
DEFINITIONS

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

“Anji Zhong Wei”	Anji Zhong Wei Food Co., Ltd. (安吉中味食品有限公司), a company established on January 12, 2006 under the laws of the PRC and currently wholly owned by an independent third party and is no longer the Group’s connected party
“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
“Articles” or “Articles of Association”	the articles of association of our Company (as amended from time to time), adopted on December 17, 2013 with immediate effect, a summary of which is set out in Appendix V
“Board” or “Board of Directors”	the board of directors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“Capitalization Issue”	the issuance of Shares to be made upon the capitalization of certain sums standing to the credit of the share premium account of our Company, as further described in “Statutory and General Information — Further Information about Our Group — Resolutions in Writing of the Shareholders of Our Company Passed on December 17, 2013” in Appendix VI
“Cayman Companies Law” or “Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“CBRC”	the China Banking Regulatory Commission (中國銀行業監督管理委員會)
“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 excluding, for the purpose of this prospectus, Hong Kong, Macau and Taiwan
“China Wine Association”	China Wine Association (中國酒業協會), formerly known as China Wine Industry Association (中國釀酒工業協會), is a national trade association overseeing the PRC wine industry registered with the Ministry of Civil Affairs of the PRC in 1992. According to the articles of association of China Wine Association (中國酒業協會), the primary responsibilities of the association include providing guidance to the development of PRC wine industry and participating in the formulation and implementation of national and industry standards as authorized by the government, conducting industry surveys, analyzing and releasing industry statistics as well as promoting communication and exchange across regions and industry players, among others.
“China Wine Association, Yellow Rice Wine Branch”	China Wine Association, Yellow Rice Wine Branch (中國酒業協會黃酒分會) is one of the eleven branches of China Wine Association (中國酒業協會) and is in charge of yellow rice wine related matters
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended or supplemented from time to time
“Company” or “our Company”	Honworld Group Limited, a company incorporated in the Cayman Islands with limited liability on December 4, 2012
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. CHEN Weizhong, our ultimate controlling shareholder, and the company through which he holds equity interest in our Company, namely, Key Shine
“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”	enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law

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“EIT Rules”	the Regulation on the Implementation of the PRC Enterprise Income Tax Law
“Euromonitor”	Euromonitor International, a global research organization established in 1972 that provides strategy research for consumer markets
“Euromonitor Report”	the report dated March 29, 2013 prepared by Euromonitor in relation to the condiment and cooking wine market in the PRC
“Exclusive Recipes Licensing Agreement”	a licensing agreement dated January 1, 2013 which was entered into between Mr. Chen and Lao Heng He, whereby Mr. Chen agreed to grant Lao Heng He an exclusive right to use certain trade-secret cooking wine recipes, including the recipe of fermentation starter and the recipe of spices
“Foremost”	Foremost Star Holdings Limited, a company incorporated on August 10, 2012 under the laws of BVI and wholly owned by Ms. HO Ping Tanya. Foremost is one of our substantial shareholders. For more details please refer to the section headed “Substantial Shareholder” of this prospectus
“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 the White Form eIPO Service Provider
“Group”, “our Group”, “we”, “our” or “us”	our Company and our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries (or before such associated companies of our Company), the business operated by such subsidiaries or their predecessors (as the case may be)
“HK\$”	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 the PRC
“Hong Kong Offer Shares”	the 12,500,000 Shares being initially offered for subscription in the Hong Kong Public Offering, subject to reallocation

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“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in “Underwriting — Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement dated January 15, 2014, relating to the Hong Kong Public Offering and entered into by the Sole Global Coordinator, the Hong Kong Underwriters and our Company
“Huzhou Chen Shi”	Huzhou Chen Shi Tian Niang Management Consulting Co., Ltd. (湖州陳氏天釀管理諮詢有限公司), a company established on February 5, 2013 under the laws of the PRC and our wholly owned subsidiary
“Huzhou Weiyuan”	Huzhou Weiyuan Beverages Co., Ltd. (湖州味源飲料食品有限公司), a company incorporated in the PRC with limited liability on August 23, 2002, and a connected person. Huzhou Weiyuan is owned by Mr. CHEN Weidong, the elder brother of Mr. Chen. Mr. CHEN Weidong is one of the shareholders of Huzhou Weiyuan
“IFRS”	International Accounting Standards, International Financial Reporting Standards, amendments and the related interpretations issued by the International Accounting Standards Board
“independent third party”	an individual or a company who is not considered a connected person of our Company under the Listing Rules
“International Offer Shares”	the 112,500,000 Shares being initially offered in the International Offering together with, where relevant, any additional Shares which may be issued by our Company pursuant to the exercise of the Over-allotment Option, subject to reallocation
“International Offering”	the offer of the International Offer Shares at the Offer Price outside the United States in offshore transactions in accordance with Regulation S and in the United States to QIBs only in reliance on Rule 144A or any other available exemption from registration under the U.S. Securities Act
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering, which is expected to be entered into by the Sole Global Coordinator, the International Underwriters and our Company on or about January 22, 2014

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“International Underwriters”	the group of underwriters, led by the Sole Global Coordinator, that is expected to enter into the International Underwriting Agreement to underwrite the International Offering
“Key Shine”	Key Shine Global Holdings Limited, a company incorporated on September 28, 2012 under the laws of BVI and wholly owned by our ultimate Controlling Shareholder, Mr. CHEN Weizhong
“Lao Heng He”	Huzhou Lao Heng He Brewery Co., Ltd. (湖州老恒和釀造有限公司), a company established on July 1, 1979 under the laws of the PRC and our wholly owned subsidiary
“Lao Heng He Group Limited”	Lao Heng He Group Limited (老恒和集團有限公司), a company established on December 13, 2012 under the laws of Hong Kong and our wholly-owned subsidiary
“Lao Heng He Wine” or “Huzhou Lao Heng He Wine”	Huzhou Lao Heng He Wine Co., Ltd. (湖州老恒和酒業有限公司) a company established on July 20, 2010 under the laws of the PRC and our wholly owned subsidiary
“Latest Practicable Date”	January 9, 2014, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“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 28, 2014, on which the Shares are listed on the Stock Exchange and from which dealings in the Shares are permitted to commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Macquarie Capital Securities Limited”	a licensed corporation licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部) or its predecessor, the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外經濟貿易部)

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“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%)
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares together with, where relevant, any additional Shares which may be issued by our Company pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by our Company to the International Underwriters, 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 18,750,000 Shares, representing 15% of the Shares initially available under the Global Offering 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)
“PRC GAAP”	generally accepted accounting principles in the PRC
“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”	Kai Tong Law Firm, the legal advisers to our Company as to the laws of the PRC
“Price Determination Date”	the date, expected to be on or about January 22, 2014, on which the Offer Price will be determined and, in any event, not later than January 24, 2014
“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the reorganization of the Group in preparation of the Listing, details of which are set out in “History, Reorganization and Group Structure — Reorganization”
“RMB”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act

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“Ruoxiachun”	Huzhou RuoXiaChun Wine Co., Ltd. (湖州箬下春酒業有限公司), a company established on October 27, 1998 under the laws of the PRC which manufactures yellow rice wine and Chinese white wine, located in Huzhou, Zhejiang Province, an independent third party
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)
“SAIC”	State Administration of 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 (中華人民共和國國家稅務總局)
“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 or supplemented from time to time
“Shares”	ordinary shares in the capital of our Company with nominal value of US\$0.0005 each
“Shareholder(s)”	holder(s) of Shares
“Sole Sponsor”, “Sole Global Coordinator”, “Sole Bookrunner” or “Lead Manager”	Macquarie Capital Securities Limited
“Stabilizing Manager”	Macquarie Capital Securities Limited
“Stock Borrowing Agreement”	a stock borrowing agreement which is expected to be entered into between the Stabilizing Manager or any of its affiliates or any person acting for it and Key Shine on or around the Price Determination Date
“State Council”	the PRC State Council (中華人民共和國國務院)
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Track Record Period”	the three financial years of our Company ended December 31, 2012 and the eight months ended August 31, 2013
“Trademark Office”	Trademark Office of the State Administration for Industry & Commerce of the People’s Republic of China (中華人民共和國國家工商行政管理總局商標局)
“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
“U.S.” or “United States”	the United States of America
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“VAT”	value-added tax
“White Form eIPO Service”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Yilong Zhong Wei”	Yilong County Zhong Wei Food Co., Ltd. (儀隴縣中味食品有限公司), a company established on August 24, 2007 under the laws of the PRC and a wholly-owned subsidiary of Zhong Wei
“Zhong Wei”	Zhejiang Zhong Wei Brewing Co., Ltd. (浙江中味釀造有限公司), a company incorporated in the PRC with limited liability on November 1, 1995 and currently wholly owned by an independent third party and is no longer the Group’s connected party

In this prospectus, the terms “associate”, “connected person”, “connected transaction”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

If there is any inconsistency between the Chinese names of the entities or enterprises established in the PRC mentioned in this prospectus and their English translations, the Chinese names shall prevail. The English translations of the Chinese names of such PRC entities are provided for identification purposes only.