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## DEFINITIONS

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*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), individually or collectively, as the context may require
- “Articles of Association” or  
“Articles” ..... the articles of association of our Company conditionally adopted on December 27, 2013 and as amended from time to time, a summary of which is set out in Appendix IV to this prospectus
- “associate(s)” ..... has the meaning ascribed thereto under the Listing Rules
- “BCA” ..... The Beijing Consumer Association (北京市消費者協會), a non-governmental association established to conduct public oversight of goods and services and protect the legitimate rights and interests of the consumers
- “Benhui” ..... Benhui Capital Ltd., an investment holding company incorporated under the laws of the BVI with limited liability on October 5, 2010, which is wholly-owned by Mr. Hui Pan. Benhui will hold approximately 1.20% of the Shares upon the Listing (assuming the Over-allotment Option is not exercised and no option granted under the Pre-IPO Share Option Scheme and to be granted under the Share Option Scheme is exercised). Benhui is a pre-IPO investor of our Company
- “Board” or “Board of Directors” ..... the board of Directors
- “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
- “BVI” ..... British Virgin Islands
- “CAGR” ..... compound annual growth rate
- “Capitalization Issue” ..... the issue of 639,000,000 Shares upon capitalization of certain sums standing to the credit of the share premium account of our Company referred to in the paragraph headed “Written resolutions of our Shareholders passed on December 27, 2013” under the section headed “Further

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	Information about our Company” in Appendix V 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 clearing participant or 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 Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CCBI”	CCB International Capital Limited, a corporation licensed under the SFO and permitted to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities
“CCBI Investments”	CCBI Investments Limited, an investment holding company incorporated with limited liability under the laws of Cayman Islands on November 10, 2004 and an indirect wholly-owned subsidiary of China Construction Bank Corporation, a company listed on the Main Board of the Stock Exchange (stock code: 939) and the Shanghai Stock Exchange (stock code: 601939)
“Chance Talent”	Chance Talent Management Limited, a company incorporated with limited liability under the laws of the BVI on July 4, 2007, which is wholly owned by CCBI Investments. Chance Talent is a pre-IPO investor of our Company. Please refer to the section headed “History and Corporate Structure — Investments by our pre-IPO investors” for details of its shareholding in our Company upon completion of the Listing
“China Galaxy”	China Galaxy International Securities (Hong Kong) Co., Limited, a corporation licensed under the SFO and permitted to carry on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities
“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

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- “Company” or “our Company” . . . . . Miko International Holdings Limited (米格國際控股有限公司), an exempted company incorporated with limited liability under the laws of the Cayman Islands on March 15, 2013
- “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 Think Wise, and its beneficial owner, Mr. Ding. Adopting the mid-point of the indicative Offer Price range of HK\$1.96 per Share and for illustration purpose, assuming the exchange right in respect of 44% of the principal amount of the Exchangeable Notes will be exercised by Chance Talent before completion of the Global Offering, the Controlling Shareholders will control approximately 39.76% of the Shares upon the Listing (assuming that the Over-allotment Option is not exercised and no option granted under the Pre-IPO Share Option Scheme and to be granted under the Share Option Scheme is exercised)
- “Corporate Reorganization” . . . . . the corporate reorganization of our Group conducted in preparation for the Listing, details of which are set out in the paragraph headed “Corporate Reorganization” under the section headed “History and Corporate Structure” in this prospectus
- “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 securities markets in the PRC
- “Deed of Indemnity” . . . . . a deed of indemnity dated December 16, 2013 entered into between the Controlling Shareholders and our Company as referred to in Appendix V of this prospectus
- “Deed of Non-competition” . . . . . a deed of non-competition dated December 16, 2013 entered into by the Controlling Shareholders in favor of our Company, details of which are disclosed in the section headed “Relationship with Controlling Shareholders” in this prospectus
- “Director(s)” . . . . . the directors of our Company
- “ERP” . . . . . enterprise resource planning
- “Exchangeable Notes” . . . . . the exchangeable notes with a principal amount of US\$15,000,000 issued by Think Wise to Chance Talent pursuant to an investment agreement entered into between, among others, Think Wise and Chance Talent dated April 17, 2013

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“first-tier cities”	Beijing, Shanghai, Guangzhou and Shenzhen
“fourth-tier cities”	County-level and other townships-level cities
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc. Shanghai Branch Co.
“Frost & Sullivan Report”	a customized report titled “China Children’s Apparel Market Study, 2013” prepared by Frost & Sullivan and commissioned by our Company for the purpose of the Global Offering
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Placing
“GREEN Application Form(s)”	the application form(s) to be completed by <b>White Form eIPO</b> service provider, Computershare Hong Kong Investor Services Limited
“Group”, “our Group”, “we”, “our” or “us”	our Company and its subsidiaries at the relevant time or, where the context so requires in respect of the period before our Company became the holding company of our present subsidiaries, the present subsidiaries of our Company and the businesses carried on by such subsidiaries or (as the case may be) their predecessors
“HK\$”, “HK dollars” and “cents”	Hong Kong dollars and cents respectively, 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”, “HKSAR” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Public Offering”	the offer to the public in Hong Kong for subscription of the Hong Kong Public 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 Public Offer Shares”	The 16,000,000 new 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 Offering
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering

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“Hong Kong Underwriting Agreement” .....	the underwriting agreement dated December 30, 2013 and entered into by, among others, our Company, the Joint Sponsors, the Joint Bookrunners and the Hong Kong Underwriters relating to the Hong Kong Public Offering
“IAS” .....	International Accounting Standard
“IFRS” .....	International Financial Reporting Standards
“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, chief executive or substantial shareholders (within the meaning of the Listing Rules) of our Company, its subsidiaries or any of their respective associates
“International Placing” .....	the conditional placing of the International Placing Shares by the International Underwriters with professional, institutional and/or other investors outside the United States in offshore transactions in reliance on Regulation S at the Offer Price, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Placing Shares” .....	the 144,000,000 Shares initially offered by our Company for subscription at the Offer Price under the International Placing (subject to adjustment as described in the section headed “Structure of the Global Offering”) together with (unless the context otherwise requires) any Shares issued pursuant to any exercise of the Over-allotment Option
“International Underwriters” .....	the underwriters of the International Placing
“International Underwriting Agreement” .....	the conditional placing and underwriting agreement relating to the International Placing and to be entered into by, among others, the Company, the Joint Bookrunners and the International Underwriters on or about the date of the Price Determination Agreement
“Joint Bookrunners” and “Joint Lead Managers” .....	CCB International Capital Limited, China Galaxy International Securities (Hong Kong) Co., Limited and Guotai Junan Securities (Hong Kong) Limited
“Joint Sponsors” .....	CCB International Capital Limited and China Galaxy International Securities (Hong Kong) Co., Limited
“Latest Practicable Date” .....	December 24, 2013 being the latest practicable date prior to the printing of this prospectus for the purpose of

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	ascertaining certain information contained in this prospectus prior to its publication
“Listing”	the listing of the 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 January 15, 2014, on which the Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Lock-up period”	the period commencing from the Latest Practicable Date up to and including the date falling six months after the Listing Date
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock exchange operated by the Stock Exchange before the establishment of the Growth Enterprise Market of the Stock Exchange (excluding the option market) and which continues to be operated by the Stock Exchange in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company
“Miko Shanghai”	Miko (Shanghai) Apparels Co., Ltd. (米格(上海)服飾有限公司), a wholly foreign-owned enterprise established under the laws of the PRC on June 24, 2013 and an indirect wholly-owned subsidiary of our Company
“Ministry of Commerce” or “MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Ding”	Mr. Ding Peiji
“Obvious Cheer”	Obvious Cheer Investment Development Limited (明智投資發展有限公司), an investment holding company incorporated under the laws of the BVI with limited liability on January 2, 2013 and a direct wholly-owned subsidiary of our Company
“ODM”	Acronym for original design manufacturer, a business that designs and manufactures a product which is specified and eventually branded for sale by others

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- “OEM” ..... Acronym for original equipment manufacturer, a business that manufactures goods or equipment for branding and resale by others
- “Offer Price” ..... the final Hong Kong dollar price per Offer Share (before brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) at which Shares are to be subscribed pursuant to the Global Offering, which will be not more than HK\$2.32 and is expected to be not less than HK\$1.60, to be determined as described in the section headed “Structure of the Global Offering — Determining the Offer Price”
- “Offer Shares” ..... the Hong Kong Public Offer Shares and the International Placing Shares
- “Opulent Ample” ..... Opulent Ample Limited, an investment holding company incorporated under the laws of the BVI with limited liability on March 15, 2013, and is wholly-owned by Mr. Ding Weizhu (丁為祝), the father of Mr. Ding, Ms. Ding Lizhen and Mr. Ding Peiyuan, all executive Directors. Opulent Ample will hold approximately 5.28% of the Shares upon the Listing (assuming the Over-allotment Option is not exercised and no option granted under the Pre-IPO Share Option Scheme and to be granted under the Share Option Scheme is exercised)
- “Over-allotment Option” ..... the option to be granted by our Company to the International Underwriters, exercisable by Guotai Junan Securities (Hong Kong) Limited on behalf of the International Underwriters, under the International Underwriting Agreement pursuant to which our Company may be required by Guotai Junan Securities (Hong Kong) Limited to allot and issue up to 24,000,000 new Shares, representing 15% of the Offer Shares initially available under the Global Offering, at the Offer Price to cover over-allocations in the International Placing
- “PBOC” ..... People’s Bank of China (中國人民銀行), the central bank of China
- “PRC” or “China” ..... People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, Macau and Taiwan
- “PRC Government” or “State” ..... the central government of the PRC, including all political sub-divisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof, or where the context requires, any of them
- “Pre-IPO Share Option Scheme” ..... the pre-IPO share option scheme approved and adopted by our Company pursuant to a resolution passed by our Shareholders on December 27, 2013, the principal terms of

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which are summarized under the paragraph headed “Pre-IPO Share Option Scheme” in Appendix V to this prospectus

- “Price Determination Date” . . . . . the date, expected to be on or about January 7, 2014 but not later than January 13, 2014, on which the Offer Price is determined for the purposes of the Global Offering
- “provinces” . . . . . include provinces, autonomous regions and municipalities under the direct administration of the central government of the PRC
- “Red Kids China” . . . . . Red Kids (China) Co., Ltd. (紅孩兒(中國)有限公司), formerly known as Red Kids (Fujian) Light Textile Development Co., Ltd. (紅孩兒(福建)輕紡發展有限公司), a wholly foreign-owned enterprise established under the laws of the PRC on January 20, 2000 and an indirect wholly-owned subsidiary of our Company
- “Red Kids E-commerce” . . . . . Shanghai Red Kids E-Commerce Co., Ltd. (上海紅孩兒電子商務有限公司), a limited liability company established under the laws of the PRC on July 15, 2010 and is owned as to 60% by Mr. Ding Mingxiong (丁銘雄) and 40% by Mr. She Yuntao (佘雲濤). Red Kids E-commerce is a distributor of our Company
- “Red Kids Group HK” . . . . . Red Kids Group (Hong Kong) Limited (紅孩兒集團(香港)有限公司), a company incorporated under the laws of Hong Kong with limited liability on June 2, 1999 and dissolved on June 3, 2005. From the date of its incorporation up to its date of dissolution, Red Kids Group HK was held as to 95% by Mr. Ding and 5% by Mr. Lau Hoi Ming (劉海明)
- “Red Kids HK” . . . . . Red Kids Group (Hong Kong) Limited (紅孩兒集團(香港)有限公司), a company incorporated under the laws of Hong Kong with limited liability on July 29, 2005 and an indirect wholly-owned subsidiary of our Company
- “Regulation S” . . . . . Regulation S under the U.S. Securities Act
- “Rightful Style” . . . . . Rightful Style Limited, an investment holding company incorporated under the laws of the BVI with limited liability on March 8, 2013, and is wholly-owned by Mr. Ding Peiyuan (丁培源), a younger brother of Mr. Ding and Ms. Ding Lizhen, all executive Directors. Rightful Style will hold approximately 5.28% of the Shares upon the Listing (assuming the Over-allotment Option is not exercised and no option granted under the Pre-IPO Share Option Scheme and to be granted under the Share Option Scheme is exercised)



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“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	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)
“SAT”	State Administration of Taxation of the PRC
“second-tier cities”	the capitals of provinces in the PRC excluding Guangzhou, municipalities excluding Shanghai and Beijing, and the capitals of the autonomous regions in the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of our Company
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on December 27, 2013, the principal terms of which are summarized under the paragraph headed “Share Option Scheme” in Appendix V to this prospectus
“Shareholder(s)”	holder(s) of the Share(s)
“SHKSF”	Sun Hung Kai Structured Finance Limited, an investment holding company incorporated under the laws of Hong Kong with limited liability on April 11, 1980. Sun Hung Kai & Co. Limited, a company listed on the Main Board of the Stock Exchange (stock code: 86), indirectly controls 100% interest of SHKSF. SHKSF will hold approximately 4.12% of the Shares upon the Listing (assuming the Over-allotment Option is not exercised and no option granted under the Pre-IPO Share Option Scheme and to be granted under the Share Option Scheme is exercised). SHKSF is a pre-IPO investor of our Company
“SKU”	Acronym for stock keeping unit, a unique identifier for each distinct product and service that can be purchased
“Snowy Wise”	Snowy Wise Limited, an investment holding company incorporated under the laws of the BVI with limited liability on March 6, 2013, and is wholly-owned by Ms. Ding Lizhen (丁麗真), an elder sister of Mr. Ding and Mr. Ding Peiyuan, all executive Directors. Snowy Wise will hold approximately 5.28% of the Shares upon the Listing (assuming the Over-allotment Option is not exercised and no option granted under the Pre-IPO Share Option Scheme

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	and to be granted under the Share Option Scheme is exercised)
“Sole Global Coordinator”	CCBI
“Splendid First”	Splendid First Limited, an investment holding company incorporated under the laws of the BVI with limited liability on January 2, 2013, and is wholly-owned by Ms. Ding Lai Yan (丁麗仁), an elder sister of Mr. Ding. Splendid First will hold approximately 5.20% of the Shares upon the Listing (assuming the Over-allotment Option is not exercised and no option granted under the Pre-IPO Share Option Scheme and to be granted under the Share Option Scheme is exercised)
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between Think Wise and Guotai Junan Securities (Hong Kong) Limited on or about the Price Determination Date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto in section 2 of the Companies Ordinance
“substantial shareholders”	has the meaning ascribed to it under the Listing Rules
“Think Wise”	Think Wise Holdings Investment Limited (華智控股投資有限公司), an investment holding company incorporated under the laws of the BVI with limited liability on November 18, 2010, is wholly-owned by Mr. Ding, and a Controlling Shareholder of our Company. On the basis that the Listing is completed on or before October 31, 2014, and assuming that: (i) the Over-allotment Option is not exercised and no option granted under the Pre-IPO Share Option Scheme and to be granted under the Share Option Scheme is exercised; (ii) the mid-point of the indicative Offer Price range of HK\$1.96 is adopted; and (iii) for illustration purpose only, the automatic exercise of the exchange right in respect of 44% of the principal amount of the Exchangeable Notes by Chance Talent upon the Listing, Think Wise will hold approximately 39.76% of the Shares upon the Listing
“third-tier cities”	Prefecture-level cities in the PRC, excluding any first- and second-tier cities.
“Track Record Period”	the three years ended December 31, 2012 and the six months ended June 30, 2013
“Underwriters”	the Hong Kong Underwriters and the International Underwriters

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“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “US”	the United States of America within the meaning of Regulation S
“US dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended from time to time
“Vantage Assets”	Vantage Assets Investments Limited, an investment holding company incorporated under the laws of the BVI with limited liability on November 8, 2012, and is wholly-owned by Mr. Chan Wing Yau George. Vantage Assets will hold approximately 3.64% of the Shares upon the Listing (assuming the Over-allotment Option is not exercised and no option granted under the Pre-IPO Share Option Scheme and to be granted under the Share Option Scheme is exercised). Vantage Assets is a pre-IPO investor of our Company
“WFOE”	wholly foreign-owned enterprise
“White Form eIPO”	applying for Hong Kong Public Offer Shares to be issued in your own name by submitting applications online through the designated website at <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Wind Dove”	Wind Dove Limited, an investment holding company incorporated under the laws of the BVI with limited liability on February 15, 2013, and is wholly-owned by Ms. Ding Luping (丁璐萍), a sister-in-law of Mr. Ding. Wind Dove will hold approximately 4.80% of the Shares upon the Listing (assuming the Over-allotment Option is not exercised and no option granted under the Pre-IPO Share Option Scheme and to be granted under the Share Option Scheme is exercised)
“Xiamen Minghao”	Minghao (Xiamen) Children’s Products Co., Ltd. (銘濠(廈門)兒童用品有限公司), a limited liability company established under the laws of the PRC on July 27, 2009, which is owned as to 80% by Mr. Ding Peijie (丁培杰) and 20% by Mr. Ding Rongyuan (丁榮源), a brother-in-law of Mr. Ding Peijie. Mr. Ding Peijie is a brother of each of Mr. Ding, Mr. Ding Peiyuan and Ms. Ding Lizhen, each a Director

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“Yuen Hung” ..... Yuen Hung Development Trading Company Limited (遠鴻發展貿易有限公司), a company incorporated under the laws of Hong Kong with limited liability on June 9, 2004 and is currently wholly-owned by Mr. Ding Weida (丁偉達), an Independent Third Party

*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.*

*If there is any inconsistency between the Chinese names of entities or enterprises established in China 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.*