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In this Listing Document, unless the context otherwise requires, the following words and expressions have the following meanings.

“Aioi Related Agreements”	the various agreements entered or to be entered into between (i) our Company, its subsidiaries and the principal JCEs, being GAC Toyota and Guangqi Honda and (ii) Aioi Insurance Company Limited and its associates as referred to in the section headed “Connected Transactions”
“Articles of Association” or “Articles”	the articles of association of our Company, adopted on 7 September 2007 and as amended from time to time, a summary of which is contained in Appendix VII of this Listing Document
“associated companies”	all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights of such entities
“Board”	the board of Directors
“CAAM”	China Association of Automobile Manufacturers, a PRC national association of manufacturers of cars, motorcycles and auto parts and related automobile. Its main functions consist of advising the relevant departments of the PRC government regarding automobile industry policy and collecting and distributing automobile industry market information, which are prepared based on the data provided periodically by its members according to the number of their annual productions and sales
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China Lounge”	China Lounge Investments Limited (中隆投資有限公司), a company incorporated in Hong Kong on 27 August 1992, which is a wholly-owned subsidiary of the Company
“CNMIC”	China National Machinery Industry Corporation Limited (中國機械工業集團有限公司) (formerly known as China National Machinery Industry Corporation (中國機械裝備(集團)公司)), a company incorporated on 21 May 1988 under PRC law, one of our Company’s Promoters which holds 3.6909% of our Company’s

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	<p>equity interest immediately prior to the Introduction. CNMIC is principally engaged in the construction and contracting of large scale integrated plants and Wang Songlin, a non-executive Director of our Company, is the deputy managing director of CNMIC as at the Latest Practicable Date</p>
“Companies Ordinance”	<p>the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time</p>
“Company Law”	<p>The Company Law of the PRC (中華人民共和國公司法), as enacted by the Standing Committee of the Eighth NPC on 29 December 1993 and effective on 1 July 1994, as amended, supplemented or otherwise modified from time to time</p>
“Controlling Shareholder”	<p>GAIG</p>
“Court Hearing”	<p>the hearing of the petition by the High Court for the sanction of the Scheme and the confirmation of the capital reduction of Denway</p>
“Court Meeting”	<p>a meeting of the Disinterested Denway Shareholders to be convened at the direction of the High Court for the approval of the Scheme</p>
“CSRC”	<p>China Securities Regulatory Commission (中國證券監督管理委員會)</p>
“Denway”	<p>Denway Motors Limited (駿威汽車有限公司), a company incorporated in Hong Kong on 23 June 1992 and listed on the Main Board of the Stock Exchange with stock code 203 and a subsidiary of our Company, in which our Company indirectly owns approximately 37.90% of its issued share capital as at the Latest Practicable Date. Denway is an investment holding company and Mr. Zhang Fangyou, our Director, was the chairman of Denway and Mr. Zeng Qinghong, Mr. Fu Shoujie and Mr. Li Tun, our Directors, were also the directors of Denway as at the Latest Practicable Date. Immediately following completion of the Introduction and the Privatisation, Denway will become a wholly-owned subsidiary of our Company.</p>
“Denway Overseas Shareholders”	<p>Denway Shareholders whose registered addresses on the registers of members of Denway are in jurisdictions outside Hong Kong on the Scheme Record Date and in relation to whom the applicable laws, rules or regulations require additional registrations or compliance with other procedures before the Scheme may be effected in relation to such Denway</p>

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	Shareholders, which Denway determines to be unduly burdensome or onerous on it, or in relation to whom Denway determines, in its sole discretion, that there are other difficulties in effecting the Scheme; by reference to the registers of members of Denway as at the Latest Practicable Date, such jurisdictions shall exclude Canada, Macau, the Philippines and the United States of America
“Denway Qualifying Shareholders”	Scheme Shareholders whose names appear on the registers of members of Denway on the Scheme Record Date
“Denway Share(s)”	ordinary share(s) with a nominal value of HK\$0.10 each in the share capital of Denway
“Denway Shareholder(s)”	registered holder(s) of the Denway Shares
“Director(s)”	the directors of our Company
“Disinterested Denway Shareholders”	Denway Shareholders other than our Company and those Denway Shareholders acting in concert with our Company (including China Lounge, members of J.P. Morgan Securities (Asia Pacific) Limited and entities which control or are controlled by or under the same control as J.P. Morgan Securities (Asia Pacific) Limited (other than Exempt Principal Traders and Exempt Fund Managers), members of Morgan Stanley Asia Limited and entities which control or are controlled by or under the same control as Morgan Stanley Asia Limited (other than Exempt Principal Traders and Exempt Fund Managers) and members of China International Capital Corporation Hong Kong Securities Limited and entities which control or are controlled by or under the same control as China International Capital Corporation Hong Kong Securities Limited, being presumed concert parties of GAC)
“Exempt Fund Managers”	has the meaning given to it in the Takeovers Code
“Exempt Principal Traders”	has the meaning given to it in the Takeovers Code
“Enlarged Group”	our Group immediately following completion of the Introduction and the Privatisation
“Euro”	the single currency of the member states of the European Communities that adopt or have adopted the euro as their lawful currency under the legislation of the European Community for Economic Monetary Union
“Fiat”	Fiat Group Automobiles S.p.A., an Italian automobile manufacturer, engine manufacturer, financial and

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	industrial group founded on 11 July 1899 in Turin, Italy, being our joint venture partner in GAC Fiat
“GAC Bus”	Guangzhou Automobile Group Autobus Co., Ltd (廣州汽車集團客車有限公司) (formerly known as Guangzhou Denway Bus Co., Ltd (廣州駿威客車有限公司)), a company incorporated on 18 January 1993 under PRC law and a wholly-owned subsidiary of our Company. Its principal business includes manufacturing and sales of automobiles and automobile parts and components, providing after-sales services and installation services. Jiang Ping, a deputy general manager of our Company, is the chairman of GAC Bus
“GAC Changfeng”	GAC Changfeng Motor Co., Ltd. (廣汽長豐汽車股份有限公司) (formerly known as Hunan Changfeng Motor Co. Ltd. (湖南長豐汽車製造股份有限公司)) a company incorporated in November 1996 under PRC Law, in which we held 29% of its equity interest
“GAC Commercial”	Guangzhou Automobile Group Business Co., Ltd (廣州汽車集團商貿有限公司), a company incorporated on 21 March 2000 under PRC law which is a wholly owned subsidiary of our Company. Its principal business includes automobile-related businesses. Jiang Ping, a deputy general manager of our Company, is the chairman of GAC Commercial
“GAC Components”	Guangzhou Automobile Group Component Co., Ltd. (廣州汽車集團零部件有限公司), which is incorporated on 29 August 2000 under PRC law and which is directly owned as to 51% by our Company and is a subsidiary of our Company. Its main operations include the manufacture and sales of Automobile parts and components Yan Zhuangli, a deputy general manager of our Company, is the chairman of GAC Components
“GAC Domestic Shares”	ordinary shares in the capital of our Company, with a nominal value of RMB 1.00 each, which are subscribed for and credited as fully paid up in Renminbi by PRC nationals and/or PRC incorporated entities
“GACC-Johnson”	Guangzhou GACC-Johnson Controls Automotive Interiors Systems Co., Ltd. (廣州江森汽車內飾系統有限公司), a company incorporated on 28 November 2008 under PRC law between Johnson Controls and GAC Components, in which GAC Components holds a 48% equity interest. Its principal business includes manufacture and sale of interior auto parts

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“GAC Fiat”	GAC FIAT Automobiles Co., Ltd. (廣汽菲亞特汽車有限公司), a JCE incorporated on 9 March 2010 under PRC law between Fiat and our Company, in which our Company holds a 50% equity interest. Its principal business is automobile and automobile parts and components manufacturing. Zeng Qinghong, vice chairman of our Company, is the chairman of GAC Fiat, Fu Shoujie, non-executive director of our Company, Wu Song and Jiang Ping, deputy general managers of our Company are directors of GAC Fiat
“GAC H Shares”	overseas listed foreign shares in the ordinary share capital of our Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in HK dollars and which are to be listed on the Stock Exchange pursuant to the Introduction
“GAC Hino”	GAC Hino Motors Co., Ltd. (廣汽日野汽車有限公司), a JCE incorporated on 28 November 2007 under PRC law established between Hino and our Company, in which our Company holds a 50% equity interest. Its principal business includes research, design and manufacturing of commercial vehicles. Yuan Zhongrong, our Director, is the chairman of GAC Hino
“GAC Hino (Shenyang)”	GAC Hino (Shenyang) Motors Co., Ltd. (廣汽日野(瀋陽)汽車有限公司), a JCE incorporated on 2 December 1993 under PRC law, owned as to 90.02% by GAC Hino, 5% by Shenyang Aircraft Corporation and 4.98% by Morville Assets Limited. Its principal business includes manufacture of vehicles and related auto parts.
“GAC Share(s)”	ordinary shares of our Company with a nominal value of RMB1.00 each, comprising both GAC Domestic Shares and GAC H Shares
“GAC Shareholder”	holder of GAC Share(s)
“GAC-SOFINCO”	GAC-SOFINCO Automobile Finance Co., Ltd. (廣汽匯理汽車金融有限公司), a joint venture company incorporated on 25 May 2010 under PRC law established by our Company and Société de Financement Industriel et Commercial (SOFINCO), in which each of our Company and SOFINCO holds a 50% equity interest, respectively. Its principle business is auto financing. Wang Dan, chief financial officer of our Company, is the chairman of GAC-SOFINCO.

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“GAC Toyota”	GAC Toyota Motor Co. Ltd (廣汽豐田汽車有限公司) (formerly known as Guangzhou Toyota Motor Co. Ltd (廣州豐田汽車有限公司)), a company incorporated on 1 September 2004 under PRC law which is a Joint Venture Company and a JCE held by our Company and Toyota. Our Company holds a 50% equity interest in GAC Toyota. Its principal business is automobile and automobile parts and components manufacturing. Yuan Zhongrong, our Director, is the chairman of GAC Toyota. Lu Sa, our Director and secretary of the Board, Huang Xiangdong and Feng Xinya, deputy general managers of our Company, are also directors of GAC Toyota
“GAC Toyota Engine”	GAC Toyota Engine Co., Ltd. (廣汽豐田發動機有限公司), a Joint Venture Company incorporated on 24 February 2004 under PRC law which is a sino-foreign joint venture between Toyota and our Company in which our Company holds a 30% equity interest. Its main businesses are the manufacture and sales of automobile engines or relevant parts and components. Yuan Zhongrong, being a Director of our Company, is also the deputy chairman of GAC Toyota Engine
“GAC-Ullitec”	Guangzhou GAC-ULLITEC Auto Interiors R&D Co., Ltd. (廣州廣汽優利得汽車內飾系統研發有限公司), a JCE incorporated on 7 October 2008 under PRC law between Ullitec Venture Capital and GAC Components, in which GAC Components holds a 50% equity interest. Its principal business includes research and development of automobile interior system and manufacture of interior auto parts
“GAEI”	Guangzhou Automobile Group Company Automotive Engineering Institute, an affiliate of our Company, established on 29 June 2006 for the purpose of conducting research and development of the products and technology in which our Company has proprietary right
“GAG”	Guangzhou Automobile Group Ltd. (廣州汽車集團有限公司), a company established on 6 June 1997 under PRC law, the predecessor of our Company before its conversion into a joint stock limited company
“GAIG”	Guangzhou Automobile Industry Group Co., Ltd. (廣州汽車工業集團有限公司), a state-owned enterprise incorporated on 18 October 2000 under PRC law which is one of our Company’s Promoters and which directly

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	holds a 91.9346% equity interest in the registered capital of our Company immediately prior to the Introduction. Its principal business is the manufacture of automobiles and the operation and management of state-owned assets
“GAIG Related Agreements”	the various agreements entered or to be entered into between (i) our Company, its subsidiaries and the principal JCEs, being GAC Toyota and Guangqi Honda and (ii) Guangzhou Automobile Industry Group Company and its associates as referred to in the section headed “Connected Transactions”
“GAMC”	Guangzhou Automobile Group Motor Co. Ltd. (廣州汽車集團乘用車有限公司), a company incorporated on 21 July 2008 under PRC Law and a wholly-owned subsidiary of our Company. Its principal business includes manufacturing and sales of our Company’s proprietary brand passenger vehicles
“GHRD”	Guangqi Honda Automobile Research & Development Co., Ltd. (廣汽本田汽車研究開發有限公司), a company incorporated under PRC law on 27 April 2007 for the purpose of conducting research and development of the products and technologies in which GHRD has proprietary rights, which is a wholly owned subsidiary of Guangqi Honda
“Guang’ai”	Guangzhou Guang Ai Insurance Brokers Limited (廣州廣愛保險經紀有限公司), a company incorporated on 7 June 2006 under PRC law which is a sino-foreign Joint Venture Company in which our Company, GAC Commercial and Aioi Insurance Company Limited own 50.2%, 24.9% and 24.9% equity interest, respectively. It is a subsidiary of our Company and its principal business is to provide insurance related-services. Yan Zhuangli, a deputy general manager of our Company, is the chairman of Guang’ai
“Guangqi Honda”	Guangqi Honda Automobile Co., Ltd. (廣汽本田汽車有限公司) (formerly known as Guangzhou Honda Automobile Co. Ltd (廣州本田汽車有限公司)), a company incorporated on 13 May 1998 under PRC law which is a Joint Venture Company and a Jointly-controlled Entity which is held by Guangzhou Auto and Honda. Our Company indirectly holds 37.90% interest in Denway as at the Latest Practicable Date, whose subsidiary, Guangzhou Auto, holds 50% equity interest in Guangqi Honda. Its principal business is automobile

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	and automobile parts and components manufacturing. Fu Shoujie, our Director, is the chairman of Guangqi Honda and Li Tun, our Director, and Yao Yiming and Yan Zhuangli, the deputy general managers of our Company, are directors of Guangqi Honda
“Guangzhou Auto”	Guangzhou Auto Group Corporation (廣州汽車集團公司), a company incorporated on 17 December 1988 under PRC law and a wholly-owned subsidiary of Denway. Its principal business is automobiles-related businesses
“Guangzhou Chime-Long”	Guangzhou Chime-Long Hotel Co. Ltd. (廣州市長隆酒店有限公司), a company incorporated on 10 September 2001 under PRC law, one of our Company’s Promoters which holds 0.1845% of our Company’s equity interest immediately prior to the Introduction. Its principal business is tourism
“Guangzhou Iron & Steel”	Guangzhou Iron & Steel Enterprises Group (廣州鋼鐵企業集團有限公司), a company incorporated on 26 May 1978 under PRC law, one of our Company’s Promoters which holds 0.2% of our Company’s equity interests immediately prior to the Introduction. Its principal business includes metal smelting, rolling and press forging. Huang Zhiyong, the supervisor of our Company, is also a deputy general manager of Guangzhou Iron & Steel
“Guangzhou SASAC”	State-owned Assets Supervision and Administration Commission of Guangzhou Municipal Government (廣州市人民政府國有資產監督管理委員會)
“Guangzhou Yue Long” or “Guangzhou Isuzu”	Guangzhou Yue Long Bus Co. Ltd. (廣州粵隆客車有限公司) (formerly known as Guangzhou Isuzu Bus Co., Ltd. (廣州五十鈴客車有限公司)), formerly a sino-foreign Joint Venture Company incorporated on 1 February 2000 under PRC law which was owned as to 51% by our Company, 25% by Isuzu and 24% by Isuzu (China) Investment Co. Ltd.; as at the Latest Practicable Date, it is a wholly owned subsidiary of our Company
“HAVECO”	collectively, Hangzhou HAVECO Automotive Transmission Co., Ltd. (杭州依維柯汽車變速器有限公司) and Hangzhou IVECO Automobile Transmission Technology Co., Ltd. (杭州依維柯汽車傳動技術有限公司), Joint Venture Companies incorporated on 26 September 1996 and 6 June 2007, respectively under PRC Law, which are sino-foreign joint ventures equally held by Hangzhou Advance Gearbox Group Co., Ltd., GAC Components, a subsidiary of our Company, and IVECO Ltd.

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“High Court”	the High Court of Hong Kong
“Hino”	Hino Motors, Ltd., a company incorporated under the laws of Japan, being our Company’s joint venture partner in GAC Hino and Shanghai Hino
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Honda”	Honda Motor Co., Ltd., a company incorporated under the laws of Japan, being Guangzhou Auto’s joint venture partner in Guangqi Honda and our Company’s joint venture partner in Honda (China)
“Honda (China)”	Honda Automobile (China) Co., Ltd. (本田汽車(中國)有限公司), a company incorporated on 8 September 2003 under PRC law of which our Company holds 25% of its equity interest and is one of our Company’s associated companies
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hybrid Synergy Drive”	a set of hybrid car technologies developed by Toyota which combines an electric drive and a continuously variable transmission
“Introduction”	the proposed Listing of our Company by way of introduction on the Main Board of the Stock Exchange which includes the creation of listed equity consideration (in the form of GAC H Shares) for the Privatisation
“Isuzu”	Isuzu Automobile Co., Ltd., a company incorporated under the laws of Japan, which was our Company’s joint venture partner in Guangzhou Isuzu prior to our acquisition of its equity interests in Guangzhou Isuzu. It is an independent third party as at the Latest Practicable Date
“Japanese Yen”	Japanese Yen, the lawful currency of Japan

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“Johnson Controls”	Johnson Controls Asia Holdings Co., Ltd., a company incorporated under the laws of Hong Kong, being the joint venture partner of GAC Components in GACC-Johnson
“Joint Sponsors”	the joint sponsors of the Listing on the Main Board of the Stock Exchange, being J.P. Morgan Securities (Asia Pacific) Limited, Morgan Stanley Asia Limited and China International Capital Corporation Hong Kong Securities Limited, who are also our Company’s financial advisers in respect of the Privatisation
“Joint Venture Company”	<p>a joint venture company is a company set up by a joint venture agreement, whereby the joint venture parties undertake an economic activity. A joint venture company operates as a separate entity in which each party has an interest whether direct or indirect. The joint venture agreement between the venturers stipulates the capital contributions of the joint venture parties, the duration of the joint venture and the basis on which the assets are to be realised upon its dissolution. The profits and losses from the joint venture company’s operations and any distributions of surplus assets are shared by the venturers, either in proportion to their respective capital contributions, or in accordance with terms of the joint venture agreement</p> <p>A joint venture company is treated by a joint venture party as:</p> <ul style="list-style-type: none">(a) a subsidiary, if the joint venture party has unilateral control, directly or indirectly, over the joint venture company;(b) a jointly-controlled entity, if the joint venture party does not have unilateral control, but has joint control, directly or indirectly, over the joint venture company;(c) an associated company, if the joint venture party does not have unilateral or joint control, but holds, directly or indirectly, generally not less than 20% of the joint venture company’s registered capital and is in a position to exercise significant influence over the joint venture company; or(d) an investment, if the joint venture party holds, directly or indirectly, less than 20% of the joint venture company’s registered capital and has neither joint control of, nor is in a position to exercise significant influence over, the joint venture company

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“Jointly-controlled Entity” or “JCE”	a jointly-controlled entity is a Joint Venture Company which is subject to direct or indirect joint control, resulting in none of the participating parties having unilateral control over the economic activity of the jointly-controlled entity. A joint venture party’s investments in its Jointly-controlled Entities can be accounted for by proportionate consolidation, which involves recognising a proportionate share of the joint venture’s assets, liabilities, income and expenses with similar items in the consolidated financial statements of the joint venture party on a line-by-line basis. When the profit sharing ratio is different to the joint venture party’s equity interests in the Jointly-controlled Entities, the joint venture party’s share of their assets, liabilities, income and expenses is determined based on the agreed profit sharing ratio. The results of Jointly-controlled Entities are included in the joint venture party’s income statement to the extent which reflects the dividends received and receivable by such joint venture party. The joint venture party’s investments in Jointly-controlled Entities are treated as long term assets and are stated at cost less impairment losses
“Latest Practicable Date”	14 June 2010, being the latest practicable date prior to the printing of this Listing Document for the purpose of ascertaining certain information contained in this Listing Document
“Listing”	the listing of and permission to deal in, the GAC H Shares on the Stock Exchange
“Listing Date”	the date on which the GAC H Shares to be issued are listed and dealings in the GAC H Shares first commence on the Stock Exchange
“Listing Document”	this listing document dated 18 June 2010 and issued by the Company pursuant to the Introduction
“Listing Document Date”	the date of this Listing Document
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Macau”	the Macau Special Administrative Region of the PRC
“Related Agreements”	the Aioi Master Agreement, GAIG Master Agreement and Toyota Tsusho Related Agreements

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“Ministry of Commerce” or “MOFCOM”	the PRC Ministry of Commerce (中國商務部)
“Ministry of Finance” or “MOF”	the PRC Ministry of Finance (中國財政部)
“NDRC”	the National Development and Reform Commission of the PRC (國家發展和改革委員會)
“NPC” or “National People’s Congress”	the National People’s Congress (全國人民代表大會)
“our Company” or “GAC”	Guangzhou Automobile Group Co., Ltd. (廣州汽車集團股份有限公司), a joint stock limited company registered in the PRC on 28 June 2005 in accordance with the Company Law, or where the context refers to any time prior to the date of incorporation, those entities and businesses which were contributed to and conducted by our Company upon its establishment
“Parent Group”	GAIG and its subsidiaries (including our Group)
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PBOC Rate”	the exchange rate for foreign exchange transactions set daily by the PBOC based on the previous day’s China interbank foreign exchange market rate and with reference to current exchange rates on the world financial markets
“PRC GAAP”	the PRC Accounting Standards and Accounting Regulations for Business Enterprises and its supplementary regulations
“PRC” or “China”	the People’s Republic of China. Except where the context requires otherwise in this Listing Document, geographical references in this Listing Document to the PRC or China exclude Hong Kong, Macau and Taiwan
“Promoter(s)”	the initial promoters of our Company, being GAIG, Wanxiang, CNMIC, Guangzhou Iron & Steel and Guangzhou Chime-Long
“Privatisation”	the proposal for the privatisation of Denway by our Company by way of the Scheme
“Reorganisation”	the reorganisation of the assets and liabilities of GAC and GAIG and their respective subsidiaries and associated companies which is more particularly described in the section headed “Appendix VIII — Statutory and General Information — Further information about GAC — Corporate Reorganisation” of this Listing Document

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“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of PRC
“SAFE”	the PRC State Administration of Foreign Exchange (中國國家外匯管理局)
“SASAC”	the PRC 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)
“Scheme”	a scheme of arrangement under Section 166 of the Companies Ordinance involving the cancellation of all the Scheme Shares on the terms, and subject to the conditions, set out in the Scheme Document
“Scheme Document”	the document dated 18 June 2010 jointly issued by the Company and Denway in relation to the Scheme, including each of the letters, statements, appendices and notices in it
“Scheme Effective Date”	the date on which the Scheme becomes effective in accordance with the Companies Ordinance
“Scheme Record Date”	24 August 2010
“Scheme Record Time”	4:00 p.m. (Hong Kong time), on the Scheme Record Date for the purpose of determining the entitlements of the Scheme Shareholders under the Scheme
“Scheme Shareholders”	holders of the Scheme Shares
“Scheme Shares”	all the Denway Shares in issue (other than those Denway Shares held by our Company and parties acting in concert with it, including China Lounge) and such further Denway Shares as may be issued prior to the Scheme Record Time
“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
“Shanghai Electric”	Shanghai Electric Group Company (上海電氣 (集團) 總公司), a state-owned enterprise incorporated under the laws of the PRC, being the joint venture partner of our Company and Hino in Shanghai Hino

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“Shanghai Hino”	Shanghai Hino Engine Co., Ltd. (上海日野發動機有限公司), a company incorporated on 8 October 2003 under PRC law. Our Company has entered into an agreement in April 2010 to acquire 30% equity interest in Shanghai Hino. Its main businesses are the designing, research and development and manufacturing of the diesel engines. As at the Latest Practicable Date, the acquisition has been approved by the Shanghai Municipal Commission of Commerce and it is expected that the relevant business registration procedures will be completed in June 2010. Upon completion, Shanghai Hino will be held as to 50% by Hino, 30% by our Company and 20% by Shanghai Electric. Our Company has appointed Yuan Zhongrong, executive director of our Company as the vice chairman of Shanghai Hino and Li Shao, deputy general manager of our Company as a director of Shanghai Hino in April 2010
“Shanghai Stock Exchange”	the Shanghai Stock Exchange of China (上海證券交易所)
“SOFINCO”	Société de Financement Industriel et Commercial, a wholly-owned subsidiary of Crédit Agricole Group engaging in personal credit business in the field of professional financial services. It is our Company’s joint venture partner in GAC-SOFINCO
“Special Regulations”	the Special Regulations of the State Council on the Overseas Offer 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 4th August, 1994, as amended, supplemented or otherwise modified from time to time
“State Council”	the State Council of the PRC (中國國務院)
“State,” “state,” or “PRC government”	the central government of the PRC including all political subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers issued by the SFC
“the Group”, “our Group” or “we” or “us”	our Company and its subsidiaries and their respective jointly-controlled entities. All information given in this Listing Document with respect to our Group includes information of our Company and its subsidiaries and all

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	such companies collectively, without regard to the ownership level of our Company and its subsidiaries in such companies
“Toyota”	Toyota Motor Company, a company incorporated in Japan, being our Company’s joint venture partner in GAC Toyota
“Toyota Tsusho Related Agreements”	the various agreements entered or to be entered into between (i) our Company, its subsidiaries and the Principal JCEs, being GAC Toyota and Guangqi Honda and (ii) Toyota Tsusho Corporation and its associates as referred to in the section headed “Connected Transactions” of this Listing Document
“Track Record Period”	the three years ended on 31 December 2009
“Ullitec Venture Capital”	Ullitec Venture Capital Inc., a company incorporated under the laws of Samoa, being the joint venture partner of GAC Components in GAC-Ullitec
“United States” or “U.S.”	the United States of America
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States
“Wanxiang”	Wanxiang Group Corporation (萬向集團公司), a company incorporated on 24 December 1990 under PRC law, one of our Company’s Promoters which holds 3.99% of our Company’s issued share capital immediately prior to the Introduction. Its principal business includes the manufacture and sale of machinery and auto parts
“WTO”	World Trade Organization
“Yangcheng Auto”	Guangzhou Yangcheng Automobile Co., Ltd. (廣州羊城汽車有限公司), a company incorporated on 25 February 1993 under PRC law and was our Company’s wholly owned subsidiary before we disposed of our interest in it in 2009. Its principal business was automobile manufacturing at the time when we disposed of our interest in it in 2009.

For the purpose of illustration only and unless otherwise specified in this Listing Document, amounts in Hong Kong dollars have been translated into US dollars (and vice versa) at the rate of US\$1=HK\$7.78, being the buying rate on 7 May 2010 published by Federal Reserve Statistical Release, Board of Governors of the Federal Reserve System and into Renminbi (and vice versa) at the rate of RMB1=HK\$1.14, being the PBOC Rate prevailing on 7 May 2010. The Hong Kong dollar is freely convertible into the US dollar, and was linked to the US dollar at the rate of US\$1=HK\$7.78 from 30 June 1983 until May 2005 and has fluctuated between a rate of HK\$7.75 to HK\$7.83 per US

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dollar since May 2005. Translations of Renminbi into US dollars (and vice versa) have been made at the rate of US\$1=RMB6.83, being the buying rate on 7 May 2010 published by Federal Reserve Statistical Release, Board of Governors of the Federal Reserve System. No representation is made that any of the above currencies could have been, or could be, converted into such other currencies at such rates or at any other rates on such date or on any other dates.

In this Listing Document, unless otherwise specified, all references to our revenue, profits and other financial information include our JCEs to the extent that such information has been proportionately consolidated or otherwise reflected in the accountant's report set out in Appendix I to this Listing Document. It should be noted that our Company and its subsidiaries only hold up to 50% of interest in the JCEs.

Unless expressly stated or the context requires, all data in this Listing Document are as at the Latest Practicable Date.

In this Listing Document, unless otherwise specified:

- the terms “associate”, “connected person”, “connected transaction”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules; and
- the terms “acting in concert”, “Exempt Principal Trader” and “Exempt Fund Manager” shall have the meanings given to such terms in the Takeovers Code.