
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms and expressions have the meanings set below. Certain other technical terms are explained in the section headed “Glossary” of this prospectus.

“AG”	a joint stock company incorporated under the German Stock Corporation Act
“Application Form(s)”	WHITE application form(s), YELLOW application form(s), PINK application form(s), or GREEN application form(s) where the context so requires, any of them
“Articles of Association”	the articles of association of our Company approved on 2 December 2009 by the Shareholders and registered on the commercial register on 11 December 2009
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board” or “Management Board”	the management board of our Company established pursuant to the German Stock Corporation Act, as described in the section headed “Appendix V — Summary of German Legal and Regulatory Provisions” in this prospectus
“Business Day”	any day (other than Saturday and Sunday) on which banks in Hong Kong are generally open for normal banking business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Company” and “our Company”	Schramm Holding AG, a joint stock company incorporated under the laws of Germany
“Company Secretary”	Mr. CHAN Yuen Fai Kenny, the company secretary of the Company

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“Common Stock(s)”	non-par value company share each representing a pro rata nominal amount of the share capital of our Company of €1.00 each, such Common Stocks were converted into Shares pursuant to shareholder resolution dated 2 December 2009, details of which are set out in the section headed “Appendix VIII — Further Information about our Company — Change in share capital of our Company” in this prospectus
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules, and in the context of this prospectus means the controlling shareholders of our Company, namely SSCP, SBHK and Humble Humanity
“Deed of Non-competition”	the deed of non-competition undertaking dated 4 December 2009 entered into by SSCP, Humble Humanity, SBHK and Mr Oh
“Director(s)”	the member(s) of our Management Board
“Eligible Employee”	certain senior management members of our Group
“Employee Preferential Offer”	our offer of up to 50,000 Shares to Eligible Employees as described in the section head “Structure and Conditions of the Global Offering - Employee Preferential Offer”
“Euro(s)” or “€”	the lawful currency of the member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community (as amended and supplemented from time to time)
“Exchangeable Bondholders”	the holders of the Exchangeable Bonds
“Exchangeable Bonds”	the exchangeable bonds due 2010 issued by Humble Humanity in an aggregate principal amount of US\$16,939,200 and HK\$26,460,000 pursuant to the Exchangeable Bonds Subscription Agreements, which, upon exercise of the exchange rights attaching thereto, are exchangeable into Shares
“Exchangeable Bonds Subscription Agreements”	the four exchangeable bonds subscription agreements all dated 1 December 2008 (as amended and supplemented by amendment agreements dated 23 January 2009 and 10 April 2009 and bond conditions agreements dated 23 January 2009 and 10 April 2009) in relation to the subscription of the Exchangeable Bonds
“German GAAP”	HGB (Handelsgesetzbuch), German generally accepted accounting principles

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“German Stock Corporation Act” or “AktG”	the Stock Corporation Act (<i>Aktiengesetz</i>), the principal legislation governing an AG under the laws of Germany, as amended, supplemented or otherwise modified from time to time
“Germany Facility”	our Group’s production facility located in Offenbach, Germany, further details of which are set out in the paragraph headed “Business — Production Facilities — Offenbach, Germany” in this prospectus
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Greater China”	the PRC, Taiwan, Hong Kong and the Macau Special Administrative Region of the People’s Republic of China
“Grebe”	Grebe Holding AG, a joint stock company incorporated under the laws of Germany
“Group”, “our Group”, “our”, “we” and “us”	our Company and our subsidiaries from time to time, or where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the present subsidiaries and their respective predecessors, or the businesses currently operated by such subsidiaries or predecessors, as the case may be
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK” or “HKSAR”	The Hong Kong Special Administrative Region of the People’s Republic of China
“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 dollars” or “HK dollars” or “HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong Offer Shares”	the 500,080 Shares initially being offered by our Company for subscription under the Hong Kong Public Offering (subject to adjustment as described in the section headed “Structure and Conditions of the Global Offering” in this prospectus)

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“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong and Eligible Employee at the Offer Price, subject to the terms and conditions described in this prospectus and in the Application Forms, as further described in the section headed “Structure and Conditions of the Global Offering — The Hong Kong Public Offering” in this prospectus
“Hong Kong 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
“Hong Kong Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time
“Hong Kong Underwriter”	the underwriter of the Hong Kong Public Offering listed in the paragraph headed “Underwriting — Hong Kong Underwriter” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 14 December, 2009 relating to the Hong Kong Public Offering entered into between, amongst others, our Company and the Hong Kong Underwriter
“Huizhou Facility”	our Group’s production facility located in Huizhou, PRC, further details of which are set out in the paragraph headed “Business — Production Facilities — Huizhou, PRC” of this prospectus
“Humble Humanity”	The Humble Humanity Limited, a company incorporated in Labuan, Malaysia, being the issuer of the Exchangeable Bonds and one of our Controlling Shareholders
“IFRS”	the International Financial Reporting Standards
“Independent Supervisor(s)”	the Supervisor(s) who satisfy(ies) the independence requirements as provided under Rule 3.13 of the Listing Rules
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is(are) not connected person(s) of our Company
“International Offering Shares”	the 4,499,920 Shares initially being offered under the International Offering (subject to adjustment as described in the section headed “Structure and Conditions of the Global Offering” in this prospectus)

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“International Offering”	the offering by our Company of the International Offering Shares to institutional, professional and other investors, as further described in the section headed “Structure and Conditions of the Global Offering — The International Offering” of this prospectus
“International Offering Underwriters”	the several underwriters of the International Offering listed in the paragraph headed “Underwriting — International Offering Underwriters” in this prospectus
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering expected to be entered into between, amongst others, our Company and the International Offering Underwriters on or about 19 December, 2009
“Korea” or “South Korea”	Republic of Korea
“KOSDAQ”	Korean Securities Dealers Automated Quotations, a trading board of Korea Exchange in South Korea
“KRW”	Korean Won, the lawful currency of Korea
“Latest Practicable Date”	8 December, 2009, being the latest practicable date for ascertaining certain information in this prospectus before its publication
“Listing”	the 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 29 December 2009, on which dealings in the Shares first commence on the Main Board
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended supplemented or otherwise modified from time to time)
“Main Board”	the stock market operated by the Stock Exchange, which excludes the Growth Enterprise Market and the options market
“Mr Oh”	Mr OH Jung Hyun, a Supervisor, the chief executive officer of SSCP and a shareholder of SSCP holding approximately 15.45% of interest in SSCP

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“Offer Price”	the final Hong Kong dollar price per Hong Kong Offer Share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee) which will be not more than HK\$45.00 and is expected to be not less than HK\$29.00, such price to be determined in the manner as further described in the section headed “Structure and Conditions of the Global Offering” in this prospectus
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offering Shares
“PRC” or “China”	the People’s Republic of China, but for the purposes of this prospectus only (unless otherwise indicated), excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“PRC Facilities”	the Huizhou Facility, the Shanghai Facility and the Tianjin Facility
“PRC GAAP”	generally accepted accounting principles in the PRC
“PRC Subsidiaries”	Schramm Huizhou, Schramm Shanghai and Schramm Tianjin
“Price Determination Agreement”	the agreement to be entered into, amongst others, between our Company and Sole Global Coordinator (on behalf of the Underwriters) on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be 19 December, 2009 or such later date as may be agreed by us and the Sole Global Coordinator (on behalf of the Underwriters), but in any event not later than 24 December 2009, on which the Offer Price is fixed for the purposes of the Global Offering
“prospectus”	this prospectus being issued in connection with the Hong Kong Public Offering
“R&D”	research and development
“REACH”	Registration, Evaluation and Authorisation of Chemicals, a legislation which came into effect on 1 June 2007 in the European Union
“Reorganisation”	the corporate reorganisation of our Group comprising our Company as described in the section headed “Appendix VIII — The Reorganisation” in this prospectus
“Reserved Shares”	up to 50,000 Shares being offered for subscription by Eligible Employees under the Employee Preferential Offer
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC

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“ SBHK ”	Samsung Bestview (Hong Kong) Co. Limited, a company incorporated in Hong Kong, which is a wholly-owned subsidiary of SSCP and one of our Controlling Shareholders
“ Schramm Coatings ”	Schramm Coatings GmbH, a company incorporated in Germany with limited liability and a wholly-owned subsidiary of our Company
“ Schramm Hong Kong ”	Schramm SSCP (Hong Kong) Limited (香港商施萊姆三成有限公司), a company incorporated in Hong Kong and a wholly-owned subsidiary of our Company
“ Schramm Huizhou ”	Samsung Bestview (Huizhou) Company Limited* (三成宏基化工(惠州)有限公司), a company incorporated in the PRC and a wholly-owned subsidiary of our Company
“ Schramm Korea ”	Schramm SSCP Co., Ltd., a company incorporated in Korea and a wholly-owned subsidiary of our Company
“ Schramm Shanghai ”	Shanghai Hansheng Chemical Paint Company Limited* (上海韓盛化工塗料有限公司), a company incorporated in the PRC and a wholly-owned subsidiary of our Company
“ Schramm Spain ”	Schramm Coatings Iberia S.A.U., a company incorporated in Barcelona, Spain and a wholly-owned subsidiary of our Company
“ Schramm Taiwan (branch) ”	Schramm SSCP (Hong Kong) Limited (Taiwan branch), a branch of Schramm Hong Kong in Taiwan
“ Schramm Thailand ”	Samsung Chemical Paint (Thailand) Co. Ltd., a company incorporated in Thailand and a subsidiary which is legally owned as to 99.96% by our Company
“ Schramm Tianjin ”	Schramm SSCP (Tianjin) Limited* (三成化工(天津)有限公司), a company incorporated in the PRC and a wholly-owned subsidiary of our Company
“ Schramm Yantai (branch) ”	the branch office of Schramm Tianjin in Yantai, PRC
“ Shanghai Facility ”	our Group’s production facility located in Shanghai, PRC, further details of which are set out in the paragraph headed “Business — Production Facilities — Shanghai, PRC” in this prospectus
“ Share(s) ”	the ordinary shares with a nominal value of €1.00 each in the capital of our Company, which are to be subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“ Shareholder(s) ”	holder(s) of the Share(s)

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“Sole Global Coordinator” or “Samsung Securities” or “Bookrunner” or “Lead Manager”	Samsung Securities (Asia) Limited
“Spain Facility”	our Group’s production facility located in Barcelona, Spain, further details of which are set out in the paragraph headed “Business — Production Facilities — Barcelona, Spain” of this prospectus
“Spin-off Agreement”	the Spin-off and Resumption Agreement dated 28 August 2008, pursuant to which, our Company effected a transfer of its entire operational business (except for certain service contracts and legal title of certain specified assets) and beneficial interest in Schramm Spain, Schramm Korea, Schramm Hong Kong and Schramm Cashew Limited to our direct subsidiary, Schramm Coatings. Details of the Spin-off Agreement is set out in the section headed “History and Corporate Structure — Corporate Development of our Group” in this prospectus
“Sponsor”	Guotai Junan Capital Limited, a licensed corporation under the SFO to conduct type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
“SSCP”	SSCP Co., Ltd., a company incorporated in Korea and listed on the KOSDAQ, being one of our Controlling Shareholders
“SSCP Acquisition”	the acquisition of the entire interest in our Company by SSCP from Grebe completed in November 2007
“SSCP Group”	SSCP and its subsidiaries, excluding our Group
“STM”	STM Corporation Co., Ltd., a company incorporated in Korea which is wholly-owned by Mr Oh
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it in section 2 of the Companies Ordinance
“Supervisor(s)”	member(s) of our Supervisory Board
“Supervisory Board”	the supervisory board of our Company established pursuant to the German Stock Corporation Act, as described in the section headed “Appendix V — Summary of German Legal and Regulatory Provisions” in this prospectus

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“ Thailand Facility ”	our Group’s production facility located in Rayong, Thailand, further details of which are set out in the paragraph headed “Business — Production Facilities — Rayong, Thailand” in this prospectus
“ THB ”	Thai Baht, the lawful currency of Thailand
“ Tianjin Facility ”	our Group’s production facility located in Tianjin, PRC, further details of which are set out in the paragraph headed “Business — Production Facilities — Tianjin, PRC” in this prospectus
“ Track Record Period ”	the three years ended 31 December 2008 and six months ended 30 June 2009
“ Ultra Million ”	Ultra Million Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of our Company
“ Uranus ”	Uranus Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of our Company
“ Underwriters ”	the Hong Kong Underwriter and the International Offering Underwriters
“ Underwriting Agreements ”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“ United Kingdom ” or “ U.K. ”	The United Kingdom, its territories, its possessions and all areas subject to its jurisdiction
“ 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
“ 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
“ WpPG ”	German Securities Prospectus Act (Wertpapierprospektgesetz)
“ WTO ”	The World Trade Organisation
“ Yen ”	Japanese Yen, the lawful currency of Japan

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Unless otherwise specified, amounts denominated in HK\$, US\$, €, KRW, RMB and Thai Baht (“THB”) have been converted, for the purpose of this prospectus, based on the rates set out below (for the purpose of illustration only):

€ 1.00 : HK\$10.50
US\$1.00 : HK\$7.75
KRW1 : HK\$0.0059
RMB1 : HK\$1.13
THB1 : HK\$0.22

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

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

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