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## DEFINITIONS

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

“Application Form(s)”	<b>White</b> application form(s), <b>Yellow</b> application form(s) and <b>Green</b> application form(s), or where the context so requires
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	our board of Directors
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of Shares to be made upon capitalisation of the share premium account of our Company as referred to in the paragraph headed “Statutory and General Information – Further information about our Company and our subsidiaries – Resolutions in writing of our Shareholders passed on 22 June 2013” in Appendix VI to this prospectus
“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 participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China and, except where the context otherwise requires and only for the purpose of this prospectus, references in this prospectus to China or the PRC exclude Hong Kong, Macau and Taiwan
“China Galaxy”	China Galaxy Limited (創興盛有限公司), a company incorporated in Hong Kong on 11 January 2011 and a direct wholly-owned subsidiary of our Company

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“Chinese Government” or “PRC Government”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them
“City Expert”	City Expert Investments Limited (佳績投資有限公司), a company incorporated in the BVI on 28 July 2010 and wholly-owned by Hung Wing Koi, an Independent Third Party
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented and/or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented and/or otherwise modified from time to time
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules, and in the context of our Company, means Mr. Sui and Hong Kong Golden Phoenix
“Director(s)” or “our Director(s)”	the director(s) of our Company as of the date of this prospectus
“Global Ally”	Global Ally Investments Limited, a company incorporated in the BVI on 11 January 2011 and wholly-owned by Mr. Sui
“Global Offering”	the Hong Kong Public Offer and the International Placing
“Goldyield”	Goldyield Group Limited (金瑤集團有限公司), a company incorporated in the BVI on 5 January 2010 and wholly-owned by Sze Man Yiu, an Independent Third Party
“Grand City”	Grand City Capital Limited, a company incorporated in the BVI on 7 October 2010 and wholly-owned by Chang Cheng Kit, an Independent Third Party
“Green Application Form”	the application form(s) to be completed by the <b>White Form eIPO</b> Service Provider, Computershare Hong Kong Investor Services Limited
“Hengfeng Production Facilities”	our Hengfeng Production Facilities as set out in the paragraph headed “Business – Production Facilities – Hengfeng Production Facilities” in this prospectus

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“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKAS”	Hong Kong Accounting Standards
“HKFRS”	Hong Kong Financial Reporting Standards
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“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 the PRC
“Hong Kong Dragon Yu”	Hong Kong Dragon Yu New Material Co., Limited (香港龍鈺新材料有限公司), a company incorporated in Hong Kong on 16 November 2010 and wholly-owned by Mr. Zhu
“Hong Kong Golden Phoenix”	Golden Phoenix Nanotechnology Holding Limited (金鳳凰納米科技控股有限公司), a company incorporated in Hong Kong on 3 January 2011 and wholly-owned by Mr. Sui. Hong Kong Golden Phoenix is one of our Controlling Shareholders
“Hong Kong Offer Shares”	28,000,000 Shares initially being offered for subscription at the Offer Price in the Hong Kong Public Offer, subject to re-allocation as described in the section headed “Structure of the Global Offering” in this prospectus
“Hong Kong Public Offer”	the offer of the Hong Kong Offer Shares for subscription by the members of the public in Hong Kong for cash at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), payable in full on application, and subject to the terms and conditions described in this prospectus and the Application Form
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offer whose names are set forth in the section headed “Underwriting – Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the conditional underwriting agreement dated 27 June 2013 relating to the Hong Kong Public Offer entered into between, among others, our Company, our Controlling Shareholders and the Hong Kong Underwriters, particulars of which are summarised in the section headed “Underwriting” in this prospectus

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“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are independent of and not connected with (within the meaning of the Listing Rules) any directors, chief executive or substantial shareholders of our Company, our subsidiaries or any of their respective associates
“International Placing”	the conditional placing of the International Placing Shares at the Offer Price to selected professional, institutional and private investors as set forth in the section headed “Structure of the Global Offering” in this prospectus
“International Placing Shares”	the 252,000,000 Shares, comprising 222,000,000 New Shares and 30,000,000 Sale Shares, initially being offered at the Offer Price under the International Placing together with, where relevant, any additional new shares which may fall to be issued pursuant to the exercise of the Over-allotment Option and subject to re-allocation as described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the underwriters of the International Placing, who are expected to enter into the International Underwriting Agreement to underwrite the International Placing
“International Underwriting Agreement”	the conditional underwriting and placing agreement relating to the International Placing expected to be entered into on or about the Price Determination Date by, among others, our Company, the Selling Shareholder, our Controlling Shareholders and the International Underwriters, particulars of which are summarised in the section headed “Underwriting” in this prospectus
“Issue Mandate”	the general mandate to issue Shares given to our Directors by our Shareholders, particulars of which are set out in the paragraph headed “Statutory and General Information – Further information about our Company and our subsidiaries – Resolutions in writing of our Shareholders passed on 22 June 2013” in Appendix VI to this prospectus
“Jiangxi Golden Phoenix”	江西金鳳凰納米微晶有限公司 (Jiangxi Golden Phoenix Nano-crystalised Stone Co., Ltd.), an enterprise incorporated in the PRC on 25 September 2009 and an indirect wholly-owned subsidiary of our Company
“Jiujiang Golden Phoenix”	九江金鳳凰裝飾材料有限公司 (Jiujiang Golden Phoenix Decoration Material Co., Ltd.), a wholly foreign-owned enterprise incorporated in the PRC on 2 December 2003 and an indirect wholly-owned subsidiary of our Company

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“Latest Practicable Date”	20 June 2013, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information in this prospectus
“Listing”	the listing of the Shares on the Main Board
“Listing Date”	the date expected to be on or about 17 July 2013, on which the Shares are listed and dealings in our Shares commence on the 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
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock exchange (excluding the option markets) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum and Articles of Association” or “Articles”	the memorandum of association of our Company, adopted on 22 June 2013 (conditional on Listing), as supplemented, amended or otherwise modified from time to time
“Ministry of Finance”	the PRC Ministry of Finance (中華人民共和國財政部)
“Mr. Sui”	Sui He Zuo (施合作), a Controlling Shareholder of our Company and an executive Director
“Mr. Zhu”	Zhu Xin Ming (朱新明), the substantial shareholder of our Company and an executive Director
“New Issue”	the issue of New Shares
“New Shares”	the new Shares being offered by our Company at the Offer Price under the Global Offering
“NPC” or “National People’s Congress”	the 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
“No. 75 Notice”	Notice on Relevant Issues Concerning Foreign Exchange Administration for Domestic Residents’ Financing and Round-trip Investment through Offshore Special Purpose vehicle (關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知)

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“Offer Price”	the final price per Share in Hong Kong dollars (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%) at which the Offer Shares are to be subscribed for and issued pursuant to the Global Offering, to be determined in the manner further described in the paragraph headed “Structure of the Global Offering – Determination of the Offer Price” in this prospectus
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares, together, where relevant, with any additional Shares issued pursuant to the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by our Company to the Sole Global Coordinator subject to the terms and conditions of the International Underwriting Agreement pursuant to which our Company may be required to allot and issue up to an aggregate of 42,000,000 additional Offer Shares (representing 15% of the initial number of Offer Shares) to cover, among other things, over-allocations in the International Placing, the particulars of which are set forth in the paragraph headed “Structure of the Global Offering – Over-allotment Option” in this prospectus
“PBOC”	the People’s Bank of China (中國人民銀行)
“Price Determination Agreement”	the agreement expected to be entered into between the Sole Global Coordinator (for itself and on behalf of the Underwriters) and our Company (for itself and on behalf of the Selling Shareholder) on or before the Price Determination Date to record the agreement on the Offer Price
“Price Determination Date”	the date, expected to be on or around 11 July 2013 but no later than 12 July 2013, on which the Offer Price is to be fixed for the purpose of the Global Offering
“Reorganisation”	the reorganisation arrangements we have undergone in preparation for the listing of Shares on the Stock Exchange which are more particularly described in the section headed “Reorganisation” in this prospectus
“Repurchase Mandate”	the general mandate to repurchase Shares given to our Directors by our Shareholders, particulars of which are set forth in the paragraph headed “Statutory and General Information – Further information about our Company and our subsidiaries – Resolutions in writing of our Shareholders passed on 22 June 2013” in Appendix VI to this prospectus

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“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“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”	the Shares to be offered for sale by the Selling Shareholder at the Offer Price under the Global Offering
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“Selling Shareholder”	Hong Kong Golden Phoenix
“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
“Shareholders”	holders of Shares
“Shares”	ordinary shares in the share capital of our Company with a nominal value of HK\$0.1 each
“Share Option Scheme”	the share option scheme our Company conditionally adopted on 22 June 2013, the principal terms of which are summarised in the paragraph headed “Statutory and General Information – Other information – Share Option Scheme” in Appendix VI to this prospectus
“Sole Global Coordinator,” “Bookrunner” or “Lead Manager”	Guotai Junan Securities (Hong Kong) Limited, a licensed corporation under the SFO to engage in type 1 (dealing in securities) and type 4 (advising on securities) regulated activities
“Sole Sponsor”	Guotai Junan Capital Limited, a licensed corporation under the SFO to engage in type 6 (advising on corporate finance) regulated activities
“Stabilising Manager”	Guotai Junan Securities (Hong Kong) Limited
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Track Record Period”	the period comprising the three financial years ended 31 December 2012

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“UAE”	the United Arab Emirates
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “U.S.”	the United States of America
“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“we,” “us,” “our,” “our Company,” and “our Group”	China Golden Phoenix International (Holdings) Limited (formerly known as Strong Elite Limited), an exempted company with limited liability incorporated in the Cayman Islands on 4 January 2011 and, unless the context otherwise requires, all of its subsidiaries, or where the context refers to any time prior to its incorporation, the business in which the predecessors of its present subsidiaries were engaged and which were subsequently assumed by such subsidiaries pursuant to the Reorganisation
“ <b>White</b> Application Form(s)”	the application form(s) to be completed in accordance with the instructions in the paragraph headed “How to Apply for Hong Kong Offer Shares – 6. How to apply using a white or yellow application form” in this prospectus
“ <b>White Form eIPO</b> ”	the application process for Hong Kong Offer Shares with applications issued in the applicant’s own name and submitted online through the designated website of <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“ <b>White Form eIPO</b> Service Provider”	Computershare Hong Kong Investor Services Limited
“ <b>Yellow</b> Application Form(s)”	the application form(s) to be completed in accordance with the instructions in the paragraph headed “How to Apply for Hong Kong Offer Shares – 6. How to apply using a white or yellow application form” in this prospectus
“Yunshan Production Facilities”	our Yunshan Production Facilities as set forth in the paragraph headed “Business – Production Facilities – Yunshan Production Facilities” in this prospectus
“ZhongAn”	ZhongAn Shengye Investment Consultant (Beijing) Co., Ltd. (中安盛業投資顧問(北京)有限公司), a market research company and an Independent Third Party



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“ZhongAn Report” the industry report titled Market Research Report of Mid-to-high-end Decoration Materials and Crystallised Stone Market in the PRC from 2005 to 2015 (2005 – 2015年中國中高檔裝飾裝修材料及微晶石行業市場研究報告) issued by ZhongAn on 25 June 2013

*Unless expressly stated or the context otherwise requires, all data in this prospectus is as of the date of this prospectus.*

*Unless otherwise specified, all references to any shareholdings in our company assume no exercise of the Over-allotment Option.*

*If there is any inconsistency between the official Chinese name of the PRC laws or regulations or the PRC Government authorities or the PRC entities mentioned in this prospectus and their English translation, the Chinese version shall prevail. English translations of official Chinese names are for identification purposes only.*