
DEFINITIONS

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

“AII-cement”	AII-cement Limited, a company incorporated in the BVI with limited liability on 5 January 2001 and a wholly-owned subsidiary of SAC Holdings
“Allied Properties”	Allied Properties (H.K.) Limited, a company incorporated in Hong Kong with limited liability on 18 July 1960, the securities of which are listed on the Main Board of the Stock Exchange (Stock Code: 56 and Warrant Code: 1183) and is interested in approximately 46.85% of the entire issued share capital of Tian An through its wholly-owned subsidiaries, namely China Elite Holdings Limited and Fine Class Holdings Limited
“AII-Shanghai”	AII-Shanghai Inc., a company incorporated in the BVI with limited liability on 1 March 1993 and whose issued share capital is held as to 83.33% by SAC Holdings and as to 16.67% by an Independent Third Party
“Allied Wangchao”	Shandong Allied Wangchao Cement Limited (山東聯合王晁水泥有限公司), a company incorporated in the PRC with limited liability on 29 December 2003 and whose entire equity interest is beneficially interested by SAC Holdings (25.63% of which is held by AII-Shanghai on trust for SAC Holdings), which carries out our operations in Shandong Province
“Allied Wangchao plant”	the plant operated by Allied Wangchao
“Altus Capital”	Altus Capital Limited, a corporation licensed to carry on type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO, appointed as the Sponsor
“Application Form(s)”	WHITE application form(s), YELLOW application form(s), PINK application form(s) and BLUE application form(s) or, where the context so requires, any of them which is used in the Public Offer
“Articles” or “Articles of Association”	the Amended and Restated Articles of Association of the Company, adopted on 20 December 2011 with effect from the Listing Date, and as amended from time to time, a summary of which is set out in “Appendix IV — Summary of the constitution of the Company and Cayman Islands Companies Law” to this prospectus
“associate(s) ”	has the meaning ascribed thereto in the Listing Rules

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“Assured Entitlement(s)”	the entitlement(s) of a Qualifying TA Shareholder to apply for Reserved Shares under the Preferential Offering on the basis of an assured allotment of one (1) Reserved Share for every integral multiple of forty nine (49) shares in Tian An held by each Qualifying TA Shareholder as at 5:00 p.m. on the Record Date or otherwise announced
“Autobest Holdings”	Autobest Holdings Limited, a company incorporated in the BVI with limited liability on 11 March 2011 and which will directly hold approximately 75% voting rights in the general meeting of the Company upon the completion of the Share Offer and a direct wholly-owned subsidiary of Tian An
“Bailonggang Project”	the proposed construction of a new plant at the periphery of Shanghai Sewage Treatment Plant (上海污水處理廠) in Bailonggang (白龍港), Pudong, Shanghai, currently under negotiation with the Shanghai Municipal Government
“Board”	the board of Directors from time to time
“Business Day(s)”	any day (excluding a Saturday or a Sunday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant

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“ChinaVision Media”	ChinaVision Media Group Limited (previously known as Shanghai Allied Cement Limited and Interform Ceramics Technologies Limited respectively), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1060) and the Singapore Exchange Limited as a secondary listing
“Companies Law” or “Cayman Companies Law”	the Companies Law (2011 Revision) of the Cayman Islands as amended, supplemented or otherwise modified from time to time.
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	Allied Cement Holdings Limited (聯合水泥控股有限公司), a company incorporated in the Cayman Islands with limited liability on 21 March 2011
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules and unless the context requires otherwise, refers to Autobest Holdings and its beneficial owner, Tian An, which will control the exercise of approximately 75% voting rights in the general meeting of the Company immediately after the Share Offer
“Director(s)”	the director(s) of the Company
“Eligible Employee(s)”	all full-time employee(s) of our Group who joined our Group on or before the Latest Practicable Date who have a Hong Kong address (other than the chief executive or directors of the Company or its subsidiaries, existing beneficial owners of Shares or any of their respective associates and any other connected persons of the Company)
“Employee Preferential Offering”	the offer of up to 1,485,000 Public Offer Shares to Eligible Employees as described in the paragraph headed “Employee Preferential Offering” under the section headed “Structure and conditions of the Share Offer” in this prospectus
“Employee Reserved Shares”	the 1,485,000 Public Offer Shares (representing 0.9% of the Offer Shares available under the Share Offer) available in the Employee Preferential Offering and which are to be allocated out of the Public Offer Shares
“Euro”	European dollars, the official currency of the European Union
“FAI”	fixed asset investment

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“GDP”	gross domestic product (all references to GDP growth rates are to real as opposed to nominal rates of GDP growth), unless otherwise stated
“Grand Canal”	Beijing Hangzhou Grand Canal starting from Beijing to the city of Hangzhou
“Group”	the Company and its subsidiaries or, where the context so requires or permits, in respect of the period prior to the Company becoming the holding company of its present subsidiaries, the present subsidiaries of the Company
“HIBOR”	Hong Kong interbank offer rates
“HK\$” and “HK cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Registrar”	Tricor Secretaries Limited, being the Hong Kong branch share registrar and transfer office
“Independent Third Party(ies)”	person(s) or company(ies) which is (are) not connected person(s) (as defined in the Listing Rules) of the Group and Tian An Group
“Latest Practicable Date”	22 December 2011, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information contained herein
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about Wednesday, 18 January 2012, on which the Shares are first listed and from which dealings therein are permitted to take place on the Stock Exchange

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the Main Board of the Stock Exchange (excludes 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
“Non-competition Deed”	a deed of non-competition dated 20 December 2011 entered into between the Company and Tian An as further described in “Non-Competition Deed” under the section headed “Relationship with the Controlling Shareholders” in this prospectus
“Offer Price”	the price per Offer Share of HK\$1.00 per Share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee)
“Offer Shares”	the Public Offer Shares and the Placing Shares; and “Offer Share” means any one of these Offer Shares
“Overseas TA Shareholders”	registered holders of shares in Tian An, whose addresses on the register of members of Tian An were outside Hong Kong at 5:00 p.m. on the Record Date
“Placing”	the conditional placing of 133,650,000 Placing Shares by the Underwriter on behalf of the Company with professional, institutional and/or other investors for cash at the Offer Price, as further described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Placing Shares”	the 133,650,000 Shares being offered for subscription under the Placing
“PRC”, “China” or “State”	the People’s Republic of China, but for the purposes of this prospectus and unless otherwise indicated, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Preferential Offering”	the preferential offer to the Qualifying TA Shareholders of up to 16,500,000 Reserved Shares as further described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Premises Vacation”	the vacation of the Shanghai plant in Xuhui District (徐匯區), Shanghai as part of city planning and to facilitate the organisation of the World Expo 2010 in Shanghai, and for which site relocation compensation agreement was entered into between Shanghai SAC and the Shanghai Xuhui Binjiang for land resumption on 27 November 2009

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“Public Offer”	the offering by the Company of 31,350,000 Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure and conditions of the Share Offer” in this prospectus) for cash at the Offer Price on the terms and conditions described in this prospectus and the Application Forms
“Public Offer Shares”	the 31,350,000 new Shares (subject to adjustment as described in the section headed “Structure and conditions of the Share Offer” in this prospectus) initially being offered by the Company for subscription at the Offer Price under the Public Offer
“Qualifying TA Shareholder(s)”	holder(s) of shares in Tian An whose names appear on the register of members of Tian An at 5:00 p.m. on the Record Date who shall be entitled to the Shares under the Preferential Offering, other than those holding less than forty nine (49) shares of Tian An at 5:00 p.m. (or otherwise announced) on the Record Date and those Overseas TA Shareholders who the board of directors of Tian An, after making enquiries regarding the legal restrictions under the laws of the relevant places or the requirements of the relevant regulatory bodies and stock exchange in those places, considers the exclusion of which is necessary or expedient
“Record Date”	23 December 2011, being the record date for ascertaining the Assured Entitlements
“Regulation S”	Regulation S under the US Securities Act
“Remaining Group” or “Tian An Group”	Tian An and its remaining subsidiaries of Tian An excluding our Group
“Reorganisation”	the reorganisation of the corporate structure of our Group as referred to in the sections headed “Corporate reorganisation and group structure” and “Appendix V — Statutory and general information” in this prospectus
“Reserved Shares”	the 16,500,000 Offer Shares (representing approximately 10% of the Offer Shares initially available under the Share Offer) available in the Preferential Offering and which are to be allocated out of the Public Offer Shares
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAC Holdings”	Shanghai Allied Cement Holdings Limited, a company incorporated in Hong Kong with limited liability on 21 May 2001 and a wholly-owned subsidiary of Splendid Link

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“SAC Intellectual”	SAC Intellectual Properties Limited, a company incorporated in the BVI with limited liability on 11 March 2010 and a wholly-owned subsidiary of Splendid Link
“SAC Investments”	SAC Investments Limited, a company incorporated in the BVI with limited liability on 23 May 2001 and an indirect wholly-owned subsidiary of Tian An
“Shandong SAC”	Shandong Shanghai Allied Cement Co., Ltd. (山東上聯水泥發展有限公司), a company incorporated in the PRC with limited liability on 8 June 2001, and whose entire equity interest is held as to 100% by AII-cement, which carries out the operations in Shandong Province
“Shandong SAC plant”	the plant operated by Shandong SAC
“Shanghai Building Material”	Shanghai Building Material (Group) General Company* (上海建築材料(集團)總公司), a state-owned enterprise and the company holding the entire interest of Shanghai Cement Factory
“Shanghai Cement Factory”	Shanghai Cement Factory* (上海水泥廠), a company incorporated in the PRC and a wholly-owned subsidiary of Shanghai Building Material
“Shanghai SAC”	Shanghai Allied Cement Co., Ltd. (上海聯合水泥有限公司), a company incorporated in the PRC with limited liability on 31 December 1993 and whose equity interest is held as to 60% by AII-Shanghai and as to 40% by Shanghai Cement Factory, an Independent Third Party, which carries out the operations in Shanghai
“Shanghai plant”	the plant operated by Shanghai SAC
“Shanghai Xuhui Binjiang”	Shanghai Xuhui Binjiang Development Investment Company Limited* (上海徐滙濱江開發投資建設有限公司)
“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(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Share Offer”	the Public Offer and the Placing

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“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 28 April 2011, the principal terms of which are summarised in the paragraph headed “Share Option Scheme” in Appendix V to this prospectus
“Sole Bookrunner” or “Sole Lead Manager”	Sun Hung Kai Investment Services Limited, a licensed corporation for Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO, being the sole lead manager and sole bookrunner of the Share Offer
“Splendid Link”	Splendid Link Limited, a company incorporated in the BVI with limited liability on 19 November 2010 and a direct wholly-owned subsidiary of the Company
“Sponsor”	Altus Capital, being the sponsor to the Listing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance) of the Company, whether incorporated in Hong Kong or elsewhere and subsidiaries shall be constructed accordingly
“Substantial Shareholder(s)”	shall have the meaning ascribed to it under rule 1.01 of the Listing Rules
“Sunwealth”	Sunwealth Holdings Limited, a company incorporated in the BVI with limited liability on 22 February 2005 and an indirect wholly-owned subsidiary of Tian An
“TACHP”	Tian An China Hotel and Property Investments Company Limited, a company incorporated in Hong Kong with limited liability on 3 June 1987 and a wholly-owned subsidiary of Tian An
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended from time to time
“Tian An”	Tian An China Investments Company Limited, a company incorporated in Hong Kong with limited liability on 24 October 1986, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 28) and a Controlling Shareholder
“Tian An China”	Tian An China Enterprise Limited, a company incorporated in Hong Kong with limited liability on 3 July 1987 and a direct wholly-owned subsidiary of Tian An

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“Tian An Shanghai”	Tian An (Shanghai) Investments Co., Ltd. (天安(上海)投資有限公司), a company incorporated in the PRC with limited liability on 22 July 1992 and a wholly-owned subsidiary of Tian An
“Track Record Period”	the period comprising the years ended 31 December 2008, 2009 and 2010 and the six-month period ended 30 June 2011
“Trading Day”	a day on which trading of the Shares takes place on the Stock Exchange
“Underwriter”	the underwriter in respect of the Public Offer and the Placing named in the section headed “Underwriting” in this prospectus
“Underwriting Agreement”	the Underwriting Agreement dated 29 December 2011 entered between, among others, the Company, the executive Directors, the Controlling Shareholders and the Underwriter, particulars of which are summarised in the section headed “Underwriting” in this prospectus
“US”	the United States of America
“US\$”	US dollars, the lawful currency of the US
“VAT”	value added tax
“Wangchao Coal”	Shandong Wangchao Coal Group Co., Ltd* (山東王晁煤電集團有限公司), a company incorporated in the PRC with limited liability and an Independent Third Party
“we”, “us” or “our”	the Company or our Group (as the context may require)
“%”	per cent.

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, unless otherwise stated, certain amounts denominated in RMB have been translated into HK\$ at an exchange rate of RMB0.83 to HK\$1.00. Certain amounts denominated in US\$ have also been translated into HK\$ at an exchange rate of US\$1.00 to HK\$7.80. Such conversions shall not be construed as representations that amounts in RMB or US\$ were or could have been or could be converted into HK\$ at such rates or any other exchange rates on such date or any other date.

If there is any inconsistency between the Chinese name of the PRC entities mentioned in this prospectus and their English translations, the Chinese version shall prevail.

* For identification purpose only