

DEFINITIONS

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

“Application Form(s)”	WHITE Application Form(s), YELLOW Application Form(s) and GREEN Application Form(s) or, where the context so requires, any of them
“Articles” or “Articles of Association”	the articles of association of our Company (as amended from time to time) adopted on November 22, 2011, a summary of which is set out in Appendix V to this prospectus
“Auspicious Splendid”	Auspicious Splendid Global Investments Limited (瑞華環球投資有限公司), an investment holding company incorporated under the laws of the BVI on February 11, 2011 and a Controlling Shareholder
“Baoxin Investment”	Baoxin Investment Management Ltd., an investment holding company incorporated under the laws of the BVI on September 6, 2010 and a Controlling Shareholder
“Beijing Hyundai”	北京現代汽車有限公司 (Beijing Hyundai Motor Co. Corp.), a joint venture in the PRC between Beijing Automotive Investment Co. Ltd., a subsidiary of Beijing Automotive Industry Holding Co., Ltd., and Hyundai Motor Co., an Independent Third Party
“Beijing Xinbaohang”	北京信寶行置業有限公司 (Beijing Xinbaohang Real Estate Co., Ltd.), a limited liability company incorporated in the PRC on June 24, 2010, which is 51% owned by Shanghai Baoxin and 49% owned by 力天集團有限公司 (Liten Group Co., Ltd.), an Independent Third Party apart from its equity interests herein
“Bentai PRC”	上海奔泰投資管理有限公司 (Shanghai Bentai Investment Management Co., Ltd.), a limited liability company incorporated in the PRC, a former shareholder of Shanghai Baoxin and an Independent Third Party
“BMW Brilliance”	華晨寶馬汽車有限公司 (BMW Brilliance Automotive Ltd.), a joint venture in the PRC between BMW Group and Brilliance China Automotive Holdings Ltd., an Independent Third Party
“BMW China”	寶馬(中國)汽車貿易有限公司 (BMW China Automotive Trading Ltd.), a PRC subsidiary of the BMW Group, an Independent Third Party
“Board” or “Board of Directors”	the board of directors of our Company

DEFINITIONS

“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“CADA”	China Automobile Dealers’ Association
“CAGR”	compound annual growth rate
“Capitalization Issue”	the issue of 2,100,000,000 Shares upon capitalization of certain sums standing to the credit of the share premium account of our Company referred to in the section “A. Further Information About Our Group—3. Resolutions of Our Shareholders” in Appendix VI to this prospectus
“Cayman Companies Law” or “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 participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Changshu Baoxin”	常熟寶信汽車銷售服務有限公司 (Changshu Baoxin Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on August 9, 2006, which is 70% owned by Shanghai Baoxin and 30% owned by Suzhou Baoxin
“Chiheng PRC”	上海馳恒投資管理有限公司 (Shanghai Chiheng Investment Management Co., Ltd.), a limited liability company incorporated in the PRC, a former shareholder of Shanghai Baoxin and an Independent Third Party
“China” or “the PRC”	the People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, Macau Special Administrative Region and Taiwan

DEFINITIONS

“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended or supplemented from time to time
“Company” or “our Company”	Baoxin Auto Group Limited (寶信汽車集團有限公司) (formerly known as Baoxin Auto Group Ltd.), an exempted company incorporated in the Cayman Islands on September 6, 2010
“Comparable Stores for After-sales Business”	those of our 4S dealership stores that are located in a provincial, sub-provincial or prefectural city and have been in operation for at least 24 months as of January 1 of a particular fiscal year and excludes stores that are located in county cities or less developed areas. See “Financial Information—Factors Affecting Our Results of Operation—Our 4S Dealership Network” for additional information
“Comparable Stores for Automobile Sales”	those of our 4S dealership stores that are located in a provincial, sub-provincial or prefectural city and have been in operation for at least 12 months as of January 1 of a particular fiscal year and excludes stores that are located in county cities or less developed areas. As at the Latest Practicable Date, we have only one store (Changshu Baoxin) which is located in a county city and has been in operation for at least 12 months as of January 1, 2011. See “Financial Information—Factors Affecting Our Results of Operation—Our 4S Dealership Network” for additional information
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and, unless the context otherwise requires, means Baoxin Investment, Auspicious Splendid and Mr. Yang Aihua
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Dandong Xinbaohang”	丹東信寶行汽車銷售服務有限公司 (Dandong Xinbaohang Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on March 9, 2011, which is wholly-owned by Shanghai Baoxin
“Director(s)”	the director(s) of our Company
“Dongfeng Nissan”	東風日產乘用車公司 (Dongfeng Nissan Passenger Vehicle Co.), a subsidiary of Dongfeng Motor Co., Ltd., a joint venture in the PRC between Dongfeng Group and Nissan Motor Co., Ltd., an Independent Third Party
“EIT Law”	the PRC Enterprise Income Tax Law promulgated on March 16, 2007 and became effective as of January 1, 2008

DEFINITIONS

“Family Trust”	the family trust set up by Ms. Yang as the settlor pursuant to a trust deed dated May 23, 2011 and a subsequent trust deed dated August 24, 2011 in respect to the shares in Baoxin BVI
“Family Trust Beneficiaries”	Mr. Yang Aihua, Mr. Yang Zehua and Mr. Yang Hansong and their respective children and further issue
“FAW Toyota”	一汽豐田汽車銷售有限公司 (FAW Toyota Motor Sales Co. Ltd.), a joint venture in the PRC among First Automobile Works Group Corp., Toyota Motor Corp., Tianjin FAW Toyota Motor Co. Ltd. and Sichuan Toyota Motor Co., Ltd., an Independent Third Party
“FAW-Volkswagen”	一汽-大眾汽車有限公司 (FAW-Volkswagen Automobile Co. Ltd.), a joint venture in the PRC among FAW Group Corporation, Volkswagen AG, Audi AG and Volkswagen Automobile (China) Investment Co., Ltd., an Independent Third Party
“Full Establish”	Full Establish Global Trading Limited (創科環球貿易有限公司), an investment holding company incorporated under the laws of BVI on February 11, 2011, a direct shareholder of our Company and an Independent Third Party
“Fuyang Baoxin”	富陽寶信汽車銷售服務有限公司 (Fuyang Baoxin Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on January 11, 2011, which is 90% owned by Shanghai Baoxin and 10% owned by Mr. Wang Yang, an Independent Third Party apart from his equity interests in Hangzhou Baoxin and herein
“GAC Honda”	廣汽本田汽車有限公司 (Guangqi Honda Automobile Co., Ltd.), a joint venture in the PRC between Guangzhou Automobile Group Co., Ltd. and Honda Motor Co., an Independent Third Party
“GAC Toyota”	廣汽豐田汽車有限公司 (Guangzhou Toyota Motor Co., Ltd.), a joint venture in the PRC among Guangzhou Automobile Group Co., Ltd., Toyota Motor Corporation and Toyota Motor (China) Investment Co., Ltd., an Independent Third Party
“GDP”	gross domestic product
“GFA”	gross floor area
“Global Coordinator”	Morgan Stanley Asia Limited
“Global Offering”	the Hong Kong Public Offering and the International Offering

DEFINITIONS

“Goffee”	Goffee Limited, an investment holding company incorporated under the laws of BVI on June 20, 2011, a direct shareholder of our Company and 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
“Group”, “our Group”, “we” or “us”	our Company and our subsidiaries and, in respect of the period before our Company became the holding company of our present subsidiaries, our present subsidiaries
“Hangzhou Baoxin”	杭州寶信汽車銷售服務有限公司 (Hangzhou Baoxin Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on August 18, 2008, which is 90% owned by Shanghai Baoxin and 10% owned by Mr. Wang Yang, an Independent Third Party apart from his equity interests in Fuyang Baoxin and herein
“Hangzhou Baoxin Real Estate”	杭州寶信置業有限公司 (Hangzhou Baoxin Real Estate Co., Ltd.), a limited liability company incorporated in the PRC on August 2, 2010, which is wholly-owned by Hangzhou Baoxin
“Hengjun PRC”	上海恒駿投資管理有限公司 (Shanghai Hengjun Investment Management Co., Ltd.), a limited liability company incorporated in the PRC, a former shareholder of Shanghai Baoxin and an Independent Third Party
“HK\$”	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
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 37,932,000 Shares being initially offered for subscription in the Hong Kong Public Offering, subject to reallocation
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting—Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated December 1, 2011 relating to the Hong Kong Public Offering and entered into by the Global Coordinator, J.P. Morgan Securities (Asia Pacific) Limited, CMB International Securities Limited, CMB International Capital Limited, the Hong Kong Underwriters, the Controlling Shareholders, the Selling Shareholder and our Company
“Huakong Industry”	華控(天津)產業投資基金(有限合夥) (Huakong (Tianjin) Industry Investment Fund (Limited Partnership)), a limited partnership registered in the PRC, a shareholder of Shanghai Baoxin and an Independent Third Party
“Huakong Innovation”	華控創新(天津)股權投資基金合夥企業(有限合夥) (Huakong (Tianjin) Innovation Fund (Limited Partnership)), a limited partnership registered in the PRC, a shareholder of Shanghai Baoxin and an Independent Third Party
“IFRS”	the International Financial Reporting Standards, amendments and the related interpretations issued by the International Accounting Standards Board
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are not connected (within the meaning of the Listing Rules) with any Directors, chief executive or substantial shareholders (within the meaning of the Listing Rules) of our Company, its subsidiaries or any of their respective associates
“Innovation Capital”	Innovation Capital, L.P., an exempted limited partnership registered in the Cayman Islands on June 30, 2011, a direct shareholder of our Company and an Independent Third Party
“International Offering”	the offer of the International Offer Shares at the Offer Price outside the United States in offshore transactions in accordance with Regulation S and in the United States to QIBs only in reliance on Rule 144A or any other available exemption from registration under the U.S. Securities Act

DEFINITIONS

“International Offer Shares”	the 341,388,000 Shares being initially offered in the International Offering (comprising 290,808,000 new Shares being offered by the Company and 50,580,000 Sale Shares being offered by the Selling Shareholder for subscription or purchase under the International Offering) together with, where relevant, any additional Shares which may be issued by our Company pursuant to the exercise of the Over-allotment Option, subject to reallocation
“International Underwriters”	the group of underwriters that are expected to enter into the International Underwriting Agreement to underwrite the International Offering
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering, which is expected to be entered into by the Joint Bookrunners, the International Underwriters, the Selling Shareholder, the Controlling Shareholders and our Company on or about December 7, 2011
“Jaguar Land Rover”	Jaguar Land Rover PLC, an Independent Third Party
“Jiangsu Hulong”	江蘇滬隆投資實業有限公司 (Jiangsu Hulong Investment Co., Ltd.), a limited liability company incorporated in the PRC on October 28, 2010, which is wholly-owned by Shanghai Baoxin
“Jiaying Tianhua”	嘉興天華汽車銷售服務有限公司 (Jiaying Tianhua Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on May 6, 2011, which is wholly-owned by Suzhou Xinbaohang
“Joint Bookrunners”	<i>Hong Kong Public Offering</i> Morgan Stanley Asia Limited J.P. Morgan Securities (Asia Pacific) Limited CMB International Capital Limited <i>International Offering</i> Morgan Stanley Asia Limited J.P. Morgan Securities Ltd. CMB International Capital Limited

DEFINITIONS

“Joint Lead Managers”	<p><i>Hong Kong Public Offering</i></p> <p>Morgan Stanley Asia Limited J.P. Morgan Securities (Asia Pacific) Limited CMB International Securities Limited</p> <p><i>International Offering</i></p> <p>Morgan Stanley Asia Limited J.P. Morgan Securities Ltd. CMB International Securities Limited</p>
“Joint Sponsors”	Morgan Stanley Asia Limited and J.P. Morgan Securities (Asia Pacific) Limited
“Kailong HK”	Kailong Investments Management Limited 開隆投資管理有限公司, a limited liability company incorporated in HK on September 21, 2010 which is wholly-owned by the Group
“Kailong PRC”	上海開隆投資管理有限公司 (Shanghai Kailong Investment Management Co., Ltd.), a limited liability company incorporated in the PRC, which was legally held 80% by Mr. Yang Aihua, 10% by Mr. Yang Hansong and 10% by Mr. Yang Zehua, a former shareholder of Shanghai Baoxin
“Land Rover & Jaguar”	the Land Rover and Jaguar brands of Jaguar Land Rover
“Latest Practicable Date”	November 26, 2011, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Listing”	the listing of the Shares on the Main Board of the Hong Kong Stock Exchange
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on or about December 14, 2011, on which the Shares are listed on the Hong Kong Stock Exchange and from which dealings in the Shares are permitted to commence on the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“M&A Rules”	the Provisions on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (關於外國投資者併購境內企業的規定) jointly adopted by MOFCOM, SAIC, SAT, SASAC, SAFE and CSRC on August 8, 2006 which became effective on September 8, 2006, as amended from time to time

DEFINITIONS

“Minhang Automobiles”	上海閔行開隆汽車銷售有限公司 (Shanghai Minhang Kailong Automobiles Sales Co., Ltd.), a limited liability company incorporated in the PRC on August 11, 2011, which is wholly-owned by Shanghai Kailong Qimao
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部) or its predecessor, the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外經濟貿易部)
“Moral Grand”	Moral Grand Limited, an investment holding company incorporated under the laws of BVI on March 18, 2011, a direct shareholder of our Company and an Independent Third Party
“Ms. Yang”	Ms. Yang Chu Yu, aged 22, is the daughter of Mr. Yang Aihua and a Canadian citizen
“NDRC”	National Development and Reform Commission of the PRC (國家發展和改革委員會)
“Ningbo Baodinghang”	寧波寶鼎行汽車銷售服務有限公司 (Ningbo Baodinghang Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on July 26, 2011, which is indirectly wholly-owned by Ningbo Baoxin
“Ningbo Baoxin”	寧波寶信汽車銷售服務有限公司 (Ningbo Baoxin Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on January 7, 2008, which is wholly-owned by Shanghai Baoxin
“Ningbo Tianhua”	寧波天華汽車銷售服務有限公司 (Ningbo Tianhua Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on April 11, 2011, which is wholly-owned by Suzhou Xinbaohang
“Ninghai Baoxin”	寧海寶信汽車銷售服務有限公司 (Ninghai Baoxin Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on February 25, 2010, which is wholly-owned by Shanghai Baoxin
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%)

DEFINITIONS

“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares together with, where relevant, any additional Shares which may be issued by our Company pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by our Company and the Selling Shareholder to the International Underwriters, exercisable by the Global Coordinator, in consultation with the Joint Bookrunners (on behalf of the International Underwriters), pursuant to which our Company and the Selling Shareholder may be required to allot, issue and sell, as the case may be, up to an aggregate of 56,898,000 Shares at the Offer Price to cover over-allocations in the International Offering, if any, out of which 28,449,000 Shares are expected to be issued by our Company and 28,449,000 Shares to be sold by the Selling Shareholder
“PBOC”	People’s Bank of China (中國人民銀行)
“PRC Government” or “State”	the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them
“Price Determination Date”	the date, expected to be on or about December 7, 2011, on which the Offer Price will be determined and, in any event, not later than December 8, 2011
“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Qingdao Baolong”	青島寶隆汽車銷售服務有限公司 (Qingdao Baolong Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on June 3, 2011, which is indirectly wholly-owned by Qingdao Xinbaohang
“Qingdao Xinbaohang”	青島信寶行汽車銷售服務有限公司 (Qingdao Xinbaohang Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on January 4, 2008, which is wholly-owned by Shanghai Baoxin
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the reorganization of the Group in preparation for the Listing, details of which are set out in the section headed “Our History and Reorganization—Reorganization” in this prospectus
“RMB”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act

DEFINITIONS

“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)
“SAIC”	State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“Sale Shares”	50,580,000 Shares to be sold by the Selling Shareholder as described in “Structure of the Global Offering” in this prospectus
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council of the PRC (國務院國有資產監督管理委員會)
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“Selling Shareholder”	Baoxin Investment
“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 or supplemented from time to time
“Shangchen PRC”	上海尚臣投資管理有限公司 (Shanghai Shangchen Investment Management Co., Ltd.), a limited liability company incorporated in the PRC which was legally held 51% by Mr. Yang Aihua and 49% by Mr. Yang Zehua, which was a former shareholder of Shanghai Baoxin
“Shanghai Baoxin”	上海寶信汽車銷售服務有限公司 (Shanghai Baoxin Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on February 5, 2004, which is 97% owned by Suzhou Baoxin and 3% collectively owned by Huakong Innovation and Huakong Industry, whose equity interests are subject to an equity transfer agreement under which Huakong Innovation and Huakong Industry agree to sell their 3% equity interests to Suzhou Baoxin following the completion of the Global Offering
“Shanghai Hanchuan”	上海漢川實業有限公司 (Shanghai Hanchuan Industrial Co., Ltd.), a limited liability company incorporated in the PRC on June 2, 2006, which is wholly-owned by Mr. Yang Aihua and his nominee, Mr. Yang Hansong
“Shanghai GM”	上海通用汽車有限公司 (Shanghai General Motors Co., Ltd.), a joint venture in the PRC between SAIC Motor Corporation Ltd. and General Motors Corporation, an Independent Third Party

DEFINITIONS

“Shanghai Kailong Qifu”	上海開隆汽車服務有限公司 (Shanghai Kailong Automobile Services Co., Ltd.), a limited liability company incorporated in the PRC on December 5, 2000, which is wholly-owned by Shanghai Kailong Qimao
“Shanghai Kailong Qimao”	上海開隆汽車貿易有限公司 (Shanghai Kailong Automobile Trading Co., Ltd.), a limited liability company incorporated in the PRC on August 24, 1999, which is wholly-owned by Shanghai Baoxin
“Shanghai Kailong Qimao Hongqiao”	上海開隆汽車貿易虹橋有限公司 (Shanghai Kailong Automobile Trading Hongqiao Co., Ltd.), a limited liability company incorporated in the PRC on April 6, 2004, which is wholly-owned by Shanghai Kailong Qimao
“Shanghai Kailong Qixiao”	上海開隆汽車銷售有限公司 (Shanghai Kailong Automobile Sales Co., Ltd.), a limited liability company incorporated in the PRC on November 15, 2001, which is controlled by Mr. Yang
“Shanghai Kailong Toyota”	上海開隆豐田汽車銷售服務有限公司 (Shanghai Kailong Toyota Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on May 31, 2002, which is 85% owned by Shanghai Kailong Qimao and 15% owned by the Shuangri Entities
“Shanghai Kailong Zhuanghuang”	上海開隆汽車裝潢服務有限公司 (Shanghai Kailong Automobile Decoration Services Co., Ltd.), a limited liability company incorporated in the PRC on June 30, 2003, which is wholly-owned by Shanghai Baoxin
“Shanghai Minhang Kailong Decoration”	上海閔行開隆汽車裝潢服務有限公司 (Shanghai Minhang Kailong Automobile Decoration Services Co., Ltd.), a limited liability company incorporated in the PRC on June 22, 2010, which is wholly-owned by Shanghai Kailong Toyota
“Shanghai Taipingyang Hongqiao”	上海太平洋虹橋汽車貿易有限公司 (Shanghai Taipingyang Hongqiao Automobile Trading Co., Ltd.), a limited liability company incorporated in the PRC on June 30, 2003, which is wholly-owned by Shanghai Kailong Qimao
“Shanghai Taipingyang Jinsha”	上海太平洋金沙汽車銷售服務有限公司 (Shanghai Taipingyang Jinsha Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on May 13, 2002, which is 90% owned by Shanghai Taipingyang Hongqiao and 10% owned by Ms. Xu Runfang, an Independent Third Party, apart from her equity interests therein

DEFINITIONS

- “Shanghai Taipingyang Shenlong” 上海太平洋申隆汽車銷售服務有限公司 (Shanghai Taipingyang Shenlong Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on April 29, 2005, which is wholly-owned by Shanghai Taipingyang Hongqiao
- “Shanghai Tianhua” 上海天華汽車銷售有限公司 (Shanghai Tianhua Automobile Sales Co., Ltd.), a limited liability company incorporated in the PRC on June 7, 2002, which is wholly-owned by Shanghai Baoxin
- “Shanghai Wujiaochang Kailong” 上海五角場開隆汽車貿易有限公司 (Shanghai Wujiaochang Kailong Automobile Trading Co., Ltd.), a limited liability company incorporated in the PRC on August 8, 2011, which is 70% owned by Shanghai Kailong Qimao, 21% owned by 上海五角場(集團)有限公司 (Shanghai Wujiaochang (Group) Co., Ltd.) and 9% owned by Mr. Chen Zhenghui, an Independent Third Party. Shanghai Wujiaochang (Group) Co., Ltd., an Independent Third Party apart from its equity interests therein
- “Shanghai Xinlong” 上海信隆汽車銷售服務有限公司 (Shanghai Xinlong Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on August 30, 2002, which is wholly-owned by Shanghai Kailong Toyota
- “Shanghai Xuhui Baoxin” 上海徐匯寶信汽車服務有限公司 (Shanghai Xuhui Baoxin Automobile Services Co., Ltd., formerly known as 上海徐匯寶信汽車銷售服務有限公司), a limited liability company incorporated in the PRC on January 11, 2008, which is wholly-owned by Shanghai Baoxin
- “Shanghai Xuhui Kailong” 上海徐匯開隆汽車銷售服務有限公司 (Shanghai Xuhui Kailong Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on January 16, 2006, which is wholly-owned by Shanghai Kailong Toyota
- “Shanghai Xuhui Kailong Second-hand Motor Vehicle” 上海徐匯開隆二手機動車經營有限公司 (Shanghai Xuhui Kailong Second-hand Motor Vehicle Trading Co., Ltd.), a limited liability company incorporated in the PRC on September 2, 2010, which is wholly-owned by Shanghai Kailong Qimao
- “Shanghai Ya’ou” 上海亞歐汽車銷售服務有限公司 (Shanghai Ya’ou Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on November 25, 2004, which is wholly-owned by Shanghai Kailong Toyota

DEFINITIONS

“Shanghai Zhenbei Baoxin”	上海真北寶信汽車銷售服務有限公司 (Shanghai Zhenbei Baoxin Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on April 21, 2011, which is wholly-owned by Shanghai Baoxin
“Shanghai Zhongchuang”	上海中創汽車銷售有限公司 (Shanghai Zhongchuang Automobile Sales Co., Ltd.), a limited liability company incorporated in the PRC on December 19, 2003, which is wholly-owned by Shanghai Kailong Toyota
“Shareholder(s)”	holder(s) of Shares
“Share Option Scheme”	our share option scheme conditionally adopted pursuant to resolutions passed by our Shareholders on November 22, 2011
“Shares”	ordinary shares in the capital of our Company with nominal value of HK\$0.01 each
“Shenyang Baoxinhang”	瀋陽寶信行汽車有限公司 (Shenyang Baoxinhang Automobile Co., Ltd.), a limited liability company incorporated in the PRC on August 23, 2011, which is wholly-owned by Suzhou Xinbaohang
“Shenyang Xinbaohang”	瀋陽信寶行汽車銷售服務有限公司 (Shenyang Xinbaohang Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on July 15, 2008, which is 50% owned by Shanghai Baoxin and 50% owned by Mr. Liu Yan who, apart from his equity interest therein, an Independent Third Party
“Shuangri Entities”	日本國雙日株式會社 (Japan Shuangri Co., Ltd.) together with 雙日(中國)有限公司 (Shuangri (China) Co., Ltd.), which apart from their combined 15% equity interests in Shanghai Kailong Toyota, Independent Third Parties
“Stabilizing Manager”	Morgan Stanley Asia Limited
“State Council”	the PRC State Council (中華人民共和國國務院)
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into on or about December 7, 2011 between the Stabilizing Manager (or its affiliates acting on its behalf) and Baoxin Investment, pursuant to which Baoxin Investment will agree to lend certain Shares to the Stabilizing Manager
“Suzhou Baoxin”	蘇州寶信汽車銷售服務有限公司 (Suzhou Baoxin Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on July 16, 2004, which is wholly-owned by Kailong HK

DEFINITIONS

“Suzhou Xinbaohang”	蘇州信寶行汽車銷售服務有限公司 (Suzhou Xinbaohang Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on August 30, 2010, which is wholly-owned by Suzhou Baoxin
“Taizhou Xinbaohang”	泰州信寶行汽車銷售服務有限公司 (Taizhou Xinbaohang Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on July 22, 2010, which is wholly-owned by Shanghai Baoxin
“Tianjin Baoxin”	天津寶信汽車銷售服務有限公司 (Tianjin Baoxin Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on August 27, 2008, which is wholly-owned by Shanghai Baoxin
“Tianjin Weibaohang”	天津衛寶行汽車銷售服務有限公司 (Tianjin Weibaohang Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on August 5, 2011, which is wholly-owned by Tianjin Baoxin
“Title Certificates”	long-term land use right certificates and/or building ownership certificates or real estate certificates
“Track Record Period”	the three financial years of our Company ended December 31, 2008, 2009 and 2010 and the six months ended June 30, 2011
“Tsinghua Fund I”	Tsinghua Industry Investment Fund I, L.P., an Exempted Limited Partnership registered in the Cayman Islands on June 30, 2011, is a direct shareholder of our Company and an Independent Third Party upon Listing
“Tsinghua Fund II”	Tsinghua Industry Investment Fund II, L.P., an Exempted Limited Partnership registered in the Cayman Islands on June 30, 2011, is a direct shareholder of our Company and an Independent Third Party upon Listing
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Purchase Agreement
“U.S.” or “United States”	the United States of America
“U.S. Securities Act”	the United States Securities Act of 1933, as amended from time to time

DEFINITIONS

“White Form eIPO”	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 White Form eIPO Service Provider www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“WTO”	the World Trade Organization
“Wuxi Tianhua”	無錫天華汽車銷售服務有限公司 (Wuxi Tianhua Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on April 15, 2011, which is wholly-owned by Suzhou Xinbaohang
“Xiangsong”	Xiangsong Auto Company Limited, a limited liability company incorporated in the BVI on April 4, 2011 which is wholly-owned by our Company
“Yang Trust”	the trust set up by Ms. Yang as settlor pursuant to a trust deed dated July 12, 2011 and a subsequent trust deed dated August 11, 2011 in respect to the shares in Auspicious Splendid
“Yang Trust Beneficiaries”	Mr. Yang Aihua and Mr. Yang Zehua and their respective children and further issue
“Yangzhou Mingkai”	揚州名凱汽車銷售服務有限公司 (Yangzhou Mingkai Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on September 30, 2010, which is wholly-owned by Shanghai Taipingyang Hongqiao
“Yangzhou Xinbaohang”	揚州信寶行汽車銷售服務有限公司 (Yangzhou Xinbaohang Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on March 4, 2010, which is 70% owned by Shanghai Baoxin and 30% owned by Mr. Bo Yutang, an Independent Third Party apart from his equity interests herein
“Zibo Baoxin”	淄博寶信汽車銷售服務有限公司 (Zibo Baoxin Automobile Sales & Services Co., Ltd.), a limited liability company incorporated in the PRC on October 27, 2011, which is 75% owned by Shanghai Baoxin and 25% owned by Mr. Zhou Wenfang, an Independent Third Party, apart from his equity interests therein

In this prospectus, the terms “associate”, “connected person”, “connected transaction”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

The English names of companies incorporated in the PRC are translations of their Chinese names and are included for identification purposes only.