

DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary” of this prospectus.

“Accountant’s Report”	the accountant’s report set out in Appendix I of this prospectus
“Add High International”	Add High International Limited (添高國際有限公司), a company incorporated on October 30, 2007 with limited liability under the laws of BVI and our wholly-owned subsidiary, and an offshore intermediary holding company
“Affiliate”	any other person, directly, or indirectly, controlling or controlled or under direct or indirect common control with such specified person
“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
“Articles” or “Articles of Association”	the articles of association of our Company, adopted on October 9, 2009 and as amended from time to time
“associate”	has the meaning ascribed thereto under the Listing Rules
“Baolong”	Powerlong Group Development Co. Ltd. (寶龍集團發展有限公司), an independent third party which co-invested in the Xiamen Mingfa Shopping Mall joint development with us
“Better Luck Group”	Better Luck Group Limited (華運集團有限公司), a company incorporated on October 25, 2007 with limited liability under the laws of BVI and wholly owned by Mr. Huang Li Shui as an offshore special purpose vehicle for the purpose of investing in the Company
“Board of Directors” or “Board”	the board of directors of our Company
“BOCOM International”	BOCOM International Securities Limited
“Business Day”	any day (other than a Saturday or Sunday) on which banks in Hong Kong are open generally for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate

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“Capitalization Issue”	the issue of Shares to be made upon capitalization of certain sums standing to the credit of our share premium account referred to in “Further Information about Our Company and Our Subsidiaries — Resolutions in writing of the sole shareholder of our Company passed on October 9 and 16, 2009” in Appendix VII headed “Statutory and General Information” of this prospectus
“CBRC”	the 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 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 Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“Cheng Zhu Investment (XM)”	Xiamen Cheng Zhu Investment Consultancy Company Limited (廈門誠助投資諮詢有限公司), a company incorporated with limited liability under the laws of PRC and an independent third party
“Chunhe Electronic (NJ)”	Nanjing Chunhe Electronic Company Limited (南京春和電子有限公司), a company incorporated on April 11, 2007 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is development of business centre; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands

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“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” and “our Company”	Mingfa Group (International) Company Limited (明發集團(國際)有限公司), a company incorporated under the laws of Cayman Islands on November 27, 2007 with limited liability
“connected person”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholders”	Mr. Wong Wun Ming, Mr. Huang Li Shui (黃麗水), Mr. Huang Qingzhu (黃慶祝) and Mr. Huang Lianchun (黃連春)
“Deutsche Bank”	Deutsche Bank AG, Hong Kong Branch
“Director(s)”	the director(s) of our Company
“DTZ”	DTZ Debenham Tie Leung Limited (戴德梁行有限公司), an independent property valuer
“EIT”	Enterprise Income Tax of the PRC
“Fit Top Group”	Fit Top Group Limited (輝德集團有限公司), a company incorporated on October 30, 2007 with limited liability under the laws of BVI and our wholly-owned subsidiary, and an offshore intermediary holding company
“Gainday Holdings”	Gainday Holdings Limited (朝達控股有限公司), a company incorporated on October 23, 2007 with limited liability under the laws of BVI and wholly owned by Mr. Huang Qingzhu as an offshore special purpose vehicle for the purpose of investing in the Company
“GDP”	Gross Domestic Product
“Global Offering”	the Hong Kong Public Offer and the International Placing

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“Grandall”	Grandall Legal Group (Shanghai), our PRC legal advisers
“GREEN application form(s)”	the application form(s) to be completed by the White Form eIPO service provider designated by the Company
“Group”, “our Group”, “we” or “us”	our Company and its subsidiaries and, in respect of the period before our Company became the holding company of such subsidiaries, the entities which carried on the business of the present Group at the relevant time
“Growing Group”	Growing Group Limited (興盛集團有限公司), a company incorporated on October 25, 2007 with limited liability under the laws of BVI and wholly owned by Mr. Wong Wun Ming as an offshore special purpose vehicle for the purpose of investing in the Company
“Hanxiang Real Estate (ZJ)”	Zhenjiang Hanxiang Real Estate Company Limited (鎮江漢翔房地產有限公司), a company incorporated on March 16, 2005 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major businesses are property development and hotel operation; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus
“Hengxin Real Estate (NA)”	Nan’an Hengxin Real Estate Development Company Limited (南安市恒信房地產開發有限公司), a company incorporated on November 28, 2006 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is property development; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus
“HK Full Bright Holdings”	Hongkong Full Bright Holdings Limited (香港盈輝集團有限公司), a company incorporated on December 4, 2007 with limited liability under the laws of Hong Kong and our wholly-owned subsidiary, and an intermediary holding company
“HK\$” or “HK dollars” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards promulgated by the Hong Kong Institute of Certified Public Accountants
“HKICPA”	the Hong Kong Institute of Certified Public Accountants

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“HKMF Hua Qing Investment”	Hong Kong Mingfa Hua Qing Investment Holdings Limited (香港明發華慶投資集團有限公司), a company incorporated on August 23, 2005 with limited liability under the laws of Hong Kong and was beneficially owned by our Group as to 70% for investment holding purposes
“HKMF Shui Fung Electronics Technology”	Hong Kong Ming Fat Electronics Technology Company Limited (香港明發科技光電有限公司), formerly known as Hong Kong Ming Fat Shui Fung Electronics Technology Company Limited (香港明發瑞豐科技光電有限公司), a company incorporated on September 28, 2004 with limited liability under the laws of Hong Kong and our wholly-owned subsidiary, and an intermediary holding company
“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 Public Offer”	the offer of the Hong Kong Public Offer Shares for subscription by the public in Hong Kong for cash at the Offer Price, on and subject to the terms and conditions described in this prospectus and the Application Forms
“Hong Kong Public Offer Shares”	90,000,000 Shares (subject to adjustment as described in the section headed “Structure of the Global Offering” of this prospectus) being offered by us for subscription at the Offer Price under the Hong Kong Public Offer
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the several underwriters of the Hong Kong Public Offer listed in the section headed “Underwriting — Hong Kong Underwriters” of this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated November 3, 2009 relating to the Hong Kong Public Offer entered into by us, the Selling Shareholder, Mr. Wong Wun Ming, the Joint Lead Managers and the Hong Kong Underwriters
“Honglai Town Construction (NA)”	Nan’an Honglai Town Construction Company Limited (南安市洪瀨鎮鎮區建設有限公司), a company incorporated on October 18, 1999 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is

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property development; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus

“Honglai Town Electric Pumping Station (NA)”	Nan’an Honglai Town Si Du Electric Pumping Station (南安市洪瀨鎮四都電灌站), a company incorporated with limited liability under the laws of PRC and an independent third party
“Hopefluent”	Hopefluent Group Holdings Limited (合富輝煌集團控股有限公司) and its affiliates, a company incorporated with limited liability under the laws of Cayman Islands and an independent third party listed on the Stock Exchange in 2004, whose major business is real estate brokerage services
“House”	Xiamen House Real Estate Investment Company Limited (廈門豪斯房地產投資有限公司) and its affiliates, a company incorporated with limited liability under the laws of PRC and an independent third party whose major business is real estate brokerage services
“independent third party”	a party which, to the best knowledge, information and belief of the Directors having made due and careful enquiry, is independent of and not connected with our Directors, substantial shareholders (within the meaning under the Listing Rules) or chief executive of our Company or any of their respective associates
“International Placing”	the offer by the International Underwriters of International Placing Shares to professional, institutional and other investors, as further described in the section headed “Structure of the Global Offering” of this prospectus
“International Placing Shares”	810,000,000 Shares (subject to adjustment and reallocation as described in the section headed “Structure of the Global Offering” of this prospectus) which are the subject of the International Placing, together with any additional shares offered or sold pursuant to the exercise of the Over-allotment Option
“International Underwriting Agreement”	the underwriting agreement dated on or around the price determination date of November 9, 2009 relating to the International Placing expected to be entered into by us, the Selling Shareholder, Mr. Wong Wun Ming, the International Underwriters and the Joint Bookrunners

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“International Underwriters”	the group of underwriters which is expected to enter into the International Underwriting Agreement to underwrite the International Placing
“Jianqin Real Estate (XM)”	Xiamen Jianqin Real Estate Development Company Limited (廈門建勤房地產開發有限公司), a company incorporated on May 16, 2002 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is property development; for details of the principal activities and the equity interest attributable to our Group please refer to the section headed “History and Reorganization” of this prospectus
“Joint Bookrunners”	Deutsche Bank, Merrill Lynch International and BOCOM International
“Joint Lead Managers”	Deutsche Bank, Merrill Lynch and BOCOM International
“Joint Sponsors”	Deutsche Bank and Merrill Lynch
“Kiu Lok Property Management”	Kiu Lok Property Management Limited (僑樂物業管理有限公司), a company incorporated on January 31, 1997 with limited liability under the laws of BVI and an independent third party
“LAT”	the land appreciation tax (土地增值稅), a tax assessed by the SAT, as defined in the Provisional Regulations of the People’s Republic of China on Land Appreciation Tax (《中華人民共和國土地增值稅暫行條例》) as described in Appendix V headed “Summary of Principal PRC Legal and Regulatory Provisions” of this prospectus
“Latest Practicable Date”	October 27, 2009, being the latest practicable date prior to the publication of this prospectus for ascertaining certain information
“Leun Fung Furniture City (XM)”	Leun Fung (Xiamen) Furniture City Company Limited (聯豐(廈門)家俱城有限公司), a company incorporated on September 15, 1993 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is property investment; for details of the principal activities and the equity interest attributable to our Group please refer to the section headed “History and Reorganization” of this prospectus
“Lianchang Engineering (NJ)”	Nanjing Lianchang Engineering Company Limited (南京聯昌機電有限公司), a company incorporated on April 13, 2007 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is development

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of business centre; for details of the principal activities and the equity interest attributable to our Group please refer to the section headed “History and Reorganization” of this prospectus

“Lichang Light and Electronic Technology (NJ)”

Nanjing Lichang Light and Electronic Technology Company Limited (南京立昌光電科技有限公司), a company incorporated on April 10, 2007 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is development of business centre; for details of the principal activities and the equity interest attributable to our Group please refer to the section headed “History and Reorganization” of this prospectus

“Listing”

the listing of the Shares on the main board of the Stock Exchange

“Listing Date”

November 13, 2009, being the date on which dealings in the Shares first commence on the Stock Exchange

“Listing Rules”

the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time

“Longxiang Real Estate (XM)”

Xiamen Longxiang Real Estate Development Company Limited (廈門龍祥房地產開發有限公司), a company incorporated on June 29, 2001 with limited liability under the laws of PRC and 50% beneficially owned by our Group and 50% by two other independent third parties; the major business of Longxiang Real Estate (XM) is property development and for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus

“Maximum Offer Price”

the maximum price under the Global Offering of HK\$2.89 per Share

“Memorandum of Association”

the memorandum of association of our Company adopted on October 9, 2009 and as amended from time to time

“Merrill Lynch”

Merrill Lynch Far East Limited

“Mingfa Chemical Warehousing (NJ)”

Nanjing Mingfa Chemical Warehousing Company Limited (南京明發化工倉儲有限公司), a company incorporated on September 7, 2005 with limited liability under the laws of PRC

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and 50% beneficially owned by our Group and 50% by another independent third party; Mingfa Chemical Warehousing (NJ) has been in the process of being de-registered by our Group and for details and reasons of the de-registration, please refer to the section headed “History and Reorganization” of this prospectus

“Mingfa Decoration and Designing Construction (XM)”

Xiamen Mingfa Decoration and Designing Construction Company Limited (廈門明發裝修設計工程有限公司), a company incorporated on December 23, 1997 with limited liability under the laws of PRC and beneficially owned by Mr. Huang Yasan, a substantial shareholder of HKMF Hua Qing Investment

“Ming Fat Hong Kong”

Ming Fat Holdings (Hong Kong) Limited (明發集團(香港)有限公司), a company incorporated on October 25, 2000 with limited liability under the laws of Hong Kong and our wholly-owned subsidiary, and an intermediary holding company

“Mingfa Furniture (XM)”

Xiamen Mingfa Furniture Company Limited (廈門明發傢俱工業有限公司), a company incorporated on September 5, 1994 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is furniture manufacturing; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus

“Mingfa Furniture Manufacturing (NJ)”

Nanjing Mingfa Furniture Manufacturing Company Limited (南京明發傢俱製造有限公司), a company incorporated on October 27, 2005 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is furniture manufacturing; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus

“Mingfa Group”

Mingfa Group Co., Ltd. (明發集團有限公司), a company incorporated on November 6, 2001 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is property development and investment holding; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus

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“Mingfa Group Construction Material (NJ)”	Mingfa Group Nanjing Construction Material Development Company Limited (明發集團南京建材發展有限公司), a company incorporated on January 15, 2004 with limited liability under the laws of PRC and beneficially owned by an independent third party
“Mingfa Group Qianqiuye Concrete Product (NJ)”	Mingfa Group Nanjing Qianqiuye Concrete Product Company Limited (明發集團南京千秋業水泥製品有限公司), a company incorporated on July 17, 2003 with limited liability under the laws of PRC that is 15% beneficially owned by the Controlling Shareholders and 85% beneficially owned by three independent third parties
“Mingfa Group Real Estate (HA)”	Mingfa Group (Huai’an) Real Estate Company Limited (淮安明發房地產開發有限公司), a company incorporated on January 28, 2008 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is property development; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus
“Mingfa Group Real Estate (HF)”	Mingfa Group (Hefei) Real Estate Company Limited (明發集團(合肥)房地產開發有限公司), a company incorporated on November 1, 2005 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is property development; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus
“Mingfa Group Real Estate (NJ)”	Mingfa Group Nanjing Real Estate Company Limited (明發集團南京房地產開發有限公司), a company incorporated on July 12, 2002 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is property development; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus
“Mingfa Group Real Estate Exploiture (WX)”	Mingfa Group Wuxi Real Estate Exploiture Company Limited (明發集團無錫房地產開發有限公司), a company incorporated on December 12, 2003 with limited liability under the laws of PRC that is 70% beneficially owned by our Group and 30% beneficially owned by another independent third party; the major business of Mingfa Group Real Estate Exploiture (WX) is property development; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus

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“Mingfa Group Real Estate (YZ)”	Mingfa Group Yangzhou Real Estate Company Limited (明發集團揚州房地產開發有限公司), a company incorporated on October 18, 2006 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is property development; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus
“Mingfa Group Real Estate (ZZ)”	Mingfa Group (Zhangzhou) Real Estate Company Limited (明發集團(漳州)房地產開發有限公司), a company incorporated on February 13, 2007 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is property development; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus
“Mingfa Group Shanghai Industry”	Mingfa Group Shanghai Industry Company Limited (明發集團上海實業有限公司), a company incorporated on January 10, 2007 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is property development; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus
“Mingfa Hotel (QZ)”	Quanzhou Mingfa Hotel Company Limited (泉州明發大酒店有限公司), a company incorporated on August 25, 1998 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is hotel operation; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus
“Mingfa Hotel (XM)”	Xiamen Mingfa Hotel Company Limited (廈門明發大酒店有限公司), a company incorporated on December 14, 1999 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is property investment; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus
“Mingfa Industrial Raw Material (JS)”	Jiangsu Mingfa Industrial Raw Material Company Limited (江蘇明發工業原料城有限公司), a company incorporated on June 21, 2005 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is

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development of a logistic centre; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus

“Mingfa Lighting and Electronic Technology (HA)”

Huai’an Mingfa Lighting and Electronic Technology Company Limited (淮安明發光電科技有限公司), a company incorporated on January 28, 2008 with limited liability under the laws of PRC and our wholly-owned subsidiary; Mingfa Lighting and Electronic Technology (HA) has been de-registered by our Group on July 16, 2009 and for details and reasons of the de-registration, please refer to the section headed “History and Reorganization” of this prospectus

“Mingfa Property Development (XM)”

Xiamen Mingfa Property Development Company Limited (廈門明發物業有限公司), a company incorporated on December 24, 1997 with limited liability under the laws of PRC and beneficially owned by Mr. Huang Qingzhu, one of our Controlling Shareholders

“Mingfa Real Estate (XM)”

Xiamen Mingfa Real Estate Development Company Limited (廈門明發房地產開發有限公司), a company incorporated on October 21, 1994 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is property development; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus

“Mingfa Seafood Logistics (NA)”

Nan’an Mingfa Seafood Logistics Base Construction Company Limited (南安明發海產食品物流基地建設有限公司), a company incorporated on June 12, 2008 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is property development; for details of the principal activities and the equity interest attributable to the Group, please refer to the section headed “History and Reorganization” of this prospectus

“Mingfa Technological and Commercial Town Construction (NJ)”

Nanjing Mingfa Technological and Commercial Town Construction Development Company Limited (南京明發科技商務城建設發展有限公司), a company incorporated on September 9, 2005 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is development of business centres; for details of the principal

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activities and the equity interest attributable to the Group, please refer to the section headed “History and Reorganization” of this prospectus

“Mingfa Technological Light and Electronic Industry (NJ)”

Nanjing Mingfa Technological Light and Electronic Industry Development Company Limited (南京明發科技光電實業發展有限公司), a company incorporated on May 19, 2006 with limited liability under the laws of PRC and our wholly-owned subsidiary; Mingfa Technological Light and Electronic Industry (NJ) has been in the process of being de-registered by our Group and for details and reasons of the de-registration, please refer to the section headed “History and Reorganization” of this prospectus

“Mingfa Xinghewan Hotel (NJ)”

Nanjing Mingfa Xinghewan Hotel Company Limited (南京明發星河灣大酒店有限公司), a company incorporated on December 17, 2007 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is hotel operation; for details of the principal activities and the equity interest attributable to the Group, please refer to the section headed “History and Reorganization” of this prospectus

“Mingwah Property Development (WX)”

Wuxi Mingwah Property Development Company Limited (無錫明華房地產開發有限公司), a company incorporated on December 12, 2006 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is property development; for details of the principal activities and the equity interest attributable to the Group, please refer to the section headed “History and Reorganization” of this prospectus

“Ming Wah Hong Kong”

Hong Kong Ming Wah Investment Development Company (香港明華投資發展公司), a trade name registered by Ms. Chen Bihua with the Inland Revenue Department of Hong Kong since May 11, 2002 under which initially Ms. Chen Bihua carried on the business as a sole proprietor for the interests and benefits of the Controlling Shareholders and our Group, and subsequently on January 25, 2008, Ms. Chen Bihua transferred the trade name to HKMF Shui Fung Electronics Technology and HK Full Bright Holdings for a consideration of HK\$8,463,950 to continue the business under the trade name as a partnership

“Ministry of Commerce” or “MOC”

the Ministry of Commerce of the PRC (中華人民共和國商務部)

“Ministry of Land and Resources”

the Ministry of Land and Resources of the PRC (中華人民共和國國土資源部)

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“MOU”	memorandum of understanding in relation to land acquisition entered into between various governmental bodies and us
“Mr. Wong Wun Ming”	Mr. Wong Wun Ming (Huang Huanming (黃煥明)), our Chairman and an Executive Director, and one of our Controlling Shareholders
“Nan’an Construction (FJ)”	Fujian Nan’an No. 6 Construction Company (福建省南安市第六建築工程公司), a company incorporated with limited liability under the laws of PRC and an independent third party
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“Offer Price”	the final Hong Kong dollar price per Share (exclusive of brokerage, Stock Exchange trading fee and SFC transaction levy) at which the Offer Shares are to be issued pursuant to the Hong Kong Public Offer, to be determined as further described in the section headed “Structure of the Global Offering — Pricing of the Global Offering” of this prospectus
“Offer Shares”	the Hong Kong Public Offer Shares and the International Placing Shares including, where relevant, any additional Shares to be sold by the Selling Shareholder pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option granted by the Selling Shareholder to the Sole Global Coordinator under the International Underwriting Agreement pursuant to which the Selling Shareholder may be required by the Sole Global Coordinator, in consultation with the Joint Bookrunners, to sell up to an aggregate of 135,000,000 Sale Shares (representing in aggregate approximately 15% of the number of Offer Shares initially available under the Global Offering) at the Offer Price, to be offered to investors as part of the International Placing
“PBOC”	the People’s Bank of China
“PBOC Rate”	the exchange rate for foreign exchange transactions set daily by the PBOC based on the previous day’s China interbank foreign exchange market rate and with reference to current exchange rates on the world financial market

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“Pearl Spring Hotel (NJ)”	Nanjing Pearl Spring Mingfa Holiday Village Hotel Company Limited (南京珍珠泉明發度假村大酒店有限公司), a company incorporated on September 15, 2004 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is hotel operation; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus
“PRC Government” or “State”	the central government of the PRC including all political subdivisions (including provincial, municipal and other local or regional government entities) and organizations of such government or, as the context requires, any of them
“PRC” or “China”	the People’s Republic of China and, except where the context requires and only for the purposes of this prospectus, references in this prospectus to the PRC or China do not apply to Taiwan or the Hong Kong and Macau Special Administrative Regions
“Price Determination Date”	the date, expected to be on or around November 9, 2009 but no later than November 11, 2009, on which the Offer Price is fixed for the purpose of the Global Offering
“Profit Surplus Investments”	Profit Surplus Investments Limited (利盈投資有限公司), a company incorporated on November 21, 2007 with limited liability under the laws of BVI and our wholly-owned subsidiary and an offshore intermediary holding company
“Property Valuation Report”	the property valuation report set out in Appendix IV of this prospectus
“QIBs” or “Qualified Institutional Buyers”	qualified institutional buyers within the meaning of Rule 144A
“R&D”	research and development
“Regulation S”	Regulation S under the U.S. Securities Act
“Renminbi” or “RMB”	Renminbi yuan, the lawful currency of the PRC
“Reorganization”	the reorganization of the businesses comprising our Group, as described in the section headed “History and Reorganization” of this prospectus

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“Repurchase Mandate”	the general unconditional mandate to repurchase Shares given to the Directors by the shareholders of the Company, particulars of which are set forth in Appendix VII headed “Statutory and General Information — Further Information about Our Company and Our Subsidiaries — Resolutions in writing of the sole shareholder of our Company passed on October 9 and 16, 2009” of this prospectus
“Riverview Mansion Hotel (NJ)”	Nanjing Mingfa Riverview Mansion Hotel Company Limited (南京明發江景公寓酒店有限公司), a company incorporated on September 16, 2004 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is hotel operation; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus
“Rui Feng Electronics Technology (XM)”	Xiamen Rui Feng Electronics Technology Company Limited (廈門瑞豐光電科技有限公司), a company incorporated on December 16, 2004 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is property development; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration for Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“Sale Shares”	up to 135,000,000 Shares being offered by the Selling Shareholder pursuant to the Over-allotment Option
“SAIC”	the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“Selling Shareholder”	Galaxy Earnest Limited

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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary shares of nominal value of HK\$0.10 each in the capital of our Company
“Shareholder(s)”	holder(s) of our Share(s)
“Share Option Scheme”	the share option scheme conditionally adopted by our Company pursuant to a resolution passed by our Shareholders on October 9, 2009
“Sole Global Coordinator”	Deutsche Bank
“sq.m.”	square meter
“Stabilizing Manager”	Deutsche Bank
“State Council”	the State Council of the PRC
“Stock Borrowing Agreement”	a stock borrowing agreement expected to be entered into on or about November 9, 2009 between the Selling Shareholder and the Sole Global Coordinator, pursuant to which the Selling Shareholder will agree to lend up to 135,000,000 Shares to the Sole Global Coordinator on the terms set out therein, further details of which are set out in the section headed “Information about this Prospectus and the Global Offering — Stabilization and Over-allotment” of this prospectus
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	has the meaning ascribed to it under Section 2 of the Companies Ordinance
“Tai Shan International”	Tai Shan International Trading Limited (泰山國際貿易有限公司), a company incorporated on March 26, 2004 with limited liability under the laws of Hong Kong and an independent third party
“Tin Sun Holdings”	Tin Sun Holdings Limited (日新控股有限公司), a company incorporated on October 25, 2007 with limited liability under

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the laws of BVI and wholly owned by Mr. Huang Lianchun as an offshore special purpose vehicle for the purpose of investing in the Company

“Track Record Period”	the period comprising the three-year period ended December 31, 2008 and six months ended June 30, 2009
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “U.S.”	the United States of America, including its territories and possessions
“US\$”, “USD”, “U.S. dollars” or “United States dollars”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“White Form eIPO”	the application for the Hong Kong Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Xi Zhang Cun Town Construction (WX)”	Wuxi Xi Zhang Cun Town Construction Services Company Limited (無錫市西漳村鎮建設服務有限公司), a company incorporated with limited liability under the laws of PRC and an independent third party
“Xiamen Mingfa”	Xiamen Mingfa Group Company Limited (廈門明發集團有限公司), a company incorporated on January 7, 1998 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is property development; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus
“Xiamen Mingsheng Investment Management (XM)”	Xiamen Mingsheng Investment Management Co., Ltd. (廈門明勝投資管理有限公司) formerly known as Xiamen Kiu Lok

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Mingfa Property Management Co., Ltd. (廈門僑樂明發物業管理有限公司), a company incorporated on April 18, 2006 with limited liability under the laws of PRC and our wholly-owned subsidiary whose major business is property management; for details of the principal activities and the equity interest attributable to our Group, please refer to the section headed “History and Reorganization” of this prospectus

“Yuan Chang Real Estate (XM)” Xiamen Yuan Chang Real Estate Development Company Limited (廈門源昌房地產開發有限公司), a company incorporated with limited liability under the laws of PRC and an independent third party

“%” per cent

If there is any inconsistency between the Chinese names of the PRC entities mentioned in this prospectus and their English translations, the Chinese version shall prevail.

Unless expressly stated or the content requires otherwise:

- all other percentages and figures, including share ownership and operating data, have been rounded and accordingly, totals of rows or columns of numbers in tables may not be equal to the apparent total of the individual items; and
- where information is presented in thousands or millions of units, amounts may have been rounded up or down.