
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms and expressions have the meanings set forth below.

“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 that is used in connection with the Hong Kong Public Offering
“Articles of Association” or “Articles”	the articles of association of the Company adopted on June 4, 2012, as amended from time to time, a summary of which is set out in Appendix VIII to this prospectus
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board of Directors” or “Board”	our board of directors of the Company
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“CAGR”	compound annual growth rate
“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, joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant

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“China” or “PRC”	the People’s Republic of China, and for the sole purpose of this prospectus and by reference to region, excluding Taiwan, the Macau Special Administrative Region of the PRC and Hong Kong Special Administrative Region of the PRC
“ChinaCoal”	China National Coal Group Corp. (中國中煤能源集團有限公司), a state-owned enterprise in the PRC coal industry and an Independent Third Party
“Company” or “our Company”	Huadian Fuxin Energy Corporation Limited (華電福新能源股份有限公司), a joint stock limited company incorporated in the PRC on August 19, 2011 and converted from the predecessor Huadian Fuxin Energy Co., Ltd. (華電福新能源有限公司) (previously known as Huadian Fujian) through the Reorganization and, except where the context otherwise requires, its predecessor
“Company Law”	the Company Law of the PRC (中華人民共和國公司法), as amended and adopted by the Standing Committee of the Tenth National People’s Congress on October 27, 2005 and effective on January 1, 2006, as amended, supplemented and otherwise modified from time to time
“Connected Person”	has the meaning ascribed thereto in the Listing Rules
“Controlling Shareholder”	has the meaning ascribed thereto in the Listing Rules and refers to Huadian
“CPECG”	China Power Engineering Consulting Group Technology Development Co., Ltd. (中國電力工程顧問集團科技開發有限公司), a company incorporated in the PRC and a Shareholder
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Datong Capital”	Fujian Datong Chuangye Capital Co., Ltd. (福建省大同創業投資有限公司), a company incorporated in the PRC and a Shareholder

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“Director(s)”	the director(s) of our Company
“Dispatch Regulations”	the Regulations on the Administration of Power Grid Dispatching (電網調度管理條例) issued by the State Council of the PRC, effective on November 1, 1993
“Domestic Shares”	ordinary shares of our capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“East China”	the regions comprising Fujian, Zhejiang, Jiangxi, Anhui, Jiangsu, Shandong and Shanghai
“Eight Wind Power Bases”	the eight geographic regions in China, as planned by the PRC government, where wind power projects are most concentrated, comprising Xinjiang, Gansu, West Inner Mongolia, East Inner Mongolia, Jilin, Hebei, Jiangsu and Shandong
“EIT”	the enterprise income tax of the PRC
“Electric Power Law”	Electric Power Law of the PRC (中華人民共和國電力法), adopted by the Standing Committee of the Eighth National People’s Congress (第八屆全國人民代表大會常務委員會) on December 28, 1995, effective as of April 1, 1996, and amended on August 27, 2009
“Euros” or “EUR”	the lawful currency of the European Union
“Existing Business”	clean energy businesses, including hydropower in Fujian province; wind power, distributed energy, nuclear power, solar power and biomass energy throughout China; and coal-fired power in Fujian province
“Gamesa”	Gamesa Corporación Tecnológica (歌美颯集團), an Independent Third Party to our Company
“GDP”	gross domestic product (except as otherwise specified, all references to GDP growth rates are to real as opposed to nominal rates of GDP growth)
“Global Offering”	the Hong Kong Public Offering and the International Offering

DEFINITIONS

“Goldwind”	Xinjiang Goldwind Science & Tech Co., Ltd. (新疆金風科技股份有限公司), a company incorporated in the PRC and an Independent Third Party
“Green Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“H Shares”	overseas listed foreign shares in our ordinary share capital with a nominal value of RMB1.00 each, to be subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“HK\$” or “Hong Kong dollars” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Companies Ordinance”	the Companies Ordinance (Chapter 32 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Hong Kong Offer Shares”	the H Shares offered by us for subscription pursuant to the Hong Kong Public Offering
“Hong Kong Public Offering”	the offering by the Company of initially 150,000,000 H Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus) for cash at the Offer Price on the terms and conditions described in this prospectus and the Application Forms
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting – Hong Kong Underwriters” in this prospectus

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“Hong Kong Underwriting Agreement”	the underwriting agreement, dated June 13, 2012, relating to the Hong Kong Public Offering and entered into by, among others, the Joint Global Coordinators, the Hong Kong Underwriters and the Company as further described in the section headed “Underwriting – Underwriting Arrangements and Expenses” in this prospectus
“Huadian”	China Huadian Corporation (中國華電集團公司), a state-owned company incorporated in the PRC and the Controlling Shareholder of our Company
“Huadian Coal”	Huadian Coal Industry Group Co., Ltd. (華電煤業集團公司), a company incorporated in the PRC and a subsidiary of Huadian
“Huadian Energy”	Huadian Energy Co., Ltd. (華電能源股份有限公司), a company incorporated in the PRC, a former shareholder of our Company with 44.8% of its equity interest being held by Huadian
“Huadian Engineering”	China Huadian Engineering (Group) Co., Ltd. (中國華電工程(集團)有限公司), a company incorporated in the PRC, in which Huadian is interested in 100% of the equity interest and our Shareholder
“Huadian Finance”	China Huadian Finance Corporation Limited (中國華電集團財務有限公司), a subsidiary of Huadian
“Huadian Fujian”	Huadian Fujian Power Generation Co., Ltd. (華電福建發電有限公司), a company incorporated in the PRC and the predecessor of Huadian Fuxin Energy Co., Ltd.
“Huadian Group”	Huadian and its subsidiaries (excluding the Company and its subsidiaries)
“Huadian Inner Mongolia”	Huadian Inner Mongolia Energy Co., Ltd. (華電內蒙古能源有限公司), a company incorporated in the PRC and a wholly-owned subsidiary of Huadian
“Huadian International”	Huadian Power International Co., Ltd. (華電國際電力股份有限公司), a company incorporated in the PRC, a former shareholder of our Company with 47.21% of its equity interest being held by Huadian

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“Huadian New Energy”	Huadian New Energy Development Co. Ltd. (華電新能源發展有限公司), a company incorporated in the PRC and a wholly-owned subsidiary of our Company
“Huadian Nujiang”	Huadian Nujiang River Hydropower Development Co., Ltd. (華電怒江水電開發有限公司), a company incorporated in the PRC with 51.0% of its equity interest being held by Huadian
“Huagang Power”	Shanghai Huagang Wind Power Company Limited (上海華港風力發電有限公司), a company incorporated in the PRC with 50.0% of its equity interest being held by Huadian New Energy
“IASB”	the International Accounting Standards Board
“IFRS”	the International Financial Reporting Standards, which include standards and interpretations promulgated by the IASB, and the International Accounting Standards (IAS) and interpretation issued by the International Accounting Standards Committee (IASC)
“Independent Third Party(ies)”	party(ies) not connected with any of the Directors, Supervisors, chief executive, Substantial Shareholders of the Company or any of its subsidiaries or any of their respective associates
“International Offer Shares”	the H Shares offered pursuant to the International Offering
“International Offering”	the conditional placing of the International Offer Shares by the International Underwriters with professional and institutional investors for cash at the Offer Price, as further described in the section headed “Structure of the Global Offering” in this prospectus, and in the United States to QIBs in reliance on Rule 144A and outside the United States in reliance on Regulation S as further described in the section headed “Structure of the Global Offering” in this prospectus

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“International Purchase Agreement”	the purchase agreement expected to be entered into on or about June 20, 2012 by, among others, the Joint Global Coordinators, the Joint Bookrunners, the International Underwriters and the Company in respect of the International Offering, as further described in the section headed “Underwriting – International Offering”
“International Underwriters”	the group of international underwriters expected to enter into the International Purchase Agreement to underwrite the International Offering
“Joint Bookrunners”	CITIC Securities Corporate Finance (HK) Limited UBS AG, Hong Kong Branch Merrill Lynch International CLSA Limited
“Joint Global Coordinators”	CITIC Securities Corporate Finance (HK) Limited UBS AG, Hong Kong Branch Merrill Lynch International
“Joint Lead Managers”	CITIC Securities Corporate Finance (HK) Limited, UBS AG, Hong Kong Branch, Merrill Lynch Far East Limited, CLSA Limited, BOCI Asia Limited, CCBI International Capital Limited, ABCI Securities Company Limited and Daiwa Capital Markets Hong Kong Limited for the Hong Kong Public Offering, and CITIC Securities Corporate Finance (HK) Limited, UBS AG, Hong Kong Branch, Merrill Lynch International, CLSA Limited, BOCI Asia Limited, CCBI International Capital Limited, ABCI Securities Company Limited and Daiwa Capital Markets Hong Kong Limited for the International Offering
“Joint Sponsors”	CITIC Securities Corporate Finance (HK) Limited UBS AG, Hong Kong Branch Merrill Lynch Far East Limited
“Kemen”	Fujian Kemen Power Generation Co., Ltd. (福建省可門發電有限責任公司), a company incorporated in the PRC and a wholly-owned subsidiary of our Company
“Kemen II”	Fujian Kemen Power Stage II Generation Co., Ltd. (福建省可門二期發電有限責任公司), a company incorporated in the PRC and currently a wholly-owned subsidiary of Huadian

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“Kunlun Natural Gas Company”	PetroChina Kunlun Natural Gas Utilization Co., Ltd (中石油昆崙天然氣利用有限公司), a company incorporated in the PRC and an Independent Third Party
“Kunlun Trust”	Kunlun Trust Co., Ltd. (昆崙信託有限責任公司), a company incorporated in the PRC and a Shareholder
“Latest Practicable Date”	June 8, 2012, the latest practicable date for the inclusion of certain information in this prospectus prior to its publication
“Listing”	the listing of our H Shares on the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about June 28, 2012, on which our H Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange
“Listing Rules” or “Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Main Board”	the Main Board of the Stock Exchange
“Mandatory Provisions”	the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款), for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas, promulgated by the former State Council Securities Committee and China Society of Economic Reform on August 27, 1994, as amended, supplemented or otherwise modified from time to time
“MEP”	Ministry of Environmental Protection of the PRC (中華人民共和國環境保護部), formerly known as State Environmental Protection Administration (國家環境保護總局) (“SEPA”)
“Mianhuatan Hydropower”	Fujian Mianhuatan Hydropower Development Co., Ltd., a company incorporated in the PRC with 60.0% of its equity interest being held by the Company

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“MLR”	Ministry of Land and Resources of the PRC (中華人民共和國國土資源部)
“MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“NDRC”	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)
“Non-Competition Agreement”	the non-competition agreement, dated June 4, 2012, entered into between Huadian and our Company
“Non-PRC Resident Enterprise”	as defined under the New EIT Law, a company established pursuant to a non-PRC law with their de facto management conducted outside the PRC, but which have established organizations or premises in the PRC, or which have generated income within the PRC without having established organizations or premises in the PRC
“NSSF”	National Council for Social Security Fund of the PRC (全國社會保障基金理事會)
“O&M”	Operation and Maintenance
“Offer Price”	the final price per Offer Share in Hong Kong dollars (exclusive of brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), at which Hong Kong Offer Shares are to be subscribed, to be determined in the manner further described in the section headed “Structure of the Global Offering – Pricing and Allocation”
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares, collectively, and where relevant, together with any additional H Shares to be issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option granted by the Company to the International Underwriters, exercisable by the Joint Global Coordinators on behalf of the International Underwriters, pursuant to the International Purchase Agreement

DEFINITIONS

“PBOC”	People’s Bank of China (中國人民銀行)
“People’s Congress”	the PRC’s legislative apparatus, including the National People’s Congress and all the local people’s congresses (including provincial, municipal and other regional or local people’s congresses) as the context may require, or any of them
“PRC GAAP”	generally accepted accounting principles in the PRC
“PRC government”	the government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities)
“Price Determination Date”	the date, expected to be on or about June 20, 2012 (Hong Kong time) on which the Offer Price is determined, or such later time as the Joint Global Coordinators (on behalf of the Underwriters) and we may agree, but in any event no later than June 26, 2012
“Promoters”	the promoters of the Company, namely Huadian, Wujiang Hydropower, Huadian Engineering, CPECG, Kunlun Trust, Xingye Capital and Datong Capital
“provincial DRC” or “DRC”	the provincial development and reform commission of the PRC
“Qianyuan Power”	Guizhou Qianyuan Power Co., Ltd. (貴州黔源電力股份有限公司), a company incorporated in the PRC and a subsidiary of Huadian
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the Securities Act
“Renewable Energy Law”	Renewable Energy Law of the PRC (中華人民共和國可再生能源法), adopted by the Standing Committee of the Tenth National People’s Congress on February 28, 2005, and effective on January 1, 2006, and amended by The Amendments to Renewable Energy Law of the PRC, effective on April 1, 2010
“Renminbi” or “RMB”	the lawful currency of the PRC

DEFINITIONS

“Reorganization”	the reorganization arrangements undergone by the Group in preparation for the Listing as described in the section headed “History, Reorganization and Corporate Structure – Reorganization” to this prospectus
“Rule 144A”	Rule 144A under the Securities Act
“SAFE”	State Administration of Foreign Exchange of the PRC (國家外匯管理局)
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)
“SAT”	State Administration of Taxation of the PRC (國家稅務總局)
“SAWS”	State Administration of Work Safety of the PRC (中華人民共和國國家安全生產監督管理總局)
“Securities Act”	the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“SERC”	State Electricity Regulatory Commission of the PRC (國家電力監管委員會)
“SETC”	State Economic and Trade Commission of the PRC (中華人民共和國國家經濟貿易委員會), a former ministry of the PRC government that was dissolved in 2003
“SFC”	the Securities and Futures Commission of Hong Kong
“Shanghai Institute”	Shanghai Investigation, Design & Research Institute, an Independent Third Party
“Shareholder(s)”	holder(s) of our Shares
“Shares”	shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising our Domestic Shares and our H Shares

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“Shenhua Group”	Shenhua Group Corporation Limited (神華集團有限責任公司), a company incorporated in the PRC and an Independent Third Party
“Shenyang Jinshan”	Shenyang Jinshan Energy Co., Ltd. (瀋陽金山能源股份有限公司), a company incorporated in the PRC with 29.8% of its equity interest indirectly being held by Huadian
“Sinovel”	Sinovel Wind Group Co., Ltd (華銳風電科技(集團)股份有限公司), a company incorporated in the PRC and an Independent Third Party
“Special Regulations”	Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定), promulgated by the State Council on August 4, 1994
“Stabilizing Manager”	CITIC Securities Corporate Finance (HK) Limited
“State Council”	State Council of the PRC (中華人民共和國國務院)
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiaries”	has the meaning ascribed thereto in section 2 of the Hong Kong Companies Ordinance
“Substantial Shareholder”	has the meaning ascribed thereto in the Listing Rules
“Supervisor(s)”	supervisor(s) of our Company
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Repurchases
“Track Record Period”	the three years ended December 31, 2009, 2010 and 2011
“Underwriters”	the International Underwriters and the Hong Kong Underwriters
“Underwriting Agreements”	the International Purchase Agreement and the Hong Kong Underwriting Agreement

DEFINITIONS

“United Kingdom” or “U.K.”	the United Kingdom of Great Britain and Northern Ireland
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax
“we,” “us” or the “Group”	our Company and our subsidiaries (or our Company and any one or more of our subsidiaries, as the context may require)
“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
“Wujiang Hydropower”	Guizhou Wujiang Hydropower Development Co., Ltd. (貴州烏江水電開發有限責任公司), a company incorporated in the PRC, a Shareholder with 51.0% of its equity interest being held by Huadian
“Xingye Capital”	Industrial Innovation Capital Management Co., Ltd. (興業創新資本管理有限公司), a company incorporated in the PRC and a Shareholder

For ease of reference, the names of the PRC established companies or entities, laws or regulations have been included in the prospectus in both the Chinese and English languages, and in the event of any inconsistency, the Chinese versions shall prevail.