdings Company Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of Bank of Communications Co., Ltd. (交通銀行股份有限公司), whose H shares are listed on the Main Board (stock code: 3328). BOCOM is principally engaged in investment holding, proprietary trading, and direct investments. BOCOM’s subsidiaries include, among others, BOCOM International (Asia) Limited, BOCOM International Securities Limited and BOCOM International Asset Management Limited. These subsidiaries are principally engaged in investment banking, securities brokerage and asset management business, respectively
“BOCOM Asia”	BOCOM International (Asia) Limited, a licensed corporation registered under the SFO to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities
“BOCOM Credit Lines”	the credit lines granted by BOCOM Offshore Banking Unit, as more fully described in “Financial Information—Indebtedness, Contractual Obligations and Other Off-Balance Sheet Arrangements—U.S. dollar-denominated debt—Working capital credit line”
“BOCOM Offshore Banking Unit”	the offshore banking unit of Bank of Communications Co., Ltd. (交通銀行股份有限公司)
“BOCOM Securities”	BOCOM International Securities Limited, a licensed corporation registered under the SFO to carry on

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	Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 5 (advising on futures contracts) regulated activities
“Bonds”	the exchangeable bonds issued by Wison Holding to the Pre-IPO Investors on July 6, 2011 pursuant to the Subscription Agreements, details of which are set out in “Appendix IV—Summary of Pre-IPO Investment”
“Business Day”	a day (other than a Saturday, a Sunday or a public holiday) on which banks in Hong Kong are normally open for business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalization Issue”	the issue of 3,519,990,000 Shares to be made upon the capitalization of part of the sum standing to the credit of the share premium account of our Company referred to in “Appendix VI—Statutory and General Information—Further information about our Company”
“Cayman 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 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 could be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“CEIF”	WLR China Energy Infrastructure Fund L.P., an investment fund established in the Cayman Islands as an exempted limited partnership whose primary objective is to generate capital appreciation and yield, through equity-related investments in energy infrastructure and related businesses such as clean

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	and renewable energy, clean energy technology, energy distribution and services primarily located in China whose general partner is CEIF General Partner, and is an Independent Third Party
“CEIF General Partner”	WLR China Energy Associates, Ltd., a Cayman Islands exempted company wholly owned by Invesco WLR Private Equity Investment Management Limited, which is the general partner of CEIF, and is responsible for the management of the operations of CEIF, and is an Independent Third Party
“China” or “PRC”	the People’s Republic of China which, for the purpose of this prospectus only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Citi”	Citigroup Global Markets Asia Limited, which is licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 7 (providing automated trading services) regulated activities under the SFO
“Class I Design Qualification”	Class One Chemical Engineering Petrochemical and Pharmaceutical Industry Design Qualification (organic chemical and petrochemical engineering) (化工石化醫藥行業甲級資質(有機化工、石油化工工程設計)), a qualification certified by the Ministry of Construction
“CMAI”	CMAI (Shanghai) Limited, an independent industry consultant, with whom we have commissioned an industry report that forms the basis of “Industry Overview”
“CNOOC”	China National Offshore Oil Corporation (中國海洋石油總公司), a state-owned enterprise directly under the State-owned Assets Supervision and Administration Commission of the State Council, and an Independent Third Party
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Wison Engineering Services Co. Ltd. (惠生工程技術服務有限公司), formerly known as Wison Energy Services Co. Ltd. (惠生能源技術服務有限公司), an exempted company incorporated with limited liability in the Cayman Islands on June 30, 2004
“Connected person(s)”	has the meaning ascribed to it under the Listing Rules

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“contract value”	the contract value of a project represents the amount that we expect to receive under the terms of the contract assuming the contract is performed in accordance with its terms and except as otherwise indicated, contract value is inclusive of estimated VAT payable. Where a contract contains an incentive payment provision, contract value includes all, some or none of the incentive payment amount, depending on our assessment of the likelihood of obtaining the incentive payment
“Controlling Shareholder(s)”	Mr. Hua, Wison Holding and Wison Investment
“Credit Suisse”	Credit Suisse AG, Singapore Branch, a provider of wide-ranging financial services in Europe and other selected markets. It offers investment products, private banking and financial advisory services for private and corporate clients
“CSCF”	CITIC Securities Corporate Finance (HK) Limited, which is licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
“CSPC”	CNOOC and Shell Petrochemicals Company Limited (中海殼牌石油化工有限公司), a joint venture of Shell Nanhai B.V., a member of Shell and CNOOC Petrochemicals Investment Limited and an Independent Third Party
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Deutsche Bank”	Deutsche Bank AG, Hong Kong Branch, a licensed corporation to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities as defined under the SFO
“Director(s)”	the director(s) of our Company
“EIT”	enterprise income tax payable under the Old EIT Law prior to January 1, 2008 and under the New EIT Law from January 1, 2008 onwards
“Euro” or “€”	Euro, the lawful currency of the member states of the European Union that adopt the single currency in accordance with the Treaty of Lisbon amending the

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	treaty on European Union and the Treaty establishing the European Community (signed on December 13, 2007)
“European Union” or “EU”	an economic and political union of 27 member states which are located primarily in Europe
“Facility Agreement”	the facility agreement that provides a US\$100.0 million loan facility funded by BOCOM, Credit Suisse and UOB to Wison Investment
“Feixl”	Feixl Inc., a company incorporated in the BVI with limited liability on June 2, 2011 which is 50% owned by Qiu Fei and 50% owned by Pan Xiaoli, both of whom are Independent Third Parties
“FIE”	foreign investment enterprise established in the PRC under the laws of the PRC
“Framework Agreement”	a framework agreement entered into between Wison Engineering and Jiangsu Xinhua dated April 25, 2012 which sets out the principal terms and conditions under which Wison Engineering will purchase anchor, refractory support plunge hook and other ancillary accessories for its cracking furnaces and chemical engineering tower from Jiangsu Xinhua, further details of which are set out under “Connected Transactions”
“GDP”	gross domestic product
“Global Offering”	the Public Offer and the Placing
“Gold Prosperity”	Gold Prosperity Investments Limited, a company incorporated in the BVI with limited liability on May 30, 2011 which is a wholly owned subsidiary of BOCOM International China Fund L.P., whose general partner is BOCOM International China Fund G.P., a wholly owned subsidiary of BOCOM International Holdings Company Limited, which in turn is a wholly owned subsidiary of Bank of Communications Co., Ltd., and is an Independent Third Party
“Grade I Overall Contracting Qualification”	Overall Contracting Qualification—Grade One for Petrochemical Project Construction (only for ethylene plant) (化工石油工程施工總承包壹級資質 (限石化乙烯)), a qualification certified by the Ministry of Construction
“Green Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited

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“Group” or “we” or “us” or “our Group”	our Company and our subsidiaries at the relevant point in time (including, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the present subsidiaries of our Company)
“Group Company”	a company within our Group
“Hao Peng”	Hao Peng Limited (豪鵬有限公司), a company incorporated in the BVI with limited liability on October 29, 2010 which is owned as to 20% by Zhang Fengying, as to 20% by Wang Gengyu and as to 60% by Huada Investment Limited, which in turn is wholly owned by Cheung Wing Hon, all of whom are Independent Third Parties
“Henan Chuangsite”	Henan Chuangsite Supervisory Consulting Co., Ltd. (河南創思特工程監理諮詢有限公司), a company incorporated in the PRC on August 12, 1997 which is owned as to 30% by Wison Engineering, an indirect non-wholly owned subsidiary of our Company, and 70% by ten individuals, all of whom are Independent Third Parties
“Henan Design Institute”	Henan Chemical Industry Design Institute Co. Ltd. (河南省化工設計院有限公司), an entity established in the PRC in 1958 and converted into a limited liability company in 2005 which subsequently became a branch of Wison Engineering on November 26, 2007 after being acquired by Wison Engineering by way of merger by absorption
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Holders”	the holders of the Bonds
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Huadian”	China Huadian Hongkong Company Limited (中國華電香港有限公司), a company incorporated under the laws of Hong Kong with limited liability on June 14, 2006 which is a wholly owned subsidiary of China Huadian Corporation (中國華電集團公司), a wholly state-owned enterprise established in the PRC and

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	one of the five largest state-owned power generation enterprises in the PRC, and is an Independent Third Party
“Huaneng Invesco WLR”	Huaneng Invesco WLR (Wison) Investment Company Limited (華能景順羅斯(惠生)投資有限公司), a company incorporated under the laws of Hong Kong with limited liability on December 1, 2010 which is wholly owned by CEIF, and is an Independent Third Party
“Huanqiu”	China Huanqiu Contracting and Engineering Corporation (中石油中國寰球工程公司), a subsidiary of PetroChina and an Independent Third Party
“Independent Third Party(ies)”	an individual or a company who is independent of and not connected with (within the meaning of the Listing Rules) any directors, chief executive or substantial shareholders of our Company, its subsidiaries or any of their respective associates
“International Placing Agreement”	the conditional placing and underwriting agreement relating to the Placing expected to be entered into on or about the Price Determination Date by, among others, the Selling Shareholder, our Company, Wison Holding and the Placing Underwriters
“Jiangsu Xinhua”	Jiangsu Xinhua Chemical Engineering Co., Ltd. (江蘇新華化工機械有限公司), a company with limited liability with its current name established under the laws of the PRC on June 26, 2002 and is a connected person of our Company by virtue of being a substantial shareholder of Wison Engineering, holding 25% of its registered capital (but entitled to 10% of its distributable profits), the business scope of which includes the manufacturing and sale of chemical machinery equipment and its ancillary products as well as heatproof stainless steel products, the sale of components for petrochemical machinery, and the provision of promotional services for application of advanced and practical technology
“Joint Bookrunners” and “Joint Lead Managers”	Citi, Deutsche Bank, BOCOM Securities, UBS and CSCF
“Joint Global Coordinators”	Citi, Deutsche Bank and BOCOM Securities
“Joint Sponsors”	Citi, Deutsche Bank and BOCOM Asia

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“Latest Practicable Date”	December 3, 2012, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained herein
“Leased Properties”	means specified parts of 1399 Zhangheng Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, PRC
“Leases”	the leases in respect of the Leased Properties entered into between our Group and our connected persons and/or associates of our connected persons, further details of which are set out under “Connected Transactions”
“Lenders”	the lenders under the Facility Agreement, namely BOCOM, Credit Suisse and UOB
“LIBOR”	London interbank offered rate
“Listing”	the listing of our Shares on the Main Board
“Listing Date”	the date on which dealings in our Shares first commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of the Growth Enterprise Market of the Stock Exchange (excluding the options market) and which continues to be operated by the Stock Exchange in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company
“Ministry of Construction”	the Ministry of Housing and Urban-Rural Development (中華人民共和國住房和城鄉建設部), formerly known as the Ministry of Construction of the PRC (中華人民共和國建設部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Hua”	Mr. Hua Bangsong (華邦嵩), an executive Director and the Chairman of our Company



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“Nanjing Ruigu”	Nanjing Ruigu Chemical Engineering Co., Ltd. (南京瑞固化工有限公司), a company established in the PRC with limited liability on September 27, 2006, which was wholly owned by Wison Nanjing, and was de-registered and merged into Wison Nanjing on November 30, 2011, and was a connected person of our Company by virtue of being an indirect subsidiary of Wison Holding
“National People’s Congress” or “NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“New EIT Law”	the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) promulgated by the National People’s Congress on March 16, 2007, which became effective on January 1, 2008
“Nomination Committee”	the nomination committee of our Company
“Obligors”	Wison Holding, Wison Investment, our Company, Wison Technology, Wison Energy (HK), Wison Singapore, Wison Offshore & Marine and Wison Chemical
“Offer Price”	the final Hong Kong dollar price per Offer Share (before brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) at which Shares are to be subscribed or purchased pursuant to the Global Offering
“Offer Shares”	the Public Offer Shares and the Placing Shares
“Old EIT Law”	the Income Tax Law of the PRC for Enterprises with Foreign Investment and Foreign Enterprises (《中華人民共和國外商投資企業和外國企業所得稅法》) promulgated by the National People’s Congress on April 9, 1991, which became effective on July 1, 1991 and was abolished on January 1, 2008
“OPEC”	the Organization of Petroleum Exporting Countries, an international organization of 11 oil producing countries
“Over-allotment Option”	the option to be granted by our Company to the Placing Underwriters, exercisable by the Joint Bookrunners, under the International Placing Agreement pursuant to which our Company could be

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	required to issue and allot up to 90,000,000 additional Shares, representing approximately 15% of the Offer Shares initially available under the Global Offering, at the Offer Price to cover over-allocations in the Placing
“Over-allotment Shares”	up to 90,000,000 Shares (representing up to 15% of the initial Offer Shares) which may be issued and allotted by our Company at the Offer Price pursuant to the Over-allotment Option
“Overseas Contracting Qualification”	Overseas Projects Contracting Operational Qualification (對外承包工程經營資格證書), a qualification certified by MOFCOM
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PetroChina”	PetroChina Company Limited (中國石油天然氣股份有限公司), a joint stock limited company established in the PRC, the shares of which are listed on the Main Board and the depositary receipts of which are listed on the New York Stock Exchange, and an Independent Third Party
“PetroChina Dalian”	PetroChina Company Limited Dalian Petrochemical Company (中國石油天然氣股份有限公司大連石化分公司), a branch of PetroChina, and an Independent Third Party
“PetroChina Daqing”	PetroChina Company Limited Daqing Petrochemical Company (中國石油天然氣股份有限公司大慶石化分公司), a branch of PetroChina, and an Independent Third Party
“PetroChina Dushanzi”	PetroChina Company Limited Dushanzi Petrochemical Company (中國石油天然氣股份有限公司獨山子石化分公司), a branch of PetroChina, and an Independent Third Party
“PetroChina Fushun”	PetroChina Company Limited Fushun Petrochemical Company (中國石油天然氣股份有限公司撫順石化分公司), a branch of PetroChina, and an Independent Third Party
“PetroChina Guangxi”	PetroChina Company Limited Guangxi Petrochemical Company (中國石油天然氣股份有限公司廣西石化分公司), a branch of PetroChina, and an Independent Third Party
“PetroChina Jilin”	PetroChina Company Limited Jilin Petrochemical Company (中國石油天然氣股份有限公司吉林石化分公司), a branch of PetroChina, and an Independent Third Party

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“PetroChina Lanzhou”	PetroChina Company Limited Lanzhou Petrochemical Company (中國石油天然氣股份有限公司蘭州石化分公司), a branch of PetroChina, and an Independent Third Party
“PetroChina Liaoyang”	PetroChina Company Limited Liaoyang Petrochemical Company (中國石油天然氣股份有限公司遼陽石化分公司), a branch of PetroChina, and an Independent Third Party
“PetroChina Sichuan”	PetroChina Sichuan Petrochemical Co., Ltd. (中國石油四川石化有限責任公司), a subsidiary of PetroChina, and an Independent Third Party
“Placing”	the conditional placing by the Placing Underwriters of the Placing Shares for cash at the Offer Price plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% of the Offer Price, details of which are described in “Structure of the Global Offering” on and subject to the terms and conditions stated herein and in the International Placing Agreement
“Placing Shares”	the 540,000,000 Shares initially being offered for subscription or sale, comprising 420,000,000 new Shares offered by our Company and 120,000,000 Sale Shares offered by the Selling Shareholder, at the Offer Price under the Placing (subject to adjustment as described in “Structure of the Global Offering”) together with (unless the context otherwise requires) any Shares that could be issued pursuant to any exercise of the Over-allotment Option
“Placing Underwriters”	the several underwriters of the Placing, who are expected to enter into the International Placing Agreement
“PRC GAAP”	the accounting rules, regulations and generally accepted practice in the PRC
“Pre-IPO Investment”	the investment made by the Pre-IPO Investors pursuant to the terms of the Subscription Agreements, details of which are set out in “Appendix IV—Summary of Pre-IPO Investment”
“Pre-IPO Investor(s)”	collectively, BOCOM, Credit Suisse, UOB, Gold Prosperity, Sun-Rising, Huadian, Huaneng Invesco WLR, Sincere, Hao Peng, Stone Capital and Feixi
“Pre-IPO Share Option(s)”	option(s) granted under the Pre-IPO Share Option Scheme

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“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme conditionally adopted by our Company pursuant to a resolution of our Shareholders on November 30, 2012, details of which are set out in “Appendix VI—Pre-IPO Share Option Scheme”
“Price Determination Date”	on or about December 19, 2012 on which the Offer Price is determined and, in any event, not later than December 21, 2012
“Public Offer”	the offer by our Company of the Public Offer Shares for subscription by the public in Hong Kong as described in “Structure of the Global Offering—The Public Offer” at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% of the Offer Price) on and subject to the terms and conditions stated herein and in the Application Forms
“Public Offer Shares”	the 60,000,000 new Shares initially being offered for subscription by our Company at the Offer Price under the Public Offer (subject to adjustment as described in “Structure of the Global Offering”)
“Public Offer Underwriters”	the underwriters of the Public Offer named in “Underwriting—Public Offer Underwriters”
“Public Offer Underwriting Agreement”	the conditional public offer underwriting agreement dated December 12, 2012 relating to the Public Offer entered into by, among others, our Company, Wison Holding, the Selling Shareholder and the Public Offer Underwriters
“QIB”	qualified institutional buyer within the meaning of Rule 144A
“Qualifying IPO”	as set forth in the Facility Agreement and the terms and conditions of the Bonds, a Qualifying IPO means the Listing of our Company on the Stock Exchange whereby (i) proceeds of not less than US\$200.0 million (including any proceeds raised as a result of the exercise of the Over-allotment Option) are raised, and (ii) our Company has a minimum market capitalization of US\$2.0 billion immediately after the Listing. The Listing has been deemed to be a Qualifying IPO for the purposes of the Facility Agreement and the Majority Shareholder Undertakings pursuant to a letter dated December 3, 2012. For further details, see “Financial Information—Indebtedness, contractual obligations and other off-balance sheet arrangements—U.S. dollar-denominated debt—Facility Agreement” in relation to

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	the Facility Agreement and “Appendix IV—Summary of Pre-IPO Investment” in relation to the Majority Shareholder Undertakings
“Regulation S”	Regulation S under the U.S. Securities Act
“Remaining Pre-IPO Investors”	BOCOM, Gold Prosperity, Sun-Rising, Sincere, Hao Peng, Stone Capital, Feixl
“Remuneration Committee”	the remuneration committee of our Company
“RMB”	Renminbi yuan, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“Sale Shares”	120,000,000 Shares to be offered by the Selling Shareholder in the Placing
“SECCO”	Shanghai SECCO Petrochemical Company Limited (上海賽科石油化工有限公司), a joint venture of Sinopec, Sinopec Shanghai and BP East China Investment Company Limited and an Independent Third Party
“Second Put Option”	the option previously granted by Wison Holding to each of the Pre-IPO Investors, details of which are set out in “Appendix IV—Summary of Pre-IPO Investment—Put Options—Second put option if annual rate of return is not met”, which was terminated on June 1, 2012, details of which are set out in “Appendix IV—Summary of Pre-IPO Investment—Termination of the Second Put Option”
“SEI”	Sinopec Engineering Incorporation (中國石化工程建設有限公司), a subsidiary of Sinopec and an Independent Third Party
“Selling Shareholder”	Wison Investment
“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 HK\$0.10 each in the capital of our Company
“Shareholder(s)”	holder(s) of our Shares

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“Share Option Scheme”	the share option scheme conditionally adopted by our Company pursuant to resolutions passed by our Shareholders on November 30, 2012, a summary of the principal terms of which are set out in “Appendix VI—Statutory and General Information—Share Option Scheme”
“Shell”	Royal Dutch Shell plc, an Independent Third Party
“Shell Global Solutions”	Shell Global Solutions International B.V., an Independent Third Party
“Sincere”	Hong Kong Sincere Investment Limited (香港華誠投資有限公司), a company incorporated under the laws of Hong Kong with limited liability on December 5, 2003 and wholly owned by New Huadu Industrial Group Co., Ltd. (新華都實業集團股份有限公司), and an Independent Third Party
“Sinopec”	China Petroleum & Chemical Corporation (中國石油化工股份有限公司), a joint stock limited company established in the PRC and an Independent Third Party, the H shares of which are listed on the Main Board, the A shares of which are listed on the Shanghai Stock Exchange, and the depositary receipts of which are listed on the New York Stock Exchange and the London Stock Exchange, and an Independent Third Party
“Sinopec Guangzhou”	China Petroleum & Chemical Corporation Guangzhou Branch (中國石油化工股份有限公司廣州分公司), a branch of Sinopec and an Independent Third Party
“Sinopec Maoming”	China Petroleum & Chemical Corporation Maoming Branch (中國石油化工股份有限公司茂名分公司), a branch of Sinopec and an Independent Third Party
“Sinopec Qilu”	China Petroleum & Chemical Corporation Qilu Branch (中國石油化工股份有限公司齊魯分公司), a branch of Sinopec and an Independent Third Party
“Sinopec Shanghai”	Sinopec Shanghai Petrochemical Company Limited (中國石化上海石油化工股份有限公司), a subsidiary of Sinopec, the shares of which are listed on the Main Board, New York Stock Exchange and Shanghai Stock Exchange, respectively, and an Independent Third Party

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“Sinopec Yangzi”	Sinopec Yangzi Petrochemical Co., Ltd. (中國石化揚子石油化工有限公司), a subsidiary of Sinopec and an Independent Third Party
“SSEC”	Sinopec Shanghai Engineering Company Limited (中國石化集團上海工程有限公司), a subsidiary of Sinopec and an Independent Third Party
“Stabilizing Manager”	Citigroup Global Markets Asia Limited
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Borrowing Agreement”	a stock borrowing agreement expected to be entered into on or about the Price Determination Date between the Stabilizing Manager and Wison Investment pursuant to which Wison Investment will agree to lend up to 90,000,000 Shares to the Stabilizing Manager on the terms set out therein, further details of which are set out under “Structure of the Global Offering—Stabilization”
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Stone & Webster”	Stone & Webster, Inc., an American engineering services company
“Stone Capital”	Stone Capital Asia Limited, a company incorporated in the BVI with limited liability on June 26, 2009 which is wholly owned by Stone (Hong Kong) International Co., Limited (磐石(香港)國際有限公司), and an Independent Third Party
“Subscription Agreements”	the eight separate subscription agreements entered into by, among others, Wison Holding and the Pre-IPO Investors on July 5, 2011, details of which are set out in “Appendix IV—Summary of Pre-IPO Investment”, and each of the agreements is individually referred to as a “Subscription Agreement”
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Sun-Rising”	Sun-Rising Engineering Consultation Co., Limited (啓陽工程諮詢有限公司), a company incorporated under the laws of Hong Kong with limited liability on September 17, 2010 which is owned by 11 individuals, all of whom are Independent Third Parties
“Sun-Rising Adjustment”	the adjustment to the number of Shares held by Sun-Rising by way of transfer of Shares to Sun-Rising or



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	Wison Investment (as the case may be), details of which are set out in “Appendix IV—Summary of Pre-IPO Investment—Principal terms of the Bonds”
“Sun-Rising Original Subscription Agreement”	the bond subscription agreement entered into between Sun-Rising and Wison Holding on September 24, 2010, whereby Wison Holding issued non-interest bearing exchangeable bonds in the aggregate principal amount of US\$13.0 million to Sun-Rising, which was subsequently terminated by a termination agreement dated July 5, 2011 and replaced by the Subscription Agreement dated July 5, 2011 entered into by, among others, Wison Holding and Sun-Rising
“S\$” or “Singapore dollars”	Singapore dollars, the lawful currency of Singapore
“Tender Law”	the Tender Law of the PRC (中華人民共和國招標投標法)
“UBS”	UBS AG, Hong Kong Branch, which is licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance), Type 7 (providing automated trading services) and Type 9 (asset management) regulated activities under the SFO
“Underwriters”	the Placing Underwriters and the Public Offer Underwriters
“Underwriting Agreements”	the International Placing Agreement and the Public Offer Underwriting Agreement
“United States” or “US”	the United States of America
“UOB”	United Overseas Bank Limited
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“U.S. person”	has the meaning ascribed to it in Regulation S
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“VAT”	value-added tax
“WFOE”	wholly foreign-owned enterprise established in the PRC under the laws of the PRC
“White Form eIPO service”	the facility for making an application for Public Offer Shares to be transferred into the applicant’s own



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## DEFINITIONS

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	name by submitting an application online through the designated website of <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Wison Chemical”	Wison Investment (Hong Kong) Limited (惠生投資(香港)有限公司), formerly known as Wison Chemical (Hong Kong) Limited (惠生化工(香港)有限公司), a company incorporated in Hong Kong with limited liability on June 3, 2008 which is wholly owned by Wison Chemical Technology and is engaged in investment holding and is a connected person of our Company by virtue of being an indirect wholly owned subsidiary of Wison Holding
“Wison Chemical Technology”	Wison Chemical Technology Limited (惠生化工技術有限公司), a company incorporated in the BVI on May 26, 2008 which is wholly owned by Wison Holding, and is a connected person of our Company
“Wison (China) Investment”	Wison (China) Holding Company (惠生(中國)投資有限公司), a WFOE established in the PRC with limited liability on August 27, 2010 which is wholly owned by Wison Chemical, and is a connected person of our Company by virtue of being an indirect subsidiary of Wison Holding
“Wison Energy (HK)”	Wison Energy Engineering (Hong Kong) Limited (惠生能源工程(香港)有限公司), a company incorporated in Hong Kong with limited liability on June 3, 2008 which is wholly owned by Wison Technology, and is an indirect wholly owned subsidiary of our Company
“Wison Engineering”	Wison Engineering Ltd. (惠生工程(中國)有限公司) (formerly known as Shanghai Wison Chemical Engineering Co., Ltd. (上海惠生化工工程有限公司)), a company established in the PRC with limited liability on November 14, 1997 which was converted into a Sino-foreign co-operative joint venture on September 11, 2003 is owned as to 75% by Wison Energy (HK) and 25% by Jiangsu Xinhua, and is an indirect non-wholly owned subsidiary of our Company
“Wison Entities”	Wison Holding and its subsidiaries
“Wison Holding”	Wison Group Holding Limited (惠生控股(集團)有限公司), a company incorporated in the BVI with limited liability on April 23, 2003 which is wholly owned by Mr. Hua

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## DEFINITIONS

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and is engaged in investment holding, and is one of our Controlling Shareholders

“Wison Investment”

Wison Engineering Investment Limited (惠生工程投資有限公司), a company incorporated in the BVI with limited liability on April 18, 2011 which is wholly owned by Wison Holding and is engaged in investment holding, and is one of our Controlling Shareholders

“Wison Nanjing”

Wison (Nanjing) Clean Energy Co., Ltd. (惠生(南京)清潔能源股份有限公司) (formerly known as Wison (Nanjing) Chemical Co., Ltd. (惠生(南京)化工有限公司)), a company established in the PRC with limited liability on September 18, 2003 which is owned as to 87.8% by Wison (China) Investment and 12.2% by 11 other independent shareholders, and is a connected person of our Company by virtue of being an indirect non-wholly owned subsidiary of Wison Holding

“Wison Nantong”

Wison (Nantong) Heavy Industry Co., Ltd. (惠生(南通)重工有限公司), a WFOE established in the PRC with limited liability on March 1, 2004 which is wholly owned by Wison Offshore & Marine, and is a connected person of our Company by virtue of being an indirect wholly owned subsidiary of Wison Holding

“Wison Offshore & Marine”

Wison Offshore & Marine Limited (惠生海洋工程有限公司), a company incorporated in Hong Kong with limited liability on June 3, 2008 which is an indirect wholly owned subsidiary of Wison Holding, and is a connected person of our Company

“Wison Singapore”

Wison Singapore Pte. Ltd., a private company limited by shares incorporated in Singapore on July 9, 2009 which is wholly owned by Wison Energy (HK), and is an indirect wholly owned subsidiary of our Company

“Wison Technology”

Wison Engineering Technology Limited (惠生工程技術有限公司), a company incorporated in the BVI with limited liability on April 23, 2003 which is wholly owned by our Company

“Wison Telecommunication”

Wison (Shanghai) Telecommunication Technology Co., Ltd. (上海惠生通訊技術有限公司), a company established in the PRC with limited liability on May 29, 2007 which is owned as to 80% by Jiangsu Xinhua, 10% by An Xiangzhi, 5% by Zhu Jiabin and 5% by Lin Wenming, and is a connected person of our Group by

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	virtue of being a non-wholly owned subsidiary of Jiangsu Xinhua, a substantial shareholder of Wison Engineering. An Xiangzhi, Zhu Jiaxin and Lin Wenming are Independent Third Parties
“Wison Yangzhou”	Wison (Yangzhou) Chemical Machinery Co., Ltd. (惠生（揚州）化工機械有限公司), a WFOE established in the PRC with limited liability on May 18, 2004 which is wholly owned by Wison Energy (HK), and is an indirect wholly owned subsidiary of our Company
“WTO”	the World Trade Organization
“Zerun Biotech”	Shanghai Zerun Biotechnology Co., Ltd. (上海澤潤生物科技有限公司), a company established in the PRC with limited liability on May 7, 2003 which is wholly owned by Wison (China) Investment, and is a connected person of our Company by virtue of being an indirect wholly owned subsidiary of Wison Holding
“Zhoushan Wison”	Zhoushan Wison Offshore & Marine Co., Ltd. (舟山惠生海洋工程有限公司), a company established in the PRC with limited liability on May 18, 2007 which is wholly owned by Wison Offshore & Marine, and is a connected person of our Company by virtue of being an indirect wholly owned subsidiary of Wison Holding
“%”	percentage or per cent

*The English names for PRC entities are included for identification purposes only. In the event of inconsistencies, the Chinese names shall prevail.*