
DEFINITIONS

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

“ACMR”	All China Marketing Research Co., Ltd., an independent specialist Chinese market research company
“ACMR Survey”	a Chinese passenger car market research report prepared by ACMR. We paid a total fee of RMB265,000 for this report
“Application Form(s)”	WHITE application form(s), YELLOW application form(s), and GREEN application form(s), or where the context so requires, any of such forms as used in the Hong Kong Public Offering
“Articles of Association” or “Articles”	the articles of association of our Company, conditionally adopted on 9 February 2010 and as amended from time to time
“associate”	has the meaning ascribed to it under the Listing Rules
“Aston Orient”	Aston Orient Ltd., a limited liability company incorporated in the BVI on 12 November 2007, currently wholly-owned by Mr. Huang Yi
“Audit Committee”	the audit committee of the Board
“Banking Ordinance”	the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) as amended, supplemented, or otherwise modified from time to time
“Beverly Stars”	Beverly Stars Enterprises Ltd., a limited liability company incorporated in the BVI on 24 September 2007, currently wholly-owned by Mr. Huang Yi
“Billion Great”	Billion Great Corporation Limited (“億雄有限公司”), a limited liability company incorporated in Hong Kong on 21 November 2007, currently an indirect wholly-owned subsidiary of our Company
“Blue Natural”	Blue Natural Development Ltd., a limited liability company incorporated in the BVI on 16 October 2007, currently 37.7% owned by Vest Sun and 62.3% owned by Light Yield
“Board”	the board of Directors
“BOCI”	BOCI Asia Limited
“Boxing”	Boxing Company Limited, a limited liability company incorporated in Hong Kong on 27 February 1981, an Independent Third Party

DEFINITIONS

“Bright Friends”	Bright Friends International Limited, a limited liability company incorporated in the BVI on 22 March 2007, currently an indirect wholly-owned subsidiary of our Company
“Business Day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“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
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant, or a CCASS Investor Participant
“Charming Elements”	Charming Elements Holdings Ltd., a limited liability company incorporated in the BVI on 16 October 2007, currently an indirect wholly-owned subsidiary of our Company
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this prospectus, the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented, or otherwise modified from time to time
“Company” and “our Company”	Zhongsheng Group Holdings Limited, an exempted company incorporated in the Cayman Islands on 23 June 2008 with limited liability
“Compliance Committee”	the compliance committee of the Board

DEFINITIONS

“connected person”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules, and for the purposes of this prospectus, refers to Mr. Huang Yi, Mr. Li Guoqiang, Light Yield, Vest Sun and Blue Natural
“CSRC”	China Securities Regulatory Commission
“Dalian SAFE”	Dalian City branch of the PRC State Administration of Foreign Exchange
“Dalian Xinshengrong”	Dalian Xinshengrong New Industrial Co., Ltd. (“大連新盛榮新實業有限公司”), a limited liability company incorporated in the PRC on 12 April 2007, currently an indirect wholly-owned subsidiary of our Company
“Dalian Yuzeng”	Dalian Yuzeng Industrial Co., Ltd. (“大連裕增實業有限公司”), a limited liability company incorporated in the PRC on 22 January 2008, a holding company of four 4S dealerships, including one which is under construction, and currently an indirect wholly-owned subsidiary of our Company
“Director(s)”	the director(s) of the Company
“Elegance Extreme”	Elegance Extreme International Limited, a limited liability company incorporated in the BVI on 6 December 2007, currently 85% owned by Blue Natural and 15% owned by General Atlantic
“GDP”	gross domestic product
“General Atlantic”	General Atlantic Partners (Dalian), L.P., a Bermuda exempted limited partnership. General Atlantic is an investment entity in the General Atlantic private equity group, a global growth equity firm founded in the U.S. in 1980. As at the Latest Practicable Date, General Atlantic had 15% interest in our Group
“GFA”	gross floor area
“Global Offering”	the Hong Kong Public Offering and the International Offering
“GNL 07”	GNL 07 Limited, a limited liability company incorporated in Hong Kong on 8 December 2006, an Independent Third Party
“Green Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited

DEFINITIONS

“Group”, “we” and “us”	our Company and the subsidiaries or any of them, or where the context so requires, in respect of the period before our Company became the holding company of the present subsidiaries, the present subsidiaries of our Company
“HKFRS”	Hong Kong Financial Reporting Standards promulgated by HKICPA
“HKICPA”	The Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“HK\$” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“Hokuryo Holdings”	Hokuryo Holdings Company Limited (“北菱集團有限公司”), an investment holding company incorporated in Hong Kong on 11 February 1993, currently an indirect wholly-owned subsidiary of our Company
“Hokuryo (Hong Kong)”	Hokuryo (Hong Kong) Company Limited (“北菱(香港)有限公司”), an investment holding company incorporated in Hong Kong on 1 September 1997, currently an indirect wholly-owned subsidiary of our Company
“Hokuryo International”	Hokuryo International Limited (“北菱國際有限公司”), an investment holding company incorporated in the BVI on 27 September 2007, currently an indirect wholly-owned subsidiary of our Company
“Hong Kong” and “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	30,650,000 Offer Shares being initially offered for subscription in the Hong Kong Public Offering
“Hong Kong Public Offering”	the offer of Hong Kong Offer Shares for subscription in Hong Kong at the Offer Price (plus brokerage, Hong Kong Stock Exchange trading fee, and SFC transaction levy) on and subject to the terms and conditions described in this prospectus and the Application Forms
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Stock Exchange” or “HKEx”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Hong Kong Underwriters”	the Underwriters of the Hong Kong Public Offering whose names are set out under the section entitled “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 15 March 2010 entered into between, among others, us, the Joint Bookrunners and the Hong Kong Underwriters relating to the Hong Kong Public Offering
“Independent Third Party”	a person or company that is not connected with any member of our Group, the directors, the chief executives and the substantial shareholders (as defined in the Listing Rules) of our Company or subsidiaries and their respective associates
“International Offer Shares”	255,510,000 Offer Shares at the Offer Price under the International Offering, and any additional Shares which may be issued by our Company pursuant to the exercise of the Over-allotment Option, subject to re-allocation, as described in the section entitled “Structure of the Global Offering” in this prospectus
“International Offering”	the placing of the International Offer Shares at the final Offer Price to professional, institutional, and other investors, as described in the section entitled “Structure of the Global Offering” in this prospectus
“International Underwriters”	the Underwriters of the International Offering who are expected to enter into the International Underwriting Agreement
“International Underwriting Agreement”	the underwriting agreement expected to be entered into on or about 19 March 2010 between, among others, us, the Joint Bookrunners and the International Underwriters relating to the International Offering
“JD Power”	J.D. Power and Associates, a global marketing information services firm founded in 1968, which conducts surveys of customer satisfaction, product quality, and buyer behavior for industries
“Joint Bookrunners”	Morgan Stanley, UBS and BOCI for the Global Offering
“Joint Easygain”	Joint Easygain Group Ltd., a limited liability company incorporated in the BVI on 17 August 2007, currently wholly-owned by Mr. Huang Yi
“Joint Sponsors”	Morgan Stanley and UBS
“Joint Lead Managers”	Morgan Stanley, UBS and BOCI

DEFINITIONS

“Latest Practicable Date”	5 March 2010, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Light Yield”	Light Yield Ltd., a limited liability company incorporated in the BVI on 17 October 2007, currently wholly-owned by Mr. Huang Yi
“Listing”	the listing of our Shares on the Hong Kong Stock Exchange
“Listing Committee”	the listing sub-committee of the board of directors of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on 26 March 2010, on which dealings in the Shares first commence on the Main Board of the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Main Board”	the stock market (excluding the option market), operated by the Hong Kong Stock Exchange, independent from and operated in parallel with the Growth Enterprise Market
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, conditionally adopted on 9 February 2010 and as amended from time to time
“Ministry of Transport”	the PRC Ministry of Transport
“MOFCOM” or “MOFTEC”	the PRC Ministry of Commerce, or its predecessor the Ministry of Foreign Trade and Economic Cooperation, as appropriate to the context
“Morgan Stanley”	Morgan Stanley Asia Limited
“Mr. Huang Yi” or “Mr. Huang”	Huang Yi, (“黃毅”), one of the two founders of our Group
“Mr. Li Guoqiang” or “Mr. Li”	Li Guoqiang, (“李國強”), one of the two founders of our Group
“NDRC”	National Development and Reform Commission of the PRC
“Noble Villa”	Noble Villa Investments Ltd., an investment holding company incorporated in the BVI on 23 July 2008, currently a wholly-owned subsidiary of our Group
“Nomination Committee”	the nomination committee of the Board
“NYSE”	the New York Stock Exchange

DEFINITIONS

“Offer Price”	the offer price per Offer Share (exclusive of brokerage of 1%, the Hong Kong Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.004%) at which the Offer Shares are to be subscribed pursuant to the Hong Kong Public Offering and the International Offering
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares together, where appropriate, with any additional Shares to be issued by our Company pursuant to the exercise of the Over-allotment Option
“Olympia Well”	Olympia Well Limited (“奧祥有限公司”), a limited liability company incorporated in Hong Kong on 20 November 2007, currently an indirect wholly-owned subsidiary of our Company
“Over-allotment Option”	the option expected to be granted by our Company under the International Underwriting Agreement to the International Underwriters, exercisable by the Joint Bookrunners on behalf of the International Underwriters, pursuant to which our Company may be required to issue and allot up to an aggregate of 42,924,000 additional Shares at the Offer Price to, among other things, cover the over-allocations (if any) in the International Offering, as described in the section entitled “Structure of the Global Offering” in this prospectus
“PBOC”	the People’s Bank of China, the central bank of the PRC
“PBOC Rate”	the exchange rate for foreign exchange transactions set daily by the PBOC based on the China inter-bank foreign exchange market rate of the previous day and with reference to current exchange rates on the world financial markets
“PRC GAAP”	generally accepted accounting principles in the PRC
“PRC Government”, “Chinese Government” or “State”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof, or where the context requires, any of them
“PRC National Statistics Bureau”	the National Bureau of Statistics of China
“Price Determination Date”	the date, expected to be on or about 19 March 2010, on which the Offer Price will be determined, and in any event not later than 24 March 2010
“principal share registrar”	Butterfield Fulcrum Group (Cayman) Limited, the principal share registrar and transfer office of our Shares in the Cayman Islands

DEFINITIONS

“QIBs”	“qualified institutional buyers” within the meaning of Rule 144A under the U.S. Securities Act
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Reorganization”	the pre-listing reorganization of our Group, as more fully described in the sub-section entitled “Pre-Listing Reorganization” in the section entitled “Our History and Reorganization” in this prospectus
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the PRC State Administration of Foreign Exchange
“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, supplemented or otherwise modified from time to time
“Share Option Scheme”	the share option scheme conditionally adopted by our Company, further details of which are described in “Appendix VII — Statutory and General Information” to this prospectus
“Share(s)”	ordinary share(s) with par value of HK\$0.0001 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Share(s)
“Snatch Prize”	Snatch Prize Limited, a limited liability company incorporated in Hong Kong on 10 January 1984, an Independent Third Party
“Sole Global Coordinator”	Morgan Stanley
“State Council”	the State Council of the PRC
“subsidiaries”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Super Charm”	Super Charm Limited (“超懋有限公司”), a limited liability company incorporated in Hong Kong on 21 November 2007, currently an indirect wholly-owned subsidiary of our Company
“Takeovers Code”	the Code on Takeovers and Mergers and Share Repurchases in Hong Kong

DEFINITIONS

“Title Certificates”	long-term land use right certificates and/or building ownership certificates or real estate certificates
“Track Record Period”	the period comprising the three financial years of our Group ended 31 December 2006, 2007 and 2008 and the nine months ended 30 September 2009
“UBS”	UBS AG, Hong Kong Branch
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States”, “US” or “U.S.”	the United States, as defined in Regulation S under the US Securities Act
“US dollars”, “U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended
“VAT”	value added tax pursuant to Provisional Rules Governing Value Added Tax of the PRC (中華人民共和國增值稅暫行條例)
“Vest Sun”	Vest Sun Ltd., a limited liability company incorporated in the BVI on 18 September 2007, currently wholly-owned by Mr. Li Guoqiang
“Well Snape”	Well Snape Holdings Limited, a limited liability company incorporated in the BVI on 1 November 2007, currently an indirect wholly-owned subsidiary of our Company
“White Form eIPO”	applying for Hong Kong Offer Shares to be issued in your own name by submitting applications online through the designated website at www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“WTO”	the World Trade Organization
“Yangtze River Delta”	refers collectively to Shanghai Municipality, Jiangsu Province and Zhejiang Province
“Zhongsheng Dalian”	Zhongsheng (Dalian) Holdings Co., Ltd. (“中升(大連)集團有限公司”), a limited liability company incorporated in the PRC on 16 July 1998, currently an indirect wholly-owned subsidiary of our Company

DEFINITIONS

“Zhongsheng Holdings”	ZhongSheng Holdings Company Limited (“中升集團有限公司”), a limited liability company incorporated in Hong Kong on 22 October 1996, currently an indirect wholly-owned subsidiary of our Company
“Zhongsheng International”	Zhongsheng International Limited (“中升國際有限公司”), a limited liability company incorporated in the BVI on 11 June 2003, currently an indirect wholly-owned subsidiary of our Company
“Zhongsheng Tacti”	Zhongsheng Tacti Auto Service (Dalian) Co., Ltd. (“中升泰克提汽車服務(大連)有限公司”), a foreign investment enterprise incorporated in the PRC on 27 July 2009, in which Zhongsheng Holdings holds a 50% interest

In this prospectus:

- the English names of PRC nationals, entities, departments, facilities, certificates, titles, etc., are translations of their Chinese names. If there is any inconsistency, the Chinese name shall prevail;
- unless expressly stated or otherwise required by the context, all data are as at the Latest Practicable Date;
- unless otherwise specified, all references to any shareholdings in our Company assume no exercise of the Over-allotment Option; and
- 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.