

DEFINITIONS

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

“affiliate(s)”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Application Form(s)”	WHITE application form(s), YELLOW application form(s) and GREEN application form(s), or where the context so requires, any one of them, relating to the Hong Kong Public Offering
“AQSIQ”	the State Administration for Quality Supervision and Inspection and Quarantine
“Articles of Association” or “Articles”	the articles of association of our Company adopted on 12 May 2013 and as amended from time to time, a summary of which is set out in Appendix VI to this prospectus
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Bairui Leading”	Shanghai Bairui Leading Chuangfu Equity Investments Center (Limited Partnership)* (上海百瑞力鼎創富股權投資中心(有限合夥)), a limited partnership established under the laws of the PRC on 12 January 2011 and one of our Shareholders. For details, please refer to the paragraph headed “Strategic Investments” under the section headed “History and Corporate Structure” in this prospectus
“Board” or “Board of Directors”	the board of Directors of our Company
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“CAGR”	compound annual growth rate
“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

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“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
“Central Southern PRC”	includes Guangdong, Guangxi, Hunan and Hubei
“China” or “PRC”	the People’s Republic of China excluding for the purpose of this prospectus, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Fuguiniao Co., Ltd. (富貴鳥股份有限公司), a joint stock limited liability company in the PRC converted from its predecessors, Fuguiniao (China) Co., Ltd. (富貴鳥(中國)有限公司) (previously known as Fuguiniao Shoes Development Co., Ltd. Shishi (石獅市富貴鳥鞋業發展有限公司)), a limited liability Company in the PRC, on 29 June 2012 and, except the context otherwise requires, its predecessor
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules and unless the context requires otherwise, refers to the controlling shareholders of the company, namely Fuguiniao Holdco, Wo Hing Trading, Mr. Lam Wo Ping, Mr. Lam Wo Sze, Mr. Lam Kwok Keung and Mr. Lam Wing Ho
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the PRC national securities markets

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“Deed of Indemnity”	the deed of indemnity dated 28 November 2013 entered into by our Controlling Shareholders as indemnifiers with and in favor of our Company (for itself and as trustee for its present subsidiaries) in respect of, among other things, certain indemnities regarding taxation and employee benefit claims (as referred to therein)
“Deed of Non-competition”	a deed of non-competition undertaking (in Chinese) dated 28 November 2013 entered into by the Controlling Shareholders with and in favor of our Company
“Director(s)”	the directors of our Company as at the date of this prospectus
“Distribution Region”	defined geographical area for each distributor
“Domestic Shares”	ordinary Shares of our capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up by the Strategic Investors and Yuncai Investments in RMB
“Eastern PRC”	includes Shanghai, Jiangsu, Zhejiang, Anhui, Fujian and Jiangxi
“Exchange Act”	The U.S. Securities Exchange Act of 1934, as amended
“Fook Lam Leather”	Fook Lam Leather Trading Co (福林皮件貿易公司), an individual proprietorship incorporated on 1 June 1994 under the laws of Hong Kong and is wholly-owned by Mr. Wang Jianshe (王建設), a cousin of each of Mr. Lam Wo Ping, Mr. Lam Wo Sze, Mr. Lam Kwok Keung and Mr. Lam Wing Ho, Directors of our Company
“Founders”	Mr. Lam Wo Ping, Mr. Lam Wo Sze, Mr. Lam Kwok Keung and Mr. Lam Wing Ho
“Frost & Sullivan Report”	a report prepared by Frost & Sullivan containing an analysis of the PRC footwear and menswear industries and other relevant economic and statistical data
“Fuguiniao Holdco”	Fuguiniao Group Limited (富貴鳥集團有限公司), a limited liability company incorporated on 9 April 2001 under the laws of Hong Kong and owned as to 32.5% by Mr. Lam Wo Ping, 22.5% by Mr. Lam Wo Sze, 22.5% By Mr. Lam Kwok Keung and 22.5% by Mr. Lam Wing Ho. It is one of our Controlling Shareholders

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“Fuguiniao Sales”	Fuguiniao Sales Co., Ltd.* (富貴鳥銷售有限公司), a limited liability company established under the laws of the PRC on 8 March 2013 and a direct wholly-owned subsidiary of our Company
“Fujian Fuguiniao”	Fuguiniao (Fujian) Shoes Clothes Co., Ltd. (富貴鳥(福建)鞋服有限公司), a limited liability company established under the laws of the PRC on 31 January 2007 and a direct wholly-owned subsidiary of our Company
“Fulin Footwear”	Fulin Shoes Co., Ltd. Shishi Fujian (福建石獅市福林鞋業有限公司), a limited liability established under the laws of the PRC on 2 August 1991 and was merged by absorption by our Company on 31 July 2010. It was mainly engaged in manufacture and sale of footwear and apparel products
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Offering
“GREEN Application Form(s)”	the application form(s) to be completed by WHITE Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group”, “our Group”, “we” or “us”	our Company and its subsidiaries or, where the context so requires in respect of the period before our Company became the holding company of our present subsidiaries, the entities which carried on the business of the present Group at the relevant time
“H Shares”	overseas listed foreign shares of our Company, with a nominal value of RMB1.00 each, which are to be listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“HK\$” or “Hong Kong dollar(s)” or “HKD” or “cents”	Hong Kong dollars and cents respectively, the lawful currency for the time being of Hong Kong
“HKAS(s)”	Hong Kong Accounting Standard(s)
“HKFRS(s)”	Hong Kong Financial Reporting Standard(s)
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited

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“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”, “HKSAR” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Anywalk”	Hong Kong Anywalk International Fashions Limited (香港安尼沃克國際服飾有限公司), a limited liability company incorporated under the laws of Hong Kong on 29 July 2010 and an indirect wholly-owned subsidiary of our Company
“Hong Kong Fuguiniao”	Fuguiniao (HongKong) Limited (富貴鳥(香港)有限公司), a limited liability company incorporated under the laws of Hong Kong on 12 January 2012 and a direct wholly-owned subsidiary of our Company
“Hong Kong Public Offering”	the offer to the public in Hong Kong for subscription of the Hong Kong Offer Shares at the Offer Price, on and subject to the terms and conditions stated in this prospectus and in the Application Forms
“Hong Kong Offer Shares”	the 13,334,400 H Shares (subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus) being offered by us for subscription at the Offer Price under the Hong Kong Public Offer
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the underwriters in respect of the Hong Kong Public Offer named in the paragraph headed “Hong Kong Underwriters” in the section headed “Underwriting” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 9 December 2013 relating to the Hong Kong Public Offering entered into by, among others, our Company, the Controlling Shareholders, the Joint Bookrunners and the Hong Kong Underwriters
“IFRS”	International Financial Reporting Standard(s)
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are independent of and not connected with (within the meaning of the Listing Rules) any Director, Supervisors, chief executive or substantial shareholder (within the meaning of the Listing Rules) of our Company, its subsidiaries or any of their respective associates

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“International Offer Shares”	the 120,005,600 H Shares initially being offered for subscription under the International Offering (subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus)
“International Offering”	the offering of the International Offer Shares at the Offer Price outside the United States in accordance with Regulation S, and in the United States only to QIBs in reliance on Rule 144A or another available exemption from registration requirement of the US Securities Act, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the group of underwriters led by the Sole Global Coordinator and the Joint Bookrunners, who are expected to enter into the International Underwriting Agreement
“International Underwriting Agreement”	the conditional placing and purchase agreement to be entered into between, among others, our Company, the Controlling Shareholders, the Joint Bookrunners and the International Underwriters in respect of the International Offering
“Joint Bookrunners” or “Joint Lead Managers”	CITIC Securities Corporate Finance (HK) Limited and Macquarie Capital Securities Limited
“Junding Investments”	Suzhou Junding Equity Investments Partnership Enterprise (Limited Partnership)* (蘇州君鼎股權投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on 13 April 2012 and one of our Shareholders. For details, please refer to the paragraph headed “Strategic Investments” under the section headed “History and Corporate Structure” in this prospectus
“Latest Practicable Date”	1 December 2013, being the latest practicable date for the purpose of ascertaining certain information in this prospectus prior to its publication
“Leading Fortune”	Leading Fortune Development Venture Investment Center (Limited Partnership)* (上海力鼎財富成長創業投資中心(有限合夥)), a limited partnership established under the laws of the PRC on 21 June 2011 and one of our Shareholders. For details, please refer to the paragraph headed “Strategic Investments” under the section headed “History and Corporate Structure” in this prospectus

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“Leading Investments”	Shanghai Leading Investments Management Co., Ltd.* (上海力鼎投資管理有限公司), a limited liability company incorporated under the laws of the PRC on 18 July 2007 and one of our Shareholders. For details, please refer to the paragraph headed “Strategic Investments” under the section headed “History and Corporate Structure” in this prospectus
“Listing”	the listing of the H Shares on the Main Board of the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about 20 December 2013, on which dealings in the H Shares first commence on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Mandatory Provisions”	the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas, which were promulgated by the PRC Securities Commission, the predecessor of the CSRC, and the State Restructuring Commission on 27 August 1994, as amended and supplemented from time to time
“Ministry of Finance”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOEP”	the Ministry of Environmental Protection of the PRC (中華人民共和國環境保護部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“National Bureau of Statistics of China” or “NBSC”	the National Bureau of Statistics of China (中華人民共和國國家統計局)
“National People’s Congress” or “NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

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“NAV”	net asset value
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“New Land”	the land to be provided by Shishi municipal government to Shishi Fuguiniao, to which Shishi Fuguiniao can relocate the production facilities on the Old Land
“Northeastern PRC”	includes Heilongjiang, Liaoning and Jilin
“Northern PRC”	includes Beijing, Tianjin, Shandong, Henan, Shanxi, Hebei and Inner Mongolia
“Northwestern PRC”	includes Shaanxi, Gansu, Ningxia, Xinjiang and Qinghai
“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee) at which the Hong Kong Offer Shares are to be subscribed under the Hong Kong Public Offering and the International Offer Shares are to be offered and sold under the International Offering, to be determined in the manner further described in the section headed “Structure of the Global Offering” in this prospectus
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares together, where relevant, with any additional Offer Shares issued and sold pursuant to the exercise of the Over-allotment Option
“Old Land”	the two parcels of land located at Qianyuan Village, Baogai Town, Shishi City, Fujian Province, the PRC and Baqi Road, Shishi City, Fujian Province, the PRC, respectively, which were previously owned by our Company and were transferred to Shishi Fuguiniao in November 2013
“Over-allotment Option”	the option granted by our Group to the Sole Global Coordinator, exercisable by the Sole Global Coordinator on behalf of the International Underwriters pursuant to which our Company may be required to allot and issue up to an aggregate of 20,000,800 additional Offer Shares, representing approximately 15% of the initial size of the Global Offering, to cover over-allocations in the International Offering as described in the section headed “Structure of the Global Offering” in this prospectus

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“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of PRC
“PBOC Rate(s)”	the exchange rate for foreign exchange transactions set daily by PBOC based on the China inter-bank foreign exchange market rate of the previous day and with reference to current exchange rates on the world financial markets
“PRC” or “China”	the People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC CIT Law”	the PRC Corporate Income Tax Law (中華人民共和國企業所得稅法), promulgated on 16 March 2007 by the National People’s Congress and effective on 1 January 2008
“PRC Company Law”	the Company Law of the PRC (中華人民共和國公司法), enacted by the Standing Committee of the Eighth National People’s Congress on 29 December 1993 and effective on 1 July 1994, and subsequently amended on 25 December 1999, 28 August 2004 and 27 October 2005, as amended, supplemented or otherwise modified from time to time
“PRC Court”	means any court or arbitral tribunal of the PRC
“PRC government” or “State”	the central government of the PRC, including all governmental sub-divisions (such as provincial, municipal and other regional or local government entities)
“PRC Securities Law”	the Securities Law of the PRC (中華人民共和國證券法), as enacted by the Standing Committee of the Ninth National People’s Congress on 29 December 1998 and effective on 1 July 1999, as amended, supplemented or otherwise modified from time to time
“Price Determination Agreement”	the agreement to be entered into between us and the Joint Bookrunners on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date on which the Offer Price is fixed for the purpose of the Global Offering

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“Promoter(s)”	the promoters of the Company, namely Fuguiniao Holdco, Wo Hing Trading, Junding Investments, Yuncai Investments, Leading Fortune, Leading Investments, Bairui Leading, Shiji Tianfu, Shiji Caifu, Tianrui Leading and Tiangui Leading
“QIBs” or “Qualified Institutional Buyers”	qualified institutional buyers as defined in Rule 144A
“Quanzhou Fuguiniao”	Quanzhou Fuguiniao Investment Co., Ltd.* (泉州市富貴鳥投資有限責任公司), a limited liability company established under the laws of the PRC on 25 October 2010. It is wholly-owned by Shishi Fuguiniao and is mainly engaged in real investment, sale of electronic products and management of real properties
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the corporate reorganisation of our Group conducted in preparation for the Listing, details of which are set out in the paragraph headed “Reorganisation” under the section headed “History and Corporate Structure” in this prospectus
“RMB” or “Renminbi”	Renminbi, the lawful currency for the time being of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council (中華人民共和國國務院國有資產監督管理委員會)
“SFC” or “Securities and Futures Commission”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary shares in the capital of our Company with a nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of the Share(s)

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“Shiji Caifu”	Shiji Caifu Investments Co., Ltd.* (世紀財富投資有限公司), a limited liability company established under the laws of the PRC on 2 April 2003 and one of our Shareholders. For details, please refer to the paragraph headed “Strategic Investments” under the section headed “History and Corporate Structure” in this prospectus
“Shiji Tianfu”	Beijing Shiji Tianfu Venture Investment Center (Limited Partnership)* (北京世紀天富創業投資中心(有限合夥)), a limited partnership established under the laws of the PRC on 19 May 2010 and one of our Shareholders. For details, please refer to the paragraph headed “Strategic Investments” under the section headed “History and Corporate Structure” in this prospectus
“Shishi Fuguiniao”	Fujian Shishi Fuguiniao Group Co., Ltd.* (福建石獅市富貴鳥集團有限公司), a limited liability company established under the laws of the PRC on 9 February 1993. It is owned as to 25% by each of Mr. Lam Wo Ping, Mr. Lam Wo Sze, Mr. Lam Kwok Keung and Mr. Lam Wing Ho, and is mainly engaged in the manufacturing of electronic products, hardware, toys, furniture, hand tools and clocks and watches, and the provision of property management service
“SIPO”	the State Intellectual Property Office of the PRC
“Sole Global Coordinator” or “Sole Sponsor”	CITIC Securities Corporate Finance (HK) Limited
“Southwestern PRC”	includes Yunnan, Guizhou, Chongqing, Sichuan and Tibet
“Special Regulations”	the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council on 4 August 1994, as amended, supplemented or otherwise modified from time to time
“Stabilising Manager”	CITIC Securities Corporate Finance (HK) Limited
“State Administration for Industry and Commerce” or “SAIC”	the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)

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“State Administration of Foreign Exchange” or “SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), the PRC governmental agency responsible for matters relating to foreign exchange administration, including local branches, when applicable
“State Administration of Taxation” or “SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between Fuguiniao Holdco and the Stabilising Manager (or its agents) on or around the Price Determination Date
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic Investors”	Junding Investments, Leading Fortune, Leading Investments, Bairui Leading, Shiji Tianfu, Shiji Caifu, Tianrui Leading and Tiangui Leading
“subsidiary(ies)”	has the meaning ascribed thereto in section 2 of the Companies Ordinance
“Substantial Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	supervisors of our Company
“Tiangui Leading”	Suqian Zhongshan Tiangui Leading Venture Investment Center (Limited Partnership)* (宿遷鐘山天瑰力鼎創業投資中心(有限合夥)), a limited partnership established under the laws of the PRC on 11 April 2012 and one of our Shareholders. For details, please refer to the paragraph headed “Strategic Investments” under the section headed “History and Corporate Structure” in this prospectus
“Tianrui Leading”	Suqian Zhongshan Tianrui Leading Venture Investment Center (Limited Partnership)* (宿遷鐘山天瑞力鼎創業投資中心(有限合夥)), a limited partnership established under the laws of the PRC on 31 March 2012 and one of our Shareholders. For details, please refer to the paragraph headed “Strategic Investments” under the section headed “History and Corporate Structure” in this prospectus

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“Tier 1 cities”	Beijing, Shanghai, Guangzhou and Shenzhen
“Tier 2 cities”	the capitals of provinces in the PRC (excluding Guangzhou), municipalities under the direct administration of the PRC central government (excluding Shanghai and Beijing), and the capitals of the autonomous regions in the PRC
“Tier 3 cities”	prefecture-level cities in the PRC, excluding any Tier 1 and Tier 2 cities
“Tier 4 cities”	county-level and other township-level cities in the PRC
“Track Record Period”	the years ended 31 December 2010, 2011 and 2012 and the six months ended 30 June 2013
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“Unlisted Foreign-invested Shares”	unlisted ordinary shares of our capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up by foreign investors in RMB
“U.S. dollar(s)” or “US\$” or “USD”	United States dollars, the lawful currency for the time being of the United States
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended from time to time
“WFOE”	wholly foreign-owned enterprise within the meaning prescribed under the PRC laws
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name through the designated website of White Form eIPO – www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited

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“Wo Hing Trading”	Wo Hing (China) Trading Limited (和興(中國)貿易有限公司), a limited liability company incorporated under the laws of Hong Kong on 16 November 2010 and wholly-owned by Mr. Lam Wo Ping. It is one of our Controlling Shareholders
“Yuncai Investments”	Xiamen City Yuncai Equity Investments Partnership (Limited)* (廈門市韞財股權投資合夥企業(有限合夥)), a partnership set up under the laws of the PRC on 20 March 2012 and one of our Shareholders. It is owned as to 99% by Ms. Han Ying and 1% by Mr. Tian Guohua. Ms. Han Ying is an executive Director of our Company and Mr. Tian Guohua is her husband
“%”	per cent

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.

In this prospectus, unless otherwise stated, certain amounts denominated in Renminbi have been translated into Hong Kong dollars or U.S. dollars at an exchange rate of RMB0.7914 = HK\$1.00 or RMB6.0922 = US\$1.00, respectively, for illustration purpose only. Such conversions shall not be construed as representations that amounts in Renminbi were or could have been or could be converted into Hong Kong dollars or U.S. dollars at such rates or any other exchange rates on such date or any other date.

If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of company names in Chinese or another language which are marked with “” and the Chinese translation of company names in English which are marked with “*” is for identification purpose only.*

Unless otherwise specified, all relevant information in this prospectus assumes no exercise of the Over-allotment Option.