
DEFINITIONS

In this document, unless the context requires otherwise, the following terms and expressions shall have the following meanings:-

“ABCI Capital”	ABCI Capital Limited
“ABCI Securities”	ABCI Securities Company Limited
“Application Form(s)”	WHITE application form(s), YELLOW application form(s) and GREEN application form(s) or, where the context so requires, any of them
“Application Lists”	the application lists for the Hong Kong Public Offer
“Articles of Association” or “Articles”	the articles of association of our Company, as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Beijing Asset Operation”	Beijing Sunshine 100 Asset Operation Co., Ltd. (北京陽光壹佰資產經營有限公司), a company with limited liability established under the laws of China on July 25, 2008 and currently our wholly owned subsidiary
“Beijing Century”	Beijing Century Chengjing Investment Co., Ltd. (北京世紀程景投資有限公司), a company with limited liability established under the laws of China on February 19, 2008 and currently our wholly owned subsidiary
“Beijing Jinrun Fucheng”	Beijing Jinrun Fucheng Real Estate Investment Management Co., Ltd. (北京金潤富城房地產投資管理有限公司), a company with limited liability established under the laws of China and an independent third party
“Beijing Sunshine 100 Property Services”	Beijing Sunshine 100 Property Services Co., Ltd. (北京陽光壹佰物業服務有限公司), a company with limited liability established under the laws of China on June 24, 2003 and currently our wholly owned subsidiary
“Beijing Sunshine Star”	Beijing Sunshine Star International Management Consultancy Co., Ltd. (北京陽光之星國際管理諮詢有限公司), a company with limited liability established under the laws of China on December 12, 2005 and currently our wholly owned subsidiary
“Beijing Yibang”	Beijing Yibang Real Estate Development Co., Ltd. (北京益邦房地產開發有限公司), a company with limited liability established under the laws of China on January 23, 2002 and currently our wholly owned subsidiary
“Beijing Yinxin”	Beijing Yinxin Guanghua Real Estate Development Co., Ltd. (北京銀信光華房地產開發有限公司), a company with limited liability established under the laws of China on October 21, 1999 and currently owned as to 49% by the Original Shareholders indirectly through

DEFINITIONS

	Yangpu Guangsheng and Guangxi New Vantone and 51% by Yan Kuang
“BNPP”	BNP Paribas Securities (Asia) Limited
“Board”	the board of directors of our Company
“business day”	a day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are open for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalization Issue”	the issue of Shares to be made on the capitalization of certain sums standing to the credit of the share premium account of our Company referred to under the heading “Further information about our Company and our subsidiaries” in Appendix VII to this prospectus
“Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“CBD”	central business district
“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 Broker Participant”	a person admitted to participate in CCASS as a broker participant
“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
“CCASS Participant”	a CCASS Broker Participant, CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CCBI”	CCB International Capital Limited
“Chang Jia”	Chang Jia International Limited (長佳國際有限公司), a company incorporated in BVI with limited liability on May 5, 2011, and currently owned as to 55% by Keyasia, 24% by Shiny New and 21% by Shan Ying
“Chengdu Huaping”	Chengdu Huaping Real Estate Co., Ltd. (成都華平置業有限公司) (formerly known as Sichuan Sunshine 100 Real Estate Development Co., Ltd. (四川陽光壹佰房地產開發有限公司)), a company with limited liability established under the laws of China on January 25, 2006 and currently wholly owned by Genius City

DEFINITIONS

“Chengdu Sunshine 100”	Sunshine 100 Real Estate (Chengdu) Co., Ltd. (陽光壹佰置業(成都)有限公司), a company with limited liability established under the laws of China on July 13, 2005 and currently owned as to 51% by Sunshine 100 Group and 49% by China Foreign Economy and Trade Trust Co., Ltd.
“Chongqing Sunshine 100 Property Services”	Chongqing Sunshine 100 Property Service Co., Ltd. (重慶陽光壹佰物業服務有限公司), a company with limited liability established under the laws of China on March 25, 2004 and currently our wholly owned subsidiary
“Chongqing Yuneng 100”	Chongqing Yuneng 100 Real Estate Development Co., Ltd. (重慶渝能壹佰房地產開發有限公司), a company with limited liability established under the laws of China on January 28, 2000 and currently owned as to 18% by the Group, 72% by Zhongrong International Trust and 10% by Yangpu Huadian Real Estate Co., Ltd. (洋浦華電置業有限公司), an independent third party
“Chongqing Yuneng Wanyi”	Chongqing Yuneng Wanyi Real Estate Development Co., Ltd. (重慶渝能萬怡房地產開發有限公司), a company with limited liability established under the laws of China on June 15, 2004 and currently owned as to 45% by Chongqing Yuneng Industrial Group Co., Ltd. (重慶渝能產業(集團)有限公司), an independent third party, 40% by Sunshine 100 Group (including 10% held on behalf of Yangpu Yuanwang Investment), 7.5% by Chongqing Genchang Investment Consultancy Co., Ltd. (重慶互昌投資諮詢有限公司), an independent third party, and 7.5% by Chongqing Beizhou Industrial Group Co., Ltd. (重慶北洲實業(集團)有限公司), an independent third party
“CICC”	China International Capital Corporation Hong Kong Securities Limited
“Citi”	Citigroup Global Markets Asia Limited
“CIMB”	CIMB Securities Limited
“Cinda”	Cinda International Securities Limited
“Co-Lead Managers”	CCBI and Cinda
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) or, with effect from March 3, 2014, the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Sunshine 100 China Holdings Ltd (陽光100中國控股有限公司) (formerly known as Sunshine 100 China Holdings Limited), a company incorporated in the Cayman Islands on September 20, 2007 as an exempted limited liability company

DEFINITIONS

“connected person”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the context of our Company for the purposes of this prospectus and the Listing, means the Founder Holding Companies and the Individual Controlling Shareholders
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“DCM”	Denton Corker Marshall, an Australian-based architectural practice
“Deed of Non-Competition”	the deed of non-competition dated February 17, 2014 among our Company and the Controlling Shareholders
“Director(s)”	the director(s) of our Company
“Dongying Shengxing”	Dongying Shengxing Real Estate Co., Ltd. (東營勝興置業有限公司), a company with limited liability established under the laws of China on July 1, 2005 and currently our wholly owned subsidiary
“Essence”	Essence International Securities (Hong Kong) Limited
“First Amended and Restated Liaoning Agreement”	the amended and restated investment agreement dated December 31, 2010 between and among the Original Shareholders, the Founder Holding Companies, our Company, certain of our subsidiaries, Riverside Holdings A, Riverside Holdings B and Riverside
“Founder Holding Companies”	the direct or indirect holding companies through which the Original Shareholders hold their interests in us, namely, Joywise, Ming Fai and Harvest Well
“FXC Family Trust”	the FXC Family Trust, a discretionary family trust established by Fan Xiaochong, the discretionary beneficiaries of which are Mr. Fan Xiaochong, his family members and other persons who may be added from time to time
“FXH Family Trust”	the FXH family Trust, a discretionary family trust established by Fan Xiaohua, the discretionary beneficiaries of which are Ms. Fan Xiaohua, her family members and other persons who may be added from time to time
“GDP”	gross domestic product
“Genius City”	Genius City Investments Limited (智城投資有限公司), a company with limited liability incorporated in the BVI and currently owned as to 90% by Fan Xiaohua, our Director, and 10% by Liu Chaohui, both being Controlling Shareholders and Original Shareholders; Genius City previously was an affiliate of WP IX
“GFA”	gross floor area
“Global Offering”	the Hong Kong Public Offer and the International Placing

DEFINITIONS

“Grandchina”	Grandchina Real Estate Fund Management Co., Ltd. (盛世神州房地產投資基金管理(北京)有限公司), a company with limited liability established under the laws of China on March 4, 2010 and currently owned as to 31.62% by Beijing Yinxin Investment Co., Ltd. (北京銀信投資有限公司), an independent third party, 12.57% by Beijing Asset Operation, 12.57% by Beijing Fudi Real Estate Development Co., Ltd. (北京復地房地產開發有限公司), an independent third party, 6.07% by Beijing Junqing Venture Investment Co., Ltd. (北京君卿創業投資有限公司), an independent third party, 7.33% by Shenzhen Tangrong Investment Co., Ltd. (深圳市唐融投資有限公司), an independent third party, 3.66% by Beijing Century Jinlai Energy Investment Co., Ltd. (北京市世紀錦來能源投資有限公司), an independent third party, 5.24% by Beijing Zhongran North Coal Mine Co., Ltd. (北京中燃北方煤炭有限公司), an independent third party and 20.94% by Beijing Grandchina Tongchuang Investment Management Centre (LLP) (北京盛世神州同創投資管理中心(有限合夥))
“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”	our Company and its subsidiaries or, where the context so requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at that time
“Guangxi Laomumian”	Guangxi Laomumian Investment Co., Ltd. (廣西老木棉投資有限公司) (previously known as Guangxi Chengzhen Real Estate Investment Co., Ltd. (廣西誠真置業投資有限公司)), a company with limited liability established under the laws of China on March 16, 2007, and owned as to 90% by Chen Meng, a director of a number of our subsidiaries, and 10% by Mo Qingpan, a director of Yingda Weihua
“Guangxi Jiexiang”	Guangxi Jiexiang Investment Management Co., Ltd. (廣西嘉祥投資管理有限公司), a company with limited liability established under the laws of China and currently owned as to 60% by Fan Xiaohua, our Director and one of our Controlling Shareholders and Original Shareholders, and 40% by Liu Chaohui, one of our Controlling Shareholders and Original Shareholders
“Guangxi Jingqi”	Guangxi Jingqi Investment Co., Ltd. (廣西景祺投資有限公司), a company with limited liability established under the laws of China on December 22, 2010 and currently owned as to 51% by Guangxi Sanqi Investment Co., Ltd. (廣西三祺投資有限公司), an independent third party and 49% by Sunshine 100 Group
“Guangxi Lijin”	Guangxi Lijin Hotel Management Co., Ltd. (廣西儷錦酒店投資管理有限公司), a company with limited liability

DEFINITIONS

	established under the laws of China on December 1, 2011 and currently owned as to 75% by Sunshine 100 Group and 25% by Nanning Meizhida
“Guangxi New Vantone”	Guangxi New Vantone Real Estate Investment Co., Ltd. (廣西新萬通置業投資有限公司), a company with limited liability established under the laws of China on August 7, 1992 and currently wholly owned by the Original Shareholders
“Guangxi Sunshine 100”	Guangxi Sunshine 100 Asset Management Co., Ltd. (廣西陽光壹佰資產管理有限公司), a company with limited liability established under the laws of China on January 25, 2011 and currently our wholly owned subsidiary
“Guangxi Vantone”	Guangxi Vantone Real Estate Co., Ltd. (廣西萬通房地產有限公司), a company with limited liability established under the laws of China on March 2, 1994 and currently our wholly owned subsidiary
“Guangxi Wanyi”	Guangxi Wanyi Property Service Co., Ltd. (廣西萬怡物業服務有限責任公司), a company with limited liability established under the laws of China on April 24, 2000 and currently owned as to 30% by Deng Xiuhua, an independent third party, 45% and 25% by Tian Feng and Li Mingqiang, both being our Original Shareholders and Controlling Shareholders
“Guilin Pingle Sunshine 100”	Guilin Pingle Sunshine 100 Real Estate Co., Ltd. (桂林平樂陽光壹佰置業有限公司), a company with limited liability established under the laws of China on May 5, 2010 and currently owned as to 75% by Sunshine 100 Group and 25% by Guangxi Laomumian
“Guilin Sunshine 100”	Guilin Sunshine 100 Real Estate Co., Ltd. (桂林陽光壹佰置業有限公司), a company with limited liability established under the laws of China on April 11, 2007 and currently owned as to 70% by Guangxi Laomumian and 30% by Sunshine 100 Group
“Hangzhou Hengxin 100”	Hangzhou Hengxin 100 Industrial Co., Ltd. (杭州恒信壹佰實業有限公司), a company with limited liability established under the laws of China on November 7, 2007 and currently our wholly owned subsidiary
“Hangzhou Industrial and Commerce Trust”	Hangzhou Industrial and Commerce Trust Joint-Stock Co., Ltd. (杭州工商信托股份有限公司), a company with limited liability established under the laws of China, and a substantial shareholder of Weifang Sunshine 100 and Yantai Sunshine 100 and a connected person

DEFINITIONS

“Haitong”	Haitong International Securities Company Limited
“Harvest Well”	Harvest Well Holdings Limited (漢威控股有限公司), a company with limited liability incorporated in the BVI on March 9, 2007, and currently holding 60% of the total issued share capital of Joywise
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 50,000,000 Offer Shares initially being offered by us for subscription at the Offer Price under the Hong Kong Public Offer, subject to reallocation as described in the section entitled “Structure of the Global Offering” of this prospectus
“Hong Kong Public Offer”	the offer of the Hong Kong Offer Shares for subscription by 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%), 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
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offer whose names are set forth in the section entitled “Underwriting—Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the Hong Kong underwriting agreement dated February 26, 2014 relating to the Hong Kong Public Offer entered into by, among other parties, our Company, the Joint Global Coordinators, the Joint Sponsors and the Hong Kong Underwriters
“Hubei Sunshine 100”	Hubei Sunshine 100 Real Estate Development Co., Ltd. (湖北陽光一百房地產開發有限公司), a company with limited liability established under the laws of China on April 21, 2009 and currently owned as to 91.15% by Sunshine 100 Group and 8.85% by Tianjin Nongken Hongyilian
“Hunan Sunshine 100”	Sunshine 100 Real Estate (Hunan) Development Co., Ltd. (陽光壹佰(湖南)置業發展有限責任公司), a company with limited liability established under the laws of China on April 23, 2003 and currently owned as to 85% by Sunshine 100 Group and 15% by Tianjin Nongken Hongyilian
“Hunan Sunshine 100 Property Services”	Hunan Sunshine 100 Property Services Co., Ltd. (湖南陽光壹佰物業服務有限責任公司), a company with limited liability established under the laws of China on May 31, 2004 and currently our wholly owned subsidiary

DEFINITIONS

“IFRS”	International Financial Reporting Standards, as issued by the International Accounting Standards Board
“independent third party(ies)”	a person or company who/which is or are independent of our Directors, Controlling Shareholders, Substantial Shareholders and the chief executive (as defined under the Listing Rules) of our Company and its subsidiaries or their respective associates
“Individual Controlling Shareholder(s)”	Yi Xiaodi (易小迪), Fan Xiaochong (范小冲), Fan Xiaohua (范曉華), Jin Xiangfei (靳翔飛), Liu Chaohui (劉朝暉), Tian Feng (田豐) and Li Mingqiang (李明強), who are parties acting in concert pursuant to the concert party agreement executed on August 1, 2013
“International Placing”	the conditional placing of the International Placing Shares (a) in the United States to qualified institutional buyers in reliance on Rule 144A under the U.S. Securities Act or another exemption from the registration requirement under the U.S. Securities Act, and (b) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act, including to professional investors in Hong Kong, as further described in the section entitled “Structure of the Global Offering” in this prospectus
“International Placing Agreement”	the international placing agreement relating to the International Placing which is expected to be entered into by, among others, the Joint Global Coordinators, the Joint Sponsors, the International Underwriters and us on or around March 6, 2014
“International Placing Shares”	the 450,000,000 Shares being initially offered for subscription under the International Placing together with any additional Shares that may be issued pursuant to any exercise of the Over-allotment Option, subject to reallocation as described in the section entitled “Structure of the Global Offering” in this prospectus
“International Underwriters”	the underwriters of the International Placing
“Jin Family Trust”	the Jin Family Trust, a discretionary family trust established by Mr. Jin Xiangfei, the discretionary beneficiaries of which are Mr. Jin Xiangfei, his family members and other persons who may be added from time to time
“Jinan Sunshine 100”	Jinan Sunshine 100 Real Estate Development Co., Ltd. (濟南陽光壹佰房地產開發有限公司), a company with limited liability established under the laws of China on September 20, 2001 and currently owned as to 49% by Sunshine 100 Group and 51% by Yan Kuang Donghua Group Co., Ltd. (兗礦東華集團有限公司)
“Joint Bookrunners”	CICC, Citi, BNPP, ABCI Capital, Essence, Haitong and CIMB
“Joint Global Coordinators”	CICC, Citi and BNPP

DEFINITIONS

“Joint Lead Managers”	CICC, Citi, BNPP, ABCI Securities, Essence, Haitong and CIMB
“Joint Sponsors”	CICC and Citi
“Joywise”	Joywise Holdings Limited (樂升控股有限公司), a company with limited liability incorporated in the BVI on January 8, 2007, and holding 100% of the issued share capital of our Company as of the date of this prospectus
“Keyasia”	Keyasia Investments Limited (基亞投資有限公司), a company with limited liability incorporated in the BVI on July 8, 2008 and currently our wholly owned subsidiary
“LAT”	land appreciation tax
“Latest Practicable Date”	February 18, 2014, being the latest practicable date for ascertaining certain information in this prospectus prior to its publication
“Li Family Trust”	the Li Family Trust, a discretionary family trust established by Mr. Li Mingqiang, the discretionary beneficiaries of which are Mr. Li Mingqiang, his family members and other persons who may be added from time to time
“Liaoning Sunshine 100”	Sunshine 100 Real Estate (Liaoning) Co., Ltd. (陽光一百置業(遼寧)有限公司), a company with limited liability established under the laws of China on June 25, 2004 and currently our wholly owned subsidiary
“Listing”	the listing of our Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	March 13, 2014, being the date on which dealings in our Shares are expected to first commence on the Main Board
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Liu Family Trust”	the Liu Family Trust, a discretionary family trust established by Ms. Liu Chaohui, the discretionary beneficiaries of which are Ms. Liu Chaohui, her family members and other persons who may be added from time to time
“Liuzhou Lisheng”	Liuzhou Lisheng Hotel Co., Ltd. (柳州麗笙酒店有限公司), a company with limited liability established under the laws of China on August 19, 2011 and currently owned as to 100% by Guangxi Lijin
“Liuzhou Liyi Hotel Management”	Liuzhou Liyi Hotel Management Co., Ltd. (柳州麗怡酒店管理有限公司), a company with limited liability established under the laws of China on November 16, 2009 and currently owned as to 75% by Yangpu Guangsheng and 25% by Nanning Meizhida

DEFINITIONS

“Liuzhou Sunshine 100”	Liuzhou Sunshine 100 Real Estate Co., Ltd. (柳州陽光壹佰置業有限公司), a company with limited liability established under the laws of China on July 7, 2006 and currently owned as to 65% by Sunshine 100 Group, 25% by Nanning Meizhida and 10% Chongqing Yuneng 100
“Liuzhou Sunshine Xinqiannian”	Liuzhou Sunshine Xinqiannian Real Estate Development Co., Ltd. (柳州陽光新千年房地產開發有限公司), a company with limited liability established under the laws of China on March 15, 2011 and currently wholly owned by Guangxi Jingqi
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, as amended from time to time
“Ming Fai”	Ming Fai International Limited (明輝國際有限公司), a company with limited liability incorporated in the BVI on July 4, 2006, and currently holding 40% of the total issued share capital of Joywise
“Ministry of Finance”	the Ministry of Finance of the PRC (中國財政部)
“Ministry of Land and Resources”	the Ministry of Land and Resources of the PRC (中國國土資源部)
“MOFCOM”	the Ministry of Commerce of the PRC (中國商務部)
“MOHURD” or “Ministry of Construction”	the Ministry of Housing and Urban-Rural Development of the PRC (中國住房和城鄉建設部) or its predecessor, the Ministry of Construction of the PRC (中國建設部)
“Nanning Meizhida”	Nanning Meizhida Residential Supporting Facilities Co., Ltd. (南寧美之達住宅配套有限公司), a company with limited liability established under the laws of China and currently owned as to 80% by Chen Meng, a director of a number of our subsidiaries, 10% by Chen Yu, a director of Liuzhou Sunshine 100, and 10% by Chen Xiwei, a connected person
“Nanning Sunshine 100”	Nanning Sunshine 100 Real Estate Co., Ltd. (南寧陽光壹佰置業有限公司), a company with limited liability established under the laws of China on March 23, 2006 and currently owned as to 51% by Sunshine 100 Group and 49% by Guangxi Laomumian
“Nanning Zhuangye”	Nanning Zhuangye Real Estate Development Co., Ltd. (南寧壯業房地產開發有限責任公司), a company with limited liability established under the laws of China on May 11, 2006 and currently owned as to 51% by Nanning Sunshine 100 and 49% by Nanning Nonggongshang Group Co., Ltd. (南寧農工商集團有限責任公司), an independent third party

DEFINITIONS

“NDRC”	the National Development and Reform Commission of the PRC (中國國家發展改革委員會)
“NPC”	the National People’s Congress (全國人民代表大會) and its Standing Committee
“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) at which the Hong Kong Offer Shares are to be subscribed under the Hong Kong Public Offer and the International Placing Shares are to be offered under the International Placing, to be determined in the manner further described in the section entitled “Structure of the Global Offering—Pricing and Allocation” of this prospectus
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares, including the additional Shares that might be issued under any exercise of the Over-allotment Option
“Original Shareholders”	Yi Xiaodi, Fan Xiaochong, Fan Xiaohua, Jin Xiangfei, Liao Chimei, Tian Feng, Liu Chaohui and Li Mingqiang, who held 50%, 15%, 10%, 8.5%, 6%, 4.5%, 3% and 3%, respectively, of the total issued share capital in each of Ming Fai and Harvest Well on their respective incorporation dates, and are not family members or relatives of one another
“Over-allotment Option”	the option expected to be granted by us to the International Underwriters exercisable by the Joint Sponsors on behalf of the International Underwriters under the International Placing Agreement under which our Company may be required to issue up to 75,000,000 additional Shares at the final Offer Price, to cover, among others, over-allocations in the International Placing, if any
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PBOC Rate”	the mid-point exchange rate between Hong Kong dollars and RMB as published by PBOC
“PRC” or “China”	the People’s Republic of China and, except where the context requires and only for the purpose of this prospectus, references in this prospectus to the PRC or China do not apply to Taiwan, Hong Kong and the Macau Special Administrative Regions of the PRC
“PRC government”	the central government of the PRC including all political subdivisions (including provincial, municipal and other regional or local government entities) and their instrumentalities, or, where the context requires, any of them

DEFINITIONS

“Price Determination Date”	the date on which the Offer Price is to be fixed by the Joint Sponsors (on behalf of the Underwriters) and us, which is expected to be on or around March 6, 2014, and in any event not later than March 11, 2014
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“QIPO”	listing of our Shares on the Stock Exchange or any other qualified listing, pursuant to which the Offer Shares will be not less than 25% of the total issued share capital of the Company upon the consummation of the Global Offering, with our Company having an equity market capitalization of not less than US\$750,000,000 and a public float in excess of RMB1,500,000,000 or its equivalent in another currency, as required under the Second Amended and Restated Liaoning Agreement and other agreements
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the corporate reorganizations undergone by our Group in preparation for the Listing described in the section entitled “History, Reorganization and Group Structure—Reorganization”
“Riverside”	Riverside Investment Ltd., a company with limited liability incorporated in Mauritius on September 20, 2005 and currently our wholly owned subsidiary; Riverside previously was an affiliate of WPRE I
“Riverside Holdings A”	Riverside 100 Holdings A LLC, a company with limited liability incorporated in Delaware; Riverside Holdings A is an affiliate of WPRE I
“Riverside Holdings B”	Riverside 100 Holdings B LLC, a company with limited liability incorporated in Delaware; Riverside Holdings B is an affiliate of WPRE I
“RMB”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC (中國國家外匯管理局)
“SAIC”	the State Administration for Industry and Commerce of the PRC (中國國家工商行政管理總局), including, as the context may require, its local counterparts
“Sanhe City Sunshine”	Sanhe City Sunshine Jiya Real Estate Development Co., Ltd. (三河市陽光基亞房地產開發有限公司), a company established under the laws of China on October 19, 2011, and is currently owned as to 49% by Beijing Puyuerong Investment Co., Ltd. (北京鐳悅融投資有限公司), an independent third party, and 51% by Hangzhou Hengxin 100

DEFINITIONS

“Second Amended and Restated Liaoning Agreement”	the amended and restated investment agreement dated July 11, 2013 between and among the Original Shareholders, the Founder Holding Companies, our Company, certain of our subsidiaries, Riverside Holdings A, Riverside Holdings B and Riverside
“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
“Shan Ying”	Shan Ying Limited (善盈有限公司), a company incorporated in the BVI, wholly owned by Luen Thai Land Limited
“Share(s)”	ordinary share(s) of our Company with a nominal value of HK\$0.01 each
“Shareholder(s)”	holder(s) of Share(s)
“Share Option Scheme”	the share option scheme our Company conditionally adopted on February 17, 2014, the principal terms of which are summarized under the heading “Statutory and General Information—Other Information—Share Option Scheme” in Appendix VII to this prospectus
“Shiny New”	Shiny New Limited (耀新有限公司), a company incorporated in the BVI, wholly owned by Luen Thai Overseas Limited
“SHL”	Schmidt Hammer Lassen, an international architectural practice based in Denmark
“SOHO”	small office, home office
“sq.m.”	square meter(s)
“Stabilizing Manager”	CICC
“State Administration of Taxation” or “SAT”	the State Administration of Taxation of the PRC (中國國家稅務總局)
“State Council”	the State Council of the PRC (中國國務院)
“Stock Borrowing Agreement”	the stock borrowing agreement to be entered into between the Stabilizing Manager as borrower and Joywise as lender on or around the Price Determination Date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Sunmode”	Sunmode Limited (新進有限公司), a company with limited liability incorporated in the BVI on January 18, 2007 and currently our wholly owned subsidiary

DEFINITIONS

“Sunshine 100 Group”	Sunshine 100 Real Estate Group Co., Ltd. (陽光壹佰置業集團有限公司) (formerly known as Beijing Sunshine 100 Real Estate Development Co., Ltd. (北京陽光壹佰房地產開發有限責任公司) and Beijing Sunshine 100 Real Estate Group Co., Ltd. (北京陽光壹佰置業集團有限公司)), a company with limited liability established under the laws of China on April 19, 2001 and currently our wholly owned subsidiary
“Sunshine Trust I”	the Sunshine Trust I, a discretionary investment collective trust established by the Individual Controlling Shareholders, the discretionary beneficiaries of which are the Individual Controlling Shareholders and other persons who may be added from time to time
“Sunshine Trust II”	the Sunshine Trust II, a discretionary collective trust established by the Individual Controlling Shareholders, the discretionary beneficiaries of which are three persons and other persons who may be added from time to time
“Tian Family Trust”	the Tian Family Trust, a discretionary family trust established by Mr. Tian Feng, the discretionary beneficiaries of which are Mr. Tian Feng, his family members and other persons who may be added from time to time
“Tianjin Mart Time”	Tianjin Mart Time Commercial Investment Management Co., Ltd. (天津瑪特時光商業投資管理有限公司), a company with limited liability established under the laws of China on May 18, 2012 and currently owned as to 86% by Sunshine 100 Group and 14% by Yangpu Zhongda Xinde
“Tianjin Meidinghui”	Tianjin Meidinghui Commercial Investment Management Co., Ltd. (天津美鼎惠商業投資管理有限公司), a company with limited liability established under the laws of China on May 18, 2012 and currently owned as to 86% by Sunshine 100 Group and 14% by Yangpu Zhongda Xinde
“Tianjin Nongken Group”	Tianjin Nongken Group Company (天津農墾集團總公司), a company established under the laws of China and a connected person
“Tianjin Nongken Heyang”	Tianjin Nongken Heyang Investment Co., Ltd. (天津農墾和陽投資有限公司), a company with limited liability established under the laws of China on March 8, 2013 and currently owned as to 51% by Tianjin Nongken Hongyilian and 49% by Sunshine 100 Group
“Tianjin Nongken Hongyilian”	Tianjin Nongken Hongyilian Investment Co., Ltd. (天津農墾宏益聯投資有限公司), a company with limited liability established under the laws of China, and is a substantial shareholder of each of Hunan Sunshine 100 and Tianjin Nongken Heyang, and currently 95% owned by Tianjin Nongken Group which is a state

DEFINITIONS

	owned enterprise owned by Tianjin Municipal Government, and 5% owned by Tianjin Nongken Jinyi Fengrong Investment Management Co., Ltd. (天津農墾金億豐融投資管理有限公司)
“Tianjin Real Estate Operation”	Tianjin Wanyi Real Estate Asset Operation Co., Ltd. (天津萬怡房地產經營有限公司), a company with limited liability established under the laws of China on July 8, 2004 and currently our wholly owned subsidiary
“Tianjin Sentai 100”	Tianjin Sentai 100 Real Estate Investment Co., Ltd. (天津森泰壹佰置業投資有限公司), a company with limited liability established under the laws of China on May 10, 2010 and is currently owned as to 48% by Tianjin Nongken Group and 52% by the Group
“Tianjin Sunshine 100”	Tianjin Sunshine 100 Real Estate Development Co., Ltd. (天津陽光壹佰房地產開發有限公司), a company with limited liability established under the laws of China on June 14, 2002 and currently owned as to 86% by Sunshine 100 Group and 14% by Yangpu Zhongda Xinde
“Tianjin Sunshine 100 Property Services”	Tianjin Sunshine 100 Property Services Co., Ltd. (天津陽光壹佰物業服務有限公司), a company with limited liability established under the laws of China on June 19, 2003 and currently our wholly owned subsidiary
“Track Record Period”	the period comprising the years ended December 31, 2010, 2011 and 2012 and the nine months ended September 30, 2013
“Trustee”	Cititrust Private Trust (Cayman) Limited, the trustee of the Yi Family Trust, FXC Family Trust, FXH Family Trust, Jin Family Trust, Tian Family Trust, Liu Family Trust, Li Family Trust, Sunshine Trust I and Sunshine Trust II, and an independent third party
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Placing Agreement
“United States” or “U.S.”	the United States of America, its territories and possessions, and all areas subject to its jurisdiction
“USD,” “U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“Warburg Pincus”	Warburg Pincus LLC, a New York limited liability company
“we,” “us” or “our”	our Company or our Group, as the context may require
“Weifang Sunshine 100”	Weifang Sunshine 100 Real Estate Co., Ltd. (濰坊陽光壹佰置業有限公司), a company with limited liability established under the laws of China on April 23, 2010, and is currently

DEFINITIONS

	owned as to 60% by Sunshine 100 Group, 10% by Dongying Shengxing and 30% by Hangzhou Industrial and Commerce Trust
“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
“WP IX”	Warburg Pincus Private Equity IX, L.P., a limited partnership established under the laws of Delaware, a private equity fund managed by Warburg Pincus
“WPRE I”	Warburg Pincus Real Estate I, L.P., a limited partnership established under the laws of Delaware, a private equity fund managed by Warburg Pincus
“Wuxi Nonglin”	Wuxi Wanyi Nonglin Co., Ltd. (無錫萬怡農林有限公司), a company with limited liability established under the laws of China on July 31, 2009 and currently our wholly owned subsidiary
“Wuxi Suyuan”	Wuxi Suyuan Real Estate Co., Ltd (無錫蘇源置業有限公司), a company with limited liability established under the laws of China on February 28, 2003 and currently our wholly owned subsidiary
“Yan Kuang”	Yan Kuang Group Co., Ltd. (兗礦集團有限公司), a company with limited liability established under the laws of China and a connected person, controlled by the State-Owned Assets Supervision and Administration Commission of the Shandong provincial government
“Yangpu Guangsheng”	Yangpu Guangsheng Guoyuan Investment Co., Ltd. (洋浦廣盛國源投資有限公司), a company with limited liability established under the laws of China on April 11, 2005 and currently owned as to 100% by the Original Shareholders
“Yangpu Yuanwang Investment”	Yangpu Yuanwang Investment Development Co., Ltd. (洋浦遠望投資發展有限公司), a company with limited liability established under the laws of China and an independent third party
“Yangpu Zhongda Xinde”	Yangpu Zhongda Xinde Industrial Co., Ltd. (洋浦中大信德實業有限公司), a company with limited liability established under the laws of China and currently owned as to 30% by Geng Huan (耿煥) and 70% by Ma Yiwen (馬逸雯), both of whom are independent third parties, and a substantial shareholder of Tianjin Sunshine 100, Tianjin Mart Time and Tianjin Meidinghui
“Yantai Commercial Development”	Yantai Sunshine 100 Commercial Development Co., Ltd. (煙台陽光壹佰商業發展有限公司), a company with limited liability

DEFINITIONS

	established under the laws of China on December 31, 2008 and currently owned as to 100% by Liaoning Sunshine 100
“Yantai Shenghe”	Yantai Shenghe Department Store Co., Ltd. (煙台盛和百貨有限公司), a company with limited liability established under the laws of China and currently wholly owned by Guangxi Jiaxiang
“Yantai Sunshine 100”	Yantai Sunshine 100 Real Estate Development Co., Ltd. (煙臺陽光壹佰房地產開發有限公司), a company with limited liability established under the laws of China on June 13, 2005 and currently owned as to 70% by the Group and 30% by Hangzhou Industrial and Commerce Trust
“Yantai Sunshine 100 Property Management”	Yantai Sunshine 100 Property Management Service Co., Ltd. (煙台陽光壹佰物業管理服務有限公司), a company with limited liability established under the laws of China on October 30, 2007 and currently our wholly owned subsidiary
“Yantai Sunshine Star Shopping”	Yantai Sunshine Star Shopping Center Management Co., Ltd. (煙台陽光之星購物中心管理有限公司), a company with limited liability established under the laws of China on July 23, 2008, and currently our wholly owned subsidiary
“Yingda Weihua”	Liaoning Yingda Weihua Real Estate Development Co., Ltd. (遼寧鷹達衛華房地產開發有限公司), a company with limited liability established under the law of China on September 15, 2006, and currently owned as to 51% by Sunshine 100 Group, 19% by Wang Dawei (王大衛) and 30% by Xiong Ying (熊鷹), both being directors of Yingda Weihua
“Yantai Yindu”	Yantai Yindu Real Estate Co., Ltd. (煙台銀都置業有限公司), a company with limited liability established under the laws of China on May 26, 2004 and currently our wholly owned subsidiary
“Yi Family Trust”	the Yi Family Trust, a discretionary family trust established by Mr. Yi Xiaodi, the discretionary beneficiaries of which are Mr. Yi Xiaodi, his family members and other persons who may be added from time to time
“Zhongrong International Trust”	Zhongrong International Trust Co., Ltd (中融國際信託有限公司), a company with limited liability established under the laws of China, and is a substantial shareholder of Chongqing Yuneng 100 and a connected person

In this prospectus, the English translations of the official Chinese names of PRC laws or regulations, PRC government authorities or companies or other entities organized in the PRC are furnished for identification purposes only. Should there be any inconsistency between the Chinese names and the English translations, the Chinese names shall prevail.

In this prospectus, unless otherwise specified, references to “provinces” in the PRC also include ethnic minority autonomous regions and municipalities directly administered by the central government.