

## DEFINITIONS

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

“Access Capital”	Access Capital Limited, a corporation licensed under the SFO permitted to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) of the regulated activities (as defined in the SFO), and appointed as one of the Joint Sponsors
“Acquisition Regulations”	《關於外國投資者併購境內企業的規定》 (Regulations on the Acquisitions of Domestic Enterprises by Foreign Investors*), which were promulgated by six PRC governmental and regulatory agencies, including the Ministry of Commerce and the China Securities Regulatory Commission, on 8 August 2006, and became effective on 8 September 2006
“Antaika”	Beijing Antaika Information Development Co., Ltd., an information provider for the mining and metals industries based in Beijing, which offers up-to-date information and reports on China metal market through a number of publications, and which is owned as to 51% by the Information Center of China National Nonferrous Metals Industry, an Independent Third Party
“Application Form(s)”	<b>WHITE</b> and <b>YELLOW</b> application form(s) or, where the context so requires, either of them that is used in connection with the Hong Kong Public Offering
“Application Lists”	the application lists for the Hong Kong Public Offering
“Articles of Association” or “Articles”	the articles of association of our Company as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bournam” or “Selling Shareholder”	Bournam Profits Limited, a company incorporated under the laws of BVI with limited liability on 11 June 1997 and wholly and beneficially owned by Mr. Chen
“Bournam Loan”	a loan facility in an aggregate amount of up to HK\$60,000,000 granted by ICBC (Asia) to Bournam pursuant to the terms and conditions of the ICBC Loan Agreement, which loan was fully repaid in May 2009
“Business Day”	has the meaning ascribed to it under the Listing Rules
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of new Shares to be made upon the capitalisation of certain sums standing to the credit of the share premium account of our Company referred to under the paragraph headed “Resolutions in writing of the sole Shareholder passed on 23 January 2010” in Appendix VI to this prospectus

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“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 or a CCASS Custodian Participant or a CCASS Investor Participant
“Chu Kong Zhangjiagang”	珠江鋼管(張家港)有限公司 (Chu Kong Steel Pipe (Zhangjiagang) Co., Ltd.*), a limited liability company established under the laws of the PRC on 11 June 2007 and a wholly-owned subsidiary of JCH Enterprise previously established for developing the Group's steel pipe business in Zhangjiagang area but which was de-registered in September 2008
“CISA”	China Iron & Steel Association, a nation-wide industry association of the iron and steel industry in China founded in 1999 dedicated to facilitate the development of the iron and steel industry in China and mainly engaged in, amongst others, the conduction of industry research and collection, process and dissemination of information concerning the domestic and overseas steel market, an Independent Third Party
“CKSPG”	Chu Kong Steel Pipe Group Co. Limited, a company incorporated in Hong Kong on 13 December 2007 with limited liability and an indirect wholly-owned subsidiary of our Company engaged in investment holding
“CNPC”	中國石油天然氣集團公司 (China National Petroleum Corporation*) and/or its subsidiaries, Independent Third Parties
“CNOOC”	中國海洋石油總公司 (China National Offshore Oil Corporation*) and/or its subsidiaries, Independent Third Parties
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time
“Company”	Chu Kong Petroleum and Natural Gas Steel Pipe Holdings Limited (珠江石油天然氣鋼管控股有限公司), a company incorporated in the Cayman Islands with limited liability on 9 January 2008
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules

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“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and, in the context of this prospectus, means both Bournam and Mr. Chen
“Crown Central”	Crown Central Holdings Limited, a company incorporated in Hong Kong with limited liability on 21 March 1995 and an indirect wholly-owned subsidiary of our Company principally engaged in trading business
“CSPA”	中國鋼結構協會鋼管分會 (China Steel Construction Society, Steel Pipe Branch Association*), a branch association of 中國鋼結構協會 (China Steel Construction Society*) which is a non-profit making, self-discipline organisation legal entity duly registered with 中華人民共和國民政部 (Ministry of Civil Affairs of the PRC*) and supervised by 國務院國有資產監督管理委員會 (State-owned Assets Supervision and Administration Commission of the State Council*) established on 5 November 1995 in the PRC which currently has over 100 members, who joined CSPA on a voluntary basis, comprising nation-wide manufacturers of different types of seamless and welded steel pipes in the PRC. Major functions and activities of CSPA include the facilitation of communication between the steel pipe enterprises and the PRC government, the protection of rights and interests of the steel pipe manufacturers, the conduct of research relevant to the steel pipe industry, the formulation and revision of the technical standards for the steel pipe industry and the promotion of technical development and co-operation of the steel pipe enterprises in the PRC
“Dalong Welding Material”	廣州大龍焊接材料有限公司 (Guangzhou Dalong Welding Material Co., Ltd.*), a limited liability company established under the laws of the PRC on 19 October 2006 and a wholly-owned subsidiary of JCH Enterprise whose permitted scope of business includes the production and sale of materials for use in welding process
“Director(s)”	the director(s) of the Company
“EIA”	the acronym for the Energy Information Administration, the statistical and analytical agency within the US Department of Energy. EIA collects, analyses, and disseminates independent and impartial energy information to promote sound policymaking, efficient markets, and public understanding of energy and its interaction with the economy and the environment, an Independent Third Party
“EIT”	中國人民共和國企業所得稅 (the Enterprise Income Tax of the PRC*)
“Electronic Application Instruction(s)”	instructions given by a CCASS Participant electronically via CCASS to HKSCC, being one of the methods to apply for the Hong Kong Offer Shares
“EU”	European Union, a supranational and intergovernment union of twenty-seven states and a political body established in 1993 by the Treaty on European Union and is the de facto successor to the six-member European Economic Community founded in 1957

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“Excluded Group”	JCH Excluded Group, GZFLD, 廣州市珠江機床廠有限公司 (Guangzhou City Pearl River Machine Tool Co., Ltd.*), 廣州市番禺珠江實業集團有限公司 (Guangzhou City Panyu Pearl River Enterprises Holdings Co., Ltd.*), 內蒙古鑲黃旗金豐礦業開發有限公司 (Inner Mongolia Xianghuangqi Jinfeng Mining Development Co., Ltd.*), 廣州市番禺珠江貿易進出口有限公司 (Guangzhou City Panyu Pearl River Import & Export Trading Co., Ltd.*), and 廣州市嘉銀貿易有限公司 (Guangzhou City Jiayin Trading Co., Ltd.*)
“Global Offering”	the International Placing and the Hong Kong Public Offering
“GPR Casing Pipe”	廣州珍珠河石油套管有限公司 (Guangzhou Pearl River OCTG Co., Ltd.*), a limited liability company established under the laws of the PRC on 16 October 2006 and an indirect wholly-owned subsidiary of our Company principally engaged in manufacturing and sale of casing pipes
“GPR Coating”	廣州珍珠河石油鋼管防腐有限公司 (Guangzhou Pearl River Petroleum Steel Pipe Coating Co., Ltd.*), a limited liability company established under the laws of the PRC on 16 October 2006 and an indirect wholly-owned subsidiary of our Company principally engaged in steel pipe coating and lining services
“GPR Companies”	collectively GPR Coating, GPR Casing Pipe, GPR Petrol-Fittings and GPR Steel Pipe
“GPR Petrol-Fittings”	廣州珍珠河石化管件有限公司 (Guangzhou Pearl River Petrol-Fittings Co., Ltd.*), a limited liability company established under the laws of the PRC on 16 October 2006 and an indirect wholly-owned subsidiary of our Company principally engaged in manufacturing and sale of petrol-fittings
“GPR Steel Pipe”	廣州珍珠河石油鋼管有限公司 (Guangzhou Pearl River Petroleum Steel Pipe Co., Ltd.*), a limited liability company established under the laws of the PRC on 16 October 2006 and an indirect wholly-owned subsidiary of our Company principally engaged in manufacturing and sale of steel pipes
“Group”, “we” or “us”	our Company and our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, such subsidiaries as if they were the subsidiaries of our Company at the time
“GZFLD”	廣州富菱達電梯有限公司 (Guangzhou Fulingda Elevator Company Limited*), a limited liability company established under the laws of the PRC on 18 June 1998, which is wholly and beneficially owned by Mr. Chen and principally engaged in manufacturing, processing, installation and maintenance of elevators and related accessories
“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

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“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 30,000,000 New Shares initially offered for subscription under the Hong Kong Public Offering (subject to re-allocation as described in the section headed “Structure and conditions of the Global Offering” in this prospectus)
“Hong Kong Offer Underwriters”	the underwriters of the Hong Kong Public Offering whose names are set forth in the section headed “Underwriting” 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 final Offer Price on and subject to the terms and conditions stated in this prospectus and in the Application Forms as further described in the section headed “Structure and conditions of the Global Offering” in this prospectus
“Hong Kong Underwriting Agreement”	the conditional underwriting agreement dated 27 January 2010 relating to the Hong Kong Public Offering and entered into between, amongst others, our Company, the Joint Sponsors, and the Hong Kong Offer Underwriters relating to the Hong Kong Public Offering, details of which are set forth in the section headed “Underwriting” in this prospectus
“Hualong Anti-Corrosion”	廣州市番禺珠江華龍石油鋼管防腐有限公司 (Guangzhou Panyu Chu Kong Hualong Petroleum Steel Pipe Anti-Corrosion Co., Ltd.*, formerly known as 番禺珠江華龍石油鋼管防腐有限公司 (Panyu Chu Kong Hualong Petroleum Steel Pipe Anti-Corrosion Co., Ltd.*)), a limited liability company established under the laws of the PRC on 19 October 1999 and an indirect wholly-owned subsidiary of our Company principally engaged in steel pipe coating and lining services
“ICBC (Asia)”	Industrial and Commercial Bank of China (Asia) Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board
“ICBC Loan Agreement”	the term loan agreement dated 21 April 2008 entered into between Bournam as borrower and ICBC (Asia) as lender, whereby ICBC (Asia) granted the Bournam Loan to Bournam, which loan was fully repaid in May 2009
“ICBCI”	ICBC International Capital Limited, a corporation licensed under the SFO permitted to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) of the regulated activities (as defined in the SFO), acting as one of the Joint Global Coordinators, one of the joint bookrunners of the Global Offering and one of the Joint Sponsors
“ICBCI Securities”	ICBC International Securities Limited, a corporation licensed under the SFO permitted to carry on Type 1 (dealing in securities) of the regulated activities (as defined in the SFO), acting as one of the joint lead managers of the Global Offering

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“IISI”	the acronym for International Iron and Steel Institute, a non-profit making research organisation founded in October 1967 with headquarters in Brussels, Belgium and an Independent Third Party. IISI is one of the largest and most dynamic industry associations in the world and aims to provide a forum for the global steel industry to address the major strategic issues and challenges the industry faces on a global basis
“Independent Third Party(ies)”	a person(s) or company(ies) which is/are independent of and not connected with any member of our Group, our Directors, chief executive and substantial shareholder of our Company and our subsidiaries and their respective associates
“International Placing”	the conditional placing of the International Placing Shares through the International Placing Underwriters, acting on behalf of our Company and the Selling Shareholder, at the final Offer Price, (i) in the US with QIBs (as such term is defined in Rule 144A) in reliance on Rule 144A or another exemption from registration requirements under the US Securities Act, and (ii) outside the US in offshore transactions in reliance on Regulation S including professional, institutional and individual investors in Hong Kong as further described in the section headed “Structure and conditions of the Global Offering” in this prospectus
“International Placing Shares”	the 220,000,000 New Shares being offered by our Company for subscription and the 50,000,000 Sale Shares being offered by the Selling Shareholder for purchase under the International Placing (subject to the re-allocation as described in the section headed “Structure and conditions of the Global Offering” in this prospectus) together, where relevant, with any additional Shares which may fall to be issued pursuant to the exercise of the Over-allotment Option
“International Placing Underwriters”	the underwriters of the International Placing Shares who are expected to enter into the International Placing Underwriting Agreement
“International Placing Underwriting Agreement”	the conditional underwriting agreement expected to be entered into on or about the Price Determination Date between, amongst others, our Company, the Selling Shareholder and the International Placing Underwriters relating to the International Placing, details of which are set forth in the section headed “Underwriting” in this prospectus
“JCH Enterprise”	JCH Enterprise Limited, a company incorporated in the Cayman Islands on 4 February 2003 with limited liability, wholly and beneficially owned by Mr. Chen and engaged in investment holding
“JCH Excluded Group”	includes JCH Enterprise, Chu Kong Zhangjiagang, Dalong Welding Material and Jinfeng Anti-Corrosion Material

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“Jinfeng Anti-Corrosion Material”	廣州金豐防腐材料有限公司 (Guangzhou Jinfeng Anti-Corrosion Material Co., Ltd.*), a limited liability company established under the laws of the PRC on 19 October 2006 and an indirect wholly-owned subsidiary of JCH Enterprise whose permitted scope of business includes the production and processing of anti-corrosive and other related materials
“Joint Global Coordinators”	ICBCI and J.P. Morgan (Asia Pacific)
“Joint Lead Managers of the Hong Kong Public Offering”	ICBCI Securities and J.P. Morgan (Asia Pacific)
“Joint Lead Managers of the International Placing”	ICBCI Securities and J.P. Morgan
“Joint Sponsors”	ICBCI and Access Capital
“J.P. Morgan”	J.P. Morgan Securities Ltd., acting as one of the joint bookrunners of the International Placing and one of the Joint Lead Managers of the International Placing
“J.P. Morgan (Asia Pacific)”	J.P. Morgan Securities (Asia Pacific) Limited, a corporation licensed under the SFO permitted to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 7 (providing automated trading services) of the regulated activities (as defined in the SFO), and a restricted licensed bank under the Banking Ordinance (Cap. 155 of the Laws of Hong Kong), acting as one of the Joint Global Coordinators, one of the joint bookrunners of the Hong Kong Public Offering and one of the Joint Lead Managers of the Hong Kong Public Offering
“Latest Practicable Date”	23 January 2010, being the latest practicable date prior to the publication of this prospectus for ascertaining certain information contained in this prospectus
“Lessonstart”	Lessonstart Enterprises Limited, a company incorporated in BVI with limited liability on 18 May 1993 and a wholly-owned subsidiary of the Company engaged in investment holding
“Lessonstart Group”	includes Lessonstart, Crown Central, Lucknow, PCKSP, Hualong Anti-Corrosion, GPR Companies and CKSPG
“Listing”	the listing of our Shares on the Main Board
“Listing Date”	the date on which dealings in the Shares first commence on the Main Board, which is expected to be on or around Wednesday, 10 February 2010
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time

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“Lucknow”	Lucknow Consultants Limited, a company incorporated in BVI with limited liability on 22 November 1994 and a wholly-owned subsidiary of the Company engaged in investment holding
“Main Board”	the main board of the Stock Exchange
“Mr. Chen”	Mr. Chen Chang (formerly known as Mr. Chen Jichang, alias David Chen), our chairman and an executive Director
“New Issue”	the issue of 250,000,000 New Shares under the Global Offering by our Company for subscription at the final Offer Price
“New Shares”	the 250,000,000 new Shares initially being offered at the final Offer Price by our Company under the Global Offering and, where relevant, any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option
“OFAC”	Office of Foreign Assets Control, an office within the United States Department of the Treasury that administers and enforces, pursuant to the US Economic Sanctions Laws, economic and trade sanctions based on US foreign policy and national security goals against targeted foreign states, organisations, entities, and individuals
“Offer Price”	the offer price for each Offer Share (excluding the Stock Exchange trading fee of 0.005%, the transaction levy of 0.004% imposed by the SFC and the related brokerage of 1%), which is expected to be not more than HK\$6.15 and not less than HK\$4.50. The final Offer Price is to be determined on or before the Price Determination Date
“Offer Shares”	the International Placing Shares and the Hong Kong Offer Shares together, where relevant, with any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option to be granted by our Company to the International Placing Underwriters, exercisable by J.P. Morgan (for itself and on behalf of the International Placing Underwriters), at any time from the Listing Date up to (and including) the 30th day after the last day for lodging of the Application Forms, to require our Company to allot and issue the Over-allotment Shares at the final Offer Price to cover over-allocations in the International Placing and/or the obligations of J.P. Morgan to return securities borrowed under the Stock Borrowing Agreement
“Over-allotment Shares”	up to an aggregate of 45,000,000 additional New Shares (representing 15% of the Offer Shares initially being offered under the Global Offering) which may be allotted and issued by our Company pursuant to the exercise of the Over-allotment Option
“PCKSP”	番禺珠江鋼管有限公司 (Panyu Chu Kong Steel Pipe Co., Ltd.*), a wholly foreign-owned enterprise established under the laws of the PRC on 7 June 1993 and a wholly-owned subsidiary of our Company principally engaged in manufacturing and sale of steel pipes



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“PCKSP (Lianyungang)”	番禺珠江鋼管(連雲港)有限公司 (Panyu Chu Kong Steel Pipe (Lianyungang) Co., Ltd.*), a limited liability company established under the laws of the PRC on 8 July 2009 and a wholly-owned subsidiary of PCKSP principally engaged in manufacturing and sale of steel pipes
“PRC” or “China”	the People’s Republic of China which, for the purpose of this prospectus, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“PRC EIT Law”	《中國人民共和國企業所得稅法》(The Enterprise Income Tax Law of the PRC*) promulgated by the National People’s Congress on 16 March 2007 and became effective on 1 January 2008
“Price Determination Date”	the date on which the final Offer Price is to be determined by our Company (for ourselves and on behalf of the Selling Shareholder) and the Joint Global Coordinators (acting on behalf of all the Underwriters), which is expected to be on or around Tuesday, 2 February 2010 and in any event no later than Monday, 8 February 2010
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the US Securities Act
“Reorganisation”	the corporate reorganisation of our Group in preparation for the Listing, particulars of which are set forth under the paragraph headed “Corporate reorganisation” in Appendix VI to this prospectus
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the US Securities Act
“SAFE”	中國國家外匯管理局 (State Administration of Foreign Exchange of the PRC*)
“Sale Shares”	the 50,000,000 existing Shares being offered for sale by the Selling Shareholder at the final Offer Price under the International Placing
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.10 each in the capital of our Company
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 23 January 2010, the principal terms of which are set forth under the paragraph headed “Share Option Scheme” in Appendix VI to this prospectus
“Shareholder(s)”	holder(s) of our Shares

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“Sinopec”	中國石油化工股份有限公司 (China Petroleum & Chemical Corporation*) and/or its subsidiaries, Independent Third Parties
“Stock Borrowing Agreement”	a stock borrowing agreement to be entered into between J.P. Morgan and Bournam on or around the Price Determination Date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“TGRC”	中國石油天然氣公司管材研究所 (Tubular Goods Research Centre of China National Petroleum Corporation*), an institution established by China National Petroleum Corporation specialising in scientific research and technical services in terms of oil tubular goods engineering and major activities of which include conducting scientific research on oil country tubular goods engineering, quality and technological supervision and engineering technological services
“Track Record Period”	the three financial years ended 31 December 2008 and the eight months ended 31 August 2009
“Underwriters”	the International Placing Underwriters and the Hong Kong Offer Underwriters
“Underwriting Agreements”	the International Placing Underwriting Agreement and the Hong Kong Underwriting Agreement
“United States” or “US” or “USA”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States
“US Securities Act”	the United States Securities Act of 1933, as amended from time to time, and the rules and regulations promulgated thereunder
“WTO”	World Trade Organisation
“%”	per cent.

The English names of the PRC entities, the PRC laws or regulations or the PRC government authorities mentioned in this prospectus and marked with “\*” are translation or transliteration from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.

Unless the context requires otherwise, translation of US\$ into HK\$ and RMB into HK\$ is made in this prospectus, for illustration purpose only, at the rates of US\$1.00 = HK\$7.80 and RMB1.00 = HK\$1.14.

No representation is made that any amount in US\$, HK\$ or RMB could have been or could be converted at the above rate or at any other rate or at all.

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.

Unless otherwise specified, all relevant information in this prospectus assumes no exercise of the Over-allotment Option.