
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out 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”	our articles of association conditionally adopted on April 12, 2011 to take effect on the Listing Date
“Associate”	has the meaning ascribed to it under the Listing Rules
“Best Outlook”	Best Outlook Limited, a company incorporated in the BVI, a Controlling Shareholder and a company wholly owned by Mr. Kang
“Board” or “Board of Directors”	the board of Directors from time to time
“Brilliant Elevator”	Shenyang Brilliant Elevator Co., Ltd. (瀋陽博林特電梯有限公司), a company incorporated in China and a subsidiary of Yuanda Group
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“BOCI”	BOCI Asia Limited
“BVI”	British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalization Issue”	the issue of Shares to be made upon capitalization of the share premium account of our company as referred to in the section entitled “Statutory and General Information — Further information about our company and our subsidiaries — Resolutions in writing of our shareholders passed on April 12, 2011” in Appendix VII to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant

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“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
“China” or the “PRC”	the People’s Republic of China and, except where the context otherwise requires and only for the purpose of this prospectus, references in this prospectus to China or the PRC exclude Hong Kong, Macau and Taiwan
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	Yuanda China Holdings Limited, a company incorporated as an exempted company with limited liability in the Cayman Islands on February 26, 2010
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	Mr. Kang, Best Outlook, Neo Pioneer, Long Thrive and the Transferees (as a group), our controlling shareholders (as defined in the Listing Rules)
“Deed of Non-competition”	a deed of non-competition dated April 12, 2011, given by each of the Controlling Shareholders in favor of us
“Deutsche Bank”	Deutsche Bank AG, Hong Kong Branch
“Director(s)”	the director(s) of our Company
“East China”	the region of China comprising Shanghai, and Jiangsu, Zhejiang, Anhui and Jiangxi provinces
“EUR” or “Euro”	the euro, the lawful currency of the euro zone
“FAI”	fixed assets investment
“GDP”	gross domestic product, with all references to GDP growth rates to real, as opposed to nominal, rates of GDP growth
“GFA”	gross floor area

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“Global Offering”	the Hong Kong Public Offering and the International Offering
“Green application form”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group”	our Company and its subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, such subsidiaries as if they were the subsidiaries of our Company at the time
“HK\$” or “Hong Kong dollars” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of China
“Hong Kong Offer Shares”	150,000,000 newly issued Shares offered by us for subscription in the Hong Kong Public Offering, subject to reallocation as described in the section entitled “Structure of the Global Offering” in this prospectus
“Hong Kong Public Offering”	the offering of Hong Kong Offer Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section entitled “Structure of the Global Offering”) for cash at the Offer Price and on and subject to the terms and conditions described in this prospectus and the Application Forms
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section entitled “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated April 19, 2011 relating to the Hong Kong Public Offering entered into among us, Mr. Kang, Best Outlook and Neo Pioneer, the Joint Global Coordinators and the Hong Kong Underwriters
“IFRSs”	International Financial Reporting Standards
“independent third party/parties”	person(s) or company/companies which is(are) not a connected person of our Company

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“INR” or “Indian Rupee”	the Indian Rupee, the lawful currency of India
“International Offer Shares”	1,350,000,000 newly issued Shares offered by us pursuant to the International Offering, together with any additional Shares offered pursuant to any exercise of the Over-allotment Option, subject to reallocation as described in the section entitled “Structure of the Global Offering” in this prospectus
“International Offering”	the offering of International Offer Shares to QIBs in the United States in reliance on Rule 144A or another exemption under the U.S. Securities Act, and outside the United States in reliance on Regulation S, as further described in the section entitled “Structure of the Global Offering” in this prospectus
“International Underwriters”	the underwriters of the International Offering and parties to the International Underwriting Agreement as described in the section entitled “Underwriting — International Offering” in this prospectus
“International Underwriting Agreement”	the underwriting agreement relating to the International Offering to be entered into among us, Mr. Kang, Best Outlook and Neo Pioneer, the Joint Global Coordinators and the International Underwriters on or around the Price Determination Date
“Joint Bookrunners”	Deutsche Bank, J.P. Morgan Asia Pacific, Standard Chartered and BOCI, for the Hong Kong Public Offering, and Deutsche Bank, J.P. Morgan and Standard Chartered and BOCI, for the International Offering
“Joint Global Coordinators”	Deutsche Bank, J.P. Morgan Asia Pacific, Standard Chartered and BOCI
“Joint Lead Managers”	Deutsche Bank, J.P. Morgan Asia Pacific and Standard Chartered and BOCI, for the Hong Kong Public Offering, and Deutsche Bank, J.P. Morgan, Standard Chartered and BOCI, for the International Offering
“Joint Sponsors”	Deutsche Bank and J.P. Morgan Asia Pacific
“J.P. Morgan”	J.P. Morgan Securities Ltd.
“J.P. Morgan Asia Pacific”	J.P. Morgan Securities (Asia Pacific) Limited
“KWD” or “Kuwaiti dinar”	the Kuwaiti dinar, the lawful currency of Kuwait
“Latest Practicable Date”	April 13, 2011, being the latest practicable date for ascertaining certain information in this prospectus prior to its publication

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“Listing”	the listing of our Shares on the Stock Exchange
“Listing Date”	the date, expected to be on or about May 6, 2011, on which our Shares are listed on the Stock Exchange and from which dealings in our Shares are permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Long Thrive”	Long Thrive Limited, a company incorporated in the BVI which is owned by certain of our management personnel and Ms. Kang
“Macau”	the Macau Special Administrative Region of China
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum” or “Memorandum of Association”	our memorandum of association of the Company, as supplemented, amended or otherwise modified from time to time
“Ministry of Finance”	The Ministry of Finance of the People’s Republic of China (中華人民共和國財政部)
“MOFCOM”	The Ministry of Commerce of the People’s Republic of China (中華人民共和國商務部)
“Mr. Kang”	Mr. Kang Baohua, our chairman, executive Director and Controlling Shareholder
“Ms. Kang”	Ms. Kang Fengxian, the sister of Mr. Kang
“Neo Pioneer”	Neo Pioneer Limited, a company incorporated in the BVI, which is wholly owned by Mr. Kang to hold Shares set aside by Mr. Kang for our planned share award scheme
“North China”	the region of China comprising Beijing, Tianjin, and Hebei and Shanxi provinces

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“Northeast China”	the region of China comprising Liaoning, Jilin, Heilongjiang, Shandong, Henan and Inner Mongolia provinces or autonomous region
“NPC” or “National People’s Congress”	PRC National People’s Congress of the PRC (中華人民共和國全國人民代表大會) and its Standing Committee
“Offer Price”	the final price per Offer Share in Hong Kong dollars (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%) at which the Offer Shares are to be subscribed for and issued pursuant to the Global Offering, to be determined as further described in the section entitled “Structure of the Global Offering — Pricing of the Global Offering” in this prospectus
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares, together, where relevant, with any additional Shares to be issued pursuant to any exercise of the Over-allotment Option
“Over-allotment Option”	the option we will grant to the International Underwriters, exercisable by the Stabilizing Manager (upon consultation with the Joint Global Coordinators) on behalf of the International Underwriters pursuant to the International Underwriting Agreement at any time from the date of the International Underwriting Agreement until 30 days after the last date for lodging of applications under the Hong Kong Public Offering, to require us to allot and issue up to an aggregate of 225,000,000 additional Shares representing 15% of the initial Offer Shares, at the Offer Price, to among other things, cover over-allocations in the International Offering, if any
“PBOC”	People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Company Law”	PRC Company Law (中華人民共和國公司法), as enacted by the NPC on December 29, 1993 and effective on July 1, 1994, as amended, supplemented or otherwise modified from time to time
“PRC Government”	the central government of China and its political subdivisions, (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them
“Price Determination Date”	the date, expected to be on or around April 28, 2011, on which the Offer Price will be fixed for the purposes of the Global Offering
“QIB”	a “qualified institutional buyer” within the meaning of Rule 144A

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“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the reorganization arrangements we have undergone in preparation for the listing of Shares on the Stock Exchange, as described in the sections entitled “History and Reorganization” in this prospectus and “Statutory and General Information — Further information about our company and our subsidiaries — Corporate Reorganization” in Appendix VII attached to this prospectus
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of China
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	PRC State Administration of Foreign Exchange (中華人民共和國國家外匯管理局)
“SAIC”	PRC State Administration for Industry and Commerce (中華人民共和國國家工商行政管理總局)
“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
“Share Option Scheme”	the share option scheme we conditionally adopted on April 12, 2011, the principal terms of which are summarized in the section entitled “Statutory and General Information — Other Information — Share Option Scheme” in Appendix VII attached to this prospectus
“Shareholders”	holders of Shares
“Shares”	ordinary shares in our share capital with a nominal value of HK\$0.10 each
“Shenyang Yuanda”	Shenyang Yuanda Aluminium Industry Engineering Co., Ltd. (瀋陽遠大鋁業工程有限公司), a company incorporated in China, our wholly owned subsidiary
“South China”	the region of China comprising Guangdong, Hunan, Fujian, Hainan and Guangxi provinces or autonomous region
“sq.m.”	square meter
“Stabilizing Manager”	Deutsche Bank

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“Standard Chartered”	Standard Chartered Securities (Hong Kong) Limited
“State Council”	State Council of China (中華人民共和國國務院)
“State Administration of Taxation”	State Administration of Taxation of China (中華人民共和國稅務總局)
“Stock Borrowing Agreement”	a stock borrowing and lending agreement expected to be entered into between Best Outlook and Deutsche Bank pursuant to which Best Outlook agreed to lend up to an aggregate of 225,000,000 Shares to Deutsche Bank on the terms set out therein, further details of which are set out in the section headed “Structure of the Global Offering – Stock Borrowing”
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Listing Rules
“Synovate Report”	a report prepared by Synovate Ltd. on the global curtain wall market in general, and the curtain wall market of China, the United States, the United Kingdom, the United Arab Emirates, Australia and Russia in particular, which was commissioned by us
“Track Record Period”	the period comprising our three financial years ended December 31, 2010
“Transferees (as a group)”	Tian Shouliang, Guo Zhongshan, Wu Qingguo, Si Zuobao, Wang Yijun, Wang Lihui, Zhuang Yuguang, Yan Lianxue, Li Qi, Xiong Yudi, Li Dawei, Geng Bin and Ms. Kang
“UAE”	the United Arab Emirates
“UK”	the United Kingdom
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“U.S.” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“U.S. or Canadian Person”	any national or resident of the U.S. or Canada, or any corporation, pension, profit-sharing or other trust or other entity organized under the laws of the U.S. or Canada or of any political subdivision thereof (other than a branch located outside the U.S. and Canada of any U.S. or Canadian Person), and shall include any U.S. or Canadian branch of a person who is otherwise not a U.S. or Canadian Person

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“US\$” or “U.S. dollars”	U.S. dollars, the lawful currency of the United States
“U.S. Exchange Act”	the U.S. Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“we,” “us” or “our”	Yuanda China Holdings Limited, a company incorporated as an exempted company with limited liability in the Cayman Islands on February 26, 2010 and, unless the context otherwise requires, all of its subsidiaries, or where the context refers to any time prior to its incorporation, the business in which the predecessors of its present subsidiaries were engaged and which were subsequently assumed by such subsidiaries pursuant to the Reorganization
“Well Galaxy”	Well Galaxy Limited, a company incorporated in the BVI, our wholly owned subsidiary
“West China”	the region of China comprising Chongqing, and Sichuan, Yunnan, Guizhou, Hubei, Shaanxi, Ningxia, Gansu, Qinghai and Xinjiang provinces or autonomous regions
“White Form eIPO”	the application process for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting online through the designated website www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Yuanda Group”	Shenyang Yuanda Aluminium Industry Group Ltd. (瀋陽遠大鋁業集團有限公司), a company incorporated in China and owned by Mr. Kang
“Yuanda Hong Kong”	Yuanda (Hong Kong) Holdings Limited, a company incorporated in Hong Kong, our wholly owned subsidiary
“Yuanda Singapore”	Yuanda Aluminium Industry Engineering (Singapore) Pte. Ltd., a company incorporated in Singapore, a wholly owned subsidiary of Yuanda Group

Unless expressly stated or the context otherwise requires, all data in this prospectus are as of the date of this prospectus.

Unless otherwise specified, all references to any shareholdings in our company assume no exercise of the Over-allotment Option.

If there is any inconsistency between the official Chinese names of the PRC laws or regulations or the PRC government authorities or the PRC entities mentioned in this prospectus and their English translations, the Chinese version shall prevail. English translations of official Chinese names are for identification purposes only.