
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms and expressions have the meanings set forth below.

“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, relating to the Hong Kong Public Offering
“Articles of Association” or “Articles”	the articles of association of our Company, as amended, which shall become effective on the Listing Date, a summary of which is set out in Appendix V to this prospectus
“associate(s)” or “close associate(s)”	has the meaning as defined under the Hong Kong Listing Rules
“Board” or “Board of Directors”	the Board of Directors of our Company
“Board of Supervisors”	the Board of Supervisors of our Company
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“Company”, “our Company” or “Xinte Energy”	Xinte Energy Co., Ltd. (新特能源股份有限公司), a joint stock company with limited liability incorporated under the laws of the PRC on October 16, 2012 and except where the context indicates otherwise, includes its predecessor
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual, joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this prospectus, Hong Kong, Macau and Taiwan

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“China Machinery Industry Federation”	a national social and economic organization for machinery industry approved by the PRC government (中國機械工業聯合會)
“Chinese Mechanical Engineering Society”	a non-profit organization of mechanical engineers (中國機械工程學會)
“China Quality Certification Center”	a professional certification body under China Certification & Inspection Group (CCIC) approved by the PRC government
“CM International”	CM International Capital Limited (中民國際資本有限公司), a company incorporated in Hong Kong with limited liability on November 13, 2014, with the registered capital of USD90 million, being an Independent Third Party
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company Law” or “PRC Company Law”	Company Law of the People’s Republic of China (中華人民共和國公司法), as amended and adopted 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, which was further amended on December 28, 2013 to take effective on March 1, 2014
“Controlling Shareholder(s)”	has the meaning as defined in the Hong Kong Listing Rules
“Connected Person(s)”, “connected person(s)” or “core connected person(s)”	has the meaning as defined in the Hong Kong Listing Rules
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of our Company
“Domestic Shares”	ordinary shares in the Company’s share capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi by PRC nationals and/or PRC incorporated entities
“Emei Institute”	Emei Semiconductor Material Research Institute (峨嵋半導體材料研究所), a state-owned enterprise incorporated in PRC on October 10, 1999, which is a subsidiary of Dongfang Electric Corporation of China (中國東方電氣集團有限公司), being an Independent Third Party

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“EIT Law”	Enterprise Income Tax Law of the People’s Republic of China (中華人民共和國企業所得稅法), as amended, supplemented or otherwise modified from time to time
“Exchange Participant(s)”	a person: (a) who, in accordance with the Hong Kong Listing Rules, may trade on or through the Hong Kong Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Hong Kong Stock Exchange as a person who may trade on or through the Hong Kong Stock Exchange
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent consulting firm that provides market research and analysis across multiple industries
“GDP”	gross domestic product
“GF Energy”	GF Energy Investment Ltd. (廣發能源投資有限公司), a company incorporated in British Virgin Islands with limited liability on March 6, 2015, with the registered capital of USD500, is an Independent Third Party
“Global Offering”	the Hong Kong Public Offering and the International Offering
“GREEN Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group”, “our Group”, “we” or “us”	our Company and its subsidiaries (or our Company and any one or more of its subsidiaries, as the context may require) and except where the context indicates otherwise, includes their respective predecessor (if any)
“H Share(s)”	overseas listed foreign shares in the share capital of our Company with nominal value of RMB1.00 each, which are to be subscribed for and traded in HK dollars and are to be listed on the Hong Kong Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing 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

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“Hong Kong Listing Rules” or “Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Hong Kong Offer Shares”	the 14,650,000 H Shares initially offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering (subject to reallocation as described in the section headed “ <i>Structure of the Global Offering</i> ” in this prospectus)
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price on the terms and conditions described in this prospectus and the Application Forms
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in “ <i>Underwriting—Hong Kong Underwriters</i> ” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated December 16, 2015 relating to the Hong Kong Public Offering and entered into by our Company, TBEA, the Joint Sponsors, the Joint Global Coordinators and the Hong Kong Underwriters, as further described in “ <i>Underwriting—Underwriting Arrangements and Expenses</i> ” in this prospectus
“IFRSs”	International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards Board and the International Accounting Standards and interpretation issued by the International Accounting Standards Committee
“Independent Third Party(ies)”	party(ies) not connected with us within the meaning of the Hong Kong Listing Rules as far as our Directors are aware after having made all reasonable enquiries
“International Offer Shares”	the 131,850,000 H Shares initially offered by our Company for subscription at the Offer Price pursuant to the International Offering together with, where relevant, any additional H Shares which may be issued by our Company pursuant to the exercise of the Over-allotment Option (subject to reallocation as described in the section headed “ <i>Structure of the Global Offering</i> ” in this prospectus)
“International Offering”	the offer of the International Offer Shares by the International Underwriters at the Offer Price outside the United States in offshore transactions in accordance with Regulation S, and in

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	the United States only to QIBs in reliance on Rule 144A or any other available exemption from registration under the U.S. Securities Act, as further described in the section headed “ <i>Structure of the Global Offering</i> ” in this prospectus
“International Underwriters”	the group of international underwriters, led by the Joint Global Coordinators, that is expected to enter into the International Underwriting Agreement to underwrite the International Offering
“International Underwriting Agreement”	the underwriting agreement expected to be entered into on or around December 22, 2015 by our Company, TBEA, the Joint Sponsors, the Joint Global Coordinators and the International Underwriters in respect of the International Offering, as further described in “ <i>Underwriting – The International Offering</i> ” in this prospectus
“Jinglong Technology”	Jinglong Technology Holdings Limited (晶龍科技控股有限公司), a company incorporated in PRC with limited liability on September 17, 2013 with the registered capital of RMB100 million, being an Independent Third Party
“Joint Bookrunners”	GF Securities (Hong Kong) Brokerage Limited, UBS AG Hong Kong Branch, AMTD Asset Management Limited, BOCI Asia Limited, Ping An of China Securities (Hong Kong) Company Limited, China Everbright Securities (HK) Limited and ICBC International Capital Limited
“Joint Global Coordinators”	GF Securities (Hong Kong) Brokerage Limited, UBS AG Hong Kong Branch, AMTD Asset Management Limited and BOCI Asia Limited
“Joint Lead Managers”	GF Securities (Hong Kong) Brokerage Limited, UBS AG Hong Kong Branch, AMTD Asset Management Limited, BOCI Asia Limited, Ping An of China Securities (Hong Kong) Company Limited, China Everbright Securities (HK) Limited, ICBC International Securities Limited, Emperor Securities Limited, Quam Securities Company Limited and Sun Hung Kai Investment Services Limited
“Joint Sponsors”	UBS Securities Hong Kong Limited and GF Capital (Hong Kong) Limited
“Latest Practicable Date”	December 9, 2015 being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication
“Listing”	listing of the H Shares on the Main Board of the Hong Kong Stock Exchange

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“Listing Committee”	the Listing Committee of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on or around December 30, 2015, on which our H Shares are listed and from which dealings therein are permitted to take place on the Hong Kong Stock Exchange
“L.R. Capital Growth I”	L.R. Capital China Growth I Company Limited (瓊睿成長基金壹號), a company incorporated in Cayman Islands with limited liability on December 22, 2014, with the registered capital of US\$50,000, being an Independent Third Party
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange
“Mandatory Provisions”	the “Mandatory Provisions for Articles of Association of Companies to be Listed Overseas” (到境外上市公司章程必備條款), as amended, supplemented or otherwise modified from time to time, for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas (including Hong Kong), which were promulgated by the former Securities Commission of the State Council (國務院證券委員會) and the former State Commission for Restructuring the Economic Systems (國家經濟體制改革委員會) on August 27, 1994
“Ministry of Finance” or “MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“National High-tech Research and Development Programs”	also known as the “863 Program”, it is a long-term initiative of the PRC government to fund and stimulate the development of advanced technologies in nine key technological fields, including energy
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國發展和改革委員會)
“NEA”	the National Energy Administration (國家能源局)
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“Offer Price”	the final price per Offer Share in Hong Kong dollars (exclusive of brokerage fee of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%) of not more

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	than HK\$9.28 and expected to be not less than HK\$8.80, at which Hong Kong Offer Shares are to be subscribed, to be determined in the manner further described in “ <i>Structure of the Global Offering—Pricing and Allocation</i> ” in this prospectus
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares, together with, where relevant, any additional H Shares which may be issued by our Company pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by our Company to the International Underwriters, exercisable by the Joint Global Coordinators (on behalf of the International Underwriters) pursuant to the International Underwriting Agreement, pursuant to which our Company may be required to allot and issue up to an aggregate of 21,972,000 additional H Shares at the Offer Price to, among other things, cover over-allocations in the International Offering, if any, further details of which are described in the section headed “ <i>Structure of the Global Offering</i> ” in this prospectus
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC GAAP”	generally accepted accounting principles of PRC
“Price Determination Date”	the date, expected to be on or around December 22, 2015 (Hong Kong time) on which the Offer Price is determined, or such later time as the Joint Global Coordinators (on behalf of the Hong Kong Underwriters) and our Company may agree, but in any event no later than December 27, 2015
“prospectus”	this prospectus being issued in connection with the Hong Kong Public Offering
“province”	a province or, where the context requires, a provincial level autonomous region or municipality, under the direct supervision of the central government of the PRC
“local DRC”	local branch of the National Development and Reform Commission of the PRC (國家發展和改革委員會)
“Qualified Listing”	the listing of the Company on the Stock Exchange and: (i) the capitalization of the Company at the time of Listing shall be no less than an amount equivalent to HK\$12,500,000,000 (or any other amount agreed by pre-IPO investors in writing); and

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	(ii) the capitalization of the Company prior to the initial public Listing shall be no less than an amount equivalent to HK\$9,380,000,000
“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“RMB” or “Renminbi”	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)
“SAT”	the State Administration of Taxation of the PRC (國家稅務總局)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Securities Law”	the Securities Law of the People’s Republic of China (中華人民共和國證券法), as amended, supplemented or otherwise modified from time to time
“SFC”	the Securities and Futures Commission of Hong Kong
“Shanghai Honglian” or “Xinjiang Honglian”	Shanghai Honglian Venture Capital Co., Ltd. (上海宏聯創業投資有限公司), a company incorporated in PRC with limited liability on September 7, 2001, renamed as Xinjiang Honglian Venture Capital Co., Ltd. (新疆宏聯創業投資有限公司) on December 10, 2008, and owned 2.92% equity interest in our Company as of the Latest Practicable Date. Mr. Zhang Xin (our Director) and Mr. Chen Weilin (a director of our Company in the past 12 months), who are our Connected Persons, hold 8% and 1.54% equity interest in Xinjiang Honglian, respectively, with the remaining shareholders being the employees of TBEA
“Shanghai Stock Exchange”	the Shanghai Stock Exchange (上海證券交易所)
“Share(s)”	ordinary shares in the capital of our Company with a nominal value of RMB1.00 each
“Shareholders(s)”	holder(s) of the Share(s)
“share transfer price”	net asset backing per share. It includes all types of considerations received by the transferor, including cash, non-monetary assets and equity interest

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“Shenyang Transformer Group”	TBEA Shenyang Transformer Group Co., Ltd. (特變電工瀋陽變壓器集團有限公司), a company incorporated in the PRC with limited liability on November 11, 2003 with 100% of its equity interest being owned by TBEA
“Special Regulations”	the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定), promulgated by the State Council on August 4, 1994
“Stabilizing Manager”	GF Securities (Hong Kong) Brokerage Limited
“State Council”	State Council of the People’s Republic of China (中華人民共和國國務院)
“subsidiary” or “subsidiaries”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Supervisor(s)”	member(s) of our Board of Supervisors
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“TBEA”	TBEA Co., Ltd. (特變電工股份有限公司), a company incorporated in PRC with limited liability on February 26, 1993, and owned 71.65% equity interest in our Company as of the Latest Practicable Date. TBEA is our Controlling Shareholder
“TBEA Silicon”	TBEA Silicon Industry Co., Ltd. (特變電工硅業有限公司), a company incorporated in PRC with limited liability on February 20, 2008, is the predecessor of our Company
“TBEA Xinjiang Transformer Factory”	TBEA Xinjiang Transformer Factory (特變電工股份有限公司新疆變壓器廠), a company incorporated in PRC with limited liability on January 10, 1997, a branch of TBEA
“Track Record Period”	the three years ended December 31, 2012, 2013 and 2014 and the six months ended June 30, 2015
“U.S. Securities Act”	the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“Underwriters”	the Hong Kong Underwriters and the International Underwriters

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“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“Unlisted Foreign Shares”	unlisted ordinary shares of the Company’s share capital, with a nominal value of RMB1.00 each, which are held by CM International, GF Energy and L.R. Capital Growth I prior to the Listing
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax
“WHITE Application Form(s)”	the application form(s) for use by the public who require(s) such Hong Kong Offer Shares to be issued in the applicant’s own name
“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 service at www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Xi’an Plant”	our inverter manufacturing facility located in Xi’an, China
“Xinjiang”	Xinjiang Uygur Autonomous Region, PRC
“Xinjiang AIC”	Xinjiang Uygur Autonomous Region Administration of Industry and Commerce (新疆維吾爾自治區工商行政管理局)
“Xinjiang Energy Construction”	TBEA Xinjiang Energy Construction Co. Ltd. (特變電工新疆能源工程建設有限公司), a company incorporated in PRC with limited liability on August 13, 2013 and a wholly-owned subsidiary of our Company
“Xinjiang Far Excellence”	Xinjiang Far Excellence Enterprise Management Consulting Co., Ltd. (新疆遠卓企業管理諮詢有限公司), a company incorporated in PRC with limited liability on June 13, 2010, and owned 0.33% equity interest in our Company as of the Latest Practicable Date. Xinjiang Far Excellence is a Connected Person of our Company and as of the Latest Practicable Date, 55% of its equity interest was owned by Xinjiang Tebian, which is a controlled company with more than 30% of its equity interest being held, directly or indirectly, by Mr. Zhang Xin who is a Connected Person of our Company by virtue of his position as our Director of our Company

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“Xinjiang IT”	Xinjiang Information Technology Co., Ltd. (新疆知信科技有限公司), a company incorporated in PRC with limited liability on December 26, 2014 and a wholly-owned subsidiary of our Company
“Xinjiang New Energy”	TBEA Xinjiang New Energy Co., Ltd. (特變電工新疆新能源股份有限公司), a joint stock company incorporated in PRC with limited liability on August 30, 2000, owned by our Company and CECEP Solar Energy Technology Co., Ltd (an Independent Third Party) as to 98.58% and 1.42% of its equity interest respectively as of the Latest Practicable Date
“Xinjiang Plant”	our polysilicon production facility located at our headquarters in Urumqi, Xinjiang, China
“Xinjiang Tebian”	Xinjiang Tebian (Group) Co., Ltd. (新疆特變電工集團有限公司), a company incorporated in PRC with limited liability on January 27, 2003, and owned 6.59% equity interest in our Company as of the Latest Practicable Date. Xinjiang Tebian is a Connected Person of our Company as it is a controlled company with more than 30% of its equity interest being held, directly or indirectly, by Mr. Zhang Xin who is a Connected Person of our Company by virtue of his position as our Director
“Xinneng Materials”	Xinjiang Xinte Xinneng Materials Co., Ltd. (新疆新特新材料檢測中心有限公司), a company incorporated in PRC with limited liability on March 21, 2013 and a wholly-owned subsidiary of our Company
“Xinte Energy Construction Service”	Xinjiang Xinte Energy Construction Service Co., Ltd. (新疆新特能源工程服務有限公司), a company incorporated in PRC with limited liability on March 13, 2014 and a wholly-owned subsidiary of our Company
“Xinte Energy Logistic”	Xinjiang Xinte Energy Logistic Co., Ltd. (新疆新特能源物流有限公司), a company incorporated in PRC with limited liability on March 13, 2014 and a wholly-owned subsidiary of our Company
“Xinte Europe”	Xinte Europe Technology GMBH I.G. (新特歐洲科技有限責任公司), a company incorporated in Germany with limited liability on November 7, 2014 and a wholly-owned subsidiary of our Company
“Xinte Mining”	Xinjiang Xinte Mining Co. Ltd. (新疆新特礦業有限公司), a company incorporated in PRC with limited liability on January 7, 2015 and owned by our Company and Xinjiang Tebian as to 80% and 20% of its equity interest respectively as of the Latest Practicable Date

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“Xinte PV”	Xinte PV North America Technology LLC (新特光伏北美科技有限责任公司), a company incorporated in United States of America with limited liability on August 18, 2014 and a wholly-owned subsidiary of our Company
“Xinte Silicon”	Xinjiang Xinte Silicon Co., Ltd (新疆新特硅業有限公司), a company incorporated in PRC with limited liability on July 30, 2012 and a wholly-owned subsidiary of our Company
“Xinte Xinneng Construction Material”	Xinjiang Xinte Energy Construction Material Co., Ltd. (新疆新特新能建材有限公司), a company incorporated in PRC with limited liability on February 19, 2013 and a wholly-owned subsidiary of our Company
“YELLOW Application Form(s)”	the application form(s) for use by the public who require(s) such Hong Kong Offer Shares to be deposited directly into CCASS
“%”	per cent

In this prospectus, the terms “associate(s),” “close associate(s),” “Connected Person(s),” “core Connected Person(s),” “connected transaction(s)”, “continuing connected transaction(s)”, “controlling shareholder(s)” and “substantial shareholder(s)” shall have the meanings given to such terms in the Hong Kong Listing Rules, unless the context otherwise requires.

Certain amounts and percentage figures included in this prospectus have been subject to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

For ease of reference, the names of the PRC established companies or entities, laws or regulations have been included in this prospectus in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail.