
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms have the following meanings.

“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 of Association”	the articles of association of our Company conditionally adopted pursuant to resolutions passed by our Shareholders in writing on 28 May 2012 and to become effective on the Listing Date
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of Directors
“business day”	any day (other than Saturdays and Sundays and public holidays in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalization Issue”	the capitalization of an amount of HK\$4,249,900 from the amount standing to the credit of the share premium account of the Company as set out in the paragraph headed “4. Written resolutions of our Shareholders passed on 28 May 2012” under the section headed “A. Further information about our Group” in Appendix V to this prospectus
“Cayman Companies Law” or “Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant

DEFINITIONS

“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
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, the Macau Special Administrative Region of China and Taiwan
“China Cement Association”	China Cement Association (中國水泥協會), a non-profit industry organization organized by the constituencies of the cement industry of the PRC, which includes over 4,000 cement producers in the PRC with an annual aggregate production volume of 1.2 billion tonnes
“cm ² ”	square centimeter
“Companies Ordinance”	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Dongwu Cement International Limited (東吳水泥國際有限公司), a company incorporated in the Cayman Islands on 29 November 2011 as an exempted company with limited liability
“Company Novation Deed”	the novation deed dated 27 December 2011 entered into among Far East International, Dongwu HK and our Company in connection with the settlement of the consideration payable under the Reorganization Equity Transfer Agreement by our Company for and on behalf of Dongwu HK
“Concord”	Concord Ocean Ltd, a limited liability company incorporated in the BVI on 25 October 2000, wholly-owned by Mr. Jin and will continue to be a substantial shareholder of the Company immediately after the Global Offering

DEFINITIONS

“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the context of this prospectus, refers to Mr. Tseung and Goldview immediately prior to and following completion of the Global Offering and the Capitalization Issue (taking no account of any Shares which may be issued pursuant to the exercise of the Over-allotment Option and any options that may be granted under the Share Option Scheme)
“Covenantors” or “Indemnifiers”	collectively, Concord, Goldview, Mr. Jin and Mr. Tseung
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Digital Cement”	an organization that is established by China Cement Association (an Independent Third Party), which advises the PRC government on formulating industry development strategies, legal policies, and industry standards and guidelines, publishes cement industry publication regularly and also provides internet-based information services and industry consulting services to the public
“Director(s)”	the director(s) of our Company
“Dongwu Cement”	Suzhou Dongwu Cement Co., Ltd. (蘇州東吳水泥有限公司), a limited liability company incorporated on 5 June 2003 in the PRC and an indirect wholly-owned subsidiary of our Company
“Dongwu HK”	Dongwu Cement (Hong Kong) Limited (東吳水泥(香港)有限公司), a limited liability company incorporated on 16 December 2011 in Hong Kong and an indirect wholly-owned subsidiary of our Company
“Dongwu HK Novation Deed”	the novation deed dated 27 December 2011 entered into among Far East International, our Company, Goldview and Concord in connection with novating the payment obligations of Dongwu HK under the Dongwu HK Novation Deed
“Dongwu Investment”	Dongwu International Investment Limited (東吳國際投資有限公司), a limited liability company incorporated on 29 November 2011 in the BVI and a direct wholly-owned subsidiary of our Company
“DRC”	Development and Reform Commission (發展和改革委員會)

DEFINITIONS

“Electronic Application Instruction(s)”	instruction given by a CCASS Participant electronically via CCASS to HKSCC, being one of the methods to apply for Hong Kong Offer Shares
“FAI”	fixed asset investment
“Far East International”	Far East International Investment Company Limited (遠東國際投資有限公司), a limited liability company incorporated on 29 September 2003 in Samoa which was owned as to 70% and 30% by Goldview and Concord respectively as at the Latest Practicable Date, being the sole shareholder of Dongwu Cement immediately prior to the Reorganization
“GDP”	gross domestic product (all references to GDP growth are to real as opposed to nominal rates of growth)
“Global Offering”	the Hong Kong Public Offer and the International Placing
“Goldview”	Goldview Development Limited, a limited liability company incorporated in the BVI on 16 March 2004 which has been wholly-owned by Mr. Tseung since 18 May 2004, and continues to be a Controlling Shareholder immediately after the Global Offering
“ Green Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group”, “we” or “us”	our Company and its subsidiaries or, where the context so requires in respect of the period before our Company becomes the holding company of its present subsidiaries, the present subsidiaries of our Company and the businesses carried on by such subsidiaries or (as the case may be) their predecessors
“HK dollars” or “HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong for the time being
“HKFRS”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC

DEFINITIONS

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Public Offer”	the offer of Hong Kong Offer Shares for subscription by the public in Hong Kong for cash at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), on the terms and subject to the conditions described in this prospectus and the Application Forms
“Hong Kong Offer Shares”	the 12,500,000 new Shares (subject to re-allocation as described in the section headed “Structure of the Global Offering” in this prospectus) being offered by us for subscription under the Hong Kong Public Offer
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offer listed in the section headed “Underwriting – Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 31 May 2012 relating to the Hong Kong Public Offer entered into by, among others, the Company, the Controlling Shareholders, the Sole Sponsor, the Sole Global Coordinator and the Hong Kong Underwriters
“Independent Third Party(ies)”	individual(s) or company(ies) who or which is/are not connected with (within the meaning of the Listing Rules) any Directors, chief executive or substantial shareholders of our Company, its subsidiaries or any of their respective associates
“Indirect Transfer Tax Circular”	《關於加強非居民企業股權轉讓所得稅管理的通知》(國稅函[2009]698號) (Notice Regarding the Reinforcement of Administration of Equity Transfer Tax of Non-resident Enterprise (Guoshuihan [2009] No. 698)
“International Placing”	the conditional placing of the International Placing Shares to institutional, professional and other investors, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Placing Agreement”	the underwriting agreement relating to the International Placing to be entered into by, among others, the Company, the Controlling Shareholders, the Selling Shareholder, the Sole Sponsor, the Sole Global Coordinator and the International Underwriters on or around the Price Determination Date, particulars of which are set out in the section headed “Underwriting” in this prospectus

DEFINITIONS

“International Placing Shares”	the 62,500,000 new Shares and 50,000,000 Sale Shares, together with any additional Shares offered pursuant to any exercise of the Over-allotment Option (subject to re-allocation as described in the section headed “Structure of the Global Offering” in this prospectus) being offered by us for placing under the International Placing
“International Underwriters”	the underwriters of the International Placing listed in the section headed “Underwriting – International Underwriters” in this prospectus
“Jiangsu Orient”	Jiangsu Orient International Group Company Limited (江蘇東方國際集團有限公司), the initial and former shareholder of Dongwu Cement holding 75% equity interest therein since its incorporation and until 26 April 2006, which was owned as to more than 50% by Mr. Tseung’s spouse and therefore an associate of Ms. Tseung as at the Latest Practicable Date
“kcal”	kilocalorie, equivalent to one thousand calories
“kg”	kilogram
“Latest Practicable Date”	25 May 2012, being the latest practicable date for ascertaining certain information in this prospectus before its publication
“LIBOR”	London Interbank Offered Rate
“Listing”	the listing of the Shares on the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about 13 June 2012, on which our Offer Shares are listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company adopted upon its incorporation as amended from time to time

DEFINITIONS

“MIIT”	the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“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)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Jin”	Jin Chungun (金春根), an executive Director, our chief executive officer and the sole shareholder of Concord as at the Latest Practicable Date
“Mr. Tseung”	Tseung Hok Ming (蔣學明), a non-executive Director and the sole shareholder of Goldview as at the Latest Practicable Date
“NDRC”	the National Development and Reform Commission of the People’s Republic of China (中華人民共和國國家發展和改革委員會)
“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(s)”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) at which the Hong Kong Offer Shares are to be subscribed under the Hong Kong Public Offer and the International Placing Shares are to be offered under the International Placing, to be determined in the manner further described in the section headed “Structure of the Global Offering – Determining the Offer Price” in this prospectus
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares together
“Orient Expressway (HK)”	Orient Expressway (Hong Kong) Company Limited, the initial and former shareholder of Dongwu Cement holding 25% equity interest therein since its incorporation and until 6 March 2007, which was beneficially owned by Mr. Tseung and Mr. Jin as at the Latest Practicable Date

DEFINITIONS

“Over-allotment Option”	the option to be granted by our Company to the International Underwriters exercisable by the Sole Global Coordinator on behalf of the International Underwriters under the International Placing Agreement, pursuant to which we may be required to issue up to 18,750,000 additional new Shares at the Offer Price to cover over-allocations in the International Placing
“PBOC”	The People’s Bank of China (中國人民銀行)
“PRC Company Law”	the Company Law of the PRC (中華人民共和國公司法), enacted by the Standing Committee of 全國人大常委會 NPC on 27 October 2005 and effective on 1 January 2006, as amended, supplemented or otherwise modified from time to time
“PRC Court”	any court or arbitral tribunal of the PRC
“PRC EIT Law”	the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法), promulgated on 16 March 2007 by the NPC and effective on 1 January 2008
“PRC GAAP”	the generally accepted accounting principles in the PRC
“PRC Government”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof
“PRC Legal Advisors”	Deheng Law Offices, the legal advisors to the Company as to the PRC Law
“Price Determination Date”	the date, expected to be on or around 7 June 2012, but in any event no later than 11 June 2012, on which the Offer Price will be fixed for the purpose of the Global Offering
“prospectus”	this prospectus being issued in connection with the Hong Kong Public Offer
“Reorganization”	the reorganization of the companies within our Group as discussed in the paragraph headed “Our Reorganization” under the section headed “Company History and Reorganization” in this prospectus

DEFINITIONS

“Reorganization Equity Transfer Agreement”	the equity transfer agreement dated 26 December 2011 entered into between Dongwu HK and Far East International pursuant to which Far East International transferred its 100% equity interest in Dongwu Cement to Dongwu HK at US\$33 million
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Sale Shares”	the 50,000,000 Shares offered for sale by the Selling Shareholder under the International Placing
“Samoa”	the Independent State of Samoa
“Selling Shareholder”	Concord
“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
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme conditionally adopted by us on 28 May 2012, the principal terms of which are summarized in the paragraph headed “D. Other information – 1. Share Option Scheme” in Appendix V to this prospectus
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the issued share capital of our Company
“Sole Global Coordinator” or “Bookrunner” or “Lead Manager”	Guotai Junan Securities (Hong Kong) Limited, a licensed corporation under the SFO to engage in type 1 (dealing in securities) and type 4 (advising on securities) regulated activities
“Sole Sponsor”	Guotai Junan Capital Limited, a licensed corporation under the SFO to engage in type 6 (advising on corporate finance) regulated activities
“sq.m.”	square metres
“State Administration for Industry and Commerce” or “SAIC”	the State Administration for Industry and Commerce of the PRC (中華人民共和國工商行政管理總局)

DEFINITIONS

“State Administration of Foreign Exchange” or “SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), the PRC governmental authority responsible for matters relating to foreign exchange administration, including local branches, when applicable
“State Administration of Taxation” or “SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“State Environmental Protection Administration” or “SEPA”	the State Environmental Protection Administration of China (中華人民共和國國家環境保護總局)
“State-owned Assets Supervision and Administration Commission” or “SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council (中華人民共和國國務院國有資產監督管理委員會)
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“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
“Track Record Period”	the three financial years ended 31 December 2009, 2010 and 2011
“Underwriters”	the Hong Kong Underwriters and the International Underwriters, details of which are set out in the section headed “Underwriting” in this prospectus
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Placing Agreement
“United States” or “U.S.”	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
“VAT”	value added tax

DEFINITIONS

“ White Application Form(s)”	the application form(s) to be completed in accordance with the instructions in the section headed “How to apply for Hong Kong Offer Shares – Which application channel to use” in this prospectus
“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 at www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Yangtze River Delta Region”	the geographical region covering Jiangsu Province, Zhejiang Province and Shanghai Municipal
“ Yellow Application Form(s)”	the application form(s) to be completed in accordance with the instructions in the section headed “How to apply for Hong Kong Offer Shares – Which application channel to use” in this prospectus
“%”	per cent

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

In this prospectus, unless otherwise stated, certain amounts denominated in Renminbi have been translated into HK dollars at an exchange rate of RMB0.8130 = HK\$1.00, respectively, for illustration purpose only. Such translations should not be construed as representations that amounts in Renminbi were or may have been converted into HK dollars at such rates or any other exchange rates.

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Any discrepancies in the tables between the listed amounts and the totals thereof are due to rounding.

In this prospectus, if there is any inconsistency between the Chinese names of the PRC laws, regulations and rules, the PRC entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English names of certain entities referred to in this prospectus are provided for your convenience only. Some of these entities do not have registered English names.