
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings.

“Aman Atlantic”	Aman Atlantic Holdings Limited (AMAN 大西洋控股有限公司), a limited liability company incorporated in the BVI on 15 March 2012, the entire issued share capital of which is owned by Mr. Sjaifudin Aman, one of our ultimate Controlling Shareholders
“Application Form(s)”	WHITE Application Form(s), 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, conditionally adopted on 10 December 2012, to become effective upon the Listing, and as amended from time to time, a summary of which is set out in Appendix V to this prospectus
“BNP Paribas”	BNP Paribas Capital (Asia Pacific) Limited, acting as the Sole Global Coordinator, and one of the Joint Bookrunners and Joint Lead Managers of the Global Offering and the Sole Sponsor of the Listing, a corporation licensed to conduct type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO
“Board of Directors” or “Board”	the board of Directors
“BOCI”	BOCI Asia Limited, a licensed corporation under the SFO for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
“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
“CAGR”	compound annual growth rate, a measurement to assess the growth rate of value over time
“Capitalization Issue”	the issue of Shares to be made upon capitalization of the share premium account of our Company as referred to in the section entitled “Statutory and General Information — Changes in the Share Capital of Our Company” in Appendix VI to this prospectus

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“Cayman Islands Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“CBRE”	CBRE HK Limited, our property valuer
“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
“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 Everbright Securities”	China Everbright Securities (HK) Limited, a licensed corporation under the SFO to engage in type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) activities
“Chun Hung”	Chun Hung Investments Limited (晉鴻投資有限公司), a limited liability company incorporated in the BVI on 15 March 2012, the entire issued share capital of which is owned by Mr. Tjie Tjin Fung, one of our ultimate Controlling Shareholders
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

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“Company”, “Our/our Company”	Golden Wheel Tiandi Holdings Company Limited (金輪天地控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 26 April 2012 under the Cayman Islands Companies Law, 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 Shareholders”	has the meaning ascribed to it under the Listing Rules and, in the context of this prospectus, refers to Mr. Wong Yam Yin (王欽賢), Mr. Wong Kam Fai (王錦輝), Mr. Wong Kam Keung, Barry (王錦強), Ms. Hung So Ling (洪素玲), Mr. Sjaifudin Aman, Mr. Tjie Tjin Fung, Mr. Hafandi Lijaya, Mr. Lili Somantry, Mr. Jamin Haryanto, Mr. Kiky Gunawan, Mr. Janata Suwita, Mr. Hadi Gunaman, Mr. Atjen Tanuwidjaja, Mr. Bambang Trisna and Ms. Julia Oscar, all of whom are our ultimate controlling shareholders, and the companies through which they hold equity interest in our Company, namely, Golden Wheel Realty, Aman Atlantic, Chun Hung, Kang Fu Ming, Green Paragon, Keita International, Fire Spark, Golden Era Forever, Fa Xing, Tien Shan Di Hai, Propitious Winds and Golden Joy Forever
“Director(s)”	director(s) of our Company
“EIT Law”	PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法), enacted by NPC in March 2007 and effective on 1 January 2008
“Eligible Applicants”	applicants who have made valid applications for the Hong Kong Public Offer Shares
“Fa Xing”	Fa Xing Limited (發興有限公司), a limited liability company incorporated in the BVI on 13 February 2012, the entire issued share capital of which is owned by Mr. Hadi Gunaman, one of our ultimate Controlling Shareholders
“Fire Spark”	Fire Spark Holdings Limited (火耀控股有限公司), a limited liability company incorporated in the BVI on 10 January 2012, the entire issued share capital of which is owned by Mr. Kiky Gunawan, one of our ultimate Controlling Shareholders
“GDP”	gross domestic product

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“Global Offering”	the Hong Kong Public Offering and the International Offering
“Golden Era Forever”	Golden Era Forever Holding Company Limited (金時代永恒控股有限公司), a limited liability company incorporated in the BVI on 15 March 2012, the entire issued share capital of which is owned by Mr. Janata Suwita, one of our ultimate Controlling Shareholders
“Golden Joy Forever”	Golden Joy Forever Holding Company Limited (金欣悅永恒控股有限公司), a limited liability company incorporated in the BVI on 15 March 2012, the entire issued share capital of which is owned by Ms. Julia Oscar, one of our ultimate Controlling Shareholders
“Golden Wheel Creation”	Golden Wheel International Creation Company Limited (金輪國際創建有限公司), a limited liability company incorporated in Hong Kong on 21 August 2012 and a wholly-owned subsidiary of our Company
“Golden Wheel Diamond”	Golden Wheel Diamond Company Limited (金輪鑽石有限公司), a limited liability company incorporated in the BVI on 26 June 2012 and a wholly-owned subsidiary of our Company
“Golden Wheel Group”	Golden Wheel (Group) Company Limited (金輪(集團)有限公司), a company incorporated in Hong Kong on 2 June 1992, the entire issued share capital of which is owned by the Wong Family
“Golden Wheel International Corporation”	Golden Wheel International Corporation Limited (金輪國際興業有限公司), a company incorporated in Hong Kong on 7 July 2010 and a wholly-owned subsidiary of our Company
“Golden Wheel International Investment”	Golden Wheel International Investment Limited (金輪國際投資有限公司), a company incorporated in Hong Kong on 17 May 2002 and a wholly-owned subsidiary of our Company
“Golden Wheel Jade”	Golden Wheel Jade Company Limited (金輪翡翠有限公司), a limited liability company incorporated in the BVI on 8 May 2012 and a wholly-owned subsidiary of our Company
“Golden Wheel Pearl”	Golden Wheel Pearl Company Limited (金輪明珠有限公司), a limited liability company incorporated in the BVI on 8 May 2012 and a wholly-owned subsidiary of our Company

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“Golden Wheel Properties Investment”	Golden Wheel Properties Investment Company Limited (金輪地產投資有限公司), formerly known as Coin Harbour Limited (金港建業有限公司), a company incorporated in Hong Kong on 3 December 1996, the entire issued share capital of which is owned by the Wong Family
“Golden Wheel Realty”	Golden Wheel Realty Company Limited (金輪置業有限公司), a limited liability company incorporated in the BVI on 12 November 2009, which is owned as to 40.0% by Mr. Wong Yam Yin (王欽賢), 35.0% by Ms. Hung So Ling (洪素玲), 12.5% by Mr. Wong Kam Fai (王錦輝) and 12.5% by Mr. Wong Kam Keung, Barry (王錦強)
“Green Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Green Paragon”	Green Paragon Investment Limited (綠色典範投資有限公司), a limited liability company incorporated in the BVI on 15 March 2012, the entire issued share capital of which is owned by Mr. Lili Somantry, one of our ultimate Controlling Shareholders
“Group”	our Company and its subsidiaries at the relevant time or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the present subsidiaries of our Company or the businesses operated by its present subsidiaries
“HK\$” or “HKD” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of China
“Hong Kong Public Offer Shares”	the 45,000,000 Shares being initially offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering, subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus

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“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 the sections headed “Structure of the Global Offering” and “How to apply for the Hong Kong Public Offer Shares” 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 the section headed “Underwriting — Hong Kong Underwriters”, in this prospectus, being the underwriters of the Hong Kong Public Offering
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 28 December 2012 relating to the Hong Kong Public Offering and entered into by the Sole Global Coordinator, the Joint Bookrunners, the Hong Kong Underwriters, our Company and the Warranting Shareholders, as further described in the section headed “Underwriting” in this prospectus
“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 Listing Rules) of our Company
“International Offer Shares”	the 405,000,000 Shares initially being offered by our Company for subscription under the International Offering together, where relevant, with any Shares that may be issued by our Company pursuant to any exercise of the Over-allotment Option, subject to adjustment as described in the section headed “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 and/or other investors outside the United States in offshore transactions in reliance on Regulation S at the Offer Price, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the underwriters of the International Offering

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“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering expected to be entered into on or about the Price Determination Date by the Sole Global Coordinator, the Joint Bookrunners, the International Underwriters, our Company and the Warranting Shareholders, as further described in the section headed “Underwriting” in this prospectus
“Joint Bookrunners”	BNP Paribas and BOCI
“Joint Lead Managers”	BNP Paribas, BOCI and China Everbright Securities
“Kang Fu Ming”	Kang Fu Ming Investment Limited (康福明投資有限公司), a limited liability company incorporated in the BVI on 15 March 2012, the entire issued share capital of which is owned by Mr. Hafandi Lijaya, one of our ultimate Controlling Shareholders
“Keita International”	Keita International Limited (凱塔國際有限公司), a limited liability company incorporated in the BVI on 12 January 2012, the entire issued share capital of which is owned by Jamin Haryanto, one of our ultimate Controlling Shareholders
“LAT”	land appreciation tax (土地增值稅)
“Latest Practicable Date”	24 December 2012, being the latest practicable date for ascertaining certain information in this prospectus prior to its publication
“Listing”	listing of the Shares on the Main Board of the Hong Kong Stock Exchange
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
“Listing Date”	the date on which dealing in the Shares first commences on the Main Board of the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“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 Stock Exchange
“Memorandum”	the memorandum of association of our Company, adopted on 10 December 2012, a summary of which is set out in Appendix V to this prospectus

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“Ministry of Land and Resources” or “MLR”	the Ministry of Land and Resources of the PRC (中華人民共和國國土資源部)
“MOHURD”	the Ministry of Housing and Urban-rural Development (住房和城鄉建設部)
“Nanjing Golden Wheel Real Estate”	Nanjing Golden Wheel Real Estate Development Co., Ltd.* (南京金輪房地產開發有限公司), a limited liability company incorporated in the PRC on 21 April 1994 and a wholly-owned subsidiary of our Company
“Nanjing Jade Golden Wheel”	Nanjing Jade Golden Wheel Realty Company Limited* (南京翡翠金輪置業有限公司), a limited liability company incorporated in the PRC on 21 June 2002 and a wholly-owned subsidiary of our Company
“Nanjing Metro”	Nanjing Metro Company Limited* (南京地下鐵道有限責任公司), a state-owned enterprise responsible for the operation and management of the metro system in Nanjing and an Independent Third Party
“NDRC”	the National Development and Reform Commission of China
“NPC” or “National People’s Congress”	National People’s Congress of the PRC (中華人民共和國全國人民代表大會) and its standing committee
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%) of not more than HK\$1.72 and expected to be not less than HK\$1.38, such price to be agreed upon by our Company and the Joint Bookrunners (on behalf of the Underwriters) on the Price Determination Date
“Offer Shares”	the Hong Kong Public Offer Shares and the International Offer Shares
“Over-allotment Option”	the option to be granted by our Company to the Joint Bookrunners, exercisable by the Sole Global Coordinator (on behalf of the Joint Bookrunners and after notification to the Joint Bookrunners), pursuant to which our Company is required to allot and issue up to an aggregate of 67,500,000 Shares (representing in aggregate 15% of the Shares initially being offered under the Global Offering) at the Offer Price to, among other things, cover over-allocation in the International Offering, details of which are described in the section headed “Structure of the Global Offering” in this prospectus

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“PBOC”	the People’s Bank of China
“Price Determination Date”	the date, expected to be on or around 8 January 2013 and, in any event, not later than 11 January 2013 on which the Offer Price is to be fixed by agreement between our Company and the Joint Bookrunners (on behalf of the Underwriters)
“Propitious Winds”	Propitious Winds Limited (順風有限公司), a limited liability company incorporated in the BVI on 8 February 2012, the entire issued share capital of which is owned by Bambang Trisna, one of our ultimate Controlling Shareholders
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the reorganization of the companies within our Group as set out in the section headed “Our History, Reorganization and Group Structure” in this prospectus, pursuant to which our Company has become the holding company of our various subsidiaries
“RMB” or “Renminbi”	the lawful currency of China
“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行政管理局)
“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 shares of US\$0.01 each in the capital of our Company
“Share Option Scheme”	the share option scheme conditionally adopted by our Company pursuant to a resolution passed by the Shareholders on 10 December 2012 and adopted by a resolution of the Board on 10 December 2012, a summary of the principal terms of which is set out in the section headed “Statutory and General Information” in Appendix VI to this prospectus
“Sole Global Coordinator”, “Sole Sponsor” or “Sponsor”	BNP Paribas

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“Stabilizing Manager”	the Sole Global Coordinator
“State Administration of Taxation” or “SAT”	State Administration of Taxation of China (中華人民共和國國家稅務總局)
“Supervisory Committee”	our supervisory committee, which oversees, handles and liaises with various departments of our Group in relation to all regulatory and compliance related matters
“Tien Shan Di Hai”	Tien Shan Di Hai Limited (天山地海有限公司), a limited liability company incorporated in the BVI on 15 March 2012, the entire issued share capital of which is owned by Mr. Atjen Tanuwidjaja, one of our ultimate Controlling Shareholders
“Track Record Period”	the three financial years ended 31 December 2011, and the six months ended 30 June 2012
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933, as amended from time to time
“US\$” or “USD” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“VAT”	value added tax
“Warranting Shareholders”	Mr. Wong Yam Yin (王欽賢), Mr. Wong Kam Fai (王錦輝), Mr. Wong Kam Keung, Barry (王錦強), Ms. Hung So Ling (洪素玲), Mr. Tjie Tjin Fung, Mr. Janata Suwita and Ms. Julia Oscar, all of whom are our ultimate controlling shareholders, and the companies through which they hold equity interest in our Company, namely, Golden Wheel Realty, Chun Hung, Golden Era Forever and Golden Joy Forever
“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 eIPO Service Provider, www.eipo.com.hk

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“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Wong Family”	Mr. Wong Yam Yin (王欽賢), Mr. Wong Kam Fai (王錦輝), Mr. Wong Kam Keung, Barry (王錦強) and Ms. Hung So Ling (洪素玲)
“Xinjiekou Metro Mall”	the underground area leased by us from Nanjing Metro for our property leasing and operational management business
“Yangzhou Golden Wheel Real Estate”	Yangzhou Golden Wheel Real Estate Development Co., Ltd.* (揚州金輪房地產開發有限公司), a limited liability company incorporated in the PRC on 15 December 2006 and a wholly-owned subsidiary of our Company
“Zhuzhou Golden Wheel Business Management”	Zhuzhou Golden Wheel Business Management Co., Ltd.* (株洲金輪商業管理有限公司), a limited liability company incorporated in the PRC on 1 February 2010 and a wholly-owned subsidiary of our Company
“Zhuzhou Golden Wheel Real Estate”	Zhuzhou Golden Wheel Real Estate Development Co., Ltd.* (株洲金輪房地產開發有限公司), a limited liability company incorporated in the PRC on 30 July 2004 and a wholly-owned subsidiary of our Company

In this prospectus, the terms “associate”, “connected person”, “connected transaction”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the 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 RMB0.81 = HK\$1.00 or RMB6.30 = 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\$7.75, 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.

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.*