
DEFINITIONS

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

“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, relating to the Hong Kong Public Offer
“Articles of Association” or “Articles”	the articles of association of our Company adopted on 10 June 2009 and as amended from time to time, a summary of which is set out in Appendix V to this prospectus
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“authorised retail outlet(s)”	retail outlet(s) operated by (i) one of our authorised retailers upon the adoption of the new distributorship business model in 2008 under the 361° brand name selling exclusively our 361° products; or (ii) one of our pre-2008 customers selling non-exclusively our 361° products (as the case may be). Such retail outlet(s) is/are owned and operated by Independent Third Party(ies)
“authorised retailer(s)”	retailer(s) authorised by our distributor with our consent upon the adoption of the new distributorship business model in 2008 or authorised by us prior to 2008 to sell our 361° products to consumers in authorised retail outlets (as the case may be). Such retailer(s) is/are Independent Third Party(ies)
“Bieke Fujian”	Bieke (Fujian) Shoes Co., Ltd.* (別克(福建)鞋業有限公司), a wholly foreign-owned enterprise incorporated under the laws of the PRC on 26 October 1994 and 100% beneficially owned by Mr. Ting Tong Bun (丁堂斌), the father-in-law of Mr. Ding Huirong (丁輝榮), who is one of our Controlling Shareholders. Mr. Ting Tong Bun (丁堂斌), Mr. Lin Licheng (林利程) and Mr. Lin Jinhuan (林金煥) have been the board members of Bieke Fujian since 1 July 2008. Mr. Lin Licheng (林利程) and Mr. Lin Jinhuan (林金煥) are Independent Third Parties
“Board” or “Board of Directors”	the board of Directors of our Company
“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”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalisation Issue”	the issue of 1,499,990,000 Shares to be made upon capitalisation 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 10 June 2009” under the section headed “Further Information About Our Group” in Appendix VI to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

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“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
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, the Macau Special Administrative Region and Taiwan
“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
“Company” or “our Company”	361 Degrees International Limited (361 度國際有限公司), an exempted company incorporated with limited liability under the laws of the Cayman Islands on 1 August 2008, which was formerly known as 361 International Ltd. and changed its name on 30 March 2009
“Connected Person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Hui Rong International and its beneficial owner Mr. Ding Huirong (丁輝榮), Ming Rong International and its beneficial owner Mr. Ding Huihuang (丁輝煌) and Dings International and its beneficial owner Mr. Ding Wuhao (丁伍號) who, together, will hold a 54.75% equity interest in our Company immediately after the Global Offering (assuming that the Over-allotment Option is not exercised)
“Corporate Reorganisation”	the corporate reorganisation of our Group conducted in preparation for the Listing, details of which are set out in the section headed “History and Corporate Structure—Corporate Reorganisation” in this prospectus
“Covenantors”	Hui Rong International and its beneficial owner Mr. Ding Huirong (丁輝榮), Ming Rong International and its beneficial owner Mr. Ding Huihuang (丁輝煌), Dings International and its beneficial owner Mr. Ding Wuhao (丁伍號), Jia Chen International and its beneficial owner Mr. Wang Jiachen (王加琛), Jia Wei International and its beneficial owner Mr. Wang Jiabi (王加碧), and Jian Tong Investments and its beneficial owner Mr. Ding Jiantong (丁建通)
“Deed of Indemnity”	the deed of indemnity entered into between the Controlling Shareholders and our Company as referred to in Appendix VI of this prospectus

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“Deed of Non-competition”	a deed of non-competition dated 10 June 2009 entered into by our Controlling Shareholders in favour of our Company, details of which are disclosed in the section headed “Relationship with our Controlling Shareholders” in this prospectus
“Dings International”	Dings International Company Limited (丁氏國際有限公司), a company incorporated in the BVI with limited liability on 15 February 2008, the entire issued share capital of which is owned by Mr. Ding Wuhao (丁伍號)
“Director(s)”	the director(s) of our Company
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc. (弗若斯特沙利文 (北京) 諮詢有限公司*), an international market research and consulting company, as well as an Independent Third Party
“Global Offering”	the Hong Kong Public Offer and the International Placing
“governmental authority”	any public, regulatory, taxing, administrative or governmental agency or authority (including, without limitation, the Stock Exchange, the SFC and the United States Securities and Exchange Commission), other authority and any court at the national, provincial, municipal or local level
“GREEN Application Form(s)”	the application form(s) to be completed by White Form eIPO service provider designated by our Company
“Group”, “our Group”, “we” or “us”	our Company and its subsidiaries or, where the context so requires in respect of period before our Company became the holding company of its 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\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency for the time being of Hong Kong
“HKAS(s)”	Hong Kong Accounting Standards
“HKFRS(s)”	Hong Kong Financial Reporting Standard(s) (including HKASs and Interpretations) issued by HKICPA
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”, “HKSAR” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Public Offer”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong for cash at the Offer Price, on and subject to the terms and conditions described in this prospectus and in the Application Forms
“Hong Kong Offer Shares”	the 50,000,000 Shares being initially offered by our Company for subscription under the Hong Kong Public Offer at the Offer Price

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(subject to adjustment as described in the section headed “Structure and Conditions of the Global Offering” in this prospectus)

“Hong Kong Share Registrar”	Computershare Hong Kong Investors Services Limited
“Hong Kong Underwriters”	the several underwriters of the Hong Kong Public Offer listed in the paragraph headed “Hong Kong Underwriters” under the section headed “Underwriting” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement relating to the Hong Kong Public Offer dated Wednesday, 17 June 2009 between, amongst others, our Company and the Hong Kong Underwriters
“Hui Rong International”	Hui Rong International Company Limited (輝榮國際有限公司), a company incorporated in the BVI with limited liability on 15 February 2008, the entire issued share capital of which is owned by Mr. Ding Huirong (丁輝榮)
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are not connected (within the meaning of the Listing Rules) with any directors, 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 (a) in the United States to qualified institutional buyers (as such term is defined in Rule 144A under the US Securities Act) in reliance on Rule 144A under the US Securities Act and (b) outside the United States in offshore transactions in reliance on Regulation S under the US Securities Act, including to professional investors in Hong Kong, as further described in the section headed “Structure and Conditions of the Global Offering” in this prospectus
“International Placing Shares”	the 450,000,000 Shares being initially offered for subscription under the International Placing together, where relevant, with any additional Shares that may be issued pursuant to any exercise of the Over-allotment Option, subject to adjustment as described in the section headed “Structure and Conditions of the Global Offering” in this prospectus
“International Underwriters”	the several underwriters of the International Placing
“International Underwriting Agreement”	the underwriting agreement relating to the International Placing expected to be entered into between, amongst others, our Company and the International Underwriters on or around Wednesday, 24 June 2009
“Jia Chen International”	Jia Chen International Co., Ltd. (佳琛國際有限公司), a company incorporated in the BVI with limited liability on 25 April 2008, the entire issued share capital of which is owned by Mr. Wang Jiachen (王加琛)
“Jia Wei International”	Jia Wei International Co., Ltd. (佳偉國際有限公司), a company incorporated in the BVI with limited liability on 25 April 2008, the

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	entire issued share capital of which is owned by Mr. Wang Jiabi (王加碧)
“Jian Tong Investments”	Jian Tong Investments Co., Ltd. (建通投資有限公司), a company incorporated in the BVI with limited liability on 25 April 2008, the entire issued share capital of which is owned by Mr. Ding Jiantong (丁建通)
“Joint Lead Managers”	Merrill Lynch Far East Limited and CCB International Capital Limited for the Hong Kong Public Offer; Merrill Lynch International and CCB International Capital Limited for the International Placing
“Latest Practicable Date”	11 June 2009, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information in this prospectus prior to its publication
“Laws”	all laws, rules, statutes, ordinances, regulations, guidelines, opinions, notices, circulars, orders, judgements, decrees or rulings of any governmental authority and “Law” includes any one of them
“Listing”	listing of the Shares on the Main Board of the Stock Exchange
“Listing Date”	the date, expected to be on or about Tuesday, 30 June 2009, on which dealings in the Shares first commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified 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
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company
“Ming Rong International”	Ming Rong International Company Limited (銘榕國際有限公司), a company incorporated in the BVI with limited liability on 20 February 2008, the entire issued share capital of which is owned by Mr. Ding Huihuang (丁輝煌)
“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee) which will be not more than HK\$4.35 and is expected to be not less than HK\$3.15, such price to be determined in the manner as further described in the section headed “Structure and Conditions of the Global Offering”
“Offer Share(s)”	the Hong Kong Offer Shares and the International Placing Shares, individually and collectively
“Over-allotment Option”	the option to be granted by our Company to the Sole Global Coordinator on behalf of the International Underwriters, pursuant to which our Company may be required to allot and issue up to 75,000,000 additional new Shares, representing 15% of the Shares initially available under the Global Offering, at the Offer Price, to,

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among other things, cover over-allocations in the International Placing (if any) as further described in the section headed “Structure and Conditions of the Global Offering”

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of China
“PRC Government” or “State”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof
“Pre-IPO Share Option Scheme”	the share option scheme approved and adopted by our Company on 10 June 2009, the principal terms of which are summarised under the paragraph headed “Pre-IPO Share Option Scheme” in Appendix VI to this prospectus
“Price Determination Date”	the date, expected to be on or before Wednesday, 24 June 2009 or such later date as may be agreed by us and the Sole Global Coordinator, but not later than Saturday, 27 June 2009, on which the Offer Price is fixed for the purposes of the Global Offering
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the US Securities Act
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the US Securities Act
“SAFE”	the State Administration of Foreign Exchange of the People’s Republic of China (中華人民共和國國家外匯管理局)
“Sanliuyidu China”	Sanliuyidu (China) Co., Ltd.* (三六一度 (中國) 有限公司), a wholly foreign-owned enterprise incorporated under the laws of the PRC on 21 April 2005 and an indirect wholly-owned subsidiary of our Company
“Sanliuyidu Fujian”	Sanliuyidu (Fujian) Sports Goods Co., Ltd.* (三六一度 (福建) 體育用品有限公司), a wholly foreign-owned enterprise incorporated under the laws of the PRC on 7 July 2003 and an indirect wholly-owned subsidiary of our Company
“Sanliuyidu Holdings”	Sanliuyidu Holdings Company Limited (三六一度控股有限公司), a company incorporated in the BVI with limited liability on 20 February 2008 and a direct wholly-owned subsidiary of our Company
“Sanliuyidu Hong Kong”	Sanliuyidu (Hong Kong) Sports Goods Company Limited (三六一度 (香港) 體育用品有限公司), a company incorporated in Hong Kong with limited liability on 6 April 2004, the entire issued share capital of which is owned as to 51% by Mr. Ding Huirong (丁輝榮), as to 25% by Mr. Ding Wuhao (丁伍號) and as to 24% by Mr. Ding Huihuang (丁輝煌). Sanliuyidu Hong Kong is not a part of our Group

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“Sanliuyidu Xiamen”	Sanliuyidu (Xiamen) Industry & Trade Co., Ltd.* (三六一度(廈門)工貿有限公司), a limited liability company incorporated under the laws of the PRC on 19 May 2008 and an indirect wholly-owned subsidiary of our Company
“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) with a nominal value of HK\$0.1 each in the capital of our Company, which are to be subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 10 June 2009, the principal terms of which are summarised in the paragraph headed “Share Option Scheme” in Appendix VI to this prospectus
“Shareholder(s)”	holder(s) of the Share(s)
“Sole Global Coordinator” or “Sole Bookrunner”	Merrill Lynch International
“Sole Sponsor”	Merrill Lynch Far East Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“sub-brands”	brands that are based on the existing 361° brand and seek to leverage the existing market power of the 361° brand for the development of a specific brand of sportswear products for a specific group, such as children
“subsidiary(ies)”	has the meaning ascribed thereto in Section 2 of the Companies Ordinance
“TPR”	Thermoplastic Rubber
“TPU”	Thermoplastic Polyurethane
“Track Record Period”	the three financial years ended 30 June 2008 and the nine months ended 31 March 2009
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“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
“US Securities Act”	the United States Securities Act of 1933, as amended

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“Wanshile”	Fujian Jinjiang Wanshile Shoes Plastic Co., Ltd.* (福建省晉江市萬事樂鞋塑有限公司), a sino-foreign joint venture enterprise incorporated under the laws of the PRC on 7 November 1992 and beneficially owned as to 85.7% by Mr. Zhuang Enzhong (莊恩忠), an Independent Third Party, and 14.3% by Fujian Jinjiang Chendai Jiangtou Huafeng Shoes Co., Ltd.* (福建省晉江市陳埭江頭華豐鞋業有限公司), which was owned as to 50% each by Mr. Ding Wu hao (丁伍號) and Mr. Ding Jiantong (丁建通) prior to 17 June 2008. Fujian Jinjiang Chendai Jiangtou Huafeng Shoes Co., Ltd. (福建省晉江市陳埭江頭華豐鞋業有限公司) is now 100% beneficially owned by Mr. Lin Shanming (林山明), an Independent Third Party. Mr. Zhuang Enzhong (莊恩忠), Mr. Lin Jinhuan (林金煥) and Mr. Lin Litong (林利同) have been the board members of Wanshile since 30 June 2008 and are Independent Third Parties
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website at www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“%”	per cent.
“361 Enterprise”	361 Enterprise Company Limited (三六一度實業有限公司), a company incorporated in Hong Kong with limited liability on 22 April 2008 and an indirect wholly-owned subsidiary of our Company

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

In this prospectus, for purposes of PRC sportswear industry and market share data, revenue means ex-factory revenue, i.e., sportswear manufacturers’ sales revenue to distributors which may be wholesalers and/or retailers (as opposed to end retail consumers). See “Industry Overview—The PRC Sportswear Industry” section in this prospectus for more information.

In this prospectus, unless otherwise stated, certain amounts denominated in Renminbi have been translated into HK dollars at an exchange rate of RMB0.88 = HK\$1.00 and into US dollars at the historical or forecasted average exchange rate for the applicable year (e.g., for 2004, RMB8.2768 = US\$1.00; for 2008, RMB6.9477 = US\$1.00; and for 2013, RMB6.3300 = US\$1.00), for illustration purpose only. Such conversions shall not be construed as representations that amounts in Renminbi were or may have been converted into HK dollars or US dollars at such rates or any other exchange rates.

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