

DEFINITIONS

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

“2008 Acquisition”	the acquisition from the Scarborough Group of a 50% interest in SIL by Original TSI, through a wholly-owned subsidiary of our Company, and the conversion of the Scarborough Group’s entire interest in the issued share capital in SIL plus certain shareholder loans provided by it to SIL and its subsidiaries into a 15% stake in Original TSI, further details of which are set out in the section headed “History, Reorganization and Corporate Structure — 2008 Acquisition” in this prospectus
“Advisory Committee”	a committee established and authorized by the Board to exercise powers of our Directors in relation to all matters relating to the Share Award Scheme and the Pre-IPO Share Option Scheme
“affiliate”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Affiliated Company”	any other company which is its subsidiary or its holding company or is a fellow subsidiary of any such holding company or one in the equity capital of which it and/or such other company or companies taken together are directly or indirectly interested so as to exercise or control the exercise of 50% or more of the voting power at general meetings, or to control the composition of a majority of the board of directors
“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, adopted on December 2, 2010 and as amended from time to time
“Board”	the board of Directors
“Business Day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands

DEFINITIONS

“BVI Co”	Cheung Yuet (B.V.I.) Limited, a company incorporated in the BVI with limited liability on November 23, 2010 and owned as to 100% by HSBC International Trustee, the trustee of the Wong Family Trust
“BVI Holdco”	Top Spring International (BVI) Limited, a company incorporated in the BVI with limited liability on August 25, 2009 and a wholly-owned subsidiary of our Company
“CAGR”	compound annual growth rate
“Capitalization Issue”	the issue of Shares to be made upon capitalization of the share premium account of our Company as referred to in the section headed “Statutory and General Information — A. Further Information about our Group — 4. Resolutions of our Shareholders passed on December 2, 2010 and February 28, 2011” in Appendix VIII to this prospectus
“CBRC”	China Banking Regulatory Commission (中國銀行業監督管理委員會)
“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 or a CCASS Custodian Participant or a CCASS Investor Participant
“Chairman”, “Chief Executive Officer”, “Founder” or “Mr. Wong”	Mr. Wong Chun Hong, our chairman, founder and chief executive officer, an executive Director and one of our Controlling Shareholders

DEFINITIONS

“Chance Again”	Chance Again Limited, a company incorporated in the BVI with limited liability on May 31, 1994 and indirectly owned as to 100% by the Wong Family Trust
“Changzhou Advertising”	常州萊蒙廣告有限公司 (Changzhou Top Spring Advertising Co., Ltd.*), a company established in the PRC with limited liability on September 3, 2004 and a wholly-owned subsidiary of our Company
“Changzhou Business Management”	常州萊蒙商業管理有限公司 (Changzhou Top Spring Business Management Co., Ltd.*), a company established in the PRC with limited liability on November 13, 2007 and a wholly-owned subsidiary of our Company
“Changzhou Holiday Inn”	Holiday Inn Wujin Changzhou (常州武進假日酒店), a project located in the Wujin District of Changzhou and completed by Changzhou Water Flower
“Changzhou Landmark”	Changzhou Landmark (常州萊蒙都會), a project located in the Zhonglou District of Changzhou and is in the process of being developed by Changzhou Top Spring
“Changzhou Le Lemans City”	Changzhou Le Lemans City (常州萊蒙城), a project located in the Wujin District of Changzhou and is in the process of being developed by Changzhou Water Flower
“Changzhou Property Services”	常州市萊蒙物業服務有限公司 (Changzhou Top Spring Property Services Co., Ltd.*) (formerly known as 常州市萊蒙物業管理有限公司 (Changzhou Top Spring Property Management Co., Ltd.*) prior to March 3, 2009), a company established in the PRC with limited liability on August 2, 2006 and a wholly-owned subsidiary of our Company
“Changzhou Taihu Bay”	常州萊蒙鵬源太湖灣房地產開發有限公司 (Changzhou Top Spring Taihu Bay Property Development Co., Ltd.*), a company established in the PRC with limited liability on November 26, 2009 and a wholly-owned subsidiary of our Company
“Changzhou Top Spring”	常州萊蒙都會置業有限公司 (Changzhou Top Spring Landmark Real Estate Co., Ltd.*), a company established in the PRC with limited liability on December 17, 2002 and a wholly-owned subsidiary of our Company

DEFINITIONS

“Changzhou Water Flower”	常州萊蒙水榭花都房地產開發有限公司 (Changzhou Top Spring Water Flower Property Development Co., Ltd.*), a company established in the PRC with limited liability on April 28, 2006 and a wholly-owned subsidiary of our Company
“Chengdu Landmark”	Chengdu Landmark (成都萊蒙置地廣場), a project located in the Wuhou District of Chengdu and is in the process of being developed by Top Spring (Chengdu)
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, Macau and Taiwan
“CIT”	PRC corporate income tax
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, “we” or “us”	Top Spring International Holdings Limited (萊蒙國際集團有限公司) (formerly known as Top Spring International Holdings Ltd. on April 23, 2010, Top Spring International Holdings Limited (萊蒙鵬源國際集團有限公司) from September 22, 2009 to April 22, 2010 and Top Spring Holdings Limited prior to September 22, 2009), a company incorporated under the laws of the Cayman Islands with limited liability on August 25, 2009
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and in the context of our Company, means Mr. Wong and Chance Again
“CR Company”	華潤股份有限公司 (China Resources Co., Limited*), a company established in the PRC and, to the best knowledge of our Directors, the ultimate holding company of which is a state-owned enterprise and an Independent Third Party

DEFINITIONS

“CR SZITIC Investment”	華潤深國投投資有限公司 (China Resources SZITIC Investment Co., Ltd.*), a company established in the PRC with limited liability on December 23, 2008, currently owned by 深圳市國有資產監督管理局 (Shenzhen State-owned Assets Supervision and Administration*) and CR Company as to 49% and 51%, respectively, and, to the best knowledge of our Directors, its ultimate holding company is a state-owned enterprise. Its principal businesses are investment management and consulting, property development and property management and it is an Independent Third Party
“CR SZITIC Trust”	華潤深國投信托有限公司 (China Resources SZITIC Trust Co., Ltd.*) (formerly known as 深圳市信托投資公司 (Shenzhen City Trust & Investment Co.*), 深圳國際信托投資總公司 (Shenzhen International Trust & Investment Co. Head Office*), 深圳國際信托投資公司 (Shenzhen International Trust & Investment Co.*), 深圳國際信托投資有限責任公司 (Shenzhen International Trust & Investment Co., Ltd.*)), a company established in the PRC with limited liability on August 24, 1982 and an Independent Third Party
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the Chinese national securities markets
“Deed of Indemnity”	the deed of indemnity dated December 2, 2010 executed by our Controlling Shareholders in favour of our Company (for itself and as trustee for each other member of our Group)
“Deed of Lock-Up Undertaking”	the deed of lock-up undertaking dated March 10, 2011 executed by Scarborough UK and Sheffield United Realty in favour of the Hong Kong Underwriters and the International Underwriters
“Deed of Non-competition”	the deed of non-competition dated December 2, 2010 executed by Mr. Wong in favour of our Company (for itself and for the benefit of the other members of our Group)
“Director(s)”	director(s) of our Company
“Dongguan Landmark”	Dongguan Landmark (東莞萊蒙商業中心), a project located in Nancheng District of Dongguan and completed by Dongguan SZITIC

DEFINITIONS

“Dongguan SZITIC”	東莞市深國投房地產開發有限公司 (Dongguan SZITIC Property Development Co., Ltd.*), a company established in the PRC with limited liability on April 14, 2005 and a wholly-owned subsidiary of our Company
“Dr. McCabe”	Dr. McCabe Kevin Charles, a non-executive Director and our non-executive vice chairman
“DTZ”	DTZ Debenham Tie Leung Limited, property valuer
“Forsyth Far East”	Forsyth Far East Limited
“Fortune Mega”	Fortune Mega International Limited, a company incorporated in the BVI with limited liability on April 21, 2006 and a wholly-owned subsidiary of our Company
“Frasers Hospitality”	Frasers Hospitality Pte. Ltd., the hospitality management arm of Frasers Centrepoint Limited, a wholly-owned subsidiary of Fraser and Neave, Limited (which is listed on Singapore Stock Exchange Limited)
“Fullest Max”	Fullest Max Limited (盛滿有限公司*), a company incorporated in the BVI with limited liability on January 25, 2006 and a wholly-owned subsidiary of our Company
“Fullshine”	Fullshine Group Limited (富盛集團有限公司*), a company incorporated in the BVI with limited liability on January 23, 2006 and a wholly-owned subsidiary of our Company
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Glory Wise”	Glory Wise Limited (港榮有限公司), a company incorporated in the BVI with limited liability on February 23, 2006 and a wholly-owned subsidiary of our Company
“Great Canyon”	Great Canyon Investment Limited, a company incorporated in the BVI with limited liability on August 6, 2010 and a wholly-owned subsidiary of HSBC Trustee in its capacity as trustee of the Share Option Trust. It holds all the Pre-IPO Options on trust for the purpose of the Pre-IPO Share Option Scheme in accordance with the terms thereof and of the Share Option Trust
“GREEN Application Form(s)”	the application form(s) to be completed by HK eIPO White Form Service Provider designated by our Company

DEFINITIONS

“Group”	our Company and our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, our present subsidiaries or entities which carried on the business currently operated by such subsidiaries at the relevant time or (as the case may be) their predecessors
“Hangzhou Business Management”	杭州萊蒙商業管理有限公司 (Hangzhou Top Spring Business Management Co., Ltd.*), a company established in the PRC with limited liability on September 7, 2007 and a wholly-owned subsidiary of our Company
“Hangzhou Hidden Valley”	Hangzhou Hidden Valley (杭州水榭山), a project located in Fuyang District, Hangzhou and to be developed by Top Spring (Fuyang)
“Hangzhou Landmark”	Hangzhou Landmark (杭州萊蒙商業中心), a project located in the Yuhang District of Hangzhou and is developed by Top Spring International (Yuhang)
“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 at <u>www.hkeipo.hk</u>
“HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by our Company, as specified on the designated website at <u>www.hkeipo.hk</u>
“HKAS”	Hong Kong Accounting Standards and Interpretations
“HKFRS”	Hong Kong Financial Reporting Standards promulgated by the Hong Kong Institute of Certified Public Accountants, which includes HKAS
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing 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 dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong Offer Shares”	the 25,000,000 Shares (subject to adjustment as described in the section headed “Structure and Conditions of the Global Offering” in this prospectus) initially being offered by us for subscription pursuant to the Hong Kong Public Offering
“Hong Kong Public Offering”	the offering of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price subject to the terms and conditions described in this prospectus and the Application Forms as further described in the section headed “Structure and Conditions 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 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 March 10, 2011 relating to the Hong Kong Public Offering entered into among our Company, our Controlling Shareholders and the Joint Bookrunners
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited, a registered institution under the SFO registered to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO, and a licensed bank under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong)
“HSBC International Trustee”	HSBC International Trustee Limited, as trustee of the Wong Family Trust
“HSBC Trustee”	HSBC Trustee (Hong Kong) Limited, as trustee of the Share Award Trust and the Share Option Trust
“Hua Shun Digital”	深圳市華順數碼科技有限公司 (Shenzhen Hua Shun Digital Technology Co., Ltd.*), a company established in the PRC with limited liability on May 8, 2001 and an Independent Third Party
“Independent Third Party(ies)”	person(s) or company(ies) who/which is/are independent of and not connected with our Company or any of our connected persons

DEFINITIONS

“International Offer Shares”	the 225,000,000 Shares (subject to adjustment and the Over-allotment Option as described in the section headed “Structure and Conditions of the Global Offering” in this prospectus) initially being offered by us for subscription pursuant to the International Offering together, where relevant, with any additional Shares to be issued pursuant to the exercise of the Over-allotment Option
“International Offering”	the offering of the International Offer Shares outside the United States pursuant to Regulation S, including institutional and professional investors in Hong Kong (other than retail investors in Hong Kong), and in the United States to QIBs in reliance on Rule 144A, as further described in the section headed “Structure and Conditions of the Global Offering — The International Offering” in this prospectus
“International Underwriters”	the underwriters named in the International Underwriting Agreement
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering to be entered into among our Company, our Controlling Shareholders, the Joint Bookrunners, the International Underwriters on or around Wednesday, March 16, 2011
“Invested Entity(ies)”	company(ies) in which our Group holds an interest (excluding the subsidiaries of our Group)
“Jing Yiya”	深圳市精溢雅裝飾工程有限公司 (Shenzhen Jing Yiya Decoration Engineering Co., Ltd.*), a company established in the PRC with limited liability on October 25, 2010 and a wholly-owned subsidiary of our Company
“Joinbest”	Joinbest Enterprises Limited, a company incorporated in the BVI with limited liability on July 17, 2002 and a wholly-owned subsidiary of our Company
“Joint Bookrunners” or “Joint Lead Managers”	Macquarie, HSBC and Nomura
“Jointak”	Jointak Investment Limited (光德投資有限公司) (formerly known as Top Spring International (Changzhou) Limited (萊蒙國際(常州)有限公司) from September 16, 2005 to October 25, 2005), a company incorporated in Hong Kong with limited liability on April 2, 2002 and a wholly-owned subsidiary of our Company

DEFINITIONS

“Kunming Da Run”	昆明大潤房地產開發有限公司 (Kunming Da Run Property Development Co., Ltd.*), a company established in the PRC with limited liability on February 5, 2007 and an Independent Third Party
“Kunming Water Flower”	Kunming Water Flower (昆明水榭花都), a project located in the Beishi District of Kunming, which was disposed of to an Independent Third Party during the Track Record Period
“Kunming Xin He Min”	昆明市新河民房地產北市區有限公司 (Kunming Xin He Min Property North Region Co., Ltd.*), a company established in the PRC with limited liability on April 25, 2005 and an Independent Third Party since SZITIC Property’s disposal of its 49% interest therein to an Independent Third Party in February 2010
“Lai Shuitian”	深圳市萊水天投資管理有限公司 (Shenzhen Lai Shuitian Investment Management Co., Ltd.*), a company established in the PRC with limited liability on September 17, 2010 and a wholly-owned subsidiary of our Company
“Latest Practicable Date”	Friday, March 4, 2011, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Le Leman Yuhang”	Le Leman International (Yuhang) Limited (萊蒙國際(餘杭)有限公司), a company incorporated in Hong Kong with limited liability on July 2, 2005 and a wholly-owned subsidiary of our Company
“Listing”	the listing of our Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on Wednesday, March 23, 2011, on which dealings in our Shares first commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Long Hua”	Top Spring International (Long Hua) Limited (萊蒙國際(龍華)有限公司) (formerly known as Cheung Tai Real Estate Development (Long Hua) Co., Limited (祥泰地產發展(龍華)有限公司) prior to September 17, 2005), a company incorporated in Hong Kong with limited liability on November 10, 1997 and a wholly-owned subsidiary of our Company

DEFINITIONS

“Macau”	the Macau Special Administrative Region of the PRC
“Macquarie”	Macquarie Capital Securities Limited, a licensed corporation licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
“Main Board”	the stock market (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
“Main Century”	Main Century Limited, a company incorporated in the BVI with limited liability on September 8, 2005 and a wholly-owned subsidiary of our Company
“Marble World”	Marble World Holdings Limited, a company incorporated in the BVI with limited liability on August 20, 2010 and a wholly-owned subsidiary of HSBC Trustee in its capacity as trustee of the Share Award Trust. It will hold approximately 0.6452% interest in our Company upon completion of the Capitalization Issue and the Global Offering (assuming that the Over-allotment Option is not exercised and taking no account of any Shares which may be allotted and issued pursuant to the exercise of the Pre-IPO Options and any options which may be granted under the Share Option Scheme) on trust for the purpose of the Share Award Scheme in accordance with the terms thereof and of the Share Award Trust
“McCabe Family”	Dr. McCabe, certain of his family members and two trusts of which certain of his family members are beneficiaries
“Memorandum”	the memorandum of association of our Company as currently adopted
“Ministry of Construction”	the Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部) or its predecessor, the Ministry of Construction of the PRC (中國建設部)
“Ministry of Finance”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“Ministry of Land and Resources”	the Ministry of Land and Resources of the PRC (中華人民共和國國土資源部)
“Ministry of Supervision”	the Ministry of Supervision of the PRC (中華人民共和國監察部)

DEFINITIONS

“Mixed Media Offer”	the mixed media offer whereby the Company will issue printed WHITE and YELLOW Application Forms in connection with the Global Offering without being accompanied by a printed form of this prospectus provided that, among other conditions, an electronic form of this prospectus will be made available on the websites of the Stock Exchange and the Company, pursuant to section 9A of the Companies Ordinance
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“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)
“Nomura”	Nomura International (Hong Kong) Limited, a licensed corporation licensed to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) regulated activities under the SFO
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage fee, Stock Exchange trading fee and SFC transaction levy) at which the Offer Shares are to be subscribed, to be determined in the manner described in the section headed “Structure and Conditions of the Global Offering — Determination of the Offer Price” in this prospectus
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares together, where relevant, with any additional Shares issued pursuant to the exercise of the Over-allotment Option
“Original TSI”	Top Spring Holdings Limited (萊蒙集團有限公司) (formerly known as Top Spring Group Limited from August 24, 2009 to April 22, 2010 and Top Spring International Holdings Limited (萊蒙鵬源國際集團有限公司) prior to August 24, 2009), a company incorporated under the laws of the Cayman Islands with limited liability on August 30, 2007 and held as to 85% by Chance Again and 15% by Sheffield United Realty, respectively

DEFINITIONS

“Over-allotment Option”	the option expected to be granted by our Company to the Joint Bookrunners (on behalf of the International Underwriters) exercisable under the International Underwriting Agreement pursuant to which our Company may be required by the Joint Bookrunners to issue up to an aggregate of 37,500,000 additional Shares, representing in aggregate not more than 15% of the initial number of Offer Shares, at the Offer Price, to cover over-allocations in the International Offering, if any
“PBOC”	People’s Bank of China (中國人民銀行), the central bank of China
“PBOC Rate”	the exchange rate for foreign exchange transactions set daily by the PBOC based on the China inter-bank foreign exchange market rate of the previous day and with reference to current exchange rates on the world financial markets
“Pre-IPO Options”	the options granted under the Pre-IPO Share Option Scheme and remaining outstanding as at the Latest Practicable Date entitling the holders thereof to subscribe for, in aggregate, Shares representing approximately 3.19% of the entire issued share capital of our Company immediately after completion of the Global Offering and the Capitalization Issue as enlarged by the allotment and issue of Shares upon the exercise of all such Pre-IPO Options but without taking into account any Shares which may be issued upon the exercise of the Over-allotment Option and any options which may be granted under the Share Option Scheme, the particulars of which are described in the section headed “Statutory and General Information — E. Pre-IPO Share Option Scheme” in Appendix VIII to this prospectus
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme adopted by our Company on December 2, 2010, the principal terms of which are summarized under the section headed “Statutory and General Information — E. Pre-IPO Share Option Scheme” in Appendix VIII to this prospectus
“Price Determination Date”	the date, expected to be on or around Wednesday, March 16, 2011, and no later than Monday, March 21, 2011, on which the Offer Price is fixed between our Company and the Joint Bookrunners (on behalf of the Underwriters) for the purposes of the Global Offering

DEFINITIONS

“Prosperous Properties Holdings”	Prosperous Properties Holdings Limited (盛興地產控股有限公司) (formerly known as Prosperous Property Development (Wujin) Limited (盛興地產發展(武進)有限公司) prior to March 30, 2006), a company incorporated in Hong Kong with limited liability on February 18, 2006 and a wholly-owned subsidiary of our Company
“Prosperous Property Development”	Prosperous Property Development (Holdings) Limited (盛興地產發展(集團)有限公司), a company incorporated in Hong Kong with limited liability on December 1, 2005 and a wholly-owned subsidiary of our Company
“Qing Linyuan”	深圳市青霖沅園林景觀有限公司 (Shenzhen Qing Linyuan Landscape Design Co., Ltd.*), a company established in the PRC with limited liability on October 22, 2010 and a wholly-owned subsidiary of our Company
“Qualified Institutional Buyers” or “QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Rainbow”	天虹商場股份有限公司 (Rainbow Department Store Co., Ltd.) (formerly known as 深圳天虹商場有限公司 (Shenzhen Rainbow Department Store Co., Ltd.*) from February 27, 1992 to April 29, 2006 and 深圳天虹商場 (Shenzhen Rainbow Department Store*) prior to February 27, 1992, a company established in the PRC with its shares listed on the Shenzhen Stock Exchange, 22.75% of its voting power is controlled by Mr. Wong
“Rainbow Group”	Rainbow and its subsidiaries
“Regulation S”	Regulation S under the US Securities Act
“Renminbi” or “RMB”	Renminbi or yuan, the lawful currency of the PRC
“Reorganization”	the reorganization arrangements undergone by us in preparation for the Listing as described in the section headed “History, Reorganization and Corporate Structure — Reorganization” in this prospectus
“Rule 144A”	Rule 144A under the US 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)

DEFINITIONS

“Scarborough China”	Scarborough China Holdings Limited, a company incorporated in Hong Kong with limited liability on June 8, 2006 and a wholly-owned subsidiary of our Company
“Scarborough Group”	Scarborough UK and its subsidiaries or, where the context so requires in respect of the period before Scarborough UK become the holding company of its present subsidiaries, the present subsidiaries of Scarborough UK or some or any of them
“Scarborough Holdings”	Scarborough Holdings Limited, a company incorporated in Hong Kong with limited liability on July 9, 2003 and an indirect wholly-owned subsidiary of Scarborough UK
“Scarborough UK”	Scarborough Group International Limited, a company incorporated in the UK with limited liability on March 28, 2007 and the ultimate holding company of Sheffield United Realty, which is controlled by the McCabe Family
“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 from time to time)
“Shanghai Baoshan Landmark”	Shanghai Baoshan Landmark (上海寶山), a project located in Shanghai, which was disposed of to an Independent Third Party during the Track Record Period
“Shanghai Feng Dan”	上海楓丹麗舍房地產開發有限公司 (Shanghai Feng Dan Li She Property Development Co., Ltd*), a company established in the PRC with limited liability on August 14, 2001 and which was an associated company of our Company
“Share(s)”	ordinary shares(s) of HK\$0.10 each in the share capital of our Company
“Share Award Scheme”	the share award scheme adopted by our Company on December 2, 2010, the principal terms of which are summarized under the section headed “Statutory and General Information — D. Share Award Scheme” in Appendix VIII to this prospectus
“Share Award Trust”	a trust of which HSBC Trustee acts as the trustee and the beneficiary objects include employees of our Group and Invested Entities as grantees under the Share Award Scheme
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“Share Option Scheme”	the share option scheme conditionally adopted by our Company on February 28, 2011, the principal terms of which are summarized under the section headed “Statutory and General Information — F. Share Option Scheme” in Appendix VIII to this prospectus
“Share Option Trust”	a trust of which HSBC Trustee acts as the trustee and the beneficiary objects include employees of our Group and Invested Entities as grantees under the Pre-IPO Share Option Scheme
“Sheffield United Realty”	Sheffield United Realty B.V., a company incorporated in the Netherlands with limited liability on October 13, 2006 and an indirect wholly-owned subsidiary of Scarborough UK
“Sheng Xing”	深圳市盛興信息諮詢有限公司 (Shenzhen Sheng Xing Information Consulting Co., Ltd.*) (formerly known as 深圳市盛興投資有限公司 (Shenzhen Sheng Xing Investment Co., Ltd.*) prior to April 24, 2006), a company established in the PRC with limited liability on September 6, 2004 and a wholly-owned subsidiary of our Company
“Shenzhen Blue Bay”	Shenzhen Blue Bay (深圳水榭藍灣), a project located in the Longgang District of Shenzhen and is in the process of being developed by SZITIC Property and an Independent Third Party
“Shenzhen Business Management”	深圳市萊蒙商業管理有限公司 (Shenzhen Top Spring Business Management Co., Ltd.*), a company established in the PRC with limited liability on March 31, 2004 and a wholly-owned subsidiary of our Company
“Shenzhen Hidden Valley”	Shenzhen Hidden Valley (深圳水榭山), a project located in the Bao’an District of Shenzhen and is in the process of being developed by Shenzhen Water Flower
“Shenzhen Hua Long”	深圳市華龍房地產開發有限公司 (Shenzhen City Hua Long Property Development Co., Ltd.*) (formerly known as 華龍房地產開發(深圳)有限公司 (Hua Long Property Development (Shenzhen) Co., Ltd.*) from November 3, 1998 to June 5, 2000 and 深圳華龍房地產開發有限公司 (Shenzhen Hua Long Property Development Co., Ltd.*) prior to September 11, 2003), a company established in the PRC with limited liability on November 3, 1998 and a wholly-owned subsidiary of our Company

DEFINITIONS

“Shenzhen Jun Da”	深圳萊蒙俊達信息諮詢有限公司 (Shenzhen Top Spring Jun Da Information Consulting Co., Ltd.*), a company established in the PRC with limited liability on May 31, 2010 and a wholly-owned subsidiary of our Company
“Shenzhen Jun Li”	深圳萊蒙俊利信息諮詢有限公司 (Shenzhen Top Spring Jun Li Information Consulting Co., Ltd.*), a company established in the PRC with limited liability on May 27, 2010 and a wholly-owned subsidiary of our Company
“Shenzhen Longhua Lot 1”	the parcel of land located in Bao’an District of Shenzhen which is in the process of being developed into Shenzhen Hidden Valley
“Shenzhen Longhua Lot 2”	the parcel of land located in Bao’an District of Shenzhen which is in the process of being developed into The Spring Land (Phases 1 to 3)
“Shenzhen Longhua Lots 3 to 5”	the parcels of land located in Bao’an District of Shenzhen which are in the process of being developed into The Spring Land (Phases 4 to 6)
“Shenzhen New City Plaza”	Shenzhen New City Plaza (深圳水榭明天), a project located in Longgang District, Shenzhen and to be developed by our Group
“Shenzhen Property Services”	深圳市萊蒙物業服務有限公司 (Shenzhen Top Spring Property Services Co., Ltd.*), a company established in the PRC with limited liability on August 24, 2009 and a wholly-owned subsidiary of our Company
“Shenzhen Sheng Feng”	深圳市盛豐投資發展有限公司 (Shenzhen Sheng Feng Investment and Development Co., Ltd.*), a company established in the PRC with limited liability on August 21, 2002 and is a wholly-owned subsidiary of Top Spring Investment
“Shenzhen Water Flower”	深圳市水榭花都房地產有限公司 (Shenzhen Water Flower Property Co., Ltd.*), a company established in the PRC with limited liability on August 26, 2004 and a wholly-owned subsidiary of our Company
“Shenzhen Water Flower Garden”	Shenzhen Water Flower Garden (深圳水榭花都), a project located in the Futian District of Shenzhen and developed by Shenzhen Hua Long

DEFINITIONS

“SIL”	SIL Limited (萊蒙鵬源國際有限公司) (formerly known as Scarborough International Limited (萊蒙鵬源國際有限公司) from May 4, 2007 to November 17, 2008, ScarSpring Holdings Limited (萊蒙思嘉伯控股有限公司) from December 23, 2005 to May 3, 2007 and Max Hill Holdings Limited (盛山集團有限公司) prior to December 23, 2005), a company incorporated in Hong Kong with limited liability on November 11, 2005 and is an indirect wholly-owned subsidiary of Original TSI
“Smart Huge”	Smart Huge Investments Limited, a company incorporated in BVI with limited liability on May 19, 2010 and owned by Yu Ming Hua and Yu Qiong, both being Independent Third Parties respectively, as to 50% of interest held by each of them
“Sole Global Coordinator” or “Sole Sponsor”	Macquarie
“Stabilizing Manager”	Macquarie
“State Council”	The State Council of the PRC (中華人民共和國國務院)
“State Administration of Taxation Bureau”	The State Administration of Taxation of the PRC (國家稅務總局)
“State” or “PRC government”	the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities of them or, as the context requires, any of them
“Stock Borrowing Agreement”	a stock borrowing agreement to be entered into between Macquarie and Chance Again on or around Wednesday, March 16, 2011
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Deed of Indemnity”	the deed of amendment dated February 28, 2011 executed by our Controlling Shareholders in favour of our Company (for itself and as trustee for each other member of the Group) supplemental to the Deed of Indemnity

DEFINITIONS

“SZITIC Property”	深圳深國投房地產開發有限公司 (Shenzhen SZITIC Property Development Co., Ltd.*) (formerly known as 深圳信托房地產開發有限公司 (Shenzhen Trust Property Development Co., Ltd.*) from April 5, 1996 to December 9, 2002 and 深圳市信托房地產開發有限公司 (Shenzhen City Trust Property Development Co., Ltd.*) prior to December 1, 2004), a company established in the PRC with limited liability on April 5, 1996 and a wholly-owned subsidiary of our Company
“Tai Sheng”	深圳萊蒙泰盛信息諮詢有限公司 (Shenzhen Top Spring Tai Sheng Information Consulting Co., Ltd.*), a company established in the PRC with limited liability on March 29, 2010 and a wholly-owned subsidiary of our Company
“Tai Xiang”	泰祥信息諮詢(深圳)有限公司 (Tai Xiang Information Consulting (Shenzhen) Co., Ltd.*), a company established in the PRC with limited liability on June 12, 2003 and a wholly-owned subsidiary of our Company
“Taihu Hidden Valley”	Taihu Hidden Valley (太湖水榭山), a project located in the Wujin District in Changzhou and to be developed by Changzhou Taihu Bay
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“The Spring Land”	The Spring Land (深圳水榭春天), a project located in the Bao’an District in Shenzhen, and in the process of being developed by Shenzhen Water Flower and Top Spring Real Estate (Shenzhen)
“Tianjin Haijixing”	天津海吉星投資發展有限公司 (Tianjin Haijixing Investment Development Co., Ltd.*), a company established in the PRC with limited liability on August 30, 2010 and was indirectly owned as to 40% by our Group as at the Latest Practicable Date
“Tianjin Jinghai Project Joint Venture Company”	天津海吉星農產品物流有限公司 (Tianjin Hai Ji Xing Agricultural Products Logistics Co., Ltd*), a company established in the PRC with limited liability on July 8, 2010 and was owned as to 40% by our Group as at the Latest Practicable Date
“Tianjin Le Leman City”	Tianjin Le Leman City (天津萊蒙城), a project located in Jinghai County in Tianjin and to be jointly developed by our Group and other Independent Third Parties

DEFINITIONS

“Top Orient”	Top Orient Development Limited, a company incorporated in the BVI with limited liability on September 9, 2003 and a wholly-owned subsidiary of our Company
“Top Spring (Chengdu)”	萊蒙置業(成都)有限公司 (Top Spring Realty (Chengdu) Co., Ltd.*) (formerly known as 謝菲聯置業(成都)有限公司) (Sheffield United Realty (Chengdu) Co., Ltd.*) prior to March 11, 2010), a company established in the PRC with limited liability on September 21, 2006 and a wholly-owned subsidiary of our Company
“Top Spring (Fuyang)”	萊蒙置業(富陽)有限公司 (Top Spring Real Estate (Fuyang) Company Limited*), a company established in the PRC with limited liability on December 21, 2009 and a wholly-owned subsidiary of our Company
“Top Spring (HK)”	Top Spring (HK) Company Limited (萊蒙(香港)有限公司) (formerly known as Top Spring Real Estate (HK) Company Limited (萊蒙房地產(香港)有限公司) prior to September 8, 2009), a company incorporated in Hong Kong with limited liability on June 5, 2006 and a wholly-owned subsidiary of our Company
“Top Spring International Shenzhen”	Top Spring International (Shenzhen) Limited (萊蒙國際(深圳)有限公司), a company incorporated in Hong Kong with limited liability on June 17, 2006 and a wholly-owned subsidiary of our Company
“Top Spring International (Xiqi)”	Top Spring International (Xiqi) Limited (萊蒙國際(西溪)有限公司) (formerly known as Le Leman International (Xiqi) Limited (萊蒙國際(西溪)有限公司) prior to October 8, 2005) a company established in Hong Kong with limited liability on July 2, 2005 and a wholly-owned subsidiary of our Company
“Top Spring International (Yuhang)”	萊蒙國際(余杭)置業有限公司 (Top Spring International (Yuhang) Landmark Co., Ltd.*), a company established in the PRC with limited liability on September 15, 2005 and a wholly-owned subsidiary of our Company
“Top Spring International Zhejiang”	Top Spring International (Zhejiang) Limited (萊蒙國際(浙江)有限公司), a company incorporated in Hong Kong with limited liability on July 7, 2006 and a wholly-owned subsidiary of our Company

DEFINITIONS

“Top Spring Investment”	萊蒙投資有限公司 (Top Spring Investment Co., Ltd.*), a company incorporated in the PRC with limited liability on February 20, 2004, 100% of its voting rights are controlled by Mr. Wong
“Top Spring Real Estate (Shenzhen)”	萊蒙房地產(深圳)有限公司 (Top Spring Real Estate (Shenzhen) Co., Ltd.*) (formerly known as 祥泰信息諮詢(深圳)有限公司 (Xiang Tai Information Consulting (Shenzhen) Co., Ltd.*) prior to June 2, 2004), a company established in the PRC with limited liability on January 5, 2001 and a wholly-owned subsidiary of our Company
“Top Spring Taihu Bay”	Top Spring International (Taihu Bay) Development Limited (萊蒙國際(太湖灣)開發有限公司) (formerly known as Mark Creation Limited prior to December 6, 2006), a company incorporated in Hong Kong with limited liability on November 10, 2006 and a wholly-owned subsidiary of our Company
“TSGHL”	Top Spring Group Holdings Limited (萊蒙鵬源集團有限公司) (formerly known as Le Lemán International Holdings Limited (萊蒙國際集團有限公司) from July 16, 2005 to August 7, 2005 and Top Spring International Corporation Limited (鵬源國際集團有限公司) prior to July 16, 2005), a company incorporated in Hong Kong with limited liability on July 8, 1993, a company owned as to 99.999% by Chance Again and 0.001% by Mr. Wong
“Track Record Period”	the period comprising the three financial years ended December 31, 2009 and the nine months ended September 30, 2010
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“United States” or “US”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US dollars” or “US\$”	United States dollars, the lawful currency of the United States
“US Securities Act”	the US Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder

DEFINITIONS

“Water Flowers Real Estate”	Water Flowers Real Estate (Hongkong) Limited (水榭花都房地產(香港)有限公司), a company incorporated in Hong Kong with limited liability on October 6, 2010 and a wholly-owned subsidiary of our Company
“ WHITE Application Form(s)”	the form of application for the Hong Kong Offer Shares for use by public applicants who require such Hong Kong Offer Shares to be issued in their own name
“Wong Family Trust”	The Cheung Yuet Memorial Trust, a discretionary family trust established by Mr. Wong, the beneficiaries of which include Mr. Wong’s family members
“Xiang Jun”	萊蒙祥俊信息諮詢(深圳)有限公司 (Top Spring Xiang Jun Information Consulting (Shenzhen) Co., Ltd.*) (formerly known as 祥俊信息諮詢(深圳)有限公司 (Xiang Jun Information Consulting (Shenzhen) Co., Ltd.*) prior to November 24, 2009), a company established in the PRC with limited liability on May 30, 2003 and a wholly-owned subsidiary of our Company
“Xiang Kang”	祥康信息諮詢(深圳)有限公司 (Xiang Kang Information Consulting (Shenzhen) Co., Ltd.*), a company established in the PRC with limited liability on May 26, 2003 and a wholly-owned subsidiary of our Company
“Xiang Sheng”	深圳市祥盛信息諮詢有限公司 (Shenzhen Xiang Sheng Information Consulting Co., Ltd.*), a company established in the PRC with limited liability on September 26, 2006 and a wholly-owned subsidiary of our Company
“Xiang Ying”	萊蒙祥盈信息諮詢(深圳)有限公司 Top Spring Xiang Ying Information Consulting (Shenzhen) Co., Ltd.*), a company established in the PRC with limited liability on June 25, 2010 and a wholly-owned subsidiary of our Company
“ YELLOW Application Form(s)”	the form of application for the Hong Kong Offer Shares for use by public applicants who require such Hong Kong Offer Shares to be deposited directly into CCASS
“%”	per cent
“£”	Pounds Sterling, the lawful currency of the UK

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

* denotes English translation of the name of a Chinese company or entity or vice versa and is provided for identification purposes only.