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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this prospectus.*

“Administrative Regulations on Environmental Protection for Construction Project”	建設項目環境保護管理條例 (Administrative Regulations on Environmental Protection for Construction Project*)
“affiliate(s)”	any person(s) or entity(ies) that directly or indirectly controls, is controlled by, or is under direct or indirect common control with, another person(s) or entity(ies)
“Aotecar Nanjing”	南京奧特佳冷機有限公司 (Nanjing Aotecar Refrigerating Co., Ltd.*), an indirect wholly-owned subsidiary of China Auto System
“Application Form(s)”	<b>WHITE</b> application form(s), <b>YELLOW</b> application form(s) or/ and <b>GREEN</b> application form(s), individually or collectively, as the context requires
“AQSIQ”	國家質量監督檢驗檢疫總局 (The General Administration of Quality Supervision, Inspection and Quarantine*)
“Articles of Association” or “Articles”	the articles of association of our Company conditionally adopted on 21 May 2012, as amended from time to time
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Audit Committee”	the audit committee of our Company established by the Board
“BAIC”	北京汽車集團有限公司 (Beijing Automotive Group Co., Ltd.*), which is the holding company of Beijing Hainachuan
“BAIC Group”	BAIC, or where the context so requires, its subsidiaries or associates, being an automaker in the PRC and an Independent Third Party (other than being the holding company of Beijing Hainachuan)
“Beijing Guanghai”	北京光華世緣汽車部件有限公司 (Beijing Guanghai Shiyuan Auto-parts Co., Ltd.*), one of the founding shareholders of Xiezhong Beijing. It is an Independent Third Party

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“Beijing Hainachuan”	北京海納川汽車部件股份有限公司 (Beijing Hainachuan Automobile Parts Co., Ltd.*), which holds a 50% interest in Xiezhong Beijing. It is an Independent Third Party save for the aforesaid interest
“Beijing Plant”	our production base to be constructed at Daxing District in Beijing
“Board” or “Board of Directors”	the board of Directors
“Business Day”	any day (other than a Saturday or a Sunday or a public holiday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Canopy”	a canopy between our storage warehouse and production warehouse covering an area of approximately 1,400 sq.m. in the Jiangning Plant
“Capitalisation Issue”	the issue of a total of 599,900,000 Shares to be made upon capitalisation of a sum of HK\$5,999,000 standing to the credit of the share premium account of our Company upon completion of the Share Offer referred to in the paragraph headed “Reorganisation — (h) Capitalisation Issue” in the section headed “History and Development” in 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 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, CCASS Custodian Participant or a CCASS Investor Participant

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“CDH Auto”	CDH Auto Limited, a company incorporated in the BVI on 29 May 2008, which is an investment holding company wholly-owned by CDH China Fund III, L.P., an exempted limited partnership organised and existing under the laws of the Cayman Islands and a private equity investment fund focused on private equity investments in China. CDH Auto owns approximately 15.684% interest in the Company immediately before the Share Offer and the Capitalisation Issue. Mr. Wang Zhenyu, our Director, is a director of CDH Auto. CDH Auto holds a 24.84% interest in China Auto System, which is a connected person of our Company. CDH Auto is related to CDH Cool in the manner as set out in the section headed “Substantial Shareholders” in this prospectus. Save for the aforesaid, CDH Auto is an Independent Third Party
“CDH Cool”	CDH Cool Limited, a company incorporated in the BVI on 9 January 2007, which is an investment holding company wholly-owned by CDH China Growth Capital Fund II, L.P., an exempted limited partnership organised and existing under the laws of the Cayman Islands and a private equity investment fund focused on private equity investments in China. CDH Cool owns approximately 7.458% interest in the Company immediately before the Share Offer and the Capitalisation Issue. Mr. Wang Zhenyu, our Director, is a director of CDH Cool. CDH Cool holds a 11.81% interest in China Auto System, which is a connected person of our Company. CDH Cool is related to CDH Auto in the manner as set out in the section headed “Substantial Shareholders” in this prospectus. Save for the aforesaid, CDH Cool is an Independent Third Party
“Changfeng Motor”	安徽長豐揚子汽車製造有限責任公司 (Anhui Changfeng Yangzi Automobile manufacturing Co., Ltd.*), or where the context so requires, its holding companies, subsidiaries or associate, being an automaker in the PRC and an Independent Third Party
“China” or “PRC”	the People’s Republic of China, but for the purposes of this prospectus and for geographical reference only (unless otherwise indicated), excluding Hong Kong, Macau and Taiwan
“China Auto System”	China Auto System Technologies Limited (中國汽車系統技術有限公司), which is owned as to 48.85% by CITIC Capital China, as to 9.5% by Fang Brothers, as to 11.81% by CDH Cool, as to 24.84% by CDH Auto and as to 5% owned by an Independent Third Party
“China Auto System Group”	China Auto System and its subsidiaries

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“CITIC Capital China”	CITIC Capital China Limited (formerly known as Total Rise Investments Limited), an exempted company incorporated in the Cayman Islands on 18 April 2007 with limited liability, which is an investment holding company wholly-owned by CITIC Capital China Partners, L.P., a private equity investment fund. CITIC Capital China owns approximately 30.858% interest in the Company immediately before the Share Offer and the Capitalisation Issue. CITIC Capital China holds a 48.85% interest in China Auto System, which is a connected person of our Company. Save for the aforesaid, CITIC Capital China is an Independent Third Party
“Company”, “our Company”, “we or “us”	Xiezhong International Holdings Limited 協眾國際控股有限公司, a company incorporated in the Cayman Islands on 30 September 2011 as an exempted company with limited liability
“Companies Law”	the Companies Law (2011 Revision) 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
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed to it in the Listing Rules, and in this prospectus unless the context otherwise requires, refers to Sunrise International, Mr. Chen Cunyou, Mr. Chen Hao and the Group of Institutional Shareholders
“Covenantor(s)”	Mr. Chen Hao and Sunrise International or any one of them
“CPCA”	全國乘用車市場信息聯席會 (China Passenger Car Association*)
“CSRC”	中國證券監督管理委員會 (China Securities Regulatory Commission*)
“CUAS”	China United Air Systems Limited (中國聯合空調系統有限公司) (formerly known as Fulljoy Enterprises Limited (富欣企業有限公司)), a company incorporated in the BVI on 8 January 2008, which is an investment holding company owned as to 10% by Fang Brothers, 51.43% by CITIC Capital China, 12.43% by CDH Cool and 26.14% by CDH Auto. Immediately prior to the Reorganisation, CUAS was the holding company of our Group

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“Deed of Indemnity”	the deed of indemnity dated 4 June 2012 given by Mr. Chen Hao and Sunrise International in favour of our Company (for itself and on behalf of each of its subsidiaries), details of which are set out in the paragraph headed “Legal Proceedings and Regulatory Compliance” in the section headed “Business” in this prospectus and the paragraph headed “G. Other information — 1. Indemnity for tax and other matters” of the section headed “Statutory and General Information” in Appendix VI to this prospectus
“Deed of Non-competition”	the deed of non-competition dated 4 June 2012 given by Mr. Chen Cunyou, Mr. Chen Hao, Sunrise International and each member of the Group of Institutional Shareholders in favour of our Company, details of which are set out in the paragraph headed “Non-Competition Undertakings” of the section headed “Relationship with Controlling Shareholders” in this prospectus
“Director(s)”	the director(s) of our Company or any of them
“EIT”	the PRC Enterprise Income Tax
“EIT Law”	中華人民共和國企業所得稅法 (the Enterprise Income Tax Law of the PRC*) enacted by the NPC
“EIT Rules”	中華人民共和國企業所得稅法實施條例 (the Regulation on the Implementation of the EIT Law*)
“Electricity Distribution Room”	an electricity distribution room which houses the electricity distribution facilities for supply of electricity used in our production with a total gross floor area of approximately 100 sq.m. in the Jiangning Plant
“Fang Brothers”	Fang Brothers (China) Limited 肇豐(中國)有限公司 (formerly known as Fang Brothers Investments Limited 肇豐投資有限公司), a company incorporated in Hong Kong on 18 November 1993, an investment holding company wholly-owned by Fang Brothers Holdings Limited, which is an investment holding company owned as to 50% by Mr. Kenneth Fang and 50% by his family members. Fang Brothers owns 6% interest in the Company immediately before the Share Offer and the Capitalisation Issue. Mr. Kenneth Fang, our Director, is a director of Fang Brothers. Fang Brothers holds a 9.5% interest in China Auto System, which is a connected person of our Company. Save for the aforesaid, Fang Brothers is an Independent Third Party

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“FAW-GM”	一汽通用輕型商用汽車有限公司 (FAW-GM Light Duty Commercial Vehicle Company Limited*), or where the context so requires, its holding companies, subsidiaries or associate, being an automaker in the PRC and an Independent Third Party
“Foday”	廣東福迪汽車有限公司 (Guangdong Foday Automobile Co., Ltd.*), or where the context so requires, its holding companies, subsidiaries or associate, being an automaker in the PRC and an Independent Third Party
“Foton”	北汽福田汽車股份有限公司 (Beiqi Foton Motor Co., Ltd.*), or where the context so requires, its holding companies, subsidiaries or associate, being an automaker in the PRC
“Four Documents”	the planning and construction permits (i.e. Planning Permit on Construction Works (建設工程規劃許可證), Construction Permit on Construction Works (建築工程施工許可證), Completion Acceptance Report (竣工驗收報告) and building ownership certificates (房產證)) in relation to the Canopy and the Electricity Distribution Room
“Fushun Plant”	our existing production base at Fushun Economic Development Zone, Fushun, Liaoning
“GAC Gonow”	廣汽吉奧汽車有限公司 (Gonow Auto Co., Ltd.*), or where the context so requires, its holding companies, subsidiaries or associates, being an automaker in the PRC and an Independent Third Party
“GDP”	gross domestic product
“Great Wall”	長城汽車股份有限公司 (Great Wall Motor Company Limited), or where the context so requires, its holding companies, subsidiaries or associates, being an automaker in the PRC and an Independent Third Party
“GREEN Application Form(s)”	the application form(s) to be completed by <b>HK eIPO White Form</b> Service Provider designated by our Company
“Group”, “our Group”, “our”, “we” or “us”	our Company and our subsidiaries at the relevant time, or where the context refers to any time prior to our Company becoming the holding company of the present subsidiaries, the present subsidiaries
“Group of Institutional Shareholders”	CITIC Capital China, Fang Brothers, CDH Cool and CDH Auto collectively

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“Guotai Junan Capital” or “ Sponsor”	Guotai Junan Capital Limited, a licensed corporation to carry on type 6 (advising on corporate finance) regulated activity as defined under the SFO, acting as the sponsor of the Share Offer
“Guotai Junan Securities” or “Global Coordinator” or “Lead Manager” or “Bookrunner”	Guotai Junan Securities (Hong Kong) Limited, a licensed corporation to carry on Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities as defined under the SFO, acting as the global coordinator, bookrunner and lead manager of the Share Offer
“Hawtai Motor”	榮成華泰汽車有限公司 (Rong Cheng Huatai Automobile Co. Ltd.*), or where the context so requires, its holding companies, subsidiaries or associates, being an automaker in the PRC and an Independent Third Party
“Hengte Heavy Industry”	山東德州恒特重工有限公司 (Shandong Dezhou Hengte Heavy Industry Co., Ltd.*), or where the contest so requires, its holding companies, subsidiaries or associates, being an automaker in the PRC and an Independent Third Party
“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 <b>HK eIPO White Form (www.hkeipo.hk)</b>
“HK eIPO White Form Service Provider”	the <b>HK eIPO White Form</b> service provider designated by our Company, as specified on the designated website ( <b>www.hkeipo.hk</b> )
“HK\$” or “HK dollars” or “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	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 Hong Kong Exchanges and Clearing Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the Shares offered by us for subscription pursuant to the Hong Kong Public Offering

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“Hong Kong Public Offering”	the offering by our Company of initially 20,000,000 Hong Kong Offer Shares for subscription by the public in Hong Kong (subject to reallocation as described in the section headed “Structure of the Share Offer” in this prospectus) for cash at the Offer Price (plus brokerage of 1% of the Offer Price, SFC transaction levy of 0.003% of the Offer Price and Stock Exchange trading fee of 0.005% of the Offer Price) on the terms and conditions described in this prospectus and the Application Forms
“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” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 5 June 2012 relating to the Hong Kong Public Offering entered into by amongst other parties, the Company, the Lead Manager and the Hong Kong Underwriters as further described in the section headed “Underwriting” in this prospectus
“Hubei Leidite”	湖北雷迪特汽車冷卻系統有限公司 (Hubei Leidite Automobile Cooling System Co., Ltd.*), which holds a 49% interest in Xiezhong Hubei and which is an Independent Third Party save for the aforesaid interest
“IFRS”	International Financial Reporting Standards
“Independent Third Parties”	persons or companies which are independent of and not connected with (within the meaning of the Listing Rules) any of our Directors, chief executive of our Company, our Substantial Shareholders and the directors and shareholders of any other member of our Group and their respective associates, and “Independent Third Party” means any of them
“Inter-enterprise Loans”	the inter-enterprise loans involved by certain members of our Group as further described in the paragraph titled “Legal Proceedings and Regulatory Compliance” in the “Business” section of this prospectus
“International Placing”	the conditional placing of initially 180,000,000 International Placing Shares by the International Underwriters on behalf of our Company with professional and institutional investors (subject to reallocation as described in the section headed “Structure of the Share Offer” in this prospectus) for cash at the Offer Price as further described in the section headed “Underwriting” in this prospectus



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“International Placing Shares”	the Shares offered pursuant to the International Placing
“International Underwriters”	Underwriters expected to enter into the International Placing Agreement to underwrite the International Placing
“International Underwriting Agreement”	the underwriting agreement expected to be entered into on or before the Price Determination Date by, amongst other parties, the Company, the Lead Manager and the International Underwriters in respect of the International Placing, as further described in the section headed “Underwriting” in this prospectus
“Issue Mandate”	the general unconditional mandate given to our Directors by the Shareholders relating to the issue of new Shares, further details of which are contained in the paragraph headed “A. Further information about our Company — 3. Resolutions of the Shareholders passed on 21 May 2012” of the section headed “Statutory and General Information” in Appendix VI to this prospectus
“Jiangning Plant”	our existing production base at Jiangning District, Nanjing, Jiangsu
“Labor Contract Law”	中華人民共和國勞動合同法 (the Labor Contract Law of the PRC*)
“Law on Appraising of Environmental Impacts”	中華人民共和國環境影響評價法 (the Law of the PRC on Appraising of Environmental Impacts*)
“Law on Environmental Protection”	中華人民共和國環境保護法 (the Law of the PRC on Environmental Protection*)
“Law on Prevention and Control of Atmospheric Pollution”	中華人民共和國大氣污染防治法 (the Law of the PRC on Prevention and Control of Atmospheric Pollution*)
“Law on Prevention and Control of Environmental Pollution Caused by Solid Waste”	中華人民共和國固體廢物污染環境防治法 (the Law of the PRC on the Prevention and Control of Environmental Pollution Caused by Solid Waste*)
“Law on Prevention and Control of Noise Pollution”	中華人民共和國環境噪聲污染防治法 (the Law of the PRC on Prevention and Control of Noise Pollution*)

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“Law on Prevention and Control of Water Pollution”	中華人民共和國水污染防治法 (the Law of the PRC on Prevention and Control of Water Pollution*)
“Latest Practicable Date”	31 May 2012, being the latest practicable date for the inclusion of certain information in this prospectus prior to its publication
“Listing”	listing of the Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about Monday, 18 June 2012, on which our Shares are listed and dealings in our Shares commence on the Main Board
“Listing Rules”	the 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
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of Growth Enterprise Market of the Stock Exchange (excluding the options market) and which continues to be operated by the Stock Exchange in parallel with Growth Enterprise Market of the Stock Exchange
“M&A Rules”	關於外國投資者併購境內企業的規定 (the Provisions on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors*), jointly promulgated by MOFCOM, SASAC, SAT, SAIC, CSRC and SAFE on 8 August 2006, and repromulgated by MOFCOM on 22 June 2009
“Memorandum of Association”	the memorandum of association of our Company
“Mianyang Huarui Auto”	綿陽華瑞汽車有限公司 (Mianyang Huarui Auto Co., Ltd.*), or where the context so requires, its holding companies, subsidiaries or associates, being an automaker in the PRC and an Independent Third Party
“Ministry of Finance”	中華人民共和國財政部 (The Ministry of Finance of the PRC*)
“MIIT”	中華人民共和國工業和信息化部 (The Ministry of Industry and Information Technology of the PRC*)
“MOFCOM”	中華人民共和國商務部 (The Ministry of Commerce of the PRC*)

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“Mr. Chen Hao”	Mr. Chen Hao, the son of Mr. Chen Cunyou (an executive Director). Mr. Chen Hao wholly owns Sunrise International
“Mr. Kenneth Fang”	Mr. Fang Kenneth Hung, a non-executive Director. Mr. Kenneth Fang is also a director of Xiezhong BVI, Xiezhong HK, Xiezhong Nanjing and Fang Brothers, and he has a 50% interest in Fang Brothers Holdings Limited, which wholly owns Fang Brothers
“NDRC”	中華人民共和國國家發展和改革委員會 (the National Development and Reform Commission of the PRC*)
“New Nanjing Plant”	our new production base to be constructed in Nanjing
“Nomination Committee”	the nomination committee of our Company established by the Board
“NPC”	中華人民共和國全國人民代表大會 (the National People’s Congress of the PRC*)
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) of not more than HK\$1.32 and expected to be not less than HK\$0.93, at which the Offer Shares are to be offered for subscription pursuant to the Share Offer, to be agreed upon by the Lead Manager (acting for itself and on behalf of the Underwriters) and us on or before the Price Determination Date
“Offer Share(s)”	the Hong Kong Offer Shares and the International Placing Shares, collectively
“PBOC”	中國人民銀行 (the People’s Bank of China*)
“PRC GAAP”	the generally accepted accounting principles in the PRC
“PRC Government” or “State”	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
“PRC Legal Advisers”	Chen & Co. Law Firm, the legal advisers to our Company as to PRC laws
“PRC Legal Opinions”	the legal opinions issued by the PRC Legal Advisers with respect to, <i>inter alia</i> , the corporate history of the Group and the property interests of the Group in the PRC
“PRC State Council”	中華人民共和國國務院 (the State Council of the PRC*)

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“Price Determination Date”	the time expected to be on or about Tuesday, 12 June 2012 or such later time as the Lead Manager (on behalf of the underwriters) may agree but in any event not later 5:00 p.m. (Hong Kong time) on Wednesday, 13 June 2012, on which the Offer Price is determined
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of our Company established by the Board
“Reorganisation”	certain share capital changes and the reorganisation steps undertaken by our Group in preparation for the Listing as described in the paragraph headed “Reorganisation” of the section headed “History and Development” in this prospectus
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares given to the Directors by our Shareholders, further details of which are contained in the paragraph headed “A. Further information about our Company — 3. Resolutions of the Shareholders passed on 21 May 2012” of the section headed “Statutory and General Information” in Appendix VI to this prospectus
“RMB” and “Renminbi”	the lawful currency of the PRC
“SAFE”	中華人民共和國國家外匯管理局 (the State Administration of Foreign Exchange of the PRC*), the PRC governmental agency responsible for matters relating to foreign exchange administration
“SAFE Circular No. 19”	國家外匯管理局關於印發《境內居民通過境外特殊目的公司融資及返程投資外匯管理操作規程》的通知 (the Notice on Release of the Operating Rules for the Notice on Relevant Issues about Foreign Exchange Administration for Domestic Individuals to Engage in Financing and Round trip Investment via Overseas Special Purpose Companies*) issued in May 2011 by SAFE
“SAFE Circular No. 75”	國家外匯管理局關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知 (The SAFE’s Notice on Relevant Issues Concerning Foreign Exchange Administration for PRC Residents Engaging in Financing and Roundtrip Investments through Overseas Special Purpose Vehicles*) issued in October 2005 by SAFE
“SAIC”	中華人民共和國國家工商行政管理總局 (the State Administration for Industry and Commerce of the PRC*)

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“SANY”	三一集團有限公司 (SANY Group Co., Ltd.*), or where the context so requires, its holding companies, subsidiaries or associates, being an automaker in the PRC and an Independent Third Party
“SASAC”	國務院國有資產監督管理委員會 (the State-owned Assets Supervision and Administration Commission of the PRC State Council*)
“SAT”	中華人民共和國國家稅務總局 (The State Administration of Taxation of the PRC*)
“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
“Shantui”	山推工程機械股份有限公司 (Shantui Construction Machinery Co., Ltd.*), or where the context so requires, its holding companies, subsidiaries or associates, being an automaker in the PRC and an Independent Third Party
“Shanghai Delphi”	上海德爾福汽車空調系統有限公司 (Shanghai Delphi Automobile Air-conditioning System Co., Ltd.*), one of the founding shareholders of Xiezhong Beijing. It is an Independent Third Party
“Shareholder(s)”	holders of the Shares
“Shareholders’ Agreement”	the shareholders’ agreement dated 4 June 2012 made among the Group of Institutional Shareholders relating to the Company
“Share Offer”	the Hong Kong Public Offering and the International Placing
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 21 May 2012 and revised on 30 May 2012, the principal terms of which are summarized in the paragraph headed “E. Share Option Scheme” of the section headed “Statutory and General Information” in Appendix VI to this prospectus
“Share(s)”	ordinary share(s) in the share capital of our Company, with a par value of HK\$0.01 each
“Share Incentive Plan”	a share incentive plan adopted by Xiezhong Nanjing pursuant to a resolution of the board of directors of Xiezhong Nanjing passed on 29 October 2008

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“Shenlong Motor”	神龍汽車有限公司 (Dongfeng Peugeot Citroen Automobile Co., Ltd.*), or where the context so requires, its holding companies, subsidiaries or associates, being an automaker in the PRC and an Independent Third Party
“Shuguang Automotive”	遼寧曙光汽車集團股份有限公司 (Liaoning Shuguang Automotive Group Co., Ltd.*), or where the context so requires, its holding companies, subsidiaries or associates, being an automaker in the PRC and an Independent Third Party
“Sinotruk”	中國重型汽車集團有限公司 (China National Heavy Duty Truck Group Corp. Ltd.*), or where the context so requires, its holding companies, subsidiaries or associates, being an automaker in the PRC and an Independent Third Party
“sq.m.”	square meter(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules, unless the context otherwise requires
“Sunrise International”	Sunrise International Investment Management Inc. 晨光國際投資管理有限公司, a company incorporated in the BVI on 14 August 2009, which is an investment holding company wholly-owned by Mr. Chen Hao. Sunrise International owns 40% interest in the Company immediately before the Share Offer and the Capitalisation Issue. It will own 30% interest in the Company and will therefore be a controlling shareholder of the Company immediately after the Share Offer and the Capitalisation Issue
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Timer Auto Consulting”	Timer Auto Consulting (Shanghai) Co., Ltd, which engages in the provision of market research service and an Independent Third Party
“Timer Auto Report”	a commissioned market research report in relation to, <i>inter alia</i> , the automotive HVAC system market in China, issued by Timer Auto Consulting on 6 June 2012, the details of which are set out in the section headed “Industry Overview” in this prospectus
“Track Record Period”	comprises the three financial years ended 31 December 2011

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“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
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time
“US\$” or “U.S. dollars”	the lawful currency for the time being of the United States
“VAT”	value-added tax
“Xiezhong Beijing”	北京海納川協眾汽車空調有限公司 (Beijing Hainachuan Xiezhong Automobile Air-conditioning Co., Ltd.*), a company established in the PRC on 25 October 2006, which is owned as to 50% by Xiezhong Nanjing and 50% by Beijing Hainachuan
“Xiezhong BVI”	Xiezhong Holdings Limited 協眾控股有限公司 (formerly known as Xiezhong International Holdings Limited 協眾國際控股有限公司), a company incorporated in the BVI on 14 May 2008, which is wholly-owned by our Company
“Xiezhong BVI Shareholders’ Agreement”	the shareholders’ agreement dated 9 December 2009 made among CUAS, Sunrise International and Xiezhong BVI relating to Xiezhong BVI, which was terminated on 4 June 2012
“Xiezhong HK”	Xiezhong Auto-Airconditioner (Hong Kong) Limited 協眾汽車空調(香港)有限公司, a company incorporated in Hong Kong on 21 May 2008, which is directly wholly-owned by Xiezhong BVI
“Xiezhong Hubei”	湖北雷迪特協眾汽車空調系統有限公司 (Hubei Leidite Xiezhong Automobile Air-conditioning System Co., Ltd.*), a company established in the PRC on 13 April 2010, which is owned as to 51% by Xiezhong Nanjing and 49% by Hubei Leidite
“Xiezhong Liaoning”	遼寧晨友汽車空調系統有限公司 (Liaoning Chenyou Automobile Air-conditioning System Co., Ltd.*), a company established in the PRC on 29 September 2009, which is owned as to 60% by Xiezhong Nanjing and 40% by 沈陽特種焊料有限公司 (Shenyang Special Solder Co., Ltd.*)
“Xiezhong Nanjing”	Nanjing Xiezhong Auto-Airconditioner (Group) Co., Ltd. 南京協眾汽車空調集團有限公司, a company established in the PRC on 15 April 2002, which is directly wholly-owned by Xiezhong HK

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## DEFINITIONS

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“Zhongxing Auto”	河北中興汽車製造有限公司 (Hebei Zhongxing Automobile Manufacturing Co., Ltd.*), or where the context so requires, its holding companies, subsidiaries or associates, being an automaker in the PRC and an Independent Third Party
“%”	per cent

*Unless otherwise specified, translations of (i) HK\$ into RMB and RMB into HK\$; and (ii) HK\$ into US\$ and US\$ into HK\$ in this prospectus are based on the rates set out below respectively (for the purpose of illustration only):*

<i>HK\$1.00</i>	<i>:</i>	<i>RMB0.812</i>
<i>HK\$7.8</i>	<i>:</i>	<i>US\$1.00</i>

*Any discrepancies in any table or chart between the total shown and the sum of amounts listed are due to rounding.*

*The English translations of company names in Chinese or another language which are marked with “\*” and the Chinese translations of company names in English which are marked with “\*” are for identification purpose only. If there is any discrepancy or inconsistency between the Chinese names of the PRC entities in this prospectus and their English translations, the Chinese names shall prevail.*

*No representation is made that any amounts in RMB and HK\$ and/or US\$ and HK\$ can be or could have been converted at the relevant dates at the above rates or any other rates at all.*