
DEFINITIONS

In this Prospectus, the following terms have the following meanings unless the context otherwise requires. Certain technical terms are explained in the section headed “Glossary” in this Prospectus.

“affiliate(s)”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with a specified person;
“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;
“Application Lists”	the application lists for the Hong Kong Public Offering;
“Articles” or “Articles of Association”	the articles of association of the Company, conditionally adopted on 24 January 2011, and as amended from time to time;
“associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“Board” or “Board of Directors”	the board of Directors of the Company;
“Business Day”	any day (other than Saturday and Sunday) on which banks in Hong Kong are generally open for normal banking business;
“BVI”	British Virgin Islands;
“CAGR”	compound annual growth rate;
“Capitalization Issue”	the allotment and issue of 1,499,999,999 Shares to Wongs Investment to be made upon capitalization of certain sums standing to the credit of the share premium account of the Company referred to in the paragraph headed “Statutory and General Information — A. Further Information about the Company — 3. Written resolutions of the sole Shareholder passed on 24 January 2011” in Appendix VII to this Prospectus;
“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 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;
“Citi”	Citigroup Global Markets Asia Limited;

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“CMMC”	Chinese Market Monitoring Center (中國市場監測中心);
“Companies Law”	Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Companies Ordinance”	Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Company” or “the Company”	China Kingstone Mining Holdings Limited (中國金石礦業控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 29 March 2010;
“Competent Person’s Report”	the competent person’s report, dated 7 March 2011, prepared by Behre Dolbear;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Controlling Shareholder(s)”	Mr. Huang and Wongs Investment;
“Corporate Reorganization”	the reorganization arrangements implemented by our Company in preparation for the Listing which is more particularly described in the section headed “Statutory and General Information — A. Further information about the Company — 4. Corporate Reorganization” in Appendix VII to this Prospectus;
“CSMA”	China Stone Material Association (中國石材協會), a non-profit industry association, details of which are disclosed in the section headed “Industry Overview — Sources of Information — CSMA” in this Prospectus;
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會);
“Deed of Indemnity”	a deed of indemnity dated 4 March 2011 entered into between our Controlling Shareholders and the Company for itself and as trustee for its subsidiaries, under which our Controlling Shareholders have given certain indemnities in favour of our Company containing, among others, the indemnities referred to in the paragraph headed “Other Information — Estate duty, tax and other indemnity” in Appendix VII to this Prospectus;
“Deed of Non-competition”	a deed of non-competition dated 4 March 2011 entered into by our Controlling Shareholders in favor of the Company, details of which are disclosed in the section headed “Relationship with Controlling Shareholders” in this Prospectus;
“Director(s)”	director(s) of the Company;
“EIT”	enterprise income tax;
“GAC”	General Administration of Customs of PRC (中華人民共和國海關總署);

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“GDP”	gross domestic product;
“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 designated by the Company;
“Guangzhou Kingstone”	Kingstone (Guangzhou) Stone Industry Co., Ltd. (金石(廣州)石業有限公司), a limited liability company established under the laws of the PRC on 26 May 2010 and an indirectly wholly owned subsidiary of the Company;
“Hatch”	an experienced consultant in the mining industry, engaged to provide the Hatch Report for use in whole or in part in this Prospectus;
“Hatch Report”	the industry report “Marble and Beige Marble Industry Report”, dated 10 January 2011, prepared by Hatch;
“HK\$”, “HK dollars” or “Hong Kong dollars”	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”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong Kingstone”	Kingstone (HK) Group Limited (金石(香港)集團有限公司), a company incorporated under the laws of Hong Kong on 14 April 2010 and an indirectly wholly owned subsidiary of the Company;
“Hong Kong Offer Shares”	the 58,000,000 New Shares initially being offered for subscription at the Offer Price in 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 offering by the Company of initially 58,000,000 New Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure of the Global Offering” in this Prospectus) for cash at the Offer Price and on the terms and conditions described in this Prospectus and 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;

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“Hong Kong Underwriting Agreement”	the underwriting agreement dated 4 March 2011 relating to the Hong Kong Public Offering entered into between, among others, the Company, the Sole Global Coordinator and the Hong Kong Underwriters;
“IFRS”	International Financial Reporting Standards;
“IMM”	Internazionale Marmi e Macchine Carrara S.p.A.;
“Independent Technical Consultant” or “Behre Dolbear”	Behre Dolbear Asia, Inc., a wholly owned subsidiary of Behre Dolbear & Company, Inc., and an Independent Third Party that specializes in performing studies and providing consulting services worldwide regarding the minerals industry;
“Independent Third Party(ies)”	a company or companies that is or are not connected person(s);
“International Offer Shares”	the 442,000,000 New Shares initially being offered at the Offer Price pursuant to the International Offering, to be issued by the Company together and 80,000,000 Sale Shares offered by the Selling Shareholder for sale, when relevant, together with any additional Shares to be sold pursuant to the Over-allotment Option;
“International Offering”	the offering of the International Offer Shares by the Company to professional and institutional investors and other investors as further described in the section headed “Structure of the Global Offering” in this Prospectus;
“International Underwriters”	the underwriters of the International Offering, who are expected to enter into the International Underwriting Agreement;
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering which is expected to be entered into among the Company, Mr. Huang, Wongs Investment, the Sole Global Coordinator and the International Underwriters on or around 11 March 2011;
“Jiucheng Mining”	Guangzhou Jiucheng Mining Co., Ltd. (廣州久成礦業有限公司), a limited liability company established under the laws of the PRC on 19 May 2007;
“Kingstone Industrial”	Kingstone Industrial Investment Limited (金石實業投資有限公司), a company incorporated under the laws of the BVI with limited liability on 7 April 2010 and a directly wholly owned subsidiary of the Company;
“Latest Practicable Date”	28 February 2011, being the latest practicable date for ascertaining certain information in this Prospectus prior to the publication of this Prospectus;
“Lead Manager”	Citi;

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“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 on which dealings in the Shares first commence on the Stock Exchange;
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“Macau”	the Macau Special Administrative Region of the PRC;
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company adopted on 19 August 2010, as amended from time to time;
“MEP”	Ministry of Environmental Protection of the PRC (中華人民共和國環境保護部);
“MLR”	Ministry of Land and Resources of the PRC (中華人民共和國國土資源部);
“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貿易經濟合作部);
“Mr. Huang”	Huang Xian You (黃賢優), one of our Controlling Shareholders;
“MS China 3”	MS China 3 Limited, an affiliate of Morgan Stanley;
“NBSC”	National Bureau of Statistics of China (中華人民共和國國家統計局);
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展與改革委員會);
“New Shares”	the 500,000,000 new Shares being initially offered by the Company for subscription at the Offer Price under the Global Offering;
“NPC”	National People’s Congress of the PRC (中華人民共和國全國人民代表大會), the national legislative body of the PRC;
“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee) at which the Offer Shares are to be subscribed for and issued, or purchased and sold, pursuant to the Global Offering;
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares together, where relevant, with any additional Shares sold pursuant to the exercise of the Over-allotment Option;

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“Over-allotment Option”	the option expected to be granted by the Selling Shareholder under the International Underwriting Agreement to the International Underwriters, exercisable by the Sole Global Coordinator on behalf of the International Underwriters for up to 30 days after the last day for lodging applications under the Hong Kong Public Offering, to require the Selling Shareholder to sell up to an aggregate of 87,000,000 additional Sale Shares, representing 15% of the initial number of Offer Shares, at the Offer Price, to, among other things, cover over allocations (if any) in the International Offering, details of which are further described in the section headed “Structure of the Global Offering — The International Offering” in this Prospectus;
“PBOC”	The People’s Bank of China (中國人民銀行);
“PRC” or “China”	People’s Republic of China and, for the purpose of this Prospectus, excludes Hong Kong, Macau and Taiwan;
“PRC Company Law”	the Company Law of the PRC (中華人民共和國公司法), effective on 1 July 1994, as amended, supplemented or otherwise modified from time to time;
“PRC Government”	the central government of the PRC including all government subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them;
“Pre-IPO Share Option Scheme”	the existing share option scheme for employees of our Company approved and adopted by the Company pursuant to a resolution passed by our sole Shareholder on 24 January 2011, the principal terms of which are summarized under the paragraph headed “Pre-IPO Share Option Scheme” in Appendix VII to this Prospectus;
“Price Determination Date”	the date, which is expected to be on or around 11 March 2011, on which the Offer Price is fixed for the purposes of the Global Offering, and in any event no later than 16 March 2011;
“Prospectus”	this Prospectus in connection with the Hong Kong Public Offering;
“QIBs”	qualified institutional buyers within the meaning of Rule 144A under the U.S. Securities Act;
“Regulation S”	Regulation S under the U.S. Securities Act;
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC;
“Rule 144A”	Rule 144A under the U.S. Securities Act;
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局);

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“Sale Shares”	the 80,000,000 Shares being offered for sale by the Selling Shareholder at the Offer Price under the International Offering and any additional Shares which may be sold pursuant to the exercise of the Over-allotment Option;
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局);
“SAWS”	State Administration of Work Safety of the PRC (中華人民共和國國家安全生產監督管理總局);
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Selling Shareholder”	Wongs Investment;
“Share(s)”	shares in the share capital of the Company with a nominal or par value of HK\$0.1 each;
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 24 January 2011, the principal terms of which are summarized in the section headed “Statutory and General Information — E. Share Option Scheme” in Appendix VII to this Prospectus;
“Shareholder(s)”	holder(s) of the Share(s);
“Sichuan Jinshida”	Sichuan Jiangyou Jinshida Stone Industry Co., Ltd. (四川江油金時達石業有限公司), a limited company established under the laws of the PRC on 20 September 2005 and an indirectly wholly owned subsidiary of the Company;
“Sole Global Coordinator”, “Sole Bookrunner”, “Sole Sponsor” and “Stabilizing Manager”	Citi;
“State Council”	the State Council of the PRC (中華人民共和國國務院);
“Stock Borrowing Agreement”	a stock borrowing agreement expected to be entered into on or about 11 March 2011 between the Stabilizing Manager and Wongs Investment pursuant to which Wongs Investment may lend up to 87,000,000 Shares to the Stabilizing Manager on terms set out therein;
“Stock Exchange” and “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules;
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules;

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“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“Track Record Period”	period comprising the period from 14 March 2008 to 31 December 2008, the year ended 31 December 2009 and the eleven months ended 30 November 2010;
“Underwriters”	the Hong Kong Underwriters and the International Underwriters;
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement;
“United States” or “U.S.”	the United States of America;
“USGS”	the United States Geological Survey, a fact-finding research organization of the United States government which engages in four major science disciplines concerning biology, geography, geology and hydrology;
“U.S. Securities Act”	the United States Securities Act of 1933, as amended from time to time;
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States;
“VAT”	value added tax;
“we”, “our Company”, “us” or “Group”	China Kingstone Mining Holdings Limited or its predecessors and, except where the context otherwise requires, all of its subsidiaries from time to time;
“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 (www.eipo.com.hk);
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited;
“Wongs Investment”	Wongs Investment Development Holdings Group Limited, one of our Controlling Shareholders, a company incorporated under the laws of the BVI with limited liability on 15 March 2010, the entire share capital of which is owned by Mr. Huang;
“WTO”	World Trade Organization;
“Xining Guoxin”	Xining City Guoxin Investment Holdings Co., Ltd. (西寧市國新投資控股有限公司), a limited liability company established under the laws of the PRC on 18 March 1998, which is ultimately controlled by Mr. Huang; and
“Zhangjiaba Mine”	the Zhangjiaba (張家壩) mine, a marble mine located in Zhenjiang Village, Xiangshui County, Jiangyou City of Sichuan Province.

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The English names of the PRC nationals, entities, departments, facilities, certificates, titles and the like mentioned in this Prospectus are translations from their Chinese names. If there is any inconsistency, the Chinese name shall prevail.

Unless otherwise specified, all references to any shareholdings in the Company assume no exercise of the Over-allotment Option.