

## DEFINITIONS

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

- "Aja-Art Rich Arrangements" the loan agreement and share pledge agreement entered into between Art Rich and Mr. Aja and the letters of undertaking and proxies provided by Mr. Aja in favour of Art Rich pursuant to the loan agreement made in March 2008, which enables Art Rich to be beneficially interested and effectively control approximately 51% of the issued shares in Global Property registered in Mr. Aja's name, particulars of which are set out in the paragraph headed "Thai Arrangements" under the section headed "History and development" of this document
- "All High" All High Holdings Limited, a company incorporated in BVI on 6 February 2008, the entire issued share capital of which is directly and wholly owned by Alternative View
- "Alternative View" Alternative View Investments Limited, a company incorporated in the BVI on 18 August 1999 and a direct and wholly owned subsidiary of the Company
- "Alush Arrangements" certain loan agreements, share pledge agreements entered into between Mr. Chu and the respective Alush Shareholders and the letters of undertaking and proxies provided by the Alush Shareholders in favour of Mr. Chu pursuant to the loan agreements made on various dates since the incorporation of Alush Thailand and immediately prior to the Reorganisation, which enabled Mr. Chu to be beneficially interested in and effectively control more than 99% of the issued shares in Alush Thailand registered in the Alush Shareholders' names respectively, particulars of which are set out in the paragraph headed "Thai Arrangements" under the section headed "History and development" of this document

## DEFINITIONS

"Alush Shareholders"	Ms. Liu, Mr. MK Chu, Bangsai Grain Co., Ltd. (an Independent Third Party) and Mr. Jirasak Chuenchujitaratkun (an Independent Third Party), the previous registered shareholders of Alush Thailand, each of whom had entered into the Alush Arrangements with Mr. Chu on various dates since the incorporation of Alush Thailand and prior to the Reorganisation
"Alush Thailand"	Alush (Thailand) Co. Ltd., a company incorporated in Thailand with limited liability on 3 January 2001 and a wholly owned subsidiary of the Company
"AR Management"	Art Rich Management Limited, a company incorporated in BVI on 10 April 2008 with limited liability, the entire issued share capital of which is owned as to 97% by Mr. Chu and as to 3% by Mrs. Chu, and AR Management is a Controlling Shareholder
"Art Ocean"	Art Ocean Development Limited, a company incorporated in BVI on 5 February 2008, the entire issued share capital of which is directly and wholly owned by Alternative View
"Art Rich"	Art Rich International Limited, a company incorporated in BVI on 11 January 2008, the entire issued share capital of which is directly and wholly owned by Alternative View
"Articles"	the articles of association adopted by the Company pursuant to the written resolutions passed by the sole Shareholder on [●] 2009
"Artsun Macao"	Artsun International Macao Limited, a company incorporated in Macau with limited liability on 20 April 2006, the entire registered capital of which is directly and wholly owned by Alternative View
"Artwell Cambodia"	Artwell Group (Cambodia) Ltd., a company incorporated in Cambodia on 28 March 2008, the entire issued share capital of which is directly and wholly owned by Art Rich

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"Artwell Cotton"	Artwell Cotton Limited, a company incorporated in Hong Kong with limited liability on 18 March 2004, the entire issued share capital of which is directly and wholly owned by Exquisite Gold
"Artwell Enterprises"	Artwell Enterprises Limited, a company incorporated in Hong Kong with limited liability on 26 July 1983, the entire issued share capital of which is directly and wholly owned by Alternative View
"Artwell Property"	Art Well Properties Limited, a company incorporated in Hong Kong on 3 September 2004, the entire issued share of which is directly and wholly owned by Alternative View
"Artwell Tapioca"	Artwell Tapioca Limited, a company incorporated in Hong Kong with limited liability on 18 March 2004, the entire issued share capital of which is directly and wholly owned by Artwell Enterprises
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Board"	the board of Directors
"Business Day(s)"	any day(s) (excluding Saturday(s) and Sunday(s)) in Hong Kong on which licensed banks in Hong Kong are open for banking business throughout their normal business hours
"BVI"	the British Virgin Islands
"CAGR"	compound annual growth rate
"Cambodia"	the Kingdom of Cambodia
"Capitalisation Issue"	the issue of Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of the Company referred to in the paragraph headed "Written resolutions of the sole Shareholder" in Appendix V to this document
"Cassava Market Report"	中國木薯市場分析報告 (Report on the Cassava Market in China) prepared by 北京世經未來投資諮詢有限公司 (Beijing Wefore Investment Consulting Co., Ltd.) dated [●] 2009

## DEFINITIONS

"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
"Companies Law"	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
"Companies Ordinance"	Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
"Company"	Asia Cassava Resources Holdings Limited, an exempted company incorporated in the Cayman Islands on 8 May 2008 under the Companies Law with limited liability
"Controlling Shareholder(s)"	has/have the meaning ascribed to it under the Listing Rules and in the context of the Company, means AR Management and/or Mr. Chu
"Director(s)"	director(s) of the Company
"Exquisite Gold"	Exquisite Gold Limited, a company incorporated in BVI with limited liability on 2 February 1999, the entire issued share capital of which is owned by Mr. Chu
"FAO"	the Food and Agriculture Organization of the United Nations
"Fine Success"	Fine Success Enterprise Limited, a company incorporated in Hong Kong with limited liability on 17 September 2004, the entire issued share capital of which is directly and wholly owned by Alternative View

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"Foreign Business Act"	The Foreign Business Act A.D. 1999 of Thailand
"Global Property"	Global Property Connection Co., Ltd., a company incorporated in Thailand with limited liability on 16 January 2007 and a subsidiary of the Company, of which 49% of its shareholding is owned by the Company and 51% of its shareholding is controlled by the Company through the Aja-Art Rich Arrangements
"GP Arrangements"	certain loan agreements, share pledge agreements entered into between Mr. Chu and the respective GP Shareholders and the letters of undertaking and proxies provided by the GP Shareholders in favour of Mr. Chu pursuant to the loan agreements made in November 2007, which enabled Mr. Chu to be beneficially interested and effectively control approximately 99.95% of the issued shares in Global Property registered in the GP Shareholders' name respectively, particulars of which are set out in the paragraph headed "Thai Arrangements" under the section headed "History and development" of this document
"GP Shareholders"	Mr. Su and Mr. Aja, who are, respectively, the previous and the current registered shareholders of Global Property, each of whom had entered into the GP Arrangements with Mr. Chu in November 2007 and prior to the Reorganisation
"Group"	the Company and its subsidiaries or, where the context otherwise requires, in respect of the period before the Company became the holding company of its present subsidiaries, the present subsidiaries of the Company, some or any of them and the businesses carried on by such subsidiaries or (as the case may be) their predecessors
"Henan Tianguan"	河南天冠企業集團有限公司(Henan Tianguan Enterprise Group Co. Ltd.), a customer of the Group and an Independent Third Party
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HKSCC Nominees"	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC

## DEFINITIONS

"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	a person(s) or company(ies) which is/are independent of and not connected with any member of the Group, the Directors, the chief executives and the Substantial Shareholders and its subsidiaries and their respective associates
"Indonesia"	the Republic of Indonesia
"Laos"	the Lao People's Democratic Republic
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Macau"	the Macau Special Administrative Region of the PRC
"Main Board"	the stock market operated by the Stock Exchange, which excludes Growth Enterprises Market of the Stock Exchange and the options market
"MPF Ordinance"	Mandatory Provident Fund Scheme Ordinance (Chapter 485 of the Laws of Hong Kong)
"Mr. Aja"	Mr. Aja Saepaan, a business acquaintance of Mr. Chu, a former director of Global Property, the borrower to the Aja-Art Rich Arrangements, who is legally interested in 51% of equity interest of Global Property
"Mr. Chu"	Mr. Chu Ming Chuan, the chairman of the Board, an executive Director, a director of various subsidiaries of the Company and a Controlling Shareholder
"Mr. MK Chu"	Mr. Chu Ming Kin, an executive Director, a director of various subsidiaries of the Company, the younger brother of Mr. Chu and one of the Alush Shareholders
"Mr. Su"	Mr. Su Nao Re, a former employee of Alush Thailand, the former director of Global Property
"Mrs. Chu"	Madam Ng Nai Nar, the spouse of Mr. Chu
"Ms. Liu"	Ms. Liu Yuk Ming, an executive Director, a director of various subsidiaries of the Company and one of the Alush Shareholders

## DEFINITIONS

"NDRC"	National Development and Reform Commission of the PRC (中國國家發展改革委員會)
"Other Contracts"	any new structural contractual arrangements to be entered into and/or renewed and/or cloned in relation to the Aja-Art Rich Arrangements and any other contracts to be entered into from time to time between the Group and Global Property
"PRC" or "China"	the People's Republic of China which, for the purposes of this document only, excludes Hong Kong, Macau and Taiwan
"PRC government"	the government of the PRC including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and organs thereof or, as the context requires, any of them
"Reorganisation"	the corporate reorganisation of the Group in preparation for the Listing as described under the paragraph headed "Corporate reorganisation" in Appendix V to this document
"Rizhao Yushun"	Rizhao Yushun Cassava Co. Ltd. (日照雨順木薯有限公司), a company established under the laws of the PRC on 19 July 2001, the entire registered and paid up capital of which is legally and beneficially owned by Artwell Enterprises
"SFC"	the Securities and Futures Commission in Hong Kong
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	share(s) of HK\$0.10 each in the share capital of the Company
"Shareholder(s)"	holder(s) of Share(s)
"Share Option Scheme"	the share option scheme conditionally adopted by the Company on [●] 2009, a summary of principal terms of which is set out under the paragraph headed "Share Option Scheme" in Appendix V to this document
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

## DEFINITIONS

"subsidiary(ies)"	has the meaning ascribed thereto in section 2 of the Companies Ordinance
"Substantial Shareholder(s)"	has/have the meaning ascribed to it under the Listing Rules
"Taifook Capital" or "Sponsor"	Taifook Capital Limited, a licensed corporation under SFO to carry on type 6 (advising on corporate finance) regulated activity, being the sponsor to the Share Offer
"Taifook Securities" or "Sole Lead Manager"	Taifook Securities Company Limited, a licensed corporation under SFO to carry on type 1 (dealing in securities), type 3 (leveraged foreign exchange trading) and type 4 (advising on securities) regulated activities being the sole lead manager and sole bookrunner to the Share Offer
"Thailand"	the Kingdom of Thailand
"Thai government"	the government of Thailand including all governmental subdivisions (provincial, municipal and other regional or local government entities) and organs thereof or, as the context requires, any of them
"Track Record Period"	the three financial years ended 31 March 2008 and the five months ended 31 August 2008
"TTTA"	the Thai Tapioca Trade Association, a leading trade association established since 1963 of cassava incorporated in Thailand with over 120 members, the objectives and scopes of TTTA are mainly to (i) promote support and assistance in the trading of cassava products; (ii) carry out research and suggest for academic assistance to farmers, manufacturers or cassava industry for higher production and quality; (iii) cooperate with government in promoting the production, industry and trading of Thai cassava; (iv) promote the production of cassava to be enough for local and international demands; and (v) act as arbitrator between members or members with other third party dealing with the trading of cassava



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"Wide Triumph"	Wide Triumph Investment Limited, a company incorporated in Hong Kong on 3 September 2004, the entire issued share capital of which is directly and wholly owned by Alternative View
"UN"	the United Nations
"Vietnam"	the Socialist Republic of Vietnam
"US" or "United States"	the United States of America
"HK\$" and "cents"	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
"MOP"	Macau dollars, the lawful currency of Macau
"Riel"	Riels, the lawful currency of Cambodia
"RMB"	Renminbi, the lawful currency of the PRC
"THB"	Baht, the lawful currency of Thailand
"US\$" or "USD"	United States dollars, the lawful currency of the US
"m <sup>2</sup> "	square metres
"kg"	kilograms
"%"	per cent

*Unless otherwise specified, for the purpose of this document and for the purpose of illustration only, Hong Kong dollar amounts have been translated using the following rates:*

*US\$1 : HK\$7.8*

*THB1 : HK\$[0.2240]*

*RMB1 : HK\$[1.1361]*

*Riel 1 : HK\$[0.0019]*

*MOP1 : HK\$[0.9884]*

*No representation is made that any amounts in US\$, THB, RMB, Riel, MOP or HK\$ were or could have been converted at the above rate or at any other rates or at all.*

*For ease of reference, the names of certain PRC established companies or entities have been included in this document in both the Chinese and English languages. The English names of these companies and entities are only English translation of their respective official Chinese names. In the event of any inconsistency, the Chinese version shall prevail.*