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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following terms and expressions shall have the following meanings:*

“Affiliate”	in relation to a body corporate, any subsidiary undertaking or parent undertaking of such body corporate, and any subsidiary undertaking of any such parent undertaking for the time being
“Ansen”	Ansen International Limited, a company incorporated in the BVI on 9 June 2010 and is owned as to 100% by Mr. TING Yian Ann
“Application Form(s)”	<b>WHITE</b> application form(s) and <b>YELLOW</b> application form(s) or where the context so requires, any of them, relating to the Hong Kong Public Offer
“Articles” or “Articles of Association”	the articles of association of the Company, adopted on 30 November 2010, a summary of certain provisions of which is set out in Appendix IV in this prospectus
“Associated Entity(ies)”	an entity, not being a subsidiary or a Jointly-controlled Entity, in which our Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence, and which in our Group includes Ningbo Ningxiang (before the Dragon Bussan Reorganisation), Dragon Bussan (before the Dragon Bussan Reorganisation), Tianjin Tianlong and Tianlong Haixiang
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks are generally open for business in Hong Kong
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of Shares to be made upon capitalisation of part of the share premium account of the Company upon completion of the Global Offering referred to in the paragraph headed “Further information about our Company and its subsidiaries – Resolutions in writing of the Shareholders passed on 30 November 2010, 7 March 2011 and 23 May 2011” in Appendix V to this prospectus

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“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
“Celanese”	Celanese (Nanjing), Celanese Diversified and Celanese Acetyl
“Celanese Acetyl”	Celanese (Nanjing) Acetyl Derivatives Company, Ltd., a subsidiary of Celanese Corporation and an Independent Third Party
“Celanese Acetyl Contract”	the terminal service contract entered into between Celanese Acetyl and us on 20 March 2007, together with its amendment agreements, details of which are set forth in “Business – Our business – Our customers in Nanjing – Our relationship with Celanese – Our long-term contract with Celanese Acetyl” in this prospectus
“Celanese Contracts”	the long-term terminal service contract between us and each of (i) Celanese (Nanjing) for the provision of terminal and bulk chemical storage services dated 1 April 2004; (ii) Celanese Diversified for the provision of terminal and bulk chemical storage services dated 1 June 2006; and (iii) Celanese Acetyl for the provision of terminal and bulk chemical storage services dated 20 March 2007
“Celanese Diversified”	Celanese (Nanjing) Diversified Chemical Company, Ltd., a subsidiary of Celanese Corporation and an Independent Third Party

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“Celanese Diversified Contract”	the terminal service contract entered into between Celanese Diversified and us on 1 June 2006, together with its amendment agreements, details of which are set forth in “Business – Our business – Our customers in Nanjing – Our relationship with Celanese – Our long-term contract with Celanese Diversified” in this prospectus
“Celanese (Nanjing)”	Celanese (Nanjing) Chemical Company Limited, a subsidiary of Celanese Corporation and an Independent Third Party
“Celanese (Nanjing) Contract”	the terminal service contract entered into between Celanese (Nanjing) and us on 1 April 2004, together with its amendment agreements, details of which are set forth in “Business – Our business – Our customers in Nanjing – Our relationship with Celanese – Our long-term contract with Celanese (Nanjing)” in this prospectus
“chief executive”	the chief executive (as defined in the SFO) of the Company
“CNCC”	China National Chemical Economic and Technical Development Centre, an Independent Third Party and a consultancy company specialising in petroleum and chemical industry in the PRC
“CNCC Report”	China liquid chemical product and logistics industry analysis report (中國液體化工產品物流行業分析報告) on the chemical product and logistics industry in the PRC published by CNCC in September 2010 and commissioned by us
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) 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”	Dragon Crown Group Holdings Limited (龍翔集團控股有限公司), a company incorporated in the Cayman Islands with limited liability on 16 July 2010
“connected person(s)”	has the meaning ascribed to it under the Listing Rules

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“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the case of the Company, means Mr. NG, Lirun and Sure Port, individually and as a group of persons
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Dagu Investments”	Tianjin Dagu Chemical Investments and Development Company Limited (天津大沽化工投資發展有限公司), a company established in the PRC owned and / or controlled by the PRC government and except for its approximately 7.5% equity interests and nominated directors in Tianjin Tianlong, an Independent Third Party
“DC Investments”	Dragon Crown Investments Limited (龍翔化工國際有限公司), a company incorporated in Hong Kong with limited liabilities on 1 October 1991 which is owned as to 98% and 2% by Mr. NG and Mr. CHONG Yat Chin, respectively
“DC Petrochemicals”	Dragon Crown Petrochemicals Terminal (Holdings) Limited (龍翔石化儲運(集團)有限公司), a company incorporated in Hong Kong with limited liability on 25 June 2004, which is wholly-owned by Sea Triumph and an indirect wholly-owned subsidiary of our Company
“Deed of Indemnity”	the deed of indemnity dated 23 May 2011 and entered into between the Controlling Shareholders and our Company, details of which are set forth in the paragraphs under “Other Information – Estate duty, tax and other indemnities” in Appendix V to this prospectus
“Director(s)”	the director(s) of our Company
“Dragon Bussan”	Dragon Bussan International Limited (龍翔物產有限公司), a company incorporated in Hong Kong with limited liability on 22 April 1993, which is wholly-owned by Quick Response and an indirect wholly-owned subsidiary of our Company

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“Dragon Bussan Reorganisation”	our reorganisation for acquiring 40% shareholding interests in Dragon Bussan from Mitsui & Co., Ltd. and Mitsui & Company (Hong Kong) Limited and conversion of 60% shareholding interests in Dragon Bussan held by DC Investments into non-voting deferred shares, pursuant to which Dragon Bussan became our indirect wholly owned subsidiary
“Dragon Crown (Shanghai)”	Dragon Crown Chemical (Shanghai Pudong New Area) Co. Ltd. (龍翔化工(上海浦東新區)有限公司), a wholly-foreign owned enterprise established in the PRC on 16 July 1998, which is wholly-owned by DC Investments
“Dragon Source”	Dragon Source Industrial Limited (龍翔化工有限公司), a company incorporated in Hong Kong with limited liability on 12 July 1988, which is wholly-owned by Ideal Huge and an indirect wholly-owned subsidiary of the Company
“Global Offering”	the Hong Kong Public Offer and the International Placing
“Group”, “we” and “us”	the Company, its subsidiaries, Associated Entities and Jointly-controlled Entities (whereas our investments in our Associated Entities and Jointly-controlled Entities are not consolidated in our financial statements), or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, the present subsidiaries, Associated Entities and Jointly-controlled Entities of the Company and the business operated by such subsidiaries, Associated Entities or Jointly-controlled Entities
“HK\$” and “HK cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards issued by Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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“Hong Kong Offer Shares”	the 27,500,000 new Shares initially offered for subscription under the Hong Kong Public Offer, representing 10% of the initial number of the Offer Shares, subject to the re-allocation as described in “Structure of the Global Offering” in this prospectus
“Hong Kong Public Offer”	the offer of the Hong Kong Offer Shares for subscription by the members of the public in Hong Kong (subject to adjustment as described in “Structure of the Global Offering” in this prospectus) for cash at the Offer Price, payable in full on application, and subject to the terms and conditions stated in this prospectus and the Application Forms
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offer listed in “Underwriting – Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the conditional Hong Kong Public Offer underwriting agreement dated 27 May 2011 entered into between, among others, the Company and the Hong Kong Underwriters relating to the Hong Kong Public Offer, particulars of which are summarised in “Underwriting” in this prospectus
“Ideal Huge”	Ideal Huge Limited (浩宜有限公司), a company incorporated in the BVI on 11 June 2010 and is owned as to 100% by Ocean Ahead and an indirect wholly-owned subsidiary of our Company
“Independent Third Parties”	persons or companies which are independent of and not connected with any of our Directors, chief executive, Substantial Shareholders of the Company or any of its subsidiaries and their respective associates, and “Independent Third Party” means any of them
“International Placing”	the conditional placing of the International Placing Shares at the Offer Price to professional, institutional and private investors as set out in “Structure of the Global Offering” in this prospectus
“International Placing Shares”	the 247,500,000 new Shares expected to be initially offered for subscription pursuant to the International Placing, representing 90% of the initial number of the Offer Shares, subject to adjustment and the Over-Allotment Option as described in “Structure of the Global Offering” in this prospectus

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“International Underwriters”	the underwriters of the International Placing, who are expected to enter into the International Underwriting Agreement to underwrite the International Placing
“International Underwriting Agreement”	the conditional international placing underwriting agreement relating to the International Placing and expected to be entered into by, among others, the Company and the International Placing Underwriters on or about the Price Determination Date, particulars of which are summarised in “Underwriting” in this prospectus
“Issuing Mandate”	the general unconditional mandate granted to our Directors by our Shareholders relating to the issue of new Shares, particulars of which are set forth in the paragraph headed “Further information about our Company and its subsidiaries – Resolutions in writing of the Shareholders passed on 30 November 2010, 7 March 2011 and 23 May 2011” in Appendix V to this prospectus
“Jointly-controlled Entities”	a joint venture that is subject to joint control, resulting in none of the participating parties having unilateral control over the economic activities of that entity, and which in our Group includes Ningbo Xinxiang and Ningbo Ningxiang (after the Dragon Bussan Reorganisation)
“Latest Practicable Date”	24 May 2011, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication
“Lirun”	Lirun Limited (力潤有限公司), a company incorporated in the BVI on 9 June 2010 and is owned as to 100% by Mr. NG
“Listing”	the listing of the Shares on the Main Board
“Listing Committee”	the sub-committee of the board of directors of the Stock Exchange responsible for listing
“Listing Date”	the date on which dealings of the Shares on the Main Board of the Stock Exchange first commence, which is currently expected to be on 10 June 2011
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)

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“Main Board”	the stock exchange (excluding the option markets) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Mr. NG” or “Founder”	Mr. NG Wai Man, an executive Director, the Chairman of our Group and a Controlling Shareholder
“Nanjing Chemical Industry Park”	Nanjing Chemical Industry Park (南京化學工業園區), the largest chemical industry park in the Yangtze River Delta region in terms of actual production volume in 2009, which is located at Liuhe District, northern part of Nanjing and along the northern coast of Yangtze River
“Nanjing CIPC”	Nanjing Chemical Industry Park Company Limited (南京化學工業園有限公司), a company established in the PRC owned and/or controlled by the PRC government and except for its approximately 11.39% equity interests and nominated directors in Nanjing Dragon Crown, an Independent Third Party
“Nanjing CIPPS”	Nanjing Chemical Industry Park Public Services Company Limited (南京化學工業園公用事業有限責任公司), a company established in the PRC and which is a wholly-owned subsidiary of Nanjing CIPC
“Nanjing Dragon Crown”	Nanjing Dragon Crown Liquid Chemical Terminal Company Limited (南京龍翔液體化工儲運碼頭有限公司), a limited liability company established in the PRC on 26 April 2004, which is owned as to 88.61% and 11.39% by DC Petrochemicals and Nanjing CIPC (except for its shareholding interests and nominated directors in Nanjing Dragon Crown, Nanjing CIPC is an Independent Third Party), respectively, and an indirect subsidiary of our Company
“Ningbo Beicang”	Ningbo Port Company Limited Bei Cang Water Plant (寧波港股份有限公司北倉水廠), a water plant established by Ningbo Port
“Ningbo FTZ Dragon Crown”	Ningbo Free Trade Zone Dragon Crown Chemical International Trade Company Ltd. (寧波保稅區龍翔化工國際貿易有限公司), a wholly-foreign owned enterprise established in the PRC on 15 October 1997, which is wholly-owned by DC Investments

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“Ningbo Ningxiang”	Ningbo Ningxiang Liquid Chemicals Terminal Co., Ltd (寧波寧翔液化儲運碼頭有限公司), a limited liability company established in the PRC on 20 October 1993, which is owned as to 60% and 40% by Dragon Bussan and Ningbo Port (except for its shareholding interests and nominated directors in Ningbo Ningxiang and Ningbo Xinxiang, Ningbo Port is an Independent Third Party), respectively, and our Associated Entity (before the Dragon Bussan Reorganisation) and our Jointly-controlled Entity (after the Dragon Bussan Reorganisation)
“Ningbo Port”	Ningbo Port Company Limited (寧波港股份有限公司), a company established in the PRC owned and/or controlled by the PRC government and except for its 40% equity interests and nominated directors in Ningbo Ningxiang and Ningbo Xinxiang, an Independent Third Party
“Ningbo Xinxiang”	Ningbo Xinxiang Liquid Chemical Store Co. Ltd (寧波新翔液體化工倉儲有限公司), a limited liability company established in the PRC on 19 December 2003, which is owned as to 60% and 40% by Dragon Source and Ningbo Port, respectively, and our Jointly-controlled Entity
“Ningbo Zhenhai”	Ningbo Port Company Limited Zhen Hai Gang Bu Branch Company (寧波港股份有限公司鎮海港埠分公司) (the definition of which includes its predecessor, being Ningbo Port Authority Zhen Hai Gang Bu Company (寧波港務局鎮海港埠公司), a branch company of Ningbo Port
“Ocean Access”	Ocean Access Investments Limited, a company incorporated in Hong Kong on 18 June 2010 and is owned as to 100% by Sinolake and an indirect wholly-owned subsidiary of our Company
“Ocean Ahead”	Ocean Ahead Limited, a company incorporated in the BVI on 15 June 2010 and is owned as to 100% by our Company

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“Offer Price”	the final price per Share in Hong Kong dollars (exclusive of brokerage of 1%, SFC transaction levy of 0.003%, and the Stock Exchange trading fee of 0.005%) at which the Offer Shares are to be subscribed for and issued pursuant to the Global Offering, to be determined as further described in “Structure of the Global Offering – Determination of the Offer Price” in this prospectus
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares together, where relevant, with any additional Shares issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by the Company to the Sole Global Coordinator (for itself and on behalf of the International Underwriters), exercisable at any time from the Listing Date until 30 days after the last date for the lodging of applications under the Hong Kong Public Offer, to require the Company to allot and issue up to an aggregate of 41,250,000 additional new Shares, representing 15% of the initial Offer Shares, at the Offer Price per Share to cover, among other things, over-allocations in the International Placing, if any, and/or the obligations of the Sole Global Coordinator to return securities borrowed under the Stock Borrowing Agreement
“phase III facilities in Nanjing”	the expansion project of our terminal and storage infrastructure in the Nanjing Chemical Industry Park
“PRC” or “China”	the People’s Republic of China which, for the purpose of this prospectus, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Legal Adviser”	King & Wood, the legal adviser to the Company as to PRC laws
“Price Determination Agreement”	the agreement expected to be entered into between the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) on or before the Price Determination Date to record and fix the Offer Price

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“Price Determination Date”	the date, expected to be on or about 2 June 2011 (or such later date as may be agreed between the Sole Global Coordinator (for itself and on behalf of the Underwriters) and the Company), on which the Offer Price is fixed for the purpose of the Global Offering and in any event no later than 3 June 2011
“Quick Response”	Quick Response Holdings Limited, a company incorporated in the BVI on 20 April 2010 and is owned as to 100% by Ocean Ahead and an indirect wholly-owned subsidiary of our Company
“Reorganisation”	the corporate reorganisation of our Group in preparation for the Listing, particulars of which are set out in “Reorganisation” in this prospectus
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares granted to our Directors by our Shareholders, particulars of which are set forth in the paragraph headed “Further information of our Company and its subsidiaries – Resolutions in writing of the Shareholders passed on 30 November 2010, 7 March 2011 and 23 May 2011” in Appendix V to this prospectus
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	國家外匯管理局 (State Administration of Foreign Exchange) of the PRC
“Sea Triumph”	Sea Triumph Limited, a company incorporated in the BVI on 3 June 2010 and is owned as to 100% by Ocean Ahead and an indirect wholly-owned subsidiary of our Company
“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)”	ordinary share(s) with nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares

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“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 23 May 2011, a summary of the principal terms of which is set out in the paragraph headed “Other information – Share Option Scheme” in Appendix V to this prospectus
“Silver Coin”	Silver Coin International Limited, a company incorporated in the BVI on 11 June 2010 and is owned as to 100% by Mr. CHONG Yat Chin
“Sinolake”	Sinolake Holdings Limited, a company incorporated in the BVI on 11 June 2010 and is owned as to 100% by Ocean Ahead and an indirect wholly-owned subsidiary of our Company
“Sole Global Coordinator” or “Sole Bookrunner” or “Sole Lead Manager”	China Everbright Securities (HK) Limited, a licensed corporation under the SFO to engage in type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities
“Sponsor”	China Everbright Capital Limited, a licensed corporation under the SFO to engage in type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between Lirun and the Sole Global Coordinator pursuant to which the Sole Global Coordinator may borrow up to 41,250,000 Shares from Lirun for the purpose of covering over-allocation in the International Placing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under section 2 of the Companies Ordinance
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and in the context of the Company, means Mr. NG and Lirun
“Sure Port”	Sure Port Investments Limited (港順投資有限公司), a company incorporated in the BVI on 16 July 2010 and is owned as to 100% by Mr. NG

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“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the SFC as amended, supplemented or otherwise modified from time to time
“Tianjin Changlu”	Tianjin Chang Lu Haijing Group Company Limited (天津長蘆海晶集團有限公司) (the definition of which includes its predecessor, being Tianjin Changlu Tanggu Salt Works (天津長蘆塘沽鹽場), a company established in the PRC owned and/or controlled by the PRC government and except for its approximately 22.5% equity interests and nominated directors in Tianjin Tianlong, an Independent Third Party
“Tianjin Dagu”	Dagu Chemical Company Limited (天津大沽化工有限責任公司) (the definition of which includes its predecessor, being Tianjin Dagu Chemical Factory (天津大沽化工廠)), a company established in the PRC owned and/or controlled by the PRC government
“Tianjin Tianlong”	Tianjin Tianlong Liquid Chemicals Storage and Transportation Co., Ltd (天津天龍液體化工儲運有限公司), a limited liability company established in the PRC on 28 August 1993, which is owned as to 65%, 22.5%, 7.5% and 5% by Ocean Access, Tianjin Changlu, Dagu Investments and Tianjin Waizong, respectively, and one of our Associated Entities
“Tianjin Waizong”	Tianjin Waizong Group Company Limited (天津外總集團有限公司) (the definition of which includes its predecessor, being Tianjin Foreign Trade Corporation (天津市對外貿易總公司), a company established in the PRC owned and/or controlled by the PRC government and except for its approximately 5% equity interests and nominated directors in Tianjin Tianlong, an Independent Third Party
“Tianlong Haixiang”	Tianjin City Tianlong Haixiang Logistics Agency Co., Ltd. (天津市天龍海翔貨運代理有限公司), a limited liability company established in the PRC on 5 June 2007, which is owned as to 100% by Tianjin Tianlong and one of our Associated Entities
“Track Record Period”	the period comprising the three financial years ended 31 December 2010
“Underwriters”	the Hong Kong Underwriters and the International Underwriters

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“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “US”	the United States of America
“US\$” and “US cents”	United States dollars and cents, respectively, the lawful currency of the United States of America
“%”	per cent.

*In this prospectus, unless the context requires otherwise, amounts denominated in RMB have been converted into HK\$, for the purpose of illustration only, using the exchange rate of RMB0.87 = HK\$1.00 (save and except the amounts denominated in RMB of the historical transaction value in “Connected Transactions” of which the respective exchange rate for the Track Record Period as set out in Appendix I in this prospectus has been used). **No representation is made that any amount in RMB or HK\$ could have been or could be converted at the above rates or at any other rates or at all.***

*For ease of reference, the names of certain PRC entities have been included in this prospectus in both English and Chinese languages. The English names are the unofficial translation of their respective Chinese name, and in the event of any inconsistency, the Chinese version shall prevail. The provision of English translation of company names in Chinese or another language which are marked with “\*” is for identification purpose only.*

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

*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.*