
DEFINITIONS

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

“AECOM”	AECOM Technology Corporation, the shares of which are listed on the New York Stock Exchange, is a global provider of professional technical and management support services, an Independent Third Party
“Application Form(s)”	WHITE application form(s), YELLOW application form(s) and GREEN applications form(s) or, where the context so requires, any of them
“Articles of Association” or “Articles”	the articles of association of our Company as amended from time to time
“Asiaciti Enterprises”	Asiaciti Enterprises Ltd. (豐亞企業有限公司), a company incorporated in the BVI with limited liability on November 8, 2007 and owned as to 60% by Renowned Brand and 40% by East Profit, one of our Controlling Shareholders
“associate”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Board”	our board of Directors
“Business Day”	a day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	British Virgin Islands
“Capitalization Issue”	the issue of Shares to be made upon capitalization of certain sum standing to the credit of the share premium account of our Company as referred to in the section entitled “Statutory and General Information — A. Further Information About Our Group — 3. Resolutions in Writing of the Shareholders Passed on November 19, 2013” in Appendix V to this prospectus

DEFINITIONS

“Catalog”	the amended Catalog for the Guidance on Industries for Foreign Investment (《外商投資產業指導目錄》) jointly issued by MOFCOM and the NDRC in December 2011 and effective on January 30, 2012
“CBRC”	中國銀行業監督管理委員會 (China Banking Regulatory Commission)
“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, joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“Changsha Meiguiyuan”	長沙玫瑰園房地產開發有限公司 (Changsha Meiguiyuan Real Estate Development Co., Ltd.), a company established in the PRC with limited liability on September 30, 2002 and an indirect subsidiary of our Company
“China Finance Summit Organizing Committee”	China Finance Summit Organizing Committee (中國財經峰會組委會), the organizer of China Finance Summit (中國財經峰會)
“China Index Academy”	China Index Academy (中國指數研究院), the largest independent real estate research organization in China, which provides real estate price index of major cities in China
“China Real Estate Industry Association”	China Real Estate Industry Association (中國房地產行業協會), a national industrial institution of real estate associations and enterprises engaged in real estate development, real estate transaction, real estate brokerage and property management

DEFINITIONS

“Commerce & Finance”	Commerce & Finance Law Offices
“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 or otherwise modified from time to time
“Company” or “our Company”	Times Property Holdings Limited (時代地產控股有限公司), a company incorporated as an exempted company with limited liability under the laws of the Cayman Islands on November 14, 2007
“Company Law”	the Company Law of the PRC 《中華人民共和國公司法》 as enacted by the Standing Committee of the Tenth National People’s Congress on October 27, 2005 and effective on January 1, 2006, as amended, supplemented or otherwise modified from time to time
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Construction and Credit Trust”	建信信託有限責任公司 (Construction and Credit Trust Co., Ltd), a trust financing company, an Independent Third Party
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and, in the context of this prospectus, means the controlling shareholders of the Company, being Mr. Shum, Ms. Li, Renowned Brand, East Profit and Asiatic Enterprises
“CSRC”	中國證券監督管理委員會 (China Securities Regulatory Commission)
“Deed of Non-competition”	a deed of non-competition dated November 21, 2013 given by each of the Controlling Shareholders in favor of our Company

DEFINITIONS

“Development Research Center of the State Council”	the Development Research Center of the State Council (國務院發展研究中心), a PRC state agency responsible for policy research, strategic review and consulting of issues related to the economic and social development in China. It is an advisory body which recommends policies to the Central Committee of the Communist Party of China and the State Council
“Director(s)”	the director(s) of our Company
“Dongguan Trust”	東莞信託有限公司 (Dongguan Trust Co., Ltd), a trust financing company, an Independent Third Party
“DTZ”	DTZ Debenham Tie Leung Limited
“East Profit”	East Profit Management Limited, a company incorporated in the BVI with limited liability on July 9, 2007 and wholly owned by Ms. Li, one of our Controlling Shareholders
“Exchangeable Notes”	any one or all of the exchangeable notes dated (i) January 9, 2008; and (ii) January 30, 2008, issued by Asiatic Enterprises to the Investors (as contemplated under the Note Subscription Agreement in an aggregate principal amount of US\$200 million), a summary of the terms of which is set out in the section entitled “History and Corporate Structure — Pre-IPO Investment and Debt Restructuring — Note Subscription Agreement and Exchangeable Notes” in this prospectus
“Fogang Bairui”	佛岡柏瑞裝飾工程有限公司 (Fogang Bairui Decoration Engineering Co., Ltd.), a company established in the PRC with limited liability on September 28, 2007 and an indirect subsidiary of our Company
“Fogang Guanheng”	佛岡冠亨投資有限公司 (Fogang Guanheng Investment Co., Ltd.), a company established in the PRC with limited liability on January 19, 2007 and an indirect subsidiary of our Company
“Fogang Real Estate”	佛岡時代地產開發有限公司 (Fogang Times Real Estate Development Co., Ltd.), a company established in the PRC with limited liability on March 31, 2004 and an indirect subsidiary of our Company

DEFINITIONS

“Fogang Runxin”	佛岡縣潤信投資諮詢服務有限公司 (Fogang Runxin Investment Consulting Services Co., Ltd.), a company established in the PRC with limited liability on September 17, 2007 and an indirect subsidiary of our Company
“Fogang Shengxin”	佛岡盛欣水電園林工程有限公司 (Fogang Shengxin Water and Electricity Garden Engineering Co., Ltd.), a company established in the PRC with limited liability on September 13, 2007 and an indirect subsidiary of our Company
“Fogang Xinlong”	佛岡縣信隆投資諮詢服務有限公司 (Fogang Xinlong Investment Consulting Services Co., Ltd.), a company established in the PRC with limited liability on June 27, 2007 and an indirect subsidiary of our Company
“Fogang Yongsheng”	佛岡時代永盛投資有限公司 (Fogang Times Yongsheng Investment Co., Ltd.), a company established in the PRC with limited liability on January 11, 2008 and an indirect subsidiary of our Company
“Fogang Zhongyi”	佛岡中意置業有限責任公司 (Fogang Zhongyi Asset Development Limited Liability Company), a company established in the PRC with limited liability on December 29, 2007 and an indirect subsidiary of our Company
“Foshan Chuangxing”	佛山時代創興投資顧問有限公司 (Foshan Times Chuangxing Investment Consultant Company Limited), a company established in the PRC with limited liability on January 19, 2007 and an indirect subsidiary of our Company until it was deregistered on December 11, 2009
“Foshan Fengrui”	佛山市豐睿房地產開發有限公司 (Foshan Fengrui Real Estate Co., Ltd.), a company established in the PRC with limited liability on August 19, 2013 and an indirect subsidiary of our Company
“Foshan Jiefengli”	佛山市捷豐力投資策劃有限公司 (Foshan Jiefengli Investment Planning Co., Ltd.), a company established in the PRC with limited liability on November 15, 2010 and an indirect subsidiary of our Company

DEFINITIONS

“Foshan Meigui Huaye”	佛山市玫瑰華業投資有限公司 (Foshan Meigui Huaye Investment Co., Ltd.), a company established in the PRC with limited liability on November 15, 2010 and an indirect subsidiary of our Company
“Foshan Meiguiyuan”	佛山玫瑰園商業投資有限公司 (Foshan Meiguiyuan Commercial Investment Co., Ltd.), a company established in the PRC with limited liability on November 15, 2010 and an indirect subsidiary of our Company
“Foshan Nanhai Shengyu”	佛山市南海時代盛譽房地產開發有限公司 (Foshan Nanhai Times Shengyu Real Estate Development Co., Ltd.), a company established in the PRC with limited liability on July 6, 2007 and an indirect subsidiary of our Company
“Foshan Yongheng”	佛山市時代永亨投資有限公司 (Foshan Times Yongheng Investment Co., Ltd.), a company established in the PRC with limited liability on August 22, 2012 and an indirect subsidiary of our Company
“Foshan Yudonglong”	佛山市裕東龍房地產發展有限公司 (Foshan Yudonglong Real Estate Development Co., Ltd.), a company established in the PRC with limited liability on January 22, 2002 and an indirect subsidiary of our Company
“Foshan Yuhua”	佛山市三水裕華房地產發展有限公司 (Foshan Sanshui Yuhua Real Estate Development Co., Ltd.), a company established in the PRC with limited liability on August 4, 2005 and an indirect subsidiary of our Company
“Foshan Zhide Wangu”	佛山市至德萬谷百貨超市有限公司 (Foshan Zhide Wangu Supermarket Company Limited), a company established in the PRC with limited liability on August 2, 2011 and an indirect subsidiary of our Company until it was transferred to Guangzhou Zhengyuan Investment Co., Ltd (廣州市正元投資有限公司), an Independent Third Party, on March 26, 2013
“Founder BEA Trust”	方正東亞信託有限責任公司 (Founder BEA Trust Co., Ltd), a trust financing company, an Independent Third Party

DEFINITIONS

“GAIC”	廣州市工商行政管理局 (Guangzhou Administration for Industry and Commerce)
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Grand Highway”	Grand Highway International Ltd., a company incorporated in the BVI with limited liability on September 13, 2007 and an indirect subsidiary of our Company
“GREEN application form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group,” “we” or “us”	our Company and its subsidiaries or, where the context refers to any time prior to its establishment, the businesses which its predecessors or the predecessors of its present subsidiaries were engaged in
“Guangdong Guangchang”	廣東廣昌實業發展有限公司 (Guangdong Guangchang Industrial Development Co., Ltd.), a company established in the PRC with limited liability on June 19, 1985 and an indirect subsidiary of our Company
“Guangdong Shengyu”	廣東時代勝譽房地產開發有限公司 (Guangdong Times Shengyu Real Estate Development Co., Ltd.), a company established in the PRC with limited liability on June 19, 2006 and an indirect subsidiary of our Company
“Guangzhou Baiyun”	廣州市白雲合銀泰富小額貸款股份有限公司 (Guangzhou Baiyun Heyintai fu Micro-credit Co., Ltd.), a company established in the PRC with limited liability on December 3, 2012 and owned as to 20% by Guangzhou Zhide, an indirect wholly owned subsidiary of our Company and 80% by Independent Third Parties
“Guangzhou Bolang”	廣州博朗投資有限公司 (Guangzhou Bolang Investment Company Limited), a company established in the PRC with limited liability on June 2, 2005, an Independent Third Party

DEFINITIONS

“Guangzhou Donghe”	廣州東和房地產開發有限公司 (Guangzhou Donghe Real Estate Development Co., Ltd.), a company established in the PRC with limited liability on December 31, 1993 and an indirect subsidiary of our Company
“Guangzhou Enterprise Evaluation Association”	Guangzhou Enterprise Evaluation Association (廣州市企業評價協會), an institution that provides evaluation on the production scale, technology status, management, comprehensive strength, economic efficiency and industrial development of an enterprise
“Guangzhou Fengdu”	廣州市豐都貿易有限公司 (Guangzhou Fengdu Trading Co., Ltd.), a company established in the PRC with limited liability on November 21, 2011 and an indirect subsidiary of our Company
“Guangzhou Fengzhuo”	廣州市時代豐卓投資有限公司 (Guangzhou Times Fengzhuo Investment Company Limited), a company established in the PRC with limited liability on January 14, 2003 and an indirect subsidiary of our Company until it was deregistered on November 9, 2010
“Guangzhou Fujie”	廣州市富杰投資有限公司 (Guangzhou Fujie Investment Co., Ltd.), a company established in the PRC with limited liability on October 27, 2009 and an indirect subsidiary of our Company
“Guangzhou Guangdechang”	廣州市廣德昌商業管理服務有限公司 (Guangzhou Guangdechang Commercial Management Service Co., Ltd.), a company established in the PRC with limited liability on March 25, 2010 and an indirect subsidiary of our Company owned as to 55% by Guangzhou Zhide, 30% by Guangzhou Xiandai Investment Co., Ltd. (廣州現代投資有限公司), an Independent Third Party (<i>Note 1</i>), and 15% by Guangzhou Jiada Investment Consulting Co., Ltd. (廣州嘉達投資諮詢有限公司), an Independent Third Party (<i>Note 1</i>)

DEFINITIONS

“Guangzhou Haorong”	廣州市浩榮貿易有限公司 (Guangzhou Haorong Trading Co., Ltd.), a company established in the PRC with limited liability on October 21, 2010 and an indirect subsidiary of our Company owned as to 100% by Guangzhou Junbao, which is owned as to 70% by Guangzhou Shengyu and 30% by Guangzhou Dafushi Investment Co., Ltd. (廣州大富時投資有限公司), save for the interest in Guangzhou Junbao, Guangzhou Tiansi and Guangzhou Tianlang, an Independent Third Party (<i>Note 1</i>)
“Guangzhou Hengde”	廣州時代恒德投資有限公司 (Guangzhou Times Hengde Investment Co., Ltd.), a company established in the PRC with limited liability on July 13, 2009 and an indirect subsidiary of our Company and owned as to 70% by Times Real Estate and 30% by Guangzhou Hengde Investment Co., Ltd. (廣州市恒德投資有限公司), an Independent Third Party (<i>Note 1</i>)
“Guangzhou Hongtai”	廣州市時代宏泰投資有限公司 (Guangzhou Times Hongtai Investment Co., Ltd.), a company established in the PRC with limited liability on January 14, 2010, an indirect subsidiary of our Company and owned as to 60% by Guangzhou Shengyu and 40% by Zhongshan Tianyue (<i>Note 1</i>)
“Guangzhou Hongwei”	廣州市時代紅衛投資發展有限公司 (Guangzhou Times Hongwei Investment Development Co., Ltd.), a company established in the PRC with limited liability on March 10, 2011 and owned as to 30% by Times Real Estate, an indirect subsidiary of our Company, and 70% by Guangzhou Hongwei Economic Cooperatives (廣州市羅崗區九龍鎮紅衛村經濟聯合社), an Independent Third Party (<i>Note 1</i>)
“Guangzhou Hongwei Economic Cooperatives”	廣州市羅崗區九龍鎮紅衛村經濟聯合社 (Guangzhou Luogang District Jiulong Town Hongwei Village Economic Cooperatives), a collective economic organization established in the PRC on July 28, 2008, an Independent Third Party (<i>Note 1</i>)

DEFINITIONS

“Guangzhou Hourun”	廣州經濟技術開發區厚潤投資有限公司 (Guangzhou Economic Development District Hourun Investment Company Limited), a company established in the PRC with limited liability on November 18, 1993, an Independent Third Party
“Guangzhou Huaya”	廣州市華亞投資有限公司 (Guangzhou Huaya Investment Co., Ltd.), a company established in the PRC with limited liability on August 31, 2009 and an indirect subsidiary of our Company
“Guangzhou Junbao”	廣州市駿寶投資有限公司 (Guangzhou Junbao Investment Co., Ltd.), a company established in the PRC with limited liability on July 8, 2010 and an indirect subsidiary of our Company owned as to 70% by Guangzhou Shengyu and 30% by Guangzhou Dafushi Investment Co., Ltd. (廣州大富時投資有限公司), save for the interest in Guangzhou Tianlang, Guangzhou Tiansi and Guangzhou Haorong, an Independent Third Party (<i>Note 1</i>)
“Guangzhou Lvdi Baiyun”	廣州綠地白雲置業有限公司 (Guangzhou Lvdi Baiyun Asset Co., Ltd.), a company established in the PRC with limited liability on July 5, 2013 and an indirect subsidiary of our Company owned as to 50% by Times Real Estate and 50% by Guangzhou Lvdi Real Estate Co., Ltd. (廣州綠地房地產開發有限公司), an Independent Third Party (<i>Note 1</i>)
“Guangzhou Mingtai”	廣州市茗泰置業發展有限公司 (Guangzhou Mingtai Asset Development Company Limited), a company established in the PRC with limited liability on April 19, 2006 and wholly owned by Times Development Group
“Guangzhou Minhua”	廣州市民華房地產有限公司 (Guangzhou Minhua Real Estate Co., Ltd.), a company established in the PRC with limited liability on April 5, 1994 and an indirect subsidiary of our Company

DEFINITIONS

“Guangzhou Nanying”	廣州市番禺南英房地產有限公司 (Guangzhou Panyu Nanying Real Property Company Limited), a company established in the PRC with limited liability on August 6, 1992 and owned as to 79% by Guangzhou Shengyu, an indirect wholly owned subsidiary of our Company, 20% by Daye Trust Company Limited (大業信託有限責任公司), an Independent Third Party (<i>Note 1</i>) and 1% by Zhuhai Special Economic Zone Nanying Industrial Co., Ltd. Guangzhou Office (珠海經濟特區南英實業有限公司廣州公司), an Independent Third Party (<i>Note 1</i>)
“Guangzhou Ruixian”	廣州市瑞賢園林綠化有限公司 (Guangzhou Ruixian Landscaping Co., Ltd.), a company established in the PRC with limited liability on January 5, 2007 and an indirect subsidiary of our Company
“Guangzhou Shengyu”	廣州市時代勝譽投資有限公司 (Guangzhou Times Shengyu Investment Co., Ltd.), a company established in the PRC with limited liability on April 30, 2005 and an indirect subsidiary of our Company
“Guangzhou Tianhe”	廣州市天合建材有限公司 (Guangzhou Tianhe Construction Material Co., Ltd.), a company established in the PRC with limited liability on August 3, 2010 and an indirect subsidiary of the Company
“Guangzhou Tianlang”	廣州天朗商貿有限公司 (Guangzhou Tianlang Trading Co., Ltd.), a company established in the PRC with limited liability on July 15, 2010 and an indirect subsidiary of our Company owned as to 100% by Guangzhou Junbao, which is owned as to 70% by Guangzhou Shengyu and 30% by Guangzhou Dafushi Investment Co., Ltd. (廣州大富時投資有限公司), save for the interest in Guangzhou Junbao, Guangzhou Tiansi and Guangzhou Haorong, an Independent Third Party (<i>Note 1</i>)

DEFINITIONS

“Guangzhou Tiansi”	廣州市天斯物業管理有限公司 (Guangzhou Tiansi Property Management Co., Ltd.), a company established in the PRC with limited liability on August 30, 2010 and an indirect subsidiary of our Company owned as to 100% by Guangzhou Junbao, which is owned as to 70% by Guangzhou Shengyu and 30% by Guangzhou Dafushi Investment Co., Ltd. (廣州大富時投資有限公司), save for the interest in Guangzhou Junbao, Guangzhou Tianlang and Guangzhou Tiansi, an Independent Third Party (<i>Note 1</i>)
“Guangzhou Tianyi”	廣州市時代天怡諮詢有限公司 (Guangzhou Times Tianyi Consulting Co., Ltd.), a company established in the PRC with limited liability on June 2, 2009 and an indirect subsidiary of our Company
“Guangzhou Yongtai”	廣州市時代永泰投資有限公司 (Guangzhou Times Yongtai Investment Co., Ltd.), a company established in the PRC with limited liability on June 22, 2011 and an indirect subsidiary of our Company
“Guangzhou Zhide”	廣州市至德商業管理有限公司 (Guangzhou Zhide Commercial Management Co., Ltd.), a company established in the PRC with limited liability on May 10, 2001 and an indirect wholly owned subsidiary of our Company
“Guangzhou Zhongtong”	廣州市時代中通地產投資有限公司 (Guangzhou Times Zhongtong Real Estate Investment Co., Ltd.), a company established in the PRC with limited liability on April 9, 2003 and an indirect wholly owned subsidiary of our Company until it was deregistered on June 7, 2013
“Guangzhou Zhuorui”	廣州市卓瑞貿易有限公司 (Guangzhou Zhuorui Trading Co., Ltd.), a company established in the PRC with limited liability on November 21, 2011 and an indirect wholly owned subsidiary of our Company until it was transferred to Zhongrong International Trust on November 11, 2013
“Guangzhou Zichen”	廣州市時代紫宸投資有限公司 (Guangzhou Times Zichen Investment Co., Ltd.), a company established in the PRC with limited liability on July 3, 2012 and an indirect wholly owned subsidiary of our Company

DEFINITIONS

“Hanhua”	廣州瀚華建築設計有限公司 (Guangzhou Hanhua Architects and Engineers Co., Ltd), a PRC private architecture firm established in 2000, holding the state-issued construction engineering design qualification (Certificate No.: A144016929) and has extensive experience in the design of large settlements, office, commercial, cultural, educational and other building types, an Independent Third Party
“Heaven Town”	Heaven Town Holdings Ltd., a company incorporated in the BVI with limited liability on June 14, 2007, an Independent Third Party
“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 dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Interior Design Association”	Hong Kong Interior Design Association (香港室內設計協會), a non-profit organization established in 1991 which engages in research and education, initiates regional competitions, and carries out community activities
“Hong Kong Offer Shares”	the 43,074,000 Shares being initially offered by us pursuant to the Hong Kong Public Offering, subject to adjustment as described in the section entitled “Structure of the Global Offering” of this prospectus
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong for each at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), on the terms and subject to the conditions described in this prospectus and the Application Forms
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited

DEFINITIONS

“Hong Kong Times Investments”	Hong Kong Times Investments Limited (香港時代投資有限公司), a company incorporated in Hong Kong with limited liability on March 24, 2000 and an indirect wholly owned subsidiary of our Company
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering, whose names are set out in the section entitled “Underwriting” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated November 28, 2013 relating to the Hong Kong Public Offering entered into among us, the Controlling Shareholders, the Joint Global Coordinators, the Joint Sponsors and the Hong Kong Underwriters
“HS Architects”	深圳華森建築與工程設計顧問有限公司 (Shenzhen Huasen Architecture and Engineering Designing Consultants Company Limited), the first Sino-foreign architecture design joint venture between Hong Kong and Shenzhen in China, which was established in 1980 by the Ministry of Architecture Design Institute (currently known as the China Architecture Design and Research) and Hong Kong SenYang International Co., Ltd., an Independent Third Party
“IFRS”	International Financial Reporting Standards
“Independent Third Party(ies)”	individual(s) or company(ies) not connected with (within the meaning of the Listing Rules) any directors, chief executive or substantial shareholders of our Company or any of its subsidiaries or any of their respective associates
“International Offer Shares”	the 387,666,000 Shares being initially offered by us pursuant to the International Offering, together with any additional Shares offered pursuant to the exercise of the Over-allotment Option, subject to adjustment as described in the section entitled “Structure of the Global Offering” in this prospectus
“International Offering”	the conditional offer of International Offer Shares to professional, institutional and other investors, as described in the section entitled “Structure of the Global Offering” in this prospectus

DEFINITIONS

“International Purchase Agreement”	the underwriting agreement relating to the International Offering and expected to be entered into among us, the Controlling Shareholders, the International Underwriters and the Joint Global Coordinators on or around December 4, 2013
“International Underwriters”	the underwriters of the International Offering
“Investors” or “Noteholders”	Highup Holdings Limited, PA Asset Opportunity IX Limited, PA Capital Opportunity II Limited, Sino-Ocean Land Capital Investment Limited and (after the transfer of Exchangeable Notes in the aggregate principal amount of US\$20 million by Highup Holdings Limited to Poplar Victory Limited as contemplated under the Note Subscription Agreement) Poplar Victory Limited
“Jianhou Properties”	廣州建厚房地產有限公司 (Guangzhou Jianhou Real Estate Company Limited), a company established in the PRC with limited liability on February 2, 2007 and owned as to 94% by Times Real Estate, as to 5% by Guangzhou Hourun, an Independent Third Party (<i>Note 1</i>), and as to 1% by 樓汝于 (Lou Ruyu), an Independent Third Party (<i>Note 1</i>), and an indirect subsidiary of our Company until it was deregistered on September 27, 2010
“Joint Bookrunners”	UBS AG, Hong Kong Branch, Haitong International Securities Company Limited and ABCI Capital Limited
“Joint Global Coordinators”	UBS AG, Hong Kong Branch and Haitong International Securities Company Limited
“Joint Lead Managers”	UBS AG, Hong Kong Branch, Haitong International Securities Company Limited and ABCI Securities Company Limited
“Joint Sponsors”	UBS Securities Hong Kong Limited and Haitong International Capital Limited
“LAT”	Land Appreciation Tax (土地增值稅) as defined in the Provisional Regulations of the PRC on Land Appreciation Tax (《中華人民共和國土地增值稅暫行條例》) and the Detailed Implementation Rules on the Provisional Regulations of the PRC on Land Appreciation Tax (《中華人民共和國土地增值稅暫行條例實施細則》)
“Latest Practicable Date”	November 22, 2013, being the latest practicable date prior to the publication of this prospectus for the purpose of ascertaining certain information contained in this prospectus

DEFINITIONS

“Listing”	the listing of our Shares on the Main Board of the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date expected to be on or around December 11, 2013, on which the dealings in our Shares first commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (as amended from time to time)
“Market Research Report”	a commissioned research report from DTZ for use in part in this prospectus to provide prospective investors with information relating to the economy of China, the residential market in Guangdong and Hunan Provinces in China, and the industry in which we operate. See the section entitled “Industry Overview” in this prospectus for details
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, adopted on November 19, 2013 and as amended from time to time
“Million Sensor”	Million Sensor Management Limited, a company incorporated in the BVI with limited liability on May 25, 2007 and an indirect wholly owned subsidiary of our Company
“Ministry of Finance” or “MOF”	中華人民共和國財政部 (the PRC Ministry of Finance)
“Minmetals International Trust Co., Ltd.”	五礦國際信託有限公司 (Minmetals International Trust Co., Ltd.), a trust financing company, an Independent Third Party
“MOFCOM”	中華人民共和國商務部 (the PRC Ministry of Commerce)
“Mr. Cen”	Mr. Cen Zhaoxiong (岑兆雄), one of our executive Directors and the younger brother of Mr. Shum
“Mr. Guan”	Mr. Guan Jianhui (關建輝), one of our executive Directors

DEFINITIONS

“Mr. Shum”	Mr. Shum Chiu Hung (岑釗雄), one of our executive Directors, one of our Controlling Shareholders and the spouse of Ms. Li
“Ms. Li”	Ms. Li Yi Ping (李一萍), one of our Controlling Shareholders and the spouse of Mr. Shum
“Nanhai Shengyu”	佛山市南海時代盛譽房地產開發有限公司 (Foshan Nanhai Times Shengyu Real Estate Development Company Limited), a company established in the PRC with limited liability on July 6, 2007 and an indirect wholly owned subsidiary of our Company
“NDRC”	中華人民共和國國家發展和改革委員會 (the National Development and Reform Commission of the PRC)
“Nomination Committee”	the nomination committee of our Board
“Note Subscription Agreement”	the note subscription and rights agreement dated December 28, 2007 entered into among Asiatic Enterprises, Renowned Brand, East Profit, Mr. Shum, Ms. Li and our Company with the Investors (as investors) and Highup Holdings Limited (as agent and security agent and trustee)
“Notice 50”	the Notice on Further Strengthening and Regulating the Approval and Supervision of Foreign Direct Investment in the Real Estate Sector (《關於進一步加強、規範外商直接投資房地產業審批和監管的通知》) jointly issued by MOFCOM and SAFE on May 23, 2007
“Notice 130”	the Notice on Issuing the List of the First Batch of Foreign-Invested Real Estate Projects Having Passed the Procedures for Filing with the Ministry of Commerce (《關於下發第一批通過商務部備案的外商投資房地產專案名單的通知》) issued by SAFE on July 10, 2007

DEFINITIONS

“Offer Price”	the final price per Offer Share in Hong Kong dollars (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and 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 as further described in the section entitled “Structure of the Global Offering — Pricing and Allocation” in this prospectus
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares
“Over-allotment Option”	the option that we will grant to the International Underwriters, exercisable by the Stabilizing Manager pursuant to the International Purchase Agreement at any time for up to 30 days after the last date for lodging of applications under the Hong Kong Public Offering, to require us to issue up to an aggregate of 64,611,000 additional Offer 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 entitled “Structure of the Global Offering — Over-allotment Option” in this prospectus
“PBOC”	中國人民銀行 (the People’s Bank of China), the central bank of the PRC
“PRC” or “China”	the People’s Republic of China, but for the purposes of this prospectus only (unless otherwise indicated) excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“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
“Price Determination Date”	the date, expected to be on or around December 4, 2013 but no later than December 9, 2013, on which the Offer Price is to be fixed by agreement between us and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) for the purposes of the Global Offering

DEFINITIONS

“Principal Share Registrar”	Appleby Trust (Cayman) Ltd.
“Profit City”	Profit City Investment Limited (盈坤投資有限公司), a company incorporated in Hong Kong with limited liability on April 23, 1992 and an indirect wholly owned subsidiary of our Company
“Property Valuation Report”	property valuation report prepared by the Property Valuer and included in Appendix III to this prospectus
“Property Valuer”	DTZ, an independent property valuer
“QIB”	“qualified institutional buyer” within the meaning of Rule 144A
“Qingyuan Rongjing”	清遠市榮景投資有限公司 (Qingyuan Rongjing Investment Co., Ltd.), a company established in the PRC with limited liability on February 10, 2010 and an indirect wholly owned subsidiary of our Company
“Qingyuan Xilong”	清遠市喜龍房地產開發有限公司 (Qingyuan Xilong Real Estate Development Co., Ltd.), a company established in the PRC with limited liability on March 12, 2010 and an indirect wholly owned subsidiary of our Company
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of our Board
“Renowned Brand”	Renowned Brand Investments Limited (佳名投資有限公司), a company incorporated in the BVI with limited liability on March 22, 2006 and wholly owned by Mr. Shum, one of our Controlling Shareholders
“Reorganization”	the reorganization arrangements we have undergone in preparation for the listing of Shares on the Stock Exchange which are more particularly described in the sections entitled “History and Corporate Structure” of this prospectus and “Statutory and General Information — A. Further Information about Our Group — 4. Corporate Reorganization” in Appendix V to this prospectus

DEFINITIONS

“Repayment Agreements”	collectively, the payment deed dated January 20, 2012, the supplemental deed dated March 20, 2012 and the amendment letter dated March 22, 2013 which are more particularly described in the section entitled “History and Corporate Structure — Pre-IPO Investment and Debt Restructuring” in this prospectus
“Restructuring Deed”	the restructuring deed dated July 12, 2013 entered into by and among our Company, Mr. Shum, Asiaciti Enterprises, Renowned Brand, East Profit and Highup Holdings Limited, further details of which are set out in the section entitled “History and Corporate Structure — Pre-IPO Investment and Debt Restructuring” in this prospectus
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	中華人民共和國國家外匯管理局 (the PRC State Administration of Foreign Exchange)
“SCDA Architects”	SCDA Architects is a multi-disciplinary architectural practice established in 1995 and has extensive experience with private residences, resorts, hotels, apartments and commercial buildings, an Independent Third Party
“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) in the capital of our Company with a nominal value of HK\$0.10 each
“Share Option Scheme”	the share option scheme that our Company conditionally adopted on November 19, 2013, the principal terms of which are summarized in the section entitled “Statutory and General Information — D. Share Option Scheme” in Appendix V to this prospectus
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“Shenzhen Jinhaidi”	深圳市金海地投資有限公司 (Shenzhen Jinhaidi Investment Co., Ltd.), a company established in the PRC with limited liability on February 9, 2002 and an indirect wholly owned subsidiary of our Company
“Stabilizing Manager”	UBS AG, Hong Kong Branch
“State Council”	中華人民共和國國務院 (the State Council of the PRC)
“Steelmine Minerals”	Steelmine Minerals (H.K.) Development Limited (香港樂居礦業發展有限公司), a company incorporated in Hong Kong with limited liability on October 4, 2000 and an indirect wholly owned subsidiary of our Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules, unless the context otherwise requires
“Sweetland Real Estate”	廣州市翠逸房地產開發有限公司 (Guangzhou Sweetland Real Estate Development Company Limited), a company established in the PRC with limited liability on March 1, 1999, an Independent Third Party
“Times Development (HK)”	Times Development (HK) Company Limited (時代發展(香港)有限公司), a company incorporated in Hong Kong with limited liability on March 24, 2000, an Independent Third Party
“Times Development Group”	廣州市時代發展企業集團有限公司 (Guangzhou Times Development Enterprise Group Co., Ltd.) (formerly known as Guangzhou Times Investment Development Company Limited (廣州市時代投資發展有限公司)), a company established in the PRC with limited liability on October 11, 1999 and owned as to 90% by Mr. Cen Jiancai (岑建財), father of Mr. Shum, and as to 10% by Mr. Cen, the younger brother of Mr. Shum

DEFINITIONS

“Times Group”	廣州市時代地產集團有限公司 (Guangzhou Times Property Group Co., Ltd.) (formerly known as Guangzhou Times Mingyuan Real Estate Development Co., Ltd. (廣州市時代名苑房地產開發有限公司)), a company established in the PRC with limited liability on May 9, 2001 and an indirect wholly owned subsidiary of our Company
“Times Property Management”	廣州市時代物業管理有限公司 (Guangzhou Times Property Management Co., Ltd.), a company established in the PRC with limited liability on December 18, 1998, and an indirect wholly owned subsidiary of our Company
“Times Real Estate”	廣州市時代企業地產投資有限公司 (Guangzhou Times Enterprise Real Estate Investment Co., Ltd.), a company established in the PRC with limited liability on March 17, 2005 and an indirect wholly owned subsidiary of our Company
“Track Record Period”	the period comprising the three financial years ended December 31, 2012 and the six months ended June 30, 2013
“Trademark”	the 23 trademarks, the particulars of which are set out in the section entitled “Statutory and General Information — B. Further Information about Our Business — 2. Intellectual Property Rights of Our Group” in Appendix V to this prospectus
“Trademark License Agreement”	the trademark license agreement entered into between Times Group and Times Development Group dated March 13, 2013 (amended and supplemented by a supplemental agreement dated July 1, 2013)
“Tsinghua University Real Estate Institute”	Tsinghua University Real Estate Institute (清華大學房地產研究所), an institution of Tsinghua University established for real estate education and research in China
“Underwriters”	collectively, the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Purchase Agreement

DEFINITIONS

“United States” or “U.S.”	the United States of America, including its territories and possessions
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“US\$”	United States dollars, the lawful currency of the United States
“Venus Tower”	Venus Tower Limited, a company incorporated in the BVI with limited liability on September 21, 2007 and an indirect wholly owned subsidiary of our Company
“Wah Tai”	Wah Tai (H.K.) Development Limited (華泰(香港)發展有限公司), a company incorporated in Hong Kong with limited liability on May 28, 1992 and an indirect wholly owned subsidiary of our Company
“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 www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Wisdom Sharp”	Wisdom Sharp Investments Limited (智銳投資有限公司), a company incorporated in the BVI with limited liability on March 22, 2006 and a direct wholly owned subsidiary of our Company
“Zhide Property Management”	廣州市至德物業管理有限公司 (Guangzhou Zhide Property Management Co., Ltd.), a company established in the PRC with limited liability on September 30, 2009 and an indirect wholly owned subsidiary of our Company
“Zhide Technology”	廣州市至德科技企業孵化器有限公司 (Guangzhou Zhide Technology Business Incubator Co., Ltd.), a company established in the PRC with limited liability on August 31, 2009 and an indirect wholly owned subsidiary of our Company

DEFINITIONS

“Zhide Zhengxing”	佛山市至德正興物業管理有限公司 (Foshan Zhide Zhengxing Property Management Co., Ltd.), a company established in the PRC with limited liability on April 28, 2011 and an indirect wholly owned subsidiary of our Company
“Zhongrong International Trust”	中融國際信託有限公司 (Zhongrong International Trust Co., Ltd), a trust financing company, an Independent Third Party
“Zhongshan Kaixuan”	中山市時代凱旋置業有限公司 (Zhongshan Times Kaixuan Asset Co., Ltd.), a company established in the PRC with limited liability on May 15, 2007 and an indirect wholly owned subsidiary of our Company
“Zhongshan Tianyue”	中山市天悅房地產投資有限公司 (Zhongshan Tianyue Real Estate Investment Company Limited), a company established in the PRC with limited liability on March 10, 2010. See the section entitled “History and Corporate Structure — Our Reorganization — Establishment of Onshore Companies — (e) Establishment of Guangzhou Hongtai” for further details
“Zhongshan Wanlian”	中山市萬聯房地產開發有限公司 (Zhongshan Wanlian Real Estate Development Co., Ltd.), a company established in the PRC with limited liability on June 19, 2007 and an indirect wholly owned subsidiary of our Company
“Zhongzhu Holdings”	珠海中珠股份有限公司 (Zhuhai Zhongzhu Holdings Company Limited), a company established in the PRC with limited liability on March 8, 1991, an Independent Third Party
“Zhuhai Baifuchen”	珠海百富辰投資有限公司 (Zhuhai Baifuchen Investment Company Limited), a company established in the PRC with limited liability on June 20, 2001, an Independent Third Party
“Zhuhai Fengzhuo”	珠海市時代豐卓投資有限公司 (Zhuhai Times Fengzhuo Investment Co., Ltd.), a company established in the PRC with limited liability on July 11, 2007 and an indirect wholly owned subsidiary of our Company

DEFINITIONS

“Zhuhai Guoji”	珠海國基房地產開發有限公司 (Zhuhai Guoji Real Estate Development Co., Ltd.), a company established in the PRC with limited liability on March 18, 2011 and an indirect wholly owned subsidiary of our Company
“Zhuhai Jiayu”	珠海市佳譽房地產開發有限公司 (Zhuhai Jiayu Real Estate Development Co., Ltd.), a company established in the PRC with limited liability on November 2, 2012 and an indirect subsidiary of our Company and owned as to 60% by Guangzhou Shengyu and 40% by Guangzhou Zhuorui
“Zhuhai Jingrun”	珠海景潤房地產開發有限公司 (Zhuhai Jingrun Real Estate Development Co., Ltd.), a company established in the PRC with limited liability on June 4, 2007 and an indirect wholly owned subsidiary of our Company
“Zhuhai Jinwu”	珠海市斗門區金屋房地產發展有限公司 (Zhuhai Doumen District Jinwu Real Estate Development Co., Ltd.), a company established in the PRC with limited liability on July 9, 1992 and owned as to 51% by Guangzhou Shengyu, 24% by Mr. Liu Chunguang (劉春光), an Independent Third Party (<i>Note 1</i>) and 25% by Shanghai Dingzhong Jianxin Investment Management Co., Ltd. (上海鼎眾建鑫投資管理有限公司), an Independent Third Party (<i>Note 1</i>)
“Zhuhai Shenghui”	珠海市勝輝房地產開發有限公司 (Zhuhai Shenghui Real Estate Development Co., Ltd.), a company established in the PRC with limited liability on December 6, 2012 and an indirect wholly owned subsidiary of our Company
“Zhuhai Shengyuan”	珠海市時代盛元生物科技有限公司 (Zhuhai Times Shengyuan Bio-technology Co., Ltd.), a company established in the PRC with limited liability on August 3, 2009, and an indirect subsidiary of our Company until it was transferred to Guangzhou Pairuan Technology Co., Ltd. (廣州市派軟科技有限公司), an Independent Third Party, on March 15, 2013

DEFINITIONS

“Zhuhai Zhongzhu”	珠海中珠世紀投資有限公司 (Zhuhai Zhongzhu Century Investment Co., Ltd.), a company established in the PRC with limited liability on March 28, 2006 and an indirect wholly owned subsidiary of our Company
“%”	percent

Notes:

- (1) Save for the interest stated in this section, he, she or it (as the case may be) is an Independent Third Party.
- (2) If there is any inconsistency between the official Chinese names of the PRC laws or regulations, PRC government authorities or PRC entities mentioned in this prospectus and their English translations, the Chinese version shall prevail. The English translations of official Chinese names are for identification purposes only.