

DEFINITIONS

In this prospectus, unless the context otherwise requires, the following expressions have the following meanings:

“Accountants’ Report”	the accountants’ report of Deloitte Touche Tohmatsu and Morison Heng addressed to the Directors and the Sole Sponsor and set out in Appendix I to this prospectus
“affiliate”	any other person or entity, directly or indirectly, controlling or controlled by or under direct or indirect common control with a specified person or entity
“Application Forms”	PINK Application Form(s), WHITE Application Form(s), YELLOW Application Form(s) and GREEN Application Form(s) or where the context so requires, any of them relating to the Global Offering
“AQSIQ”	General Administration of Quality Supervision, Inspection and Quarantine of the PRC (中國國家質量監督檢驗檢疫總局)
“Articles of Association” or “Articles”	our articles of association conditionally adopted on 23 June 2010 and as amended from time to time, a summary of certain provisions of which is set out in Appendix V to this prospectus
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“BSV”	BSV Investments Limited, a company incorporated in the BVI with limited liability on 19 September 2006 and was wholly-owned by Mr. Fang
“Business Day”	any day (other than a Saturday, Sunday and public holiday) in Hong Kong on which banks in Hong Kong are open generally for normal banking business
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of Shares made pursuant to the Shareholders Loan Assignment and Capitalisation Agreement as referred to in the section headed “Further information about our Group – 3. Written resolutions of the Shareholders” in Appendix VI to this prospectus
“Cayman Islands 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

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“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant, who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CCBIC”, “Sole Global Coordinator”, “Sole Bookrunner” or “Sole Sponsor”	CCB International Capital Limited, a corporation licensed under the SFO to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities, acting as the sole global coordinator and sole bookrunner of the Global Offering, and the sole sponsor to the Listing
“CCBIS” or “Sole Lead Manager”	CCB International Securities Limited, a corporation licensed under the SFO to conduct Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities, acting as the sole lead manager of the Global Offering
“China”, “PRC” or “mainland China”	the People’s Republic of China, but for the purposes of this prospectus and for geographical reference only (unless otherwise indicated) excluding Taiwan region, Macau and Hong Kong
“C.I.S.”	Commonwealth of Independent States, which consists of Kazakhstan, Russia and Ukraine
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Chiho-Tiande Group Limited (齊合天地集團有限公司), an exempted company incorporated with limited liability in the Cayman Islands on 15 May 2008
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the context of our Company, means Mr. Fang, Mr. de Leeuw, Mr. van Ooijen, HWH, Delco Participation, Green Elite, SVO, HPL and Stichting HPL, details of whose shareholdings are set forth in the section headed “Substantial Shareholders” in this prospectus and the section headed “Further Information about our Directors, Substantial Shareholders and Experts” in Appendix VI to this prospectus
“CRU Analysis”	CRU Analysis Ltd, a member of CRU Group providing market and industry analysis for the mining, metals, power and cables sectors and an Independent Third Party
“CRU Report”	“The global and Chinese metal scrap markets” prepared by CRU Strategies dated 24 June 2010 (based on data current in February 2010)

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“CRU Strategies”	CRU Strategies Limited, a management consultant company specialising in the international metals, mining and electricity industries, and is a member of the CRU Group and an Independent Third Party
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“CT Copper (Ningbo)”	Chiho-Tiande (Ningbo) Copper Industry Co., Ltd (齊合天地(寧波)銅業有限公司), a company established in the PRC on 5 August 2009 and wholly-owned by CT HK (Copper) and was deregistered on 9 June 2010
“CT Foundry”	Taizhou Chiho-Tiande Foundry Co., Ltd. (台州齊合天地鑄造有限公司), a company established in the PRC on 8 December 2003 and wholly-owned by Hefast
“CT HK”	Chiho-Tiande (HK) Limited (齊合天地(香港)有限公司), a company incorporated in Hong Kong on 12 May 2004 and wholly-owned by CT International
“CT HK (Copper)”	Chiho-Tiande (Hong Kong) Copper Industry Company Limited (齊合天地(香港)銅業有限公司), a company incorporated in Hong Kong on 15 June 2009 and wholly-owned by CT Investments
“CT International”	Chiho-Tiande International Limited (齊合天地國際有限公司), a company incorporated in the BVI with limited liability on 2 April 2008 and wholly-owned by our Company
“CT Investments”	Chiho-Tiande Investments Limited (齊合天地投資有限公司), a company incorporated in Hong Kong with limited liability on 16 July 2008 and wholly-owned by CT International
“CT Metals”	Taizhou Chiho-Tiande Metals Co., Ltd. (台州齊合天地金屬有限公司), a company established in the PRC on 24 December 1999 and wholly-owned by Hefast
“CT Metals (Ningbo)”	Chiho-Tiande (Ningbo) Metals Recycling Co., Ltd (齊合天地(寧波)再生金屬有限公司), a company established in the PRC on 28 September 2008 and wholly-owned by CT Investments
“Delco Asia”	Delco Asia Company Limited, a company incorporated in Hong Kong with limited liability on 30 November 2001 and held in equal shares by SVO and HPL respectively
“Delco Europe”	Delco Europe B.V., a company incorporated in the Netherlands on 18 January 1985 and wholly-owned by CT International
“Delco Participation”	Delco Participation B.V., a company incorporated in the Netherlands on 2 November 2000 and held in equal shares by SVO and HPL respectively

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“Delco Recycling”	Delco Recycling B.V., a company incorporated in the Netherlands on 18 April 1994 and held in equal shares by SVO and HPL respectively
“Director(s)”	the director(s) of our Company, or any one of them, as the context requires
“EUR” or “Euro”	euro, the lawful currency of the European Union countries
“Europe”	for the purposes of this prospectus, mainly include Austria, Belgium, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, Netherlands, Portugal, Spain, Sweden, Denmark and United Kingdom
“First Lock-up Period”	the first lock-up period commencing from the date of this prospectus and ending on the date which is six months from the Listing Date
“Foundry Products”	aluminium-alloy ingots and copper rods and wires that we produce in our foundry business
“GACC”	General Administration of China Customs (中國海關總署)
“Global Offering”	the Hong Kong Public Offering and the International Offering
“ GREEN Application Form(s)”	the application form(s) to be completed by White Form eIPO Service Provider
“Green Elite”	Green Elite Limited, a company incorporated in the BVI with limited liability on 20 January 2010 and held in equal shares by HWH and Delco Participation, respectively
“Group”, “our 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 our present subsidiaries, our present subsidiaries or entities which carried on the business currently operated by such subsidiaries at the relevant time or (as the case may be) their predecessors
“Hefast”	Hefast Holding Corporation Limited, a company incorporated in Hong Kong with limited liability on 20 December 2002 and wholly-owned by CT International
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“HKM Metal”	HKM Metal Limited, a company incorporated in Hong Kong with limited liability on 10 September 2003 and wholly-owned by Mr. Fang
“HKSCC”	Hong Kong Securities Clearing Company Limited

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“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 Offer Shares”	the 25,000,000 new Shares (subject to adjustment) being initially offered by us for subscription pursuant to the Hong Kong Public Offering
“Hong Kong Public Offering”	the offer of Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus brokerage of 1% of the Offer Price, Stock Exchange trading fee of 0.005% of the Offer Price and SFC transaction levy of 0.004% of the Offer Price) and subject to the terms and conditions described in this prospectus and in the Application Forms
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting – Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 25 June 2010 relating to the Hong Kong Public Offering and entered into among our Company, our Controlling Shareholders, the Sole Global Coordinator and the Hong Kong Underwriters
“HPL”	H. P. L. Metals B.V., a company incorporated in the Netherlands on 10 November 1983, all the shares of which are held by Stichting HPL for the sole benefit of Mr. de Leeuw
“HWH”	HWH Holdings Limited, a company incorporated in the BVI with limited liability on 2 April 2008 and wholly-owned by Mr. Fang
“Independent Third Party(ies)”	person(s) or company(ies) which are not our connected persons
“INEDs”	independent non-executive Directors
“International Offer Shares”	the 225,000,000 new Shares being initially offered by us for subscription and/or purchase pursuant to the International Offering
“International Offering”	the placing of the International Offer Shares by the International Underwriter, as further described in the section headed “Structure of the Global Offering – The International Offering” in this prospectus
“International Underwriter”	the underwriter of the International Offering, who is expected to enter into the International Underwriting Agreement

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“International Underwriting Agreement”	the underwriting agreement relating to the International Offering, which is expected to be entered into among our Company, our Controlling Shareholders, the Sole Global Coordinator and the International Underwriter on or about 2 July 2010
“Issuing Mandate”	the general unconditional mandate given to our Directors by our Shareholders relating to the issue of new Shares, particulars of which are set forth in section headed “Written resolutions of the Shareholders” in Appendix VI to this prospectus
“Inventory Provision”	the provision of HK\$308.6 million made as at 31 December 2008 as a result of our inventories being stated at net realisable value instead of at cost
“Latest Practicable Date”	21 June 2010, being the latest practicable date for the inclusion of certain information in this prospectus prior to its publication
“Listing”	listing of our Shares on the Main Board
“Listing Committee”	the sub-committee of the board of directors of the Stock Exchange responsible for listing
“Listing Date”	the date of commencement of dealings in our Shares on the Main Board, which is expected to be on or about 12 July 2010
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“LME”	the London Metal Exchange
“M&A Rules”	the Provisions for Foreign Investors to Merge Domestic Enterprises (關於外國投資者併購境內企業的規定) jointly issued by the MOFCOM, the State-owned Assets Supervision and Administration Commission of the State Council, State Administration of Taxation, State Administration of Industry and Commerce, CSRC and SAFE which came into effect on 8 September 2006 and was amended on 22 June 2009
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of the Growth Enterprise Market of the Stock Exchange (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with the Growth Enterprise Market of the Stock Exchange (for avoidance of doubt, the Main Board excludes the Growth Enterprise Market)

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“Memorandum of Association” or “Memorandum”	our memorandum of association as adopted from time to time
“MEP”	Ministry of Environmental Protection of the PRC (中國環境保護部) formerly known as the State Administration of Environmental Protection
“MOFCOM”	Ministry of Commerce of the PRC (中國商務部)
“Mr. de Leeuw”	Mr. Herman Maurits de Leeuw, one of our Controlling Shareholders
“Mr. Fang”	Mr. Fang Ankong, our executive Director and Chief Executive Officer and one of our Controlling Shareholders
“Mr. Gu”	Mr. Gu Liyong, our executive Director
“Mr. van Ooijen”	Mr. Stephanus Maria van Ooijen, our executive Director and one of our Controlling Shareholders
“Mr. Ybema”	Mr. Ralph Sytze Ybema, our non-executive Director
“NDRC”	National Development and Reform Commission of the PRC (中國國家發展和改革委員會)
“New Asset”	New Asset Holdings Limited, a company incorporated in the BVI with limited liability on 8 July 2008 and indirectly wholly-owned by the FDG Trust, a discretionary trust established in the Cayman Islands the objects of which include certain members of the senior management of our Group and their respective relatives
“Ningbo Metals Recycling Park”	the Ningbo Recycling Resources Processing Park (寧波再生金屬資源加工園區) at Zhenhai District, Ningbo, Zhejiang Province, the PRC
“Ningbo SWAC”	Ningbo Solid Wastes Administration Centre (寧波市固體廢物管理中心). It is a direct subsidiary of Environmental Protection Bureau of Ningbo (寧波市環境保護局). Ningbo SWAC’s main duties include preparing environmental risk assessment reports in relation to importation of wastes and conducting preliminarily check on importation of wastes
“Non-competition Undertaking”	the deed of non-competition undertakings dated 24 June 2010 executed by our Controlling Shareholders in favour of our Company, particulars of which are set out in the section headed “Relationship with our Controlling Shareholders” in this prospectus
“North America”	the United States and Canada

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“Offer Price”	the final Hong Kong dollar price per Share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee) at which the Offer Shares are to be sold, to be determined as further described in the section headed “Structure of the Global Offering – Determining the Offer Price” in this prospectus
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares, where relevant, any additional Shares to be issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option to be granted by us to the International Underwriter exercisable by the Sole Global Coordinator on behalf of the International Underwriter, pursuant to which we may be required to allot and issue up to an aggregate of 37,500,000 additional Shares (in the aggregate representing 15% of the Shares initially being offered under the Global Offering) to cover over allocations in the International Offering, details of which are described in the section headed “Structure of the Global Offering” in this prospectus
“PBOC”	People’s Bank of China, the central bank of China
“ PINK Application Form(s)”	the application form(s) to be completed by our eligible full-time employees in Hong Kong
“Post-IPO Share Option Scheme”	the share option scheme we conditionally approved on 23 June 2010 as described in the section headed “Further Information about Directors, Substantial Shareholders and Experts – 6. Share Option Schemes” in Appendix VI to this prospectus
“Pre-IPO Share Option Scheme”	the share option scheme adopted on 23 June 2010 under which we have conditionally granted options to certain of our employees, executives, officers and directors to purchase Shares with an exercise price equal to the Offer Price as described in section headed “Further Information about Directors, Substantial Shareholders and Experts – 6. Share Option Schemes” in Appendix VI to this prospectus
“Price Determination Date”	the date, expected to be on or about 2 July 2010 and, in any event, not later than 3 July 2010, on which the Offer Price will be fixed for the purposes of the Global Offering
“Recycled Metal Products”	recycled metal scrap that we process from Mixed Metal Scrap in our metal recycling business comprising mainly copper scrap, steel scrap, aluminium scrap and iron scrap
“Regulation S”	Regulation S under the US Securities Act
“Relevant Securities”	any of the Shares or any securities of our Company convertible into or exercisable or exchangeable for, or that represent the right to receive such Shares or securities

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“Reorganisation”	the reorganisation undergone by us in preparation for the Listing as described in the section headed “Corporate Reorganisation” in Appendix VI to this prospectus
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares given to our Directors by our Shareholders, particulars of which are set forth in the section headed “Further Information about our Group – 3. Written resolutions of the Shareholders” in Appendix VI to this prospectus
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC (中國國家外匯管理局)
“Second Lock-up Period”	the second lock-up period of six months commencing on the date on which the First Lock-up Period expires
“SFC”	the Securities and Futures Commission in 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 Schemes”	the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme
“Shareholder(s)”	holder(s) of our Shares
“Shares” or “our Shares”	the shares of par value HK\$0.01 each in our capital, for which an application has been made for listing and permission to deal on the Main Board, and which are subscribed for and traded in Hong Kong dollars
“SHFE”	Shanghai Future Exchange (上海期貨交易所)
“State Council”	State Council of the PRC (中國國務院)
“Stichting HPL”	Stichting Beheer Aandelen H.P.L. Metals, a foundation established in the Netherlands on 22 November 1988 for the purpose of holding all the shares in HPL for the sole benefit of Mr. de Leeuw
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between Green Elite and the Sole Global Coordinator on or about the same date as the International Underwriting Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to the term “subsidiary undertaking(s)” in section 2 of the Companies Ordinance
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules

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“SVO”	SVO Company B.V., a company incorporated in the Netherlands on 30 September 1993 and wholly-owned by Mr. van Ooijen
“Takao”	Takao Achievement Co., Ltd., a company incorporated in the Cayman Islands with limited liability on 16 April 2003 and an Independent Third Party
“Taian Recycling”	Taizhou Taian Recycling Limited (台州市泰安再生資源有限公司), a company established in the PRC with limited liability on 31 May 1999 and which has been inactive since 2005
“Taizhou Metals Recycling Park”	the Taizhou Industrial Park of Metal Recycling (台州金屬再生工業園區) at Fengjiang, Luqiao, Taizhou, Zhejiang Province, the PRC
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchase, as amended, supplemented or otherwise modified from time to time
“Tian’an Resources”	Taizhou Tian’an Resources Development Limited (台州市天安資源發展有限公司), a company established in the PRC with limited liability on 14 September 1995 and which was deregistered in 2002
“Track Record Period”	the period comprising the three financial years ended 31 December 2009
“Underwriters”	collectively, the Hong Kong Underwriters and the International Underwriter
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “US”	the United States of America, including its territories and possessions and all areas subject to its jurisdiction
“US Person”	has the meaning ascribed to it in Regulation S under the US Securities Act
“US Securities Act”	the US Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States
“White Form eIPO”	application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of the White Form eIPO Service Provider at www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited

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“Wholesale Products”	metal scrap that we procure and on-sell to our customers without further processing in our wholesale business which includes compressor scrap, engine part scrap and single metal scrap
“Zhejiang ESRD”	Environmental Science Research and Design Institute of Zhejiang Province (浙江省環境保護科學設計研究院). It is a direct subsidiary of Environmental Protection Bureau of Zhejiang Province (浙江省環境保護廳). Zhejiang ESRD’s main duties include providing technical support to governmental authorities in relation to environmental protection and provide environmental protection technical consulting services such as assessment of environmental effect
“2008 Report of Recycling Industry”	the Report on the Development of the Recycled Resources Industry in China for the year 2008 (2008年中國再生資源行業發展報告) issued by the Department of Commercial Services Administration (商貿服務管理司) of MOFCOM in August 2009
“%”	per cent.

Unless otherwise specified, statements contained in this prospectus assume no exercise of the Over-allotment Option.

Unless otherwise specified, amounts denominated in Renminbi, US dollars and Hong Kong dollars have been translated at the Latest Practicable Date, for the purpose of illustration only, in this prospectus at the following rates:

RMB1.00 : HK\$1.14
US\$1.00 : HK\$7.78

No representation is made that any amounts in Renminbi, US dollars and Hong Kong dollars can be or could have been at the relevant dates converted at the above rate or at any other rates or at all.

The English names of the PRC entities are translated from their Chinese names. In the event of any inconsistency between the Chinese names of the PRC entities mentioned in this prospectus and their English translations, the Chinese version shall prevail.