
DEFINITIONS

In this document, unless the context otherwise requires, the following expressions have the following meanings:

“Application Form(s)”	[REDACTED] White Form(s), WHITE Application Form(s) and YELLOW Application Form(s), individually or collectively, as the context may require
“Accountants’ Report”	the accountants’ report on the financial information of our Group as set out in Appendix I to this document
“Articles” or “Articles of Association”	The amended and restated articles of association conditionally adopted by our Company on [●] 2017 to take effect upon [REDACTED] and as amended from time to time, a summary of which is set out in Appendix III to this document
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“AQSIQ”	中華人民共和國國家質量監督檢驗檢疫總局 (General Administration of Quality Supervision, Inspection and Quarantine of the PRC)
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Bright Reverence”	Bright Reverence Global Limited (明崇環球有限公司), a company incorporated under the laws of the BVI with limited liability on 10 May 2016 and is wholly-owned by Mr. Gong
“business day”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate, the year-on-year growth rate over a specified period of time
“ [REDACTED] ”	the issue of [REDACTED] Shares to Glory Fame and [REDACTED] Shares to Great Ploy to be made upon capitalisation of HK\$ [REDACTED] standing to the credit of the share premium account of our Company as referred to the section headed “A. Further Information About Our Company — 4. Changes in Share Capital of Our Company” in Appendix IV to this document

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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 Operational Procedures”	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedure and administrative requirements relating to the operations and functions of CCASS, as from time to time in force
“CCASS Participant”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“CCIC” or “Sole Sponsor”	Central China International Capital Limited, a corporation licensed by the SFC to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, acting as the sole sponsor, a [REDACTED] and a [REDACTED] in relation to the [REDACTED]
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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“Company”	XiangXing International Holding Limited 象興國際控股有限公司, a company incorporated under the laws of the Cayman Islands as an exempted company with limited liability on 22 September 2015
“Connected Person(s)”	has the same meaning as defined under the GEM Listing Rules
“Controlling Shareholder(s)”	has the same meaning as defined under the GEM Listing Rules and, in the context of our Company, means Mr. Cheng and Glory Fame. Details of their shareholdings are set forth in the section headed “Relationship with our Controlling Shareholders” in this document and the section headed “C. Further information about our Directors and Substantial Shareholders — 1. Directors” in Appendix IV to this document
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules
“CPFTZ”	中國自由貿易試驗區 (China Pilot Free Trade Zone), including four pilot free trade zones in Shanghai Municipality, Guangdong Province, Tianjin Municipality and Fujian Province
“Customs”	中華人民共和國海關總署 (the General Administration of Customs of the PRC) or its local offices
“Customs Supervision and Control Location(s)”	stacking yards licensed with Registration Certificate of Supervision and Control Locations of the Customs issued by the Customs and permitted under the 中華人民共和國海關監管場所管理辦法 (the Administrative Measures for Customs Supervision and Control Locations of the PRC), to process on-site supervision and inspection by Customs
“Deed of Indemnity”	the deed of indemnity dated [●] 2017 executed by our Controlling Shareholders in favour of our Company (for itself and as trustee for each of our subsidiaries), further details of which are set out in the section headed “D. Other Information — 1. Tax Indemnity and Indemnity relating to Compliance Matters” in Appendix IV to this document

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“Deed of Non-competition”	the deed of non-competition dated [●] 2017 and entered into between our Controlling Shareholders and our Company (for itself and on behalf of our subsidiaries), pursuant to which our Controlling Shareholders agreed and undertook with our Company that each of them will not, and will procure each of their respective close associates not to, directly or indirectly participate in, or hold any right or interest or otherwise be involved in, any business which competes or may compete with our businesses, further details of which are set out in the section headed “Relationship with our Controlling Shareholders — Independence from our Controlling Shareholders — Non-competition Undertaking” in this document
“Director(s)”	the director(s) of our Company
“EIT”	企業所得稅 (Enterprise Income Tax)
“FIE”	外商投資企業 (Foreign Investment Enterprise)
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a market research company and an Independent Third Party
“F&S Report”	a report in respect of, <i>inter alia</i> , the Intra-Port Services and the Logistics Services market in Xiamen and in the PRC issued by Frost & Sullivan on the date of this document and commissioned by our Company
“GDP”	gross domestic production, the total market value of all the goods and services produced within the borders of a nation during a specified period of time
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM (as amended from time to time)
“Glamor Profit”	Glamor Profit Investment Limited (益耀投資有限公司), a company incorporated under the laws of the BVI with limited liability on 30 September 2015 and is a direct wholly-owned subsidiary our Company

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“Glory Fame”	Glory Fame Venture Limited (榮興創投有限公司), a company incorporated under the laws of the BVI with limited liability on 14 September 2015 wholly-owned by Mr. Cheng, and one of our Controlling Shareholders
“Great Ploy”	Great Ploy Investment Limited (偉略投資有限公司), a company incorporated under the laws of the BVI with limited liability on 10 May 2016 wholly-owned by Mr. Chen, and a Shareholder of our Company as to 25% immediately prior to the [REDACTED]
“Group”, “our Group”, “we” or “us”	our Company and our subsidiaries or, where the context so required, in respect of the period before our Company became the holding company of its present subsidiaries, such subsidiaries as if they were our Company’s subsidiaries at the relevant time
“Hengyang Xinxinghe”	衡陽鑫星河房地產開發有限公司 (Hengyang Xinxinghe Real Estate Development Co., Ltd.), a company established under the laws of the PRC with limited liability on 3 April 2003 and is owned by Zhongxinwang Investment and an Independent Third Party as to 61% and 39% respectively
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HK eIPO White Form(s)”	the application form(s) for use by the public who subscribe for the [REDACTED] through the designated website at www.hkeipo.hk
“HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by our Company, as specified on the designated website at www.hkeipo.hk
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“[REDACTED]”	[REDACTED]

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“Hui An”	Hui An Investment Limited (暉安投資有限公司), a company incorporated under the laws of the BVI with limited liability on 14 September 2015 and is a direct wholly-owned subsidiary of our Company
“Huida Yuntong”	廈門市輝達運通貨運代理有限公司 (Xiamen Huida Yuntong Freight Agency Co., Ltd.), a company established under the laws of the PRC with limited liability on 15 June 2001 by an Independent Third Party; and a shareholder of Xiangxing Logistics as to 5.2% held on behalf of Mr. Cheng for the period from 9 September 2002 to 14 December 2006; and an Independent Third Party
“Independent Third Party(ies)”	third party(ies) independent of our Company and its Connected Persons
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Latest Practicable Date”	[19 April] 2017, being the latest practicable date prior to the printing of this document for ascertaining certain information of this document
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Listing Division”	the listing division of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association adopted by our Company on 13 February 2017 with immediate effect and as amended from time to time, a summary of which is set out in Appendix III to this document
“Minhaixing Engineering”	廈門閩海興工程建設有限公司 (Xiamen Minhaixing Engineering Construction Co., Ltd.), a company established under the laws of the PRC with limited liability on 28 February 2001 and is owned by Xiangxing Group and an Independent Third Party as to 51% and 49% respectively

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“Minhaixing Investment”	廈門閩海興投資有限公司 (Xiamen Minhaixing Investment Co., Ltd.), a company established under the laws of the PRC with limited liability on 4 May 2011 and is owned by Minhaixing Engineering and an Independent Third Party as to 95% and 5% respectively
“MOF”	中華人民共和國財政部 (the Ministry of Finance of the PRC)
“MOFCOM”	中華人民共和國商務部 (the Ministry of Commerce of the PRC)
“MOT”	中華人民共和國交通運輸部 (the Ministry of Transport of the PRC) or its predecessor, 中華人民共和國交通部 (the Ministry of Communications of the PRC)
“Mr. Chen”	Chen Qishi (陳其實), the sole shareholder of Great Ploy and our [REDACTED] investor
“Mr. Cheng”	Cheng Youguo (程友國), our chairman and executive Director and is one of our Controlling Shareholders
“Mr. Gong”	Gong Qinghai (龔清海), the sole shareholder of Bright Reverence
“Ms. Huang”	Huang Meili (黃美麗), the spouse of Mr. Cheng
“Mr. Lin”	Lin Xiangdong (林向東), a shareholder of Xiangxing Group acting on behalf of Mr. Cheng for the period from 21 January 1999 to 1 February 2015; cousin of Mr. Cheng
“Mr. Qiu”	Qiu Changwu (邱長武), our executive Director and chief executive officer
“Ms. XD Cheng”	Cheng Xuedan (程雪丹), a daughter of Mr. Cheng
“Ms. XQ Cheng”	Cheng Xueqiong (程雪琼), a daughter of Mr. Cheng
“NPC”	中華人民共和國全國人民代表大會 (the National People’s Congress of the PRC)
“Ocean Profits”	Ocean Profits Holding Limited (海盈控股有限公司), a company incorporated under the laws of Hong Kong with limited liability on 10 September 2015 and is an indirect wholly-owned subsidiary of our Company

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“[REDACTED]”	the [REDACTED] for each [REDACTED] (exclusive of any brokerage fee, SFC transaction levy and Stock Exchange trading fee), which is currently expected to be not more than HK\$[REDACTED] per [REDACTED] and not less than HK\$[REDACTED] per [REDACTED], such price to be determined on or before [REDACTED]
“[REDACTED]”	The [REDACTED] new Shares offered for subscription pursuant to [REDACTED], as described in the section headed “Structure and Conditions of [REDACTED]” in this document
“PRC” or “China”	the People’s Republic of China which, for the purposes of this document only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“PRC Legal Advisers”	Beijing Dentons Law Offices, LLP, the legal advisers to our Company as to PRC law
“PRC Legal Opinions”	the PRC legal opinions in respect of i) certain aspects of the Group in the PRC; and ii) the proposed acquisition of land by the Group in Haicang Port respectively issued by the PRC Legal Advisers on the date of this document
“[REDACTED]”	the date, which is expected to be on or around [REDACTED], on which [REDACTED] is to be fixed by our Company and the [REDACTED] (for themselves and on behalf of [REDACTED]) for the purpose of [REDACTED]

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“[REDACTED]”	the [REDACTED] by our Company of [REDACTED] for subscription by the public in Hong Kong at [REDACTED] (plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) as described in the section headed “Structure and Conditions of the [REDACTED]” in this document and on and subject to the terms and conditions stated in this document and in the Application Forms
“QingQi Capital”	QingQi Capital Limited (清其資本有限公司), a company incorporated under the laws of Hong Kong with limited liability on 13 August 2015 and is an indirect wholly-owned subsidiary of our Company
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the corporate reorganisation of our Group in preparation for [REDACTED], as set out in the paragraph headed “Reorganisation” under the section headed “History, Reorganisation and Corporate Structure” in this document
“Reusable Solid Waste”	has the same meaning of solid waste which can be used as raw materials as defined under 固體廢物進口管理辦法 (the Administrative Measures for Import of Solid Waste), promulgated by MOFCOM, AQSIQ, Customs, the Ministry of Environmental Protection of the PRC and the National Development and Reform Commission on 8 April 2011
“RMB” or “Renminbi”	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) or its local branches
“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
“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)”	share(s) of HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Shares

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“Siyang Yangguang”	泗陽陽光置業有限公司 (Siyang Yangguang Real Estate Co., Ltd.), a company established under the laws of the PRC with limited liability on 6 December 2012 and is owned by Zhongxinwang Investment and an Independent Third Party as to 45% and 55% respectively
“State Council”	中華人民共和國國務院 (the State Council of the PRC)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the same meaning as defined under the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“Tong’an Shunfa”	廈門市同安順發物流有限公司 (Xiamen Tong’an Shunfa Logistics Co., Ltd.) (formerly known as 廈門市同安順發運輸有限公司 (Xiamen Tong’an Shunfa Transportation Co., Ltd.), a company established under the laws of the PRC with limited liability on 13 June 2001 by an Independent Third Party; and a shareholder of Xiangxing Logistics as to 18% held on behalf of Mr. Cheng for the period from 9 September 2002 to 14 December 2006; and an Independent Third Party
“Track Record Period”	the period comprising the three years ended 31 December 2016
“[REDACTED]”	the [REDACTED] of [REDACTED], details of which are set out in the section headed “[REDACTED]” in this document
“[REDACTED]”	the conditional [REDACTED] relating to [REDACTED] entered into, among others, our Company, Mr. Cheng, Glory Fame, Mr. Chen, Great Ploy, our executive Directors, the Sole Sponsor, the [REDACTED] and the [REDACTED], as further described under the section headed “[REDACTED]” in this document
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States of America
“WHITE Application Form(s)”	the application form(s) for use by the public who require such [REDACTED] to be issued in the applicant’s own name(s)

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“YELLOW Application Form(s)”	the application form(s) for use by the public who require such [REDACTED] to be deposited directly in CCASS
“WFOE”	外商獨資企業 (wholly foreign-owned enterprise)
“XEIQB”	中華人民共和國廈門出入境檢驗檢疫局 (Xiamen Entry-Exit Inspection and Quarantine Bureau of the PRC) or its branches
“Xiangxing Group”	廈門象興集團有限公司 (Xiamen Xiangxing Group Co. Ltd.), formerly known as 廈門市湖裡象興服務有限公司 (Xiamen Huli Xiangxing Service Co., Ltd.), 廈門市象興貨運服務有限公司 (Xiamen Xiangxing Cargo Transportation Service Co., Ltd.), 廈門象興投資有限公司 (Xiamen Xiangxing Investment Co., Ltd.), a company established under the laws of the PRC with limited liability on 21 January 1999 and is owned by Mr. Cheng as to 96% and by Ms. XQ Cheng as to 4% held on behalf of Mr. Cheng
“Xingxiang Import & Export”	廈門市興象進出口貿易有限公司 (Xiamen Xingxiang Import & Export Trading Co., Ltd.), a company established under the laws of the PRC with limited liability on 5 December 2001; and a shareholder of Xiangxing Logistics as to 5.2% held on behalf of Mr. Cheng for the period from 15 December 2006 to 1 February 2015
“Xiangxing Logistics”	廈門象興國際物流服務有限公司 (Xiamen Xiangxing International Logistics Service Co., Ltd.), a company established under the laws of the PRC with limited liability on 9 September 2002 and is an indirect wholly-owned subsidiary of our Company
“Xiangxing Terminal”	廈門象興碼頭服務有限公司 (Xiamen Xiangxing Terminal Service Co., Ltd.), a company established under the laws of the PRC with limited liability on 30 September 2006 and is an indirect wholly-owned subsidiary of our Company
“YouGuo Enterprise”	YouGuo Enterprise Limited (友國實業有限公司), a company incorporated under the laws of Hong Kong with limited liability on 13 August 2015 and is an indirect wholly-owned subsidiary of our Company
“Yu Hong”	Yu Hong Venture Limited (譽弘創投有限公司), a company with limited liability incorporated under the laws of the BVI on 14 September 2015 and is a direct wholly-owned subsidiary of our Company

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“Zhongxinwang Investment”	廈門眾鑫旺投資有限公司 (Xiamen Zhongxinwang Investment Co., Ltd.), a company established under the laws of the PRC with limited liability on 30 May 2007 and is owned by Xiangxing Group as to 50%; shareholder of Siyang Yangguang as to 45%; shareholder of Hengyang Xinxinghe as to 61%
“p.a.”	per annum
“sq.m.”	square metres
“%”	per cent

If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of the official Chinese names of any entity or company and the Chinese translation of the official English names of any entity or company are for identification purpose only.

The English translations of the names of PRC laws, rules and regulations stated in this document are not official names for, and do not form any official part of, such laws, rules and regulations.