
DEFINITIONS

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

“1H2023”	the first six months ended 30 June 2023
“1H2024”	the first six months ended 30 June 2024
“Accountants’ Report”	the Report of the Reporting Accountants set out in Appendix I to this document
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Alumina Production Projects”	collectively, the Phase I Alumina Production Project, Phase II Alumina Production Project and New Alumina Production Project
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company conditionally adopted on [•] with effect from the [REDACTED], and as amended from time to time, a summary of which is set out in Appendix IV in this document
“Audit Committee”	the audit committee of our Board
“BAI”	PT. Bintan Alumina Indonesia, a company incorporated in Indonesia with limited liability on 10 May 2012 and an indirect non wholly-owned subsidiary of our Company
“Board” or “Board of Directors”	the board of directors of our Company
“Business Day” or “business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands

[REDACTED]

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[REDACTED]

“China” or “PRC”

the People’s Republic of China

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[REDACTED]

“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act” or “Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands, as amended, modified and supplemented from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, modified and supplemented 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, modified and supplemented from time to time
“Company” or “our Company”	Nanshan Aluminium International Holdings Limited (南山鋁業國際控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 28 June 2023 and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 12 January 2024
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, means NAIHL, NAS, Nanshan Aluminium, Yili Electric, Nanshan Group and Nanshan Village Committee
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
“COVID-19”	disease caused by a novel strain of coronavirus
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“CSRC Spin-off Rules”	the Listed Companies Spin-off Rules (for Trial Implementation) (《上市公司分拆規則(試行)》) promulgated by the CSRC on 5 January 2022

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“Deed of Non-Competition”	the deed of non-competition dated [•] given by our Controlling Shareholders in favour of our Company regarding certain non-competition undertakings, details of which are set out in the section headed “Relationship with Controlling Shareholders — Non-competition Undertakings” in this document
“Director(s)” or our “Director(s)”	the director(s) of our Company, including all executive, non-executive and independent non-executive directors
“Extreme Conditions”	the occurrence of “extreme conditions” as announced by the government of Hong Kong in the case of occurrence of a super typhoon or other natural disasters of a substantial scale that seriously affects the working public to resume work or bring safety concern for a prolonged period. When “extreme conditions” are in force, the government of Hong Kong will review the situation and will announce whether to extend the “extreme conditions” prior to the expiry of the specified period
“F&S Report” or “Frost & Sullivan Report”	a market research report commissioned by us and prepared by Frost & Sullivan on the overview of the industry in which our Group operates

[REDACTED]

“Frost & Sullivan”	Frost & Sullivan Limited, our industry consultant and an Independent Third Party
“FY”	the financial year ended or ending (as the case may be) 31 December
“GAI”	Global Aluminium International Pte. Ltd., a company incorporated in Singapore with limited liability on 4 April 2013 and an indirect wholly-owned subsidiary of our Company

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“GAIHL” Global Aluminium Investment Holding Limited, a business company incorporated in the BVI with limited liability on 6 July 2023 and a directly wholly owned subsidiary of our Company

[REDACTED]

“Group”, “we”, “us” or “our Group” our Company and our subsidiaries at the relevant time or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of our present subsidiaries, our present subsidiaries and the businesses operated by such subsidiaries or their predecessors (as the case may be)

“HKD”, “Hong Kong dollars”, “HK\$” or “cents” Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong

[REDACTED]

“HKFRSs” Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants

[REDACTED]

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[REDACTED]

“Hong Kong”, “HKSAR” or “HK” the Hong Kong Special Administrative Region of the PRC

[REDACTED]

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[REDACTED]

“IDR”	Indonesian rupiah, the lawful currency of Indonesia
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which, to the best of our Directors’ knowledge, information and belief, having made all due and careful enquiries, is/are not a connected person(s) of our Company under the Listing Rules
“Indonesia”	the Republic of Indonesia
“Indonesia Legal Advisers”	Persekutuan Perdata EY Law Indonesia, the legal advisers to our Company as to Indonesia law

[REDACTED]

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[REDACTED]

“Latest Practicable Date” 17 September 2024, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information in this document prior to its publication

[REDACTED]

“Listing Rules” the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange, as amended, modified and supplemented from time to time

“Longkou Baihuida” Longkou Baihuida Consultation Service Co., Ltd.* (龍口百匯達諮詢服務有限公司), a company established in the PRC with limited liability on 7 October 2023 and an indirect wholly-owned subsidiary of our Company

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“Main Board”	the Main Board of the Stock Exchange
“Mainland China”	the People’s Republic of China and, except where the context otherwise requires and only for the purpose of this document, and for geographical reference only, references in this document to Mainland China exclude Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan region
“Memorandum of Association” or “Memorandum”	the amended and restated memorandum of association of our Company conditionally adopted on [•] with effect from the [REDACTED], a summary of which is set out in Appendix IV in this document and as amended from time to time
“MGB”	PT. Medical Galang Batang, a company incorporated in Indonesia on 14 September 2024 and an indirectly non wholly-owned subsidiary of our Company
“MKU”	PT. Mahkota Karya Utama, a company incorporated in Indonesia and held as to approximately 2.3% shareholding in BAI
“Mr. George Santos”	Mr. George Santos, son of Mr. Santony and a non-executive Director
“Mr. Hao”	Mr. Hao Weisong (郝維松), our executive Director, chief executive officer of our Group, and chairman of our Board
“Mr. Santony”	Mr. Santony, father of Mr. George Santos
“NAIHL”	Nanshan Aluminium Investment Holding Limited, a business company incorporated in the BVI with limited liability on 6 June 2023, one of our Controlling Shareholders, and directly wholly-owned by NAS
“NAM”	Hong Kong Nanshan Aluminium Management Company Limited (香港南山鋁業管理有限公司), a company incorporated in Hong Kong on 21 July 2023 with limited liability and a direct wholly-owned subsidiary of our Company

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“Nanshan Aluminium”	Shandong Nanshan Aluminium Co., Ltd.* (山東南山鋁業股份有限公司), a company established in the PRC with limited liability on 18 March 1993, the shares of which are listed on the Shanghai Stock Exchange (stock code: 600219) and one of our Controlling Shareholders
“Nanshan Aluminium Group”	Nanshan Aluminium and its subsidiaries
“Nanshan Group”	Nanshan Group Co., Ltd.* (南山集團有限公司), a company established in the PRC with limited liability on 16 July 1992, one of our Controlling Shareholders and was owned as to 51.0% by Nanshan Village Committee and 49.0% by Mr. Song Jianbo as at the Latest Practicable Date
“Nanshan Village Committee”	the village member committee (龍口市東江街道南山村村民委員會) of Nanshan Village, Dongjiang Street, Longkou City, Shandong Province, the PRC (龍口市東江街道南山村), one of our Controlling Shareholders
“NAS”	Nanshan Aluminium Singapore Co. Pte. Ltd., a company incorporated in Singapore on 18 March 2010 with limited liability, one of our Controlling Shareholders
“New Alumina Production Project”	our project on alumina production in the Special Economic Zone, Bintan Island, Riau Islands Province with a designed annual alumina production capacity of two million tons and has commenced construction in the first half of 2024
“Nomination Committee”	the nomination committee of our Board

[REDACTED]

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[REDACTED]

“PAIHL”	Prime Aluminium Investment Holding Limited, a business company incorporated in the BVI with limited liability on 6 July 2023 and a direct wholly-owned subsidiary of our Company
“PAIL”	Hong Kong Prime Aluminium Investment Limited (香港盛世鋁業投資有限公司), a company incorporated in Hong Kong on 21 July 2023 with limited liability and an indirect wholly-owned subsidiary of our Company
“Parent Group”	Nanshan Aluminium Group (excluding our Group)
“Phase I Alumina Production Project”	phase I of our project on alumina production in the Special Economic Zone, Bintan Island, Riau Islands Province with a designed annual alumina production capacity of one million tons and has commenced operation in the second quarter of 2021
“Phase II Alumina Production Project”	phase II of our project on alumina production in the Special Economic Zone, Bintan Island, Riau Islands Province with a designed annual alumina production capacity of one million tons and has commenced operation in the last quarter of 2022
“PRC Government”	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them

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“Press Metal”	Press Metal Aluminium Holdings Berhad, a company established in Malaysia with limited liability on 1986, the shares of which are listed on the Bursa Malaysia (stock code: 8869) and one of our Substantial Shareholders
“Press Metal Group”	Press Metal and its subsidiaries
“Press Metal SPV”	Press Metal International Resources (HK) Limited (齊力國際資源(香港)有限公司), a company incorporated in Hong Kong on 10 May 2024 with limited liability and a direct wholly-owned subsidiary of Press Metal and one of our Substantial Shareholders

[REDACTED]

“R&D”	research and development
“Redstone”	Redstone Alumina International Pte. Ltd., a company incorporated in Singapore on 20 March 2013 with limited liability, one of our Shareholders and was wholly-owned by Mr. George Santos as at the Latest Practicable Date
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of our Board
“Reorganisation”	the corporate reorganisation of our Group in preparation for the [REDACTED] as described in the section headed “History, Development and Reorganisation — Reorganisation” in this document

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“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Santony Family”	Mr. Santony, Mr. George Santos and their respective affiliates
“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(s)”	ordinary share(s) with nominal or par value of US\$0.0000001 each in the share capital of our Company
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on [•], the principal terms of which are summarised in the section headed “D. Other Information — 1. Share Option Scheme” in Appendix V in this document
“Shareholder(s)”	holder(s) of the Share(s)
“Singapore”	the Republic of Singapore
“SMA”	Smart Wealth Aluminium International Pte. Ltd., formerly known as Prime Aluminium International Pte. Ltd., a company incorporated in Singapore with limited liability on 4 August 2022

[REDACTED]

“Sole Sponsor”	Huatai Financial Holdings (Hong Kong) Limited
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[REDACTED]

“Southeast Asia”	Southeast Asia, consisting of Vietnam, Thailand, Malaysia, Singapore and Indonesia
“Special Economic Zone”	Galang Batang Special Economic Zone in Indonesia

DEFINITIONS

“Spin-off” has the meaning ascribed to it under the section headed “Relationship with Controlling Shareholders — Controlling Shareholders” in this document

[REDACTED]

“Stock Exchange” The Stock Exchange of Hong Kong Limited

“Substantial Shareholder” has the meaning ascribed to it under the Listing Rules and details of our Substantial Shareholders are set out in the section headed “Substantial Shareholders” in this document

“Takeovers Code” The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time

“Track Record Period” the period comprising FY2021, FY2022, FY2023 and 1H2024

“U.S. Securities Act” United States Securities Act of 1933, as amended, modified and supplemented from time to time

[REDACTED]

“United States” or “U.S.” the United States of America

“US\$”, “USD” or “U.S. dollars” United States dollars, the lawful currency of the United States

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“Yili Electric”	Shandong Yili Electric Industry Co., Ltd.* (山東怡力電業有限公司), a company established in the PRC with limited liability on 3 November 2003, one of our Controlling Shareholders and was wholly-owned by Nanshan Group, as at the Latest Practicable Date
“%”	per cent.

Unless expressly stated or the context otherwise requires:

- *all times refer to Hong Kong time and references to years in this document are to calendar years;*
- *the terms “associate(s)”, “close associate(s)”, “connected person(s)”, “core connected person(s)”, “connected transaction(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings ascribed to such terms in the Listing Rules;*
- *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; and*
- *all relevant information in this document assumes no exercise of any of the [REDACTED].*

The English names of the PRC laws, rules, regulations, nationals, entities, governmental authorities, institutions, facilities, certificates and titles etc. mentioned in this document, including those marked with “”, are translations from their Chinese names and are for identification purpose only. If there is any inconsistency between the Chinese names and their English translations, the Chinese names shall prevail.*