

DEFINITIONS

In this document, the following expressions shall have the meanings set out below unless the context requires otherwise.

“[REDACTED]”	[REDACTED]
“Articles” or “Articles of Association”	the articles of association of our Company, adopted on 17 June 2020 which will become effective upon [REDACTED], a summary of which is contained in Appendix III to this document, and as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board” or “our Board”	the board of Directors
“Building Use Agreement”	the agreement entered into by HBIS Company and TTG on 30 July 2007, pursuant to which HBIS Company granted the right to use the Buildings to TTG free of charge
“Buildings”	including houses, structures, fixtures and ancillary facilities on two pieces of land situated in Yinhe Road East, HBIS Tangsteel Ironmaking New Zone, Zhenghuangzi County, Kaiping District, Tangshan, Hebei Province (河北省唐山市開平區鄭莊子鄉唐鋼煉鐵新區銀河路東側) and Binhe Road East, Lubei District, Tangshan, Hebei Province (河北省唐山市路北區濱河路東側), respectively, as specified in the Building Use Agreement
“Business Day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	British Virgin Islands
“Capitalisation Issue”	the issue of our Shares to be made upon capitalisation of certain sum standing to the credit of the share premium account of our Company as referred to in the section headed “Statutory and General Information — A. Further information about our Group — 4. Written resolutions of our then Shareholders” in Appendix IV to this document
“Cayman Islands Companies Law” or the “Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

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“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a 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, procedures and administrative requirements relating to the operations and functions of CCASS, as from time to time in force
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CGI”	China Gas Investors Ltd., a company incorporated under the laws of Cayman Islands with limited liability on 6 September 2006, which is owned as to 80% by Huang He and 20% by OxyChina, and one of our Controlling Shareholders
“Chairman”	chairman of the Board
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this document, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“China Infrastructure”	China Infrastructure Partners, L.P., an exempted limited partnership registered under the laws of Cayman Islands on 30 April 2010, the sole shareholder of Huang He and one of our Controlling Shareholders
“CITP GP”	CITP GP I Ltd., a company incorporated under the laws of Cayman Islands with limited liability on 27 October 2008, the sole general partner of China Infrastructure and one of our Controlling Shareholders
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	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
“Company” or “CGII”	CHINA GAS INDUSTRY INVESTMENT HOLDINGS CO. LTD., a company incorporated under the laws of Cayman Islands with limited liability on 4 August 2006 and the holding company of our Group upon completion of the Reorganisation and the proposed vehicle of [REDACTED]
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context requires otherwise, refers to the controlling shareholders of our Company, namely, HK Huitang Zhihe, SH Huitang Zhihe, HBIS Company, HBIS, CGI, Huang He, China Infrastructure, CITP GP, OxyChina and Mr. Chen
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Corporate Governance Code”	Corporate Governance Code as set out in Appendix 14 to the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“EIT Law”	the PRC Enterprise Income Tax Law 《中華人民共和國企業所得稅法》 enacted on 16 March 2007, effective from 1 January 2008 and amended on 24 February 2017 and 29 December 2018 by the National People’s Congress
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“Frost & Sullivan”	Frost & Sullivan International Limited, a global market research and consulting company, which is an Independent Third Party
“Frost & Sullivan Report”	the industry report prepared by Frost & Sullivan commissioned by us and independently
“[REDACTED]”	[REDACTED]

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“[REDACTED]”	[REDACTED]
“Group” or “our Group” or “we” or “us”	our Company and its subsidiaries or any of them, 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 subsidiaries of our Company at the relevant time
“HBIS”	HBIS Group Co., Ltd. (河鋼集團有限公司), a joint stock limited company established under the laws of the PRC with limited liability on 24 June 2008, a wholly-owned subsidiary of Hebei Province SASAC and one of our Controlling Shareholders
“HBIS Chengsteel”	Chengde Iron and Steel Group Co., Ltd. (承德鋼鐵集團有限公司), a company established under the laws of the PRC with limited liability on 1 July 1980, and a wholly-owned subsidiary of HBIS
“HBIS Company”	HBIS Company Limited (河鋼股份有限公司), a joint stock limited company established under the laws of the PRC on 18 January 1997 and listed on the Shenzhen Stock Exchange (stock code: 000709), formerly known as Tangshan Steel Company Limited (唐山鋼鐵股份有限公司) and Hebei Iron and Steel Company Limited (河北鋼鐵股份有限公司), a subsidiary of HBIS, and one of our Controlling Shareholders
“HBIS Group”	HBIS and its subsidiaries and their respective associates, but excluding our Group
“HBIS Hansteel”	Handan Iron and Steel Group Co., Ltd. (邯鄲鋼鐵集團有限責任公司), a company established under the laws of the PRC with limited liability on 28 December 1995, and a wholly-owned subsidiary of HBIS
“HBIS Laosteel”	HBIS Laoting Iron and Steel Co., Ltd. (河鋼樂亭鋼鐵有限公司), a company established under the laws of the PRC with limited liability on 13 April 2017 and currently a wholly-owned subsidiary of HBIS Company
“HBIS Tangshan Branch”	a branch company of HBIS Company (河鋼股份有限公司唐山分公司) established in the PRC on 5 January 2010
“HBIS Tangsteel”	Tangshan Iron and Steel Group Co., Ltd. (唐山鋼鐵集團有限責任公司), a company established under the laws of the PRC with limited liability on 28 December 1995 and a subsidiary of HBIS

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“HBIS Xuansteel”	Xuanhua Iron and Steel Group Co., Ltd. (宣化鋼鐵集團有限責任公司), a company established under the laws of the PRC with limited liability on 30 December 1996 and a subsidiary of HBIS
“HK\$” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“HK Huitang Zhihe”	Huitang Zhihe (Hong Kong) Co., Limited (惠唐鄧和(香港)有限公司), a company incorporated under the laws of Hong Kong with limited liability on 26 November 2019, and a wholly-owned subsidiary of SH Huitang Zhihe and one of our Controlling Shareholders
“HKICPA”	The Hong Kong Institute of Certified Public Accountants
“Hebei Province SASAC”	State-owned Assets Supervision and Administration Commission of The People’s Government of Hebei Province (河北省人民政府國有資產監督管理委員會)
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]

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“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

“Huang He” Huang He Investment Limited, a company incorporated under the laws of Cayman Islands with limited liability on 14 December 2010 and wholly-owned by China Infrastructure, and one of our Controlling Shareholders

“IFRS” International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards Board and the International Accounting Standards and interpretation issued by the International Accounting Standards Committee

“Independent Third Party(ies)” individual(s) or company(ies) who or which is/are not connected with (within the meaning of the Listing Rules) any directors, chief executives and substantial shareholders of our Company or any of its subsidiaries and any of their respective associates

“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

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“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

“Jing-Jin-Ji Region” the national capital region of China and the biggest urbanised region in Northern China which includes an economic region surrounding Beijing (Jing), Tianjin (Jin) and Hebei Province (Ji)

“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

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“Latest Practicable Date”	7 December 2020, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this document
“km”	kilometre(s)
“[REDACTED]”	[REDACTED]
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
“[REDACTED]”	[REDACTED]
“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)
“Luanxian Tangsteel Gases”	Luanxian Tangsteel Gases Co., Ltd. (灤縣唐鋼氣體有限公司), a company established under the laws of the PRC with limited liability on 3 December 2013 and our wholly-owned subsidiary
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange, independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company adopted on 17 June 2020, a summary of which is contained in Appendix III to this document, as amended from time to time
“MOFCOM”	The Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Bai”	Mr. Bai Xueping (白雪平), our chief financial controller and a shareholder of OxyChina
“Mr. Chen”	Mr. David T Chen (陳大維), our Chairman, executive Director, a shareholder of OxyChina and one of our Controlling Shareholders
“Mr. Hu”	Mr. Hu Pinggang (胡平崗), a shareholder of OxyChina and an Independent Third Party
“Mr. Zhou”	Mr. Zhou Zhi Xing (周智新), a shareholder of OxyChina and an Independent Third Party

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“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

“OxyChina” OxyChina Limited, a company incorporated under the laws of the BVI with limited liability on 3 February 2004, which is owned as to 70% by Mr. Chen, 10% by Mr. Bai, 10% by Mr. Hu and 10% by Mr. Zhou, and one of our Controlling Shareholders

“PRC Government” or “State” the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them

“PRC Legal Advisers” Zhong Lun Law Firm

“[REDACTED]” [REDACTED]

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“[REDACTED]”	[REDACTED]
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the reorganisation arrangements undergone by our Group in preparation for the [REDACTED], details of which are set out in the section headed “History, Reorganisation and Corporate Structure — Reorganisation” in this document
“SAFE”	State Administration of Foreign Exchange (國家外匯管理局)
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產管理委員會)
“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
“SH Huitang Zhihe”	Shanghai Huitang Zhihe Investment Co., Ltd. (上海惠唐鄧和投資有限公司), a company established under the laws of the PRC with limited liability on 2 December 2014 and is wholly owned by HBIS Company, and one of our Controlling Shareholders
“Share(s)”	ordinary share(s) of US\$0.0001 each in the share capital of our Company
“Share Option Scheme”	the share option scheme conditionally approved and adopted by our Company on 17 June 2020, the principal terms of which are summarised in section headed “Statutory and General Information — E. Share Option Scheme” in Appendix IV to this document
“Shareholder(s)”	holder(s) of our Share(s)
“Sole Sponsor”	China Everbright Capital Limited, a licensed corporation under the SFO to engage in type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities (as defined under the SFO), being the sole sponsor to the [REDACTED]
“sq. m.”	square metres

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“[REDACTED]” or “[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Stock Exchange“ or “HKEx”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as issued by the SFC and as amended, supplemented or otherwise modified from time to time
“Tangshan Car Plate”	Tangshan Iron and Steel Group High-strength Car Plate Co., Ltd. (唐山鋼鐵集團高強汽車板有限公司), a company established under the laws of the PRC with limited liability on 8 July 2013 and a subsidiary of HBIS Tangsteel
“Tangshan Meijin”	HBIS Tangsteel Meijin (Tangshan) Coal Chemical Co., Ltd. (唐鋼美錦(唐山)煤化工有限公司), a company established under the laws of PRC with limited liability on 24 August 2012 and is owned as to 45% by HBIS Tangsteel
“Tangshan Plate”	Tangshan Middle and Heavy Plate Co., Ltd. (唐山中厚板材有限公司), a company established under the laws of the PRC with limited liability on 18 September 2004 and a subsidiary of HBIS Company
“Tangshan Stainless Steel”	Tangshan Stainless Steel Co., Ltd. (唐山不銹鋼有限責任公司), a company established under the laws of the PRC with limited liability on 27 September 2003 and a subsidiary of HBIS Tangsteel
“Tangsteel Dongxin Village”	Tangshan Tangsteel Dongxin Village Gases Refuelling Station Co., Ltd. (唐山唐鋼東新村加氣站有限公司), a company established under the laws of the PRC with limited liability on 22 January 2016 and our wholly-owned subsidiary
“Track Record Period”	the periods comprising the three years ended 31 December 2019 and the six months ended 30 June 2020
“TTG”	Tangshan Tangsteel Gases Co., Ltd. (唐山唐鋼氣體有限公司), a company established as a sino-foreign equity joint venture enterprise under the laws of the PRC with limited liability on 8 February 2007 and our wholly-owned subsidiary

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“TTG Ironmaking Branch”	Tangshan Tangsteel Gases Co., Ltd. Ironmaking Branch (唐山唐鋼氣體有限公司煉鐵分公司), a branch company of TTG established in the PRC on 18 June 2012
“TTG Laoting Branch”	Tangshan Tangsteel Gases Co., Ltd. Laoting Branch (唐山唐鋼氣體有限公司樂亭分公司), a branch company of TTG established in the PRC on 16 January 2017
“TTG Stainless Steel Branch”	Tangshan Tangsteel Gases Co., Ltd. Stainless Steel Branch (唐山唐鋼氣體有限公司不銹鋼分公司), a branch company of TTG established in the PRC on 18 June 2012
“TTG Yutian Branch”	Tangshan Tangsteel Gases Co., Ltd. Yutian Branch (唐山唐鋼氣體有限公司玉田分公司), a branch company of TTG established in the PRC on 12 June 2014
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“United States” or “US” or “U.S.” or “USA”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time
“USD” or “US\$”	the US dollars, the lawful currency of the United States
“WFOE”	wholly foreign owned enterprise
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Zhongqi Investment”	Zhongqi Investment (Tangshan) Gases Co., Ltd. (中氣投(唐山)氣體有限公司), a company established under the laws of the PRC with limited liability on 20 July 2018 and our wholly-owned subsidiary
“%”	per cent

Certain amounts and percentage figures included in this document 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.

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

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The English names of PRC laws, regulations, government authorities, institutions, companies or entities established in the PRC included in this document are translations of their Chinese names and are included for identification purposes only. In the event of inconsistency, the Chinese versions shall prevail.

Unless expressly stated or otherwise required by the context, all data are as of the Latest Practicable Date.

Unless otherwise specified, all references to any shareholding in our Company does not take into account any Shares to be issued upon the exercise of the [REDACTED] and the options which may be granted under the Share Option Scheme.