
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below.

“affiliate”	person or entity directly or indirectly controlled by, or under the direct or indirect common control of, one person or entity
“Application Form(s)”	WHITE application form(s), YELLOW application form(s) and GREEN application form(s) or, where the context so requires, either of them that is used in connection with the Hong Kong Public offering
“Articles of Association” or “Articles”	our articles of association, conditionally approved and adopted on May 27, 2013 and to become effective on the Listing Date, as amended, supplemented or otherwise modified from time to time
“associate(s)”	has the same meaning ascribed thereto under the Listing Rules
“Baoshan Wuzhou”	Baoshan Wuzhou International Plaza Co., Ltd.* (保山五洲國際廣場有限公司), a company established in the PRC with limited liability on January 9, 2013. Baoshan Wuzhou is owned by Dali Wuzhou as to 80%
“Best Ring”	Best Ring Holdings Limited, a company incorporated in the British Virgin Islands with limited liability on July 16, 2012. Best Ring is wholly owned by Li Feng, our senior management
“Board of Directors” or “Board”	our board of Directors
“Boom Win”	Boom Win Holdings Limited (盛凱控股有限公司), a company incorporated in the British Virgin Islands with limited liability on April 18, 2006. Boom Win is owned by Shu Cecheng as to 60% and Shu Cewan as to 40%
“Business Day”	a day that is not a Saturday, Sunday or public holiday in Hong Kong
“CAGR”	compound annual growth rate
“Cayman Islands Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“CBRC”	China Banking Regulatory Commission (中國銀行業監督管理委員會)
“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 may be an individual or joint individuals or a corporation

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“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“certificate of completion”	construction project inspection and examination certificate (竣工驗收備案表／合格證) issued by local construction committees or equivalent authorities with respect to the completion of property projects subsequent to their on-site examination and inspection
“Changchun Wuzhou”	Changchun Wuzhou Property Development Co., Ltd.* (長春市五洲房地產開發有限公司), a company established in the PRC with limited liability on February 22, 2013. Changchun Wuzhou is an indirectly wholly owned subsidiary of our Company
“China” or “PRC”	the People’s Republic of China and, except where the context requires, geographical or statistical references in this prospectus to China or the PRC exclude Hong Kong, Macau and Taiwan
“Circular 698”	the Notice on Strengthening the Administration of Enterprises Income Tax on Income From Transfers of Equity Interests by Non-resident Enterprises 《國家稅務總局關於加強非居民企業股權轉讓所得企業所得稅管理的通知》 issued by the PRC State Administration of Tax on December 10, 2009
“CMBC Facility”	a term loan facility of up to HK\$150 million offered by China Minsheng Banking Corp., Ltd. Hong Kong Branch to Hong Kong Wuzhou pursuant to an agreement dated December 13, 2012 entered into between China Minsheng Banking Corp., Ltd. Hong Kong Branch and Hong Kong Wuzhou
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“construction land planning permit(s)”	construction land planning permit (建設用地規劃許可證) issued by local urban zoning and planning bureaus or equivalent authorities in China
“construction work commencement permit”	construction work commencement permit (建築工程施工許可證) issued by local construction committees or equivalent authorities in China
“construction work planning permit(s)”	construction work planning permit (建設工程規劃許可證), issued by local urban zoning and planning bureaus or equivalent authorities in China
“Controlling Shareholder(s)”	the controlling shareholders of our Company namely, Boom Win, Shu Cecheng and Mr. Shu Cewan
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)

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“Dali Marketing Development”	Dali Wuzhou International Commercial Property Planning Co., Ltd.* (大理五洲國際商業地產策劃有限公司), a company established in the PRC with limited liability on July 22, 2011. Dali Marketing Development is a directly wholly owned subsidiary of International Marketing Development
“Dali Wuzhou”	Dali Wuzhou International Commercial City Co., Ltd.* (大理五洲國際商貿城有限公司), a company established in the PRC with limited liability on August 27, 2010. Dali Wuzhou is an indirectly wholly owned subsidiary of our Company
“Dali Wuzhou Property Management”	Dali Wuzhou International Property Management Co., Ltd.* (大理五洲國際物業管理有限公司), formerly known as Dali Wuzhou International Commercial Operation Co., Ltd.* (大理五洲國際商業運營有限公司), a company established in the PRC with limited liability on June 19, 2012. Dali Wuzhou Property Management is an indirectly wholly owned subsidiary of our Company
“Daoxiang”	Shanghai Daoxiang Construction Co., Ltd. (上海道餉建築工程有限公司)
“Director(s)”	our director(s)
“Dream Chaser”	Dream Chaser Holdings Limited, a company incorporated in the British Virgin Islands with limited liability on May 31, 2012. Dream Chaser is wholly owned by Shu Ceyuan, our executive Director
“Easy Cloud”	Easy Cloud Investment Holdings Limited, a company incorporated in the British Virgin Islands with limited liability on July 23, 2012. Easy Cloud is wholly owned by Shen Xin, our senior management
“EIT”	enterprise income tax (企業所得稅) as defined in the Enterprise Income Tax Law of the PRC, as described in Appendix IV to this prospectus
“EIT Law”	the Enterprise Income Tax Law of the PRC adopted by the PRC National People’s Congress on March 16, 2007, which became effective on January 1, 2008
“GDP”	gross domestic product
“GFA”	gross floor area
“Global Offering”	the Hong Kong Public Offering and the International Offering
“ GREEN Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider Computershare Hong Kong Investor Services Limited
“Hangzhou Longan”	Hangzhou Longan Property Co., Ltd.* (杭州龍安置業有限公司), a company established in the PRC with limited liability on November 23, 2009. Hangzhou Longan is an indirectly wholly owned subsidiary of our Company

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“Heilongjiang Wuzhou”	Heilongjiang Wuzhou International Commercial Exposition City Co., Ltd.* (黑龍江五洲國際商貿博覽城有限公司), a company established in the PRC with limited liability on July 23, 2012. Heilongjiang Wuzhou is an indirectly wholly owned subsidiary of our Company
“HK\$” or “H.K. 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 Offer Shares”	114,076,000 newly issued Shares offered by us for subscription in the Hong Kong Public Offering, subject to adjustment as described in the section headed “Structure of the Global Offering”
“Hong Kong Public Offering”	our offering of Hong Kong Offer Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure of the Global Offering”) for cash at the Offer Price and on and subject to the terms and conditions described in this prospectus and the Application Forms
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the Hong Kong underwriting agreement dated May 30, 2013 relating to the Hong Kong Public Offering entered into among, inter alia, us, the Joint Global Coordinators, the Joint Bookrunners and the Hong Kong Underwriters
“Hong Kong Wuzhou”	Hong Kong Wuzhou International Group Limited (香港五洲國際集團有限公司), formerly known as Wuzhou International Development Limited (五洲國際發展有限公司), a company incorporated in Hong Kong with limited liability on May 6, 2010. Hong Kong Wuzhou is an indirectly wholly owned subsidiary of our Company
“IAS”	International Accounting Standards
“IASB”	International Accounting Standards Board
“IFRSs”	International Financial Reporting Standards, as issued by the IASB
“Imperator Holdings”	Imperator Holdings Limited, a company incorporated in the British Virgin Islands with limited liability on July 5, 2012. Imperator Holdings is wholly owned by Shu Cezhang, our senior management

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“Implementation Regulations”	the Implementation Regulations of the EIT Law issued by the State Council on December 6, 2007, which became effective on January 1, 2008
“independent third party(ies)”	an individual(s) or a company(ies) who is (are) not considered a connected person(s) of our Company under the Listing Rules
“International Marketing Development”	Wuxi Wuzhou International Commercial Property Planning Co., Ltd.* (無錫五洲國際商業地產策劃有限公司), a company established in the PRC with limited liability on September 10, 2009. International Marketing Development is owned by Wuzhou Business Operation as to 51%
“International Offer Shares”	1,026,664,000 newly issued Shares offered by us pursuant to the International Offering, together with any additional Shares offered pursuant to any exercise of the Over-allotment Option, subject to adjustment as described in the section headed “Structure of the Global Offering”
“International Offering”	the conditional offering of International Offer Shares outside the United States pursuant to Regulation S, including institutional and professional investors in Hong Kong (other than retail investors in Hong Kong), and in the United States to QIBs in reliance on Rule 144A, for cash at the Offer Price as further described in the section headed “Structure of the Global Offering”
“International Purchasers”	the underwriters of the International Offering and parties to the International Purchase Agreement as described in the section headed “Underwriting — International Offering”
“International Purchase Agreement”	the international purchase agreement relating to the International Offering to be entered into among, inter alia, us, the Joint Global Coordinators, the Joint Bookrunners and the International Purchasers on or around the Price Determination Date
“Jiangsu Wuzhou”	Jiangsu Wuzhou International Business Development Co., Ltd.* (江蘇五洲國際商業發展有限公司), a company established in the PRC with limited liability on July 11, 2012. Jiangsu Wuzhou is an indirectly wholly owned subsidiary of our Company
“Jiangyin Wuzhou”	Jiangyin Wuzhou Property Co., Ltd.* (江陰五洲置業有限公司), a company established in the PRC with limited liability on January 17, 2012. Jiangyin Wuzhou is owned by Wuxi Wuzhou Ornament City as to 90% and an indirectly non-wholly owned subsidiary of our Company
“Jianhu Marketing Development”	Jianhu Wuzhou International Business Operation Co., Ltd.* (建湖五洲國際商業運營有限公司), a company established in the PRC with limited liability on January 13, 2012. Jianhu Marketing Development is an indirectly wholly owned subsidiary of our Company
“Jianhu Wuzhou”	Jianhu Wuzhou International Property Co., Ltd.* (建湖五洲國際置業有限公司), a company established in the PRC

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	with limited liability on August 31, 2011. Jianhu Wuzhou is an indirectly wholly owned subsidiary of our Company
“Jilin Wuzhou”	Jilin Wuzhou International Commercial City Co., Ltd.* (吉林市五洲國際商貿城有限公司), a company established in the PRC with limited liability on August 10, 2012. Jilin Wuzhou is an indirectly wholly owned subsidiary of our Company
“Jilin Wuzhou Real Estate”	Jilin Wuzhou International Real Estate Development Co., Ltd.* (吉林市五洲國際房地產開發有限公司), a company established in the PRC with limited liability on May 8, 2013. Jilin Wuzhou Real Estate is an indirectly wholly owned subsidiary of our Company
“Jiujiang Meijite Credit”	Jiujiang Lushan Meijite Small-credit Co., Ltd.* (九江市廬山區美吉特小額貸款股份有限公司), a company established in the PRC with liability limited by shares on May 14, 2010. Jiujiang Meijite Credit is owned by Wuxi Zhongnan as to 10%
“Joint Bookrunners” or “Joint Lead Managers”	BOCOM International Securities Limited, Macquarie Capital Securities Limited, GF Securities (Hong Kong) Brokerage Limited and First Shanghai Securities Limited
“Joint Global Coordinators”	BOCOM International Securities Limited and Macquarie Capital Securities Limited
“Joint Sponsors”	BOCOM International (Asia) Limited and Macquarie Capital Securities Limited
“land use rights grant contract”	state-owned land use rights grant contract (國有土地使用權出讓合同) entered into between a developer and the relevant PRC government land administrative authorities, typically the local state-owned land bureaus
“land use rights certificate”	state-owned land use rights certificate (土地使用權證) issued by a local real estate and land resources bureau with respect to the land use rights
“LAT”	land appreciation tax (土地增值稅) as defined in the PRC Provisional Regulations on Land Appreciation Tax of 1994 and its implementation rules, as described in Appendix IV to this prospectus
“Latest Practicable Date”	May 21, 2013, being the latest practicable date for ascertaining certain information in this prospectus prior to its publication
“Leling Commercial Property”	Leling Wuzhou International Commercial Property Management Co., Ltd.* (樂陵五洲國際商業物業管理有限公司), a company established in the PRC with limited liability on January 22, 2013. Leling Commercial Property is an indirectly wholly owned subsidiary of our Company
“Leling Wuzhou”	Shandong Wuzhou International Home Exposition City Co., Ltd.* (山東五洲國際家居博覽城有限公司), a company established in

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	the PRC with limited liability on March 28, 2011. Leling Wuzhou is owned by Wuxi Wuzhou Ornament City as to 51%
“Listing”	the listing of our Shares on the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about June 13, 2013, on which our Shares are listed on the Stock Exchange and from which dealings in our Shares are permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Liuzhou Longxiang”	Liuzhou Longxiang Property Co., Ltd.* (柳州龍翔置業有限公司), a company established in the PRC with limited liability on October 26, 2011. Liuzhou Longxiang was de-registered on August 28, 2012
“Longan Management”	Wuxi Chonganxincheng Longan Commercial Property Management Co., Ltd.* (無錫市崇安新城龍安商業物業經營管理有限公司), formerly known as Wuxi Chonganxincheng Longan Management Co., Ltd.* (無錫市崇安新城龍安經營管理有限公司), a company established in the PRC with limited liability on October 24, 2008. Longan Management is a directly wholly owned subsidiary of Wuxi Longan
“Longkou Property Management”	Longkou Wuzhou International Property Management Co., Ltd.* (龍口市五洲國際物業管理有限公司), a company established in the PRC with limited liability on January 10, 2013. Longkou Property Management is an indirectly wholly owned subsidiary of our Company
“Longkou Wuzhou”	Longkou Wuzhou International Commercial City Co., Ltd.* (龍口五洲國際商貿城有限公司), a company established in the PRC with limited liability on November 10, 2011. Longkou Wuzhou is owned by Wuxi Wuzhou Ornament City as to 95%
“Longqian Marketing Development”	Wuxi Longqian Property Management Co., Ltd.* (無錫市龍乾物業管理有限公司), formerly known as Wuxi Longqian Operation Management Co., Ltd.* (無錫市龍乾經營管理有限公司), a company established in the PRC with limited liability on February 24, 2012. Longqian Marketing Development is an indirectly wholly owned subsidiary of our Company
“Longshen Marketing Development”	Wuxi Liulongcheng Commercial Management Co., Ltd.* (無錫六龍城商業管理有限公司), a company established in the PRC with limited liability on January 10, 2012. Longshen Marketing Development is an indirectly wholly owned subsidiary of our Company
“Longteng Marketing Development”	Wuxi Longteng Management Co., Ltd.* (無錫市新龍騰經營管理有限公司), a company established in the

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	<p>PRC with limited liability on February 14, 2012. Longteng Marketing Development is a directly wholly owned subsidiary of Wuxi Longteng</p>
“Luoyang Wuzhou”	<p>Luoyang Wuzhou International Industrial Exposition City Co., Ltd.* (洛陽五洲國際工業博覽城有限公司), a company established in the PRC with limited liability on January 31, 2013. Luoyang Wuzhou is owned by Wuxi Zhongnan as to 51%</p>
“Mastery Ventures”	<p>Mastery Ventures Holdings Limited, a company incorporated in the British Virgin Islands with limited liability on July 9, 2012. Mastery Ventures is wholly owned by Zhao Lidong, our executive Director</p>
“Meicun Marketing Development”	<p>Wuxi Meicun Wuzhou International Commercial Property Management Co., Ltd.* (無錫梅村五洲國際商業物業管理有限公司), a company established in the PRC with limited liability on June 4, 2012. Meicun Marketing Development is an indirectly wholly owned subsidiary of our Company</p>
“Memorandum and Articles of Association”	<p>our memorandum of association and our Articles, conditionally approved and adopted on May 27, 2013 and to become effective on the Listing Date, as amended, supplemented or otherwise modified from time to time</p>
“Ministry of Finance”	<p>PRC Ministry of Finance (中華人民共和國財政部)</p>
“Ministry of Land and Resources”	<p>PRC Ministry of Land and Resources (中華人民共和國國土資源部)</p>
“MOFCOM”	<p>PRC Ministry of Commerce (中華人民共和國商務部)</p>
“MOHURD”	<p>PRC Ministry of Housing and Urban-Rural Development (中華人民共和國住房和城鄉建設部) or its predecessor, PRC Ministry of Construction (中華人民共和國建設部)</p>
“MOUs”	<p>memorandum of understanding</p>
“Multi-functional Commercial Complex(es)”	<p>real estate development project(s) which has an integration or combination of at least three of the following functions: retail, office, residential, hotel, recreation and other functions, with an aggregate area exceeding 100,000 sq.m.</p>
“Nantong Commercial Investment”	<p>Nantong Wuzhou Commercial Investment Co., Ltd.* (南通五洲商業投資有限公司), a company established in the PRC with limited liability on January 10, 2013. Nantong Commercial Investment is owned by Wuxi Zhongnan as to 75%</p>
“Nantong Commercial Operation”	<p>Nantong Wuzhou International Commercial Operation Management Co., Ltd.* (南通五洲國際商業運營管理有限公司), a company established in the PRC with limited liability on January 16, 2013. Nantong Commercial Operation is an indirectly wholly owned subsidiary of our Company</p>
“Nantong Wuzhou”	<p>Nantong Wuzhou International Investment Co., Ltd.* (南通五洲國際投資有限公司), formerly known as Nantong Jiaju</p>

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	Investment Co., Ltd.* (南通嘉居投資有限公司), a company established in the PRC with limited liability on January 21, 2010. Nantong Wuzhou is owned by Wuxi Wuzhou Ornament City as to 51%
“National Bureau of Statistics”	National Bureau of Statistics of China (中華人民共和國國家統計局)
“NDRC”	PRC National Development and Reform Commission (中華人民共和國國家發展和改革委員會)
“NPC” or “National People’s Congress”	PRC National People’s Congress (中華人民共和國全國人民代表大會) and its Standing Committee
“Offer Price”	the final price per Offer Share in H.K. dollars (exclusive of 1.0% brokerage, 0.003% SFC transaction levy and 0.005% Stock Exchange trading fee) at which Offer Shares are to be subscribed for and issued pursuant to the Global Offering, to be determined as further described in the section headed “Structure of the Global Offering — Pricing and Allocation”
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares together, where relevant, with any additional Shares issued pursuant to any exercise of the Over-allotment Option
“Over-allotment Option”	the option we will grant to the Joint Global Coordinators on behalf of the International Purchasers, exercisable by the Joint Global Coordinators on behalf of the International Purchasers pursuant to the International Purchase Agreement at any time for up to 30 days after the last day for lodging of applications under the Hong Kong Public Offering, to require us to issue up to an aggregate of 171,110,000 additional Shares representing approximately 15% of the initial Offer Shares, at the Offer Price, to, among other things, cover over-allocations in the International Offering, if any, details of which are described in the section headed “Structure of the Global Offering — Over-allotment and Stabilization”
“PBOC”	People’s Bank of China (中國人民銀行), the central bank of China
“PBOC Rate”	the exchange rate for foreign exchange transactions published daily by the PBOC
“PRC Company Law”	PRC Company Law (中華人民共和國公司法), as enacted by the NPC on December 29, 1993 and effective on July 1, 1994, as amended, supplemented or otherwise modified from time to time
“PRC government”	the central government of China and its political subdivisions, including provincial, municipal and other regional or local government bodies or, as the context requires, any of them
“pre-sale permit”	commodity property pre-sale permit (商品房預售許可證) issued by local housing and building administrative bureaus or

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	equivalent authorities with respect to pre-sale of the relevant properties
“Price Determination Date”	the date, expected to be on or around June 5, 2013, but no later than June 9, 2013, on which the Offer Price will be fixed for the purposes of the Global Offering
“property ownership certificate”	property ownership certificate (房屋所有權證) issued by relevant PRC government authorities with respect to the ownership rights of buildings
“Property Valuation Report”	property valuation report prepared by Savills, independent property valuer, and included as Appendix III to this prospectus
“QIBs”	“qualified institutional buyers” within the meaning of Rule 144A
“Qidong Wuzhou”	Qidong Wuzhou Property Co., Ltd.* (啓東五洲置業有限公司), a company established in the PRC with limited liability on August 15, 2012. Qidong Wuzhou is an indirectly wholly owned subsidiary of our Company
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the reorganization of our assets and liabilities, including assets and liabilities of our subsidiaries and associated companies, as described in the section headed “History and Reorganization – Reorganization”
“River Delta”	River Delta International Limited, a company incorporated in the British Virgin Islands with limited liability on July 12, 2012. River Delta is wholly owned by Zhu Aiming, our senior management
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of China
“Rongchang Wuzhou”	Rongchang Wuzhou Hardware Ornament City Co., Ltd.* (榮昌縣五洲五金裝飾城有限公司), a company established in the PRC with limited liability on September 20, 2010. Rongchang Wuzhou is owned by Wuxi Wuzhou Ornament City as to 94%
“Rongchang Wuzhou Property Management”	Rongchang Wuzhou Property Management Co., Ltd.* (榮昌縣五洲物業管理有限公司), a company established in the PRC with limited liability on July 2, 2012. Rongchang Wuzhou Property Management is an indirectly wholly owned subsidiary of our Company
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	PRC State Administration of Foreign Exchange (中華人民共和國國家外匯管理局)
“SAIC”	PRC State Administration for Industry and Commerce (中華人民共和國國家工商行政管理總局)

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“Savills”	Savills Valuation and Professional Services Limited, an international property services group, offering advice on commercial, retail, residential, leisure and other property matters with offices and associates in major cities throughout the world
“Senior Management SPV”	comprises seven companies incorporated in the British Virgin Islands, including Dream Chaser, Mastery Ventures, Starry Horizon, Easy Cloud, Best Ring, Emperor Holdings and River Delta
“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
“Shanghai Wuce”	Shanghai Wuce Property Consulting Co., Ltd.* (上海五策房地產諮詢有限公司), a company established in the PRC with limited liability on November 26, 2012. Shanghai Wuce is a directly wholly owned subsidiary of International Marketing Development
“Share Option Scheme”	the share option scheme conditionally adopted by the written resolutions of the shareholders of our Company passed on May 27, 2013, the principal terms of which are summarized in the section headed “E. Share Option Scheme” in Appendix VII to this prospectus
“Share(s)”	ordinary share(s) in our capital with a nominal or par value of US\$0.01 each
“Shareholder(s)”	holder(s) of our Shares
“Shenyang Wuzhou”	Shenyang Wuzhou International Industrial Exposition City Property Co., Ltd.* (瀋陽五洲國際工業博覽城置業有限公司), formerly known as Shenyang Wuzhou International Industrial Exposition City Co., Ltd.* (瀋陽五洲國際工業博覽城有限公司), a company established in the PRC with limited liability on October 13, 2011. Shenyang Wuzhou is an indirectly wholly owned subsidiary of our Company
“Shenzhen Five Continents”	Shenzhen Five Continents Investment Co. Ltd.* (深圳市五大洲投資發展有限公司), a company established in the PRC with limited liability on August 30, 2007. Shenzhen Five Continents is owned by Xi Wenguan (席文官) as to 25%, Sun Xudong (孫旭東) as to 22.917%, our executive Director Shu Cecheng as to 25%, Shenzhen Qiaocheng Holiday Investment & Development Co., Ltd. (深圳市僑城假日投資發展有限公司) as to 27.083%. Xi Wenguan is a director of Wuxi Longteng and Wuxi Longan while Sun Xudong is a director of Wuxi Longsheng, Longan Management, Wuxi Longteng, Longteng Marketing Development and Wuxi Longan

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“Sheyang Commercial Plaza”	Sheyang Wuzhou International Commercial Plaza Management Co., Ltd.* (射陽五洲國際商業廣場管理有限公司), a company established in the PRC with limited liability on January 24, 2013. Sheyang Commercial Plaza is an indirectly wholly owned subsidiary of our Company
“Sheyang Wuzhou”	Sheyang Wuzhou International Property Co., Ltd.* (射陽五洲國際置業有限公司), a company established in the PRC with limited liability on May 9, 2012. Sheyang Wuzhou is an indirectly wholly owned subsidiary of our Company
“Specialized Wholesale Market(s)”	as classified by the National Bureau of Statistics as to the specific product groups these specialized wholesale market(s) carried: clothing, shoes and headgears; food, beverage and tobacco; metal; building materials; pharmaceuticals and medical equipment; furniture; and small commodities
“sq.km.”	square kilometer
“sq.m.”	square meter
“Stabilizing Manager”	BOCOM International Securities Limited
“Starry Horizon”	Starry Horizon Holdings Limited, a company incorporated in the British Virgin Islands with limited liability on July 5, 2012. Starry Horizon is wholly owned by Wu Xiaowu, our executive Director
“State Administration of Taxation”	State Administration of Taxation of China (中華人民共和國國家稅務總局)
“State Council”	State Council of the People’s Republic of China (中華人民共和國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules
“Stock Borrowing Agreement”	the stock borrowing agreement which may be entered into between Boom Win as the lender and the Stabilizing Manager as the borrower
“tender-auction-listing”	public tender, auction and listing-for-sale, procedures as required by the PRC rules for the grant of state-owned land use rights
“Track Record Period”	the three years ended December 31, 2010, 2011 and 2012
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“Underwriters”	the Hong Kong Underwriters and the International Purchasers

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“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Purchase Agreement
“United States” or “U.S.”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“urbanization rate”	the proportion of urban or non-agricultural population to the total population within a specific geographic region
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“Wanxiang Marketing Development”	Wuxi Wanxiang Commercial Property Operation Co., Ltd* (無錫萬翔商業物業運營有限公司), formerly known as Wuxi Wanxiang Commercial Operation Co., Ltd.* (無錫萬翔商業運營有限公司), a company established in the PRC with limited liability on August 25, 2011. Wanxiang Marketing Development is an indirectly wholly owned subsidiary of our Company, with its interests owned by Wuxi Property Investment as to 10% and Wuzhou Business Operation as to 90%
“we”, “us”, “our”, “our Company” or “our Group”	Wuzhou International Holdings Limited (五洲國際控股有限公司), a company incorporated in the Cayman Islands on June 22, 2010 and, unless the context otherwise requires, all of its subsidiaries, or, where the context refers to any time prior to its incorporation, the businesses which the predecessors of its present subsidiaries were engaged in and which were subsequently assumed by such subsidiaries pursuant to the Reorganization in connection with the Global Offering
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO at www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Wuxi Bonan”	Wuxi Bonan Property Co., Ltd.* (無錫市博南置業有限公司), a company established in the PRC with limited liability on December 29, 2009. Wuxi Bonan is owned by Wuxi Zhongnan as to 20%
“Wuxi Business Management”	Wuxi Wuzhou Commercial Management Co., Ltd.* (無錫五洲商業管理有限公司), a company established in the PRC with limited liability on January 5, 2006. Wuxi Business Management is an indirectly wholly owned subsidiary of our Company
“Wuxi Corporation Management”	Wuxi Wuzhou International Corporation Management Co., Ltd.* (無錫五洲國際企業管理有限公司), a company established in the PRC with limited liability on March 21, 2012. Wuxi Corporation Management is owned by Wuzhou Business Operation as to 51%
“Wuxi International Property”	Wuxi Wuzhou International Property Co., Ltd.* (無錫五洲國際置業有限公司), a company established in the PRC

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	with limited liability on March 31, 2010. Wuxi International Property is owned by Wuxi Wuzhou Ornament City as to 90%
“Wuxi Longan”	Wuxi Chonganxincheng Longan Property Co., Ltd.* (無錫市崇安新城龍安置業有限公司), a company established in the PRC with limited liability on March 6, 2007. Wuxi Longan is owned by Wuxi Wuzhou Ornament City as to 64.3%
“Wuxi Longan Decoration”	Wuxi Chonganxincheng Longan Ornament and Decoration Co., Ltd.* (無錫市崇安新城龍安裝飾裝潢有限公司), a company established in the PRC with limited liability on October 24, 2008. Wuxi Longan Decoration is no longer part of our Group since November 14, 2012
“Wuxi Longhe”	Wuxi Chonganxincheng Longhe Property Co., Ltd.* (無錫市崇安新城龍和置業有限公司), formerly known as Wuxi Chonganxincheng Longhe Investment Co., Ltd.* (無錫市崇安新城龍和投資有限公司), a company established in the PRC with limited liability on September 28, 2009. Wuxi Longhe is owned by Wuxi Longxiang and Wuxi Longan as to 20% and 5% respectively
“Wuxi Longsheng”	Wuxi Wuzhou Longsheng Commercial Co., Ltd.* (無錫五洲龍盛商業有限公司), a company established in the PRC with limited liability on April 19, 2011. Wuxi Longsheng is an indirectly wholly owned subsidiary of our Company
“Wuxi Longteng”	Wuxi Longteng Commercial Investment & Development Co., Ltd.* (無錫市龍騰商業投資發展有限公司), a company established in the PRC with limited liability on December 22, 2010. Wuxi Longteng is owned by Wuxi Wuzhou Ornament City as to 59%
“Wuxi Longxiang”	Wuxi Longxiang Investment Co., Ltd.* (無錫市龍祥投資有限公司), a company established in the PRC with limited liability on April 30, 2009. Wuxi Longxiang is owned by Wuxi Wuzhou Ornament City as to 51%
“Wuxi Property”	Wuxi Wuzhou Property Co., Ltd.* (無錫五洲地產有限公司), a company established in the PRC with limited liability on January 9, 2013. Wuxi Property is owned by Wuxi Zhongnan as to 80%
“Wuxi Property Investment”	Wuxi Wuzhou Commercial Investment Co., Ltd.* (無錫五洲商業投資有限公司), a company established in the PRC with limited liability on March 3, 2011. Wuxi Property Investment is an indirectly wholly owned subsidiary of our Company
“Wuxi Small Credit”	Wuxi Small-credit Huishan Wuzhou Village Small Loans Co. Ltd.* (無錫市惠山區五洲農村小額貸款有限公司), a company established in the PRC with limited liability on June 23, 2010. Wuxi Small Credit is no longer part of our Group since March 1, 2012

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“Wuxi Wuzhou Investment”	Wuxi Wuzhou Investment Co. Ltd.* (無錫五洲投資有限公司), a company established in the PRC with limited liability on April 16, 2008. Wuxi Wuzhou Investment is owned by Shu Cecheng and Shu Cewan as to 60% and 40% respectively
“Wuxi Wuzhou Ornament City”	Wuxi Wuzhou Ornament City Co., Ltd.* (無錫五洲國際裝飾城有限公司), a company established in the PRC with limited liability on February 1, 2005. Wuxi Wuzhou Ornament City is an indirectly wholly owned subsidiary of our Company
“Wuxi Zhongnan”	Wuxi Zhongnan Property Investment Co., Ltd.* (無錫中南置業投資有限公司), a company established in the PRC with limited liability on December 24, 2004. Wuxi Zhongnan is an indirectly wholly owned subsidiary of our Company
“Wuzhou Business Operation”	Wuxi Wuzhou Business Operation Co., Ltd.* (無錫五洲國際商業運營有限公司), formerly known as Wuxi Wuzhou International Industrial Exposition City Management Co., Ltd.* (無錫五洲國際工業博覽城管理有限公司), a company established in the PRC with limited liability on July 18, 2008. Wuzhou Business Operation is an indirectly wholly owned subsidiary of our Company
“Wuzhou Columbus Sheyang”	Wuzhou Columbus (Sheyang) Property Co., Ltd.* (五洲哥倫布(射陽)置業有限公司), a company established in the PRC with limited liability on August 7, 2012. Wuzhou Columbus Sheyang is an indirectly wholly owned subsidiary of our Company, with its interests owned by Wuxi Zhongnan and Yancheng Wuzhou as to 51% and 49% respectively
“Wuzhou International Group”	Wuzhou International Group Limited (五洲國際集團有限公司), a company incorporated in the British Virgin Islands with limited liability on April 27, 2010. Wuzhou International Group is wholly owned by Shu Cecheng, our executive Director
“Wuzhou International Investment”	Wuzhou International Investment Limited (五洲國際投資有限公司), a company incorporated in the British Virgin Islands with limited liability on April 27, 2010. Wuzhou International Investment is a wholly owned subsidiary of our Company
“Wuzhou Int’l Group Investment”	Wu Zhou Int’l Group Investment (HK) Co., Limited (香港五洲國際集團投資有限公司), formerly known as Hong Kong Wuzhou Group Investment Co., Limited* (香港五洲集團投資有限公司), a company incorporated in Hong Kong with limited liability on November 23, 2005. Wuzhou Int’l Group Investment is wholly owned by Shu Cecheng
“Xiangyang Property Management”	Xiangyang Wuzhou International Commercial Property Management Co., Ltd.* (襄陽五洲國際商業物業管理有限公司), a company established in the PRC with limited liability on September 27, 2012. Xiangyang Property Management is an indirectly wholly owned subsidiary of our Company
“Xiangyang Wuzhou”	Xiangyang Wuzhou International Commercial City Co., Ltd.* (襄陽五洲國際商貿城有限公司), a company established in the PRC

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	with limited liability on September 13, 2011. Xiangyang Wuzhou is an indirectly wholly owned subsidiary of our Company
“Xuyi Marketing Development”	Xuyi Wuzhou International Commercial Property Servicing Co., Ltd.* (盱眙五洲國際商業物業服務有限公司), formerly known as Xuyi Wuzhou International Commercial Operation Co., Ltd.* (盱眙五洲國際商業運營有限公司), a company established in the PRC with limited liability on June 1, 2012. Xuyi Marketing Development is an indirectly wholly owned subsidiary of our Company
“Xuyi Wuzhou”	Xuyi Wuzhou International Property Co., Ltd.* (盱眙五洲國際置業有限公司), a company established in the PRC with limited liability on April 19, 2010. Xuyi Wuzhou is an indirectly wholly owned subsidiary of our Company
“Yancheng Marketing Development”	Yancheng Wuzhou Commercial Operation Management Co., Ltd.* (鹽城五洲商業運營管理有限公司), a company established in the PRC with limited liability on May 29, 2012. Yancheng Marketing Development is an indirectly wholly owned subsidiary of our Company
“Yancheng Wuzhou”	Yancheng Wuzhou Property Co., Ltd.* (鹽城五洲置業有限公司), a company established in the PRC with limited liability on December 30, 2009. Yancheng Wuzhou is an indirectly wholly owned subsidiary of our Company
“Yangtze River Delta Area”	areas generally comprise Shanghai Municipality; Nanjing, Suzhou, Wuxi, Changzhou, Zhenjiang, Nantong, Yangzhou and Taizhou in Jiangsu Province; and Hangzhou, Ningbo, Huzhou, Jiaxing, Shaoxing, Zhoushan and Taizhou in Zhejiang Province, or 16 cities in aggregate
“Yantai Business Operation”	Yantai Wuzhou International Business Operation Co., Ltd.* (煙台五洲國際商業運營有限公司), a company established in the PRC with limited liability on December 20, 2012. Yantai Business Operation is an indirectly wholly owned subsidiary of our Company
“Yantai Wuzhou”	Yantai Wuzhou International Commodity Exposition City Co., Ltd.* (煙台五洲國際商品博覽城有限公司), a company established in the PRC with limited liability on May 5, 2011. Yantai Wuzhou is owned by Wuxi Wuzhou Ornament City as to 95%
“Yantai Wuzhou Property”	Yantai Wuzhou Property Co., Ltd.* (煙台五洲置業有限公司), a company established in the PRC with limited liability on July 24, 2012. Yantai Wuzhou Property is owned by Wuxi Zhongnan as to 95%
“Yixing Wuzhou”	Yixing Wuzhou Property Co., Ltd.* (宜興五洲置業有限公司), a company established in the PRC with limited liability on January 17, 2012. Yixing Wuzhou is an indirectly wholly owned subsidiary of our Company

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“Zhejiang Merchant Union”	Zhejiang Merchant Union Investment Co., Ltd.* (浙江浙商聯盟市場投資有限公司), a company established in the PRC with limited liability on May 5, 2010. Zhejiang Merchant Union is owned by Wuxi Wuzhou Investment as to approximately 19%, Zhejiang Merchant Union Investment Management Co., Ltd. (浙江浙商聯盟市場投資管理有限公司) as to approximately 3%, Zhejiang Jingcheng Group Co., Ltd. (浙江精誠集團有限公司) as to approximately 14%, Zhejiang Land Investment Consultant Co., Ltd. (浙江實地投資諮詢有限公司) as to approximately 1%, Zhejiang Zhongjue Industrial Co., Ltd. (浙江中爵實業有限公司) as to approximately 14%, Xie Bairong (謝佰榮), Zhu Baoguo (竺保國) and Jin Weihai (金位海) each as to approximately 3%, Mei Biyong (梅必永) and Huang Guangxing (黃光星) each as to approximately 4%, Zheng Xiaohua (鄭小華) as to approximately 18% and Gao Zhengrong (高正榮) as to approximately 14%
“Zibo Wuzhou”	Shandong Wuzhou Commercial Operation Management Co., Ltd.* (山東五洲國際商業運營有限公司), formerly known as Shangdong Wuzhou International Property Co., Ltd.* (山東五洲國際置業有限公司), a company established in the PRC with limited liability on January 16, 2012. Zibo Wuzhou is an indirectly wholly owned subsidiary of our Company

Unless the context otherwise requires, references to “2010”, “2011” and “2012” in this prospectus are years ended December 31, 2010, 2011 and 2012, respectively.

* denotes English translation of the name of a Chinese company or entity or vice versa and is provided for identification purposes only.