
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings. Certain other terms are explained in the section headed "Glossary of Technical Terms" in this prospectus.

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| "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, relating to the Hong Kong Public Offering |
| "AQSIQ" | General Administration of Quality Supervision, Inspection and Quarantine of the PRC (中華人民共和國國家質量監督檢驗檢疫總局) |
| "Articles" or "Articles of Association" | the articles of association of our Company, conditionally adopted on April 15, 2009, to become effective upon the Listing, and as amended from time to time, a summary of which is set out in Appendix V to this prospectus |
| "Board" | the board of Directors of our Company |
| "Bridging Portion of the Term Loan" | the amount of US\$195,535,000, being a part of the principal of the Term Loan |
| "BVI" | the British Virgin Islands |
| "Cayman Islands Companies Law" | the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands |
| "CBRC" | China Banking Regulatory Commission (中國銀行業監督管理委員會) |
| "CCASS" | the Central Clearing and Settlement System established and operated by HKSCC |
| "CCASS Clearing Participant" | a person admitted to participate in CCASS as a direct clearing participant or general clearing participant |
| "CCASS Custodian Participant" | a person admitted to participate in CCASS as a custodian participant |
| "CCASS Investor Participant" | a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation |
| "CCASS Participant" | a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant |

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| “CC Plastics” | Cheng Cheng Plastics, Inc., a United States incorporated company owned by Mr. Liu Zhongsuo. Mr. Liu Zhongsuo is the vice president of our Group and the brother of Mr. Liu |
| “Cheng Cheng” | 遼寧程程塑料有限公司 (Liaoning Chengcheng Plastics Co., Ltd.*), a PRC established enterprise indirectly wholly-owned by Mr. Liu |
| “China” or the “PRC” | the People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, the Macau Special Administrative Region of China and Taiwan |
| “CITIC Securities” | CITIC Securities Corporate Finance (HK) Limited |
| “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” or “we” or “us” or “our” | China Zhongwang Holdings Limited (中國忠旺控股有限公司*), a limited liability company incorporated in the Cayman Islands on January 29, 2008 under the Cayman Islands Companies Law, or where the context refers to any time prior to its incorporation, those businesses and operations which were assumed by it pursuant to the Reorganization, or where the context requires, any of the businesses and operations that is or was carried on by any member of our Group |
| “Controlling Shareholder” | ZIGL and/or, except where the context otherwise requires, Mr. Liu, who owns the entire issued share capital of ZIGL |
| “Controlling Shareholder Group” | Mr. Liu and his associates, including ZIGL but exclusive of other members of our Group |
| “CRU” | has the meaning set forth in the introduction to the section titled “Industry Overview” in this prospectus |
| “Director(s)” | director(s) of our Company |
| “Eleventh Five-Year Plan” | the Eleventh Five-Year Plan for National Economic and Social Development (2006-2010) promulgated by the State Council of the PRC at the Tenth National People’s Congress in 2006 |

* For identification purpose only

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| “Eligible Applicants” | applicants who have made valid applications for the Hong Kong Public Offer Shares |
| “Futian Chemical” | 遼陽福田化工有限公司 (Liaoyang Futian Chemical Co., Ltd.*), a PRC established enterprise indirectly owned by Mr. Liu as to 40% of its equity and his wife as to 60% of its equity |
| “GDP” | gross domestic product |
| “GL Chemicals” | 遼陽港隆化工有限公司 (Liaoyang Gang Long Chemicals Co. Ltd.*), a PRC established enterprise previously indirectly wholly-owned by Mr. Liu |
| “Global Offering” | the Hong Kong Public Offering and the International Offering |
| “GREEN Application Form(s)” | the application form(s) to be completed by White Form eIPO service provider designated by our Company |
| “Group” and “Our/our Group” | our Company and its subsidiaries |
| “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 Cheng” | 遼寧宏程塑料型材有限公司 (Liaoning Hong Cheng Vinyl Profile Co., Ltd.*), a PRC established enterprise indirectly owned by Mr. Liu as to 40% of its equity and his wife as to 60% of its equity |
| “Hong Kong” | the Hong Kong Special Administrative Region of China |
| “Hong Kong Listing Rules” | the Rules Governing the Listing of Securities on The Hong Kong Stock Exchange of Hong Kong Limited (as amended from time to time) |
| “Hong Kong Public Offer Shares” | the 140,000,000 Shares being initially offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering (subject to reallocation as described in “Structure of the Global Offering”) in this prospectus |

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| “Hong Kong Public Offering” | the issue and offer for subscription of the Hong Kong Public Offer Shares to the public in Hong Kong for cash (subject to adjustment as described in “Structure of the Global Offering”) at the Offer Price subject to and in accordance with the terms and conditions described in this prospectus and the Application Forms, as further described in “Structure of the Global Offering – The Hong Kong Public Offering” in this prospectus |
| “Hong Kong Share Registrar” | Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of our Company |
| “Hong Kong Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Hong Kong Underwriters” | the underwriters listed in “Underwriting – Hong Kong Underwriters” in this prospectus, being the underwriters of the Hong Kong Public Offering |
| “Hong Kong Underwriting Agreement” | the underwriting agreement dated April 23, 2009 relating to the Hong Kong Public Offering and entered into by, among others, the Hong Kong Underwriters and our Company, as further described in “Underwriting” in this prospectus |
| “IFRS” | International Financial Reporting Standards |
| “Independent Third Party/Parties” | person(s) or company/companies which is (are) not a connected person(s) (as defined in the Hong Kong Listing Rules) of our Company |
| “International Offer Shares” | the 1,260,000,000 Shares initially being offered by our Company for subscription under the International Offering together, where relevant, with any Shares that may be issued by our Company pursuant to any exercise of the Over-allotment Option (subject to reallocation as described in “Structure of the Global Offering”) in this prospectus |
| “International Offering” | the conditional placing of the International Offer Shares by the International Purchasers with professional, institutional, corporate and/or other investors at the Offer Price, as further described in “Structure of the Global Offering” in this prospectus |

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| “International Purchasers” | the group of underwriters led by the Joint Global Coordinators that is expected to enter into the International Purchase Agreement to underwrite the International Offering |
| “International Purchase Agreement” | the international purchase agreement to be dated April 30, 2009 relating to the International Offering expected to be entered into by, among others, the Joint Global Coordinators, the International Purchasers and our Company, as further described in “Underwriting” in this prospectus |
| “Joint Global Coordinators” or “Joint Bookrunners” | CITIC Securities, J.P. Morgan and UBS |
| “Joint Lead Managers” | CITIC Securities, J.P. Morgan, Macquarie and UBS |
| “Joint Sponsors” | CITIC Securities and UBS |
| “J.P. Morgan” | J.P. Morgan Securities Ltd. |
| “Kong Lung” | Kong Lung Industrial Company Limited, a company incorporated in Hong Kong with limited liability and owned by Mr. Liu |
| “Latest Practicable Date” | April 17, 2009, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication |
| “Liaoyang Factory” | 遼陽市鋁型材製品有限公司 (Liaoyang City Aluminum Profile Product Co. Ltd.*), previously registered as 遼陽市鋁型材製品廠 (Liaoyang City Aluminum Profile Manufacturing Factory*), a PRC established enterprise wholly-owned by Mr. Liu |
| “Listing” | listing of our Shares on the Main Board |
| “Listing Committee” | the listing sub-committee of the board of directors of the Hong Kong Stock Exchange |
| “Listing Date” | the date on which dealing in our Shares first commences on the Main Board |
| “LME” | London Metal Exchange |

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| “Lu Su Decoration” | 遼陽忠旺鋁塑裝飾材料有限公司 (Liaoyang Zhongwang Aluminum PVC Decoration Materials Co, Ltd.*), a PRC established enterprise indirectly owned by Mr. Liu as to 40% of its equity |
| “Macquarie” | Macquarie Capital Securities Limited |
| “Main Board” | the stock exchange (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel to the Growth Enterprise Market of the Hong Kong Stock Exchange |
| “Memorandum” | the memorandum of association of our Company, adopted on January 29, 2008, a summary of which is set out in Appendix V to this prospectus |
| “MOR” | the Ministry of Railway of the PRC (中華人民共和國鐵道部) |
| “Mr. Liu” | 劉忠田 (Mr. Liu Zhongtian), the founder, president, chairman and Controlling Shareholder of our Group |
| “Offer Price” | the final offer price per Offer Share (exclusive of a brokerage fee of 1.0%, SFC transaction levy of 0.004% and Hong Kong Stock Exchange trading fee of 0.005%) of not more than HK\$8.80 and expected to be not less than HK\$6.80, such price to be agreed upon by our Company and the Joint Global Coordinators (on behalf of the Underwriters) on or before the Price Determination Date |
| “Offer Shares” | the Hong Kong Public Offer Shares and the International Offer Shares |
| “Olympus Alloy” | Olympus Alloy Holdings, L.P., a limited partnership organized under the laws of the Cayman Islands. It was established by Olympus Capital Holdings Asia for the purpose of holding the Olympus Exchangeable Notes |
| “Olympus Capital” | Olympus Capital Holdings Asia, a limited company incorporated under the laws of the Cayman Islands. Olympus Capital Holdings Asia is the investment advisor to Olympus Alloy and to Olympus Capital Asia III, L.P. and its parallel funds, which are the majority investors in Olympus Alloy |

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| “Olympus Exchangeable Notes” | the exchangeable loan notes issued by ZIGL to Olympus Alloy for the principal amount of US\$100 million |
| “Over-allotment Option” | the option to be granted by our Company to the International Purchasers, exercisable by the Joint Global Coordinators on behalf of the International Purchasers, pursuant to which our Company is required to allot and issue up to an aggregate of 210,000,000 Shares (representing in aggregate 15% of the Shares initially being offered under the Global Offering) at the Offer Price to, among other things, cover over-allotment in the International Offering, details of which are described in the section headed “Structure of the Global Offering” in this prospectus |
| “PBOC” | The People’s Bank of China (中國人民銀行) |
| “Pengli Dies” | 遼陽鵬力模具有限公司 (Liaoyang Pengli Die Co., Ltd.*), a PRC established enterprise indirectly owned by Mr. Liu as to 51% of its equity and with the balance of its equity held by an Independent Third Party |
| “PRC” or “China” | the People’s Republic of China. References in this prospectus to the PRC or China exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “Pre-IPO Share Option(s)” | the option(s) which we have conditionally granted to certain directors and employees of our Group prior to the Listing, as described in the paragraph headed “Other Information – Pre-IPO Share Option Scheme” in Appendix VI to this prospectus |
| “Pre-IPO Share Option Scheme” | the share option scheme conditionally approved and adopted by our Company pursuant to a resolution of the Board passed on April 17, 2008, the principal terms of which are summarized in the section headed “D. Other Information – 2. Pre-IPO Share Option Scheme” in Appendix VI to this prospectus |
| “Price Determination Date” | on or around Thursday, April 30, 2009 or such later time as may be agreed by our Company and the Joint Global Coordinators (on behalf of the Underwriters) at which time the Offer Price is determined, but in any event, no later than Wednesday, May 6, 2009 |

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| “QIBs” | qualified institutional buyers within the meaning of Rule 144A |
| “Regulation S” | Regulation S under the Securities Act |
| “Reorganization” | the reorganization of the companies within our Group as set out in the paragraph headed “A. Further information about our Company and its subsidiaries – 4. The Reorganization” in Appendix VI to this prospectus, pursuant to which our Company became the holding company of our various subsidiaries |
| “RMB” or “Renminbi” | the lawful currency of China |
| “Rule 144A” | Rule 144A under the Securities Act |
| “SAFE” | State Administration of Foreign Exchange of China (中華人民共和國國家外匯管理局) |
| “SAIC” | State Administration for Industry and Commerce of China (中華人民共和國國家工商行政管理總局) |
| “Scuderia Capital” | Scuderia Capital Partners LLC, an entity established in the United States and the lender of the Term Loan |
| “Securities Act” | the United States Securities Act of 1933, as amended from time to time |
| “SFC” | Hong Kong Securities and Futures Commission |
| “SFO” | 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) of HK\$0.10 each in the capital of our Company |
| “Share Option Scheme” | the share option scheme conditionally approved and adopted by our Company pursuant to a resolution of the Board passed on April 17, 2008, a summary of the principal terms of which is set out in the section headed “D. Other information – 1. Share Option Scheme” in Appendix VI to this prospectus |
| “SHFE” | Shanghai Futures Exchange |

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| “Stock Borrowing Agreement” | the stock borrowing agreement which may be entered into on or about the Price Determination Date between ZIGL and the Joint Global Coordinators or any of them |
| “Sunlight Metal” | has the meaning set forth in the introduction to the section titled “Industry Overview” in this prospectus |
| “Tenth Five-Year Plan” | the Tenth Five-Year Plan for National Economic and Social Development (2001-2005) promulgated by the State Council of the PRC at the Ninth National People’s Congress in 2001 |
| “Term Loan” | the term loan in the principal amount of US\$200 million provided by Scuderia Capital to ZIGL |
| “Track Record Period” | the financial years ended December 31, 2006, 2007 and 2008 |
| “U.S.” or “United States” | the United States of America, its territories, its possessions and all areas subject to its jurisdiction |
| “UBS” | UBS AG, acting through its business division, UBS Investment Bank |
| “Underwriters” | the Hong Kong Underwriters and the International Purchasers |
| “Underwriting Agreements” | the International Purchase Agreement and the Hong Kong Underwriting Agreement |
| “US\$” or “U.S. dollars” | United States dollars, the lawful currency of the United States |
| “VAT” | value-added tax |
| “Vily Won” | Vily Won Limited, a defunct Hong Kong incorporated company with limited liability |
| “ White Form eIPO ” | applying for Hong Kong Public Offer Shares to be issued in your own name by submitting applications online through the designated website of the White Form eIPO Service Provider, www.eipo.com.hk |
| “ White Form eIPO Service Provider” | Computershare Hong Kong Investor Services Limited |

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| “ZCIL (BVI)” | Zhongwang China Investment Limited, a company incorporated in BVI with limited liability and a wholly-owned subsidiary of our Company |
| “ZCIL (HK)” | Zhongwang China Investment (HK) Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of our Company |
| “Zhongtian Garment” | 忠旺中田服飾有限公司 (Zhongwang Zhongtian Garment Co., Ltd.*), a PRC established enterprise indirectly owned by Mr. Liu as to 60% of its equity and Liu Yan as to 40% of its equity. Liu Yan was formerly a non-executive director of Zhongwang PRC |
| “Zhongwang PRC” | 遼寧忠旺集團有限公司 (Liaoning Zhongwang Group Co., Ltd.*), a wholly foreign-owned enterprise established in the PRC with limited liability and a wholly-owned subsidiary of our Company |
| “ZIGL” | Zhongwang International Group Limited, a company incorporated in BVI with limited liability which, as of the date of this prospectus, is the holding company of our Company |

In this prospectus, the terms “associate,” “connected person,” “controlling shareholder,” “connected transaction,” “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Hong Kong Listing Rules, unless the context otherwise requires.

In this prospectus, unless otherwise stated, certain amounts denominated in Renminbi have been translated into HK dollars or U.S. dollars and vice versa at an exchange rate of RMB0.8814 = HK\$1.00 or RMB6.8311 = US\$1.00, respectively, and certain amounts denominated in U.S. dollars have been translated into HK dollars and vice versa at an exchange rate of US\$1.00 = HK\$7.7503, in each case, for illustration purpose only. Such conversions shall not be construed as representations that amounts in Renminbi or U.S. dollars were or may have been converted into those currencies and vice versa at such rates or any other exchange rates.

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

In this prospectus, if there is any inconsistency between the Chinese names of the entities or enterprises established in China and their English translations, the Chinese names shall prevail. English translation of company names in Chinese or another language which are marked with “” are for identification purpose only.*

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