

DEFINITIONS

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

“Affiliate”	in relation to a body corporate, any subsidiary undertaking or parent
“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 Hong Kong Public Offering
“Articles” or “Articles of Association”	the articles of association of our Company adopted on 24 August 2010, and as amended from time to time
“Board”	the Board of Directors of our Company
“BOCOM Asia”	BOCOM International (Asia) Limited (交銀國際(亞洲)有限公司), licensed to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
“BOCOM Holdings”	BOCOM International Holdings Company Limited (交銀國際控股有限公司), a company incorporated in Hong Kong and an Independent Third Party other than being an Ordinary Shares Investor and a Preference Shares Investor
“BOCOM Securities”	BOCOM International Securities Limited (交銀國際證券有限公司), licensed to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 5 (advising on futures contracts) regulated activities under the SFO
“Business Day”	a day which is not a Saturday, a Sunday or a public holiday in Hong Kong and on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalisation Issue”	the issue of 756,748,530 Shares upon capitalisation of an amount of HK\$75,674,853 standing to the credit of the share premium account of our Company referred to in the section headed “Further information about our Company – Resolutions in writing of our Shareholders passed on 24 August 2010” in Appendix VII to this prospectus
“Capitol International”	Capitol International Limited (佳都國際有限公司), a company incorporated in Hong Kong with limited liability on 18 July 2003, and a wholly-owned subsidiary of our Company

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“Cayman Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“CCASS”	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, a CCASS Custodian Participant or a CCASS Investor Participant
“CIT”	Corporate Income Tax of the PRC
“CIT Law”	Corporate Income Tax Law of the PRC (中華人民共和國企業所得稅法), as promulgated by the SCNPC on 16 March 2007 and effective on 1 January 2008, and the Rules for Implementation of Corporate Income Tax Law of the PRC (中華人民共和國企業所得稅法實施條例), as promulgated by the State Council on 6 December 2007 and effective on 1 January 2008
“Companies Ordinance”	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, as amended and supplemented from time to time
“Company”, “our Company”, “we” or “us”	China Sanjiang Fine Chemicals Company Limited (中國三江精細化工有限公司), formerly known as Full Wealth Limited (滿裕有限公司), a company incorporated in the Cayman Islands on 30 January 2009 as an exempted company with limited liability
“Company Law”	the Company Law of the PRC (中華人民共和國公司法), as promulgated by the SCNPC on 29 December 1993 and effective on 1 July 1994, as amended, supplemented or otherwise modified from time to time
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules, being Sure Capital and Mr. Guan
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)

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“Daiwa”	Daiwa Capital Markets Hong Kong Limited (大和資本市場香港有限公司), licensed to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
“Director(s)”	director(s) of our Company or any of them
“GAQSIQ”	the General Administration of Quality Supervision, Inspection and Quarantine of the PRC (國家品質監督檢驗檢疫總局)
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Placing
“Green Application Form(s)”	the application form(s) to be completed by the HK eIPO White Form Service Provider designated by our Company
“Group”, “our Group”, “we” or “us”	our Company and its subsidiaries at the relevant time or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the present subsidiaries of our Company or the businesses operated by its present subsidiaries or (as the case may be) its predecessor
“Guanlang”	嘉興市港區工業管廊有限公司 (Jiaxing Port Area Industrial Guanlang Co., Ltd.*), a company established in the PRC with limited liability on 29 September 2005, and an indirect subsidiary of our Company in which we hold 83.85% shareholding interest with the remaining 16.15% shareholding interest held by Zhapu Construction
“Hangzhou Haoming”	杭州浩明投資有限公司 (Hangzhou Haoming Investment Co., Ltd.*) (formerly known as 杭州蕭山三江精細化工有限公司 (Hangzhou Xiaoshan Sanjiang Fine Chemicals Co., Ltd.*) and 蕭山市三江精細化工有限公司 (Xiaoshan City Sanjiang Fine Chemicals Co., Ltd.*), a company established in the PRC with limited liability on 26 March 1998, and owned as to 60% by Mr. Guan and 20% by each of Ms. Han and Mr. Han Jianping, our executive Directors, respectively
“Hangzhou Sanjiang”	杭州三江印染助劑有限公司 (Hangzhou Sanjiang Textile Auxiliaries Co., Ltd.*), a company established in the PRC with limited liability on 1 April 2010, and an indirect wholly-owned subsidiary of our Company

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“HKD”, “HK\$” or “HK dollar(s)”	Hong Kong dollars, the lawful currency of Hong Kong
“HK eIPO White Form”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of HK eIPO White Form Service Provider at www.hkeipo.hk
“HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by our Company, as specified on the designated website at www.hkeipo.hk
“HKFRS”	Hong Kong Financial Reporting Standards
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 25,240,000 Shares being initially offered by our Company at the Offer Price pursuant to the Hong Kong Public Offering (subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus)
“Hong Kong Public Offering”	the offer for subscription of the Hong Kong Offer Shares to the public in Hong Kong for cash (subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus) at the Offer Price (plus brokerage fee of 1%, Stock Exchange trading fee of 0.005%, and SFC transaction levy of 0.004%) on the terms and subject to the conditions described in this prospectus and the Application Forms, as further described in the section headed “Structure of the Global Offering – The Hong Kong Public Offering” in this prospectus
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“Hong Kong Underwriters”	the underwriters listed in the section headed “Underwriting – Hong Kong Underwriters” in this prospectus, being the underwriters of the Hong Kong Public Offering

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“Hong Kong Underwriting Agreement”	the underwriting agreement dated 2 September 2010 relating to the Hong Kong Public Offering and entered into by, among others, our executive Directors, our controlling shareholders, the Sole Global Coordinator, the Joint Sponsors, the Joint Bookrunners, the Hong Kong Underwriters and us
“Independent Investors”	the Ordinary Shares Investors, the Preference Shares Investors, the New Investors and Pasicue
“Independent Third Part(y)(ies)”	a party or parties that is or are independent of and not connected with (within the meaning of the Listing Rules) any Directors, chief executive, substantial shareholders of our Company, our subsidiaries or any of their respective associates
“Independent Valuer”	DTZ Debenham Tie Leung Limited, an independent property valuer
“Industrial Restructuring Catalogue”	the Guideline Catalogue for Industrial Restructuring (2005 Version) (《產業結構調整指導目錄(2005年本)》) promulgated by the NDRC and effective on 2 December 2005
“International Placing”	the conditional placing of the International Placing Shares by the International Underwriters with professional and institutional investors at the Offer Price, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Placing Agreement”	the underwriting agreement relating to the International Placing to be entered into on or about 8 September 2010 by, among others, our executive Directors, our controlling shareholders, the Sole Global Coordinator, the Joint Bookrunners, the International Underwriters and us
“International Placing Shares”	the 227,160,000 Shares initially being offered by our Company for subscription under the International Placing together, where relevant, with any additional Shares that may be issued pursuant to any exercise of the Over-allotment Option
“International Underwriters”	the group of underwriters led by the Joint Bookrunners, which are expected to enter into the International Placing Agreement to underwrite the International Placing
“ISO”	International Organisation for Standardisation

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“Jiahua”	浙江嘉化集團股份有限公司 (Zhejiang Jiahua Group Co., Ltd.*), a joint stock company established in the PRC with limited liability on 15 March 2000 and a non-wholly owned subsidiary of Hangzhou Haoming
“Jiahua Industrial Park Co”	浙江嘉化工業園投資發展有限公司 (Zhejiang Jiahua Industrial Park Investment and Development Co., Ltd.*), a company established in the PRC with limited liability on 20 January 2001 and a non-wholly owned subsidiary of Jiahua
“Jianghao Investment”	嘉興港區江浩投資發展有限公司 (Jiaxing Port Area Jianghao Investment Development Co., Ltd.*), a company established in the PRC with limited liability on 29 September 2009 and entirely owned by Mr. Guan and Ms. Han
“Jianghao Property”	嘉興江浩置業有限公司 (Jiaxing Jianghao Property Co., Ltd.*), a company established in the PRC with limited liability on 26 June 2009, and an indirect wholly-owned subsidiary of our Company until 24 December 2009 when it was disposed of by our Group to Jianghao Investment as part of the Reorganisation
“Jiaxing Production Plant”	the production plant located at the Jiaxing Site
“Jiaxing Rewang”	嘉興興港熱網有限公司 (Jiaxing Xinggang Rewang Co., Ltd.*), a limited liability company established in the PRC on 28 March 2002 and is owned as to 40% by Jiahua Industrial Park Co, 40% by Zhapu Construction and 20% by an Independent Third Party
“Jiaxing Site”	the production site located at Pinghai Road West, Jiaxing Port Economic Development Zone, Jiaxing of the Zhejiang Province
“Joint Bookrunners” or “Joint Lead Managers”	BOCOM Securities and Daiwa
“Joint Sponsors”	BOCOM Asia and Daiwa
“Land Catalogue”	the Notice on the Implementation of the Catalogue of Restricted Uses of Land (2006 Version) and the Catalogue of Prohibited Uses of Land (2006 Version) (《關於發佈實施〈限制用地項目目錄(2006年本)〉和〈禁止用地項目目錄(2006年本)〉的通知》) jointly promulgated by the Ministry of Land and Resources of the PRC and the NDRC and effective on 12 December 2006
“Latest Practicable Date”	27 August 2010, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication

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“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
“Listing Date”	the date, expected to be on or about Thursday, 16 September 2010, on which our Shares are listed and from which dealings therein are permitted to take place on the 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 exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company, adopted on 30 January 2009, as amended from time to time
“Ministry of Commerce”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Guan”	Mr. Guan Jianzhong, our executive Director, chairman, founder and controlling shareholder
“Ms. Han”	Ms. Han Jianhong, our executive Director and founder
“MT”	metric tonnes
“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)
“New Investors”	Global Fortune Muster Investment Ltd. (祥聚投資有限公司), Hanbest Investment Limited (凱佳投資有限公司), Strength High Group Limited, Million Wisdom International Limited (萬聰國際有限公司), Ever Raise International Limited (常展國際有限公司), Gold Dynamic Asia Limited (金動力亞洲有限公司) and Supra Grade Holdings Limited (越級控股有限公司), all being Independent Third Parties
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage fee of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%) at which the Shares are to be issued pursuant to the Global Offering, to be determined as described in the section headed “Structure of the Global Offering – Pricing of the Global Offering” in this prospectus

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“Offer Share(s)”	the Hong Kong Offer Shares and the International Placing Shares together, where relevant, with any additional Shares issued and allotted pursuant to the exercise of the Over-allotment Option
“Old Share(s)”	ordinary shares in the capital of our Company with a nominal value of US\$1 each prior to the increase in and cancellation of our authorised share capital as more particularly described in the paragraph headed “Changes in share capital of the Company” in Appendix VII to this prospectus
“Ordinary Shares Investors”	BOCOM Holdings, CITIC International Assets Management Limited (中信國際資產管理有限公司), Creation One International Limited (創一國際有限公司), Chemwin Limited and Rich Honour Holdings Limited (諾信控股有限公司), all being Independent Third Parties
“Over-allotment Option”	the option expected to be granted by us to the Sole Global Coordinator (on behalf of the International Underwriters), pursuant to the International Placing Agreement, to require us to issue and allot up to an aggregate of 37,860,000 additional Shares at the Offer Price solely to cover over-allocations in the International Placing, if any, exercisable at any time from the date of the International Placing Agreement until the 30th day from the last day for the lodging of applications under the Hong Kong Public Offering
“Pasicue”	Pasicue Investments Ltd. (百時吉投資有限公司), a limited liability company incorporated in BVI and an Independent Third Party
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC” or “China”	the People’s Republic of China, which for the purposes of this prospectus only (unless otherwise indicated) excludes Hong Kong, Macau and Taiwan
“PRC GAAP”	the generally accepted accounting principles in the PRC
“PRC government” or “State”	the central government of the PRC, including all government subdivisions (including provincial, municipal and other regional or local government entities)
“PRC Legal Advisers”	AllBright Law Offices, our legal advisers as to PRC law

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“Preference Shares Investors”	BOCOM Holdings, Chemwin Limited, UVM Venture Investments Limited, CITIC International Assets Management Limited (中信國際資產管理有限公司), Rich Honour Holdings Limited (諾信控股有限公司) and Central Harvest Holdings Company Limited (滙盛控股有限公司), being holders of preference shares in Sure Capital and all being Independent Third Parties
“Price Determination Agreement”	the agreement to be entered into between us and the Joint Bookrunners (on behalf of the Underwriters) on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	on or about Wednesday, 8 September 2010 (Hong Kong time) at which time the Offer Price is determined, or such later time as our Company and the Joint Bookrunners (on behalf of the Underwriters) may agree, but in any event not later than Tuesday, 14 September 2010
“Production Licence Notice”	the Notice on the Implementation of Industrial Policies regarding the Production Permission for Industrial Products (《關於工業產品生產許可工作中嚴格執行國家產業政策有關問題的通知》) jointly promulgated by the GAQSIQ and the NDRC and effective on 9 November 2006
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Reorganisation”	the corporate reorganisation of our Company effected in preparation for the Listing, details of which are set out in the section headed “History and Reorganisation – Reorganisation” in this prospectus
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares given to the Directors by our Shareholders on 24 August 2010, particulars of which are set forth in the section headed “Statutory and general information – Further information about our Company – Resolutions in writing of our Shareholders passed on 24 August 2010” as set out in Appendix VII to this prospectus
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAI Report”	a report dated 27 August 2010, which we commissioned with Strategic Analysis Inc. for US\$25,500. The report analyses, among other things, the market conditions of ethylene oxide and non-ionic surfactant products, in particular AEO surfactants, in China

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“Sanjiang Chemical”	三江化工有限公司 (Sanjiang Chemical Co., Ltd.*), formerly known as 嘉興三江化工有限公司 (Jiaxing Sanjiang Chemical Co., Ltd.*), a company established in the PRC with limited liability on 9 December 2003, and an indirect wholly-owned subsidiary of our Company
“Sanjiang Honam”	三江湖石化化工有限公司 (Sanjiang Honam Chemical Co., Ltd.*), a company established in the PRC with limited liability on 11 May 2010, and a sino-foreign joint venture company jointly controlled by Sanjiang Chemical and Honam Petrochemical Corp. (湖南石油化學株式會社) which is an Independent Third Party
“Sanjiang Production Plants”	Jiaxing Production Plant and Xiaoshan Production Plant
“Sanjiang Trading”	嘉興市三江化工貿易有限公司 (Jiaxing City Sanjiang Chemical Trading Co., Ltd.*), a company established in the PRC with limited liability on 29 October 2004, and an indirect wholly-owned subsidiary of our Company
“SCNPC”	the Standing Committee of the National People’s Congress of the PRC (中華人民共和國全國人民代表大會常務委員會)
“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 shares in the capital of our Company with a nominal value of HK\$0.10 each
“Share Option Scheme”	the share option scheme conditionally approved by our Shareholders on 24 August 2010, principal terms of which are summarised in the section headed “Share Option Scheme” in Appendix VII to this prospectus
“Shareholder(s)”	holder(s) of Shares
“Sole Global Coordinator”	BOCOM Securities
“Stabilising Manager”	BOCOM Securities
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Borrowing Agreement”	the stock borrowing agreement to be entered into on or about the Price Determination Date between BOCOM Holdings and BOCOM Securities

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sure Capital”	Sure Capital Holdings Limited, a company incorporated in BVI with limited liability on 10 July 2009, and as of the Latest Practicable Date, its ordinary shares were owned by Mr. Guan as to 84.71% and Ms. Han as to 15.29% and its preference shares were held by the Preference Shares Investors, and a controlling shareholder of our Company
“Tengfei Gongmao”	杭州騰飛工貿實業有限公司 (Hangzhou Tengfei Gongmao Enterprise Co., Ltd.*), a company established in the PRC with limited liability, a former shareholder of Sanjiang Chemical and an Independent Third Party
“Track Record Period”	the three financial years ended 31 December 2009 and the four months ended 30 April 2010; the phrase “during the Track Record Period”, followed by a series of figures or percentages, refers to information relating to the years ended 31 December 2007, 2008, 2009 and the four month period ended 30 April 2010, respectively
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Placing Agreement
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“USD”, “US\$” or “U.S. dollar(s)”	United States dollars, the lawful currency of the United States
“VAT”	value added tax
“Xiaoshan Production Plant”	the production plant located at the Xiaoshan Site
“Xiaoshan Site”	the production site located at Shanmozhi Village, Xinjie Town, Xiaoshan of the Zhejiang Province
“Yongming Petrochemical”	嘉興永明石化有限公司 (Jiaxing Yongming Petrochemical Co., Ltd.*), a company established in the PRC with limited liability on 9 December 2003, and an indirect wholly-owned subsidiary of our Company

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“Zhapu Construction”

嘉興市乍浦建設投資有限公司 (Jiaxing City Zhapu Construction and Investment Co., Ltd.*), a company established in the PRC with limited liability on 9 June 2000, and an Independent Third Party other than being a substantial shareholder of Guanlang and Jiaxing Rewang

Unless otherwise expressly stated or the context otherwise requires, all data in this prospectus are as of the Latest Practicable Date.

In this prospectus, the terms “associate”, “connected person”, “connected transaction”, “subsidiary” and “substantial shareholder” shall have the meanings ascribed to them under the Listing Rules, unless the context otherwise requires.

In this prospectus, unless otherwise stated, certain amounts denominated in RMB and U.S. dollars have been translated into HK dollars at an exchange rate of US\$1 = HK\$7.75 and HK\$1 = RMB0.8756 for illustration purposes only. Such conversions shall not be construed as representations that amounts in RMB or U.S. dollars were or may have been converted into HK dollars at such rate or any other exchange rates.

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.

In this prospectus, if there is any inconsistency between the Chinese names of the entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of names or any descriptions in Chinese which are marked with “” is for identification purpose only.*

* For identification purpose only