

DEFINITIONS

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

“affiliate”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Articles of Association”, “Articles”	the articles of association of our Company, adopted on October 19, 2009 and as amended from time to time
“associates”	has the meaning ascribed thereto under the Listing Rules
“Austrian Energy & Environment”	AE&E Austria GmbH & Co KG or its affiliates, as applicable
“Baicheng (HK)”	Greens Energy Environmental (Baicheng) Limited (格林能源環境(拜城)有限公司), a limited liability company incorporated in Hong Kong on May 21, 2008
“b/d”	barrels per day
“BIS”	the Bureau of Industry and Security of the United States Department of Commerce
“Board of Directors” or “Board”	the board of directors of our Company
“Business Day”	any day (other than Saturday and Sunday) in Hong Kong on which banks in Hong Kong are open generally for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalization Issue”	the issue of 898,000,000 Shares to be made upon capitalization of an amount of US\$8,980,000 standing to the credit of the share premium account of our Company referred to under “written resolutions of our Company’s shareholders passed on October 19, 2009” in Appendix VII to this document
“China Fund Limited”	an exempted company incorporated in the Cayman Islands on March 13, 2008, which is a wholly owned subsidiary of Luckever
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and amended from time to time) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance of Hong Kong (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Company”, “Greens”, “our Company”, “we” or “us”	Greens Holdings Ltd, a company incorporated in the Cayman Islands on February 27, 2008 with limited liability, or where the context refers to any time prior to its incorporation, those businesses and operations which were assumed by it pursuant to the transactions as described in “Business—History and Reorganization”, or where the context requires, any of the businesses and operations that is or was carried on by any member of our Group

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“connected person”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules and, in the context of this document, means the controlling shareholder of our Company, being Mr. Ellis
“Crown Max”	Crown Max Investments Limited, a limited liability company incorporated in the British Virgin Islands on March 27, 2008
“Director(s)”	the director(s) of our Company
“Dongfang Boiler”	Dong Fang Boiler Group Co., Ltd or its affiliates, as applicable
“Foster Wheeler”	Foster Wheeler Ltd or its affiliates, as applicable
“Founder Shareholders”	Mr. Ellis, Mr. Xie, Ms. Chen, Union Rise and Crown Max
“GAQSIQ”	the General Administration of Quality Supervision, Inspection and Quarantine of the PRC
“GBP”	Pound sterling, the lawful currency of the United Kingdom
“GDP”	gross domestic product
“GPEL”	Greens Power Equipment (China) Co., Ltd. (格菱動力設備(中國)有限公司), a wholly foreign owned enterprise with limited liability incorporated in the PRC on January 17, 2007
“Greens Baicheng”	Baicheng Greens Waste-Heat Power Generation Co. Ltd, a wholly foreign owned enterprise with limited liability incorporated in the PRC on June 16, 2009, the project company for our Xinjiang Project
“Greens Marine Singapore”	Greens Marine Engineering (SG) Pte. Ltd, a limited private company incorporated in Singapore on June 12, 2009
“Greens UK”	Greens Power Limited, (formerly named GW 396 Limited and TEI Greens Overseas Limited), a private company limited by shares incorporated in England and Wales on March 9, 2004.
“Group”, “our Group”, “Greens Power”, “Greens”, “we” or “us”	our Company and its subsidiaries or, where the context so requires in respect of the period before our Company became the holding company of our present subsidiaries, the present subsidiaries of our Company and the business carried on by such subsidiaries or (as the case may be) their predecessors
“GSz”	Zhangjiagang Greens-Shazhou Boiler Co., Ltd. (張家港格林沙洲鍋爐有限公司), a sino-foreign equity joint venture with limited liability incorporated in the PRC on March 3, 2003
“GTE”	General Thermal Engineering (China) Limited, a limited liability company incorporated in the British Virgin Islands on January 9, 2003
“Hailu”	Zhangjiagang Hailu Shazhou Boiler Co. Ltd. (張家港海陸沙洲鍋爐有限公司), a company with limited liability

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	incorporated in the PRC on January 26, 2000. Hailu is a subsidiary of Suzhou Hailu Heavy Industry Co., Ltd, a company listed on the Shenzhen Stock Exchange and an independent third party
“Harbin Boiler”	Harbin Boiler Company Limited or its affiliates, as applicable
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars”, “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“IFRS”	International Financial Reporting Standards
“IHI”	IHI Corporation or its affiliates, as applicable
“independent third party/parties”	person(s) or company/companies and their respective ultimate beneficial owner(s), which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, are independent of the Company and its connected person (as defined in the Listing Rules)
“Latest Practicable Date”	October 15, 2009, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Luckever Holdings Limited” or “Luckever”	Luckever Holdings Limited, a company incorporated under the laws of the British Virgin Islands controlled by Mr. Liu Xuezhong
“Mega Smart”	Mega Smart Investments Limited, a limited liability company incorporated in the British Virgin Islands on March 27, 2008
“Memorandum or Memorandum of Associations”	the memorandum of association of the Company, adopted on February 27, 2008 and as amended from time to time
“MHI”	Mitsubishi Heavy Industries, Ltd or its affiliates, as applicable
“MOF”	the Ministry of Finance of the PRC
“MOFCOM”	the Ministry of Commerce of the PRC
“Mr. Ellis”	Mr. Frank Ellis, Chairman of the board, chief executive officer, an executive director and the Controlling Shareholder of our Group
“Mr. Xie”	謝志慶 (Mr. Xie Zhiqing), chief technology officer and an executive director of our Group
“MS Bank”	Morgan Stanley Bank International Limited, a company incorporated under the laws of England and Wales
“Ms. Chen”	陳天翼 (Ms. Chen Tianyi), chief operating officer and an executive director of our Group

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“NDRC”	the National Development and Reform Commission of the PRC
“OFAC”	the Office of Foreign Assets Control of the U.S. Department of the Treasury
“Pingxiang (HK)”	Greens Energy Environmental (Pingxiang) Limited (格林能源環境（萍鄉）有限公司), a limited liability company incorporated in Hong Kong on May 21, 2008
“PRC” or “China”	the People’s Republic of China and, except where the context requires and only for the purpose of this document, references in this document to the PRC or China do not include Taiwan, Hong Kong or Macau
“Pro Forma”	the basis on which relevant information is presented assuming that the Reorganization is completed at the beginning of the period indicated
“Property Valuer”	DTZ Debenham Tie Leung Limited
“Relevant Period”	the period comprising the three years ended December 31, 2008 and the five months ended May 31, 2009
“Reorganization”	the reorganization of the business comprising our Group, as described in the section headed “Business—History and Reorganization” in the document
“RMB” or “Renminbi”	Renminbi Yuan, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC
“SAIC”	the State Administration for Industry and Commerce
“SAT”	the State Administration of Taxation of the PRC
“SGME”	Shanghai Greens Marine Engineering Co., Ltd (上海格林船務工程有限公司), a wholly foreign owned enterprise with limited liability incorporated in the PRC on October 30, 2003
“SGTE”	Shanghai Greens Thermal Equipment Limited (上海格林熱能設備有限公司), a wholly foreign owned company with limited liability incorporated in the PRC on April 30, 2003
“Shanghai Boiler”	Shanghai Boiler Works, Ltd or its affiliates, as applicable
“Share(s)”	ordinary shares issued by our Company, with a nominal value of US\$0.01 each
“Share Option Scheme”	the share option scheme conditionally adopted by our Company pursuant to a resolution passed by its shareholders on October 19, 2009, a summary of the principal terms of which is set out in “Statutory and General Information—Share Option Scheme” in Appendix VII to this document
“Silver Park”	Silver Park Holdings Limited, a limited liability company incorporated in the British Virgin Islands on April 2, 2008

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“subsidiary” or “subsidiaries”	has the meaning ascribed to it in section 2 of the Companies Ordinance
“substantial shareholder”	a person who is entitled to exercise, or control the exercise of, 10% or more of the voting power at any of our general meetings
“TEiL”	Thermal Engineering International Limited (previously named Senior Engineering (Process Heating) Limited and Senior Thermal Engineering limited), a private company limited by shares incorporated in England and Wales on March 25, 1968
“Tongliao Greens”	Tongliao Greens Wind Power Equipment Company Limited (通遼格林風電設備有限公司), a sino-foreign equity joint venture with limited liability incorporated in the PRC on August 5, 2009
“Union Rise”	Union Rise International Limited, a limited liability company incorporated in the British Virgin Islands on January 2, 2008
“United Kingdom” or “U.K.”	The United Kingdom of Great Britain and Northern Ireland
“United States” or “U.S.”	The United States of America, including the District of Columbia, its territories and possessions
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“U.S. Economic Sanctions Laws”	includes all U.S. sanctions administered by OFAC and BIS, including but not limited to U.S. regulations codified in Chapter V of Title 31, U.S. Code of Federal Regulations, all U.S. Executive orders, proclamations, and regulations issued under the authority of the Trading with the Enemy Act, the International Emergency Economic Powers Act, the International Security and Development Cooperation Act, the Antiterrorism and Effective Death Penalty Act, the Cuban Liberty and Democratic Solidarity (Libertad) Act and the United Nations Participation Act, the aforementioned statutes themselves and all orders, licenses or rules issued under the authority of any of the foregoing
“Vogt”	Vogt Power International Limited or its affiliates, as applicable
“Xinjiang Project”	our waste heat power generation plant at Baicheng County, Akesu area, Xinjiang Uygur Autonomous Region, China. See “Business—Waste Heat Power Generation”
“%”	per cent

The English language names of certain entities referred to in this document are provided for your convenience only. Some of these entities do not have registered English language names.