

DEFINITIONS

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

“Add Noble”	Add Noble Investments Limited, a limited liability company incorporated in the BVI, the entire issued share capital of which is directly owned by Mr. Tai Hon Leung, Henry
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board” or “Board of Directors”	the board of Directors of our Company as at the date of this document
“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
“Bye-laws”	bye-laws of our Company, as amended, supplemented or modified from time to time
“CAGR”	compound annual growth rate
“Capitalisation Issue”	the issue of [●] Shares upon capitalisation of certain sums standing to the credit of the share premium account of our Company referred to in the paragraph headed “Resolutions in writing of all the Shareholders passed on 28 October 2009” under the section headed “Further Information about our Company and Subsidiaries” in Appendix VI to this document
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this document, the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
“Companies Act”	the Companies Act 1981 of Bermuda, as amended, supplemented or modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules

DEFINITIONS

“Controlling Shareholders”	has the meaning ascribed thereto in the Listing Rules and unless the context requires otherwise, refers to [Mr. Wang and Up Mount], who, together, will control the exercise of approximately [40.8]% voting rights in the general meeting of our Company immediately after the [●] and the Capitalisation Issue (assuming that the [●] is not exercised)
“Corporate Reorganisation”	the corporate reorganisation of our Group conducted in preparation for the [●], details of which are set out in the paragraph headed “Corporate Reorganisation” under the section headed “History and Corporate Structure” in this document
“Covenantors”	the Controlling Shareholders, Wing Move, Win Honour, Public Success, Glory Wish, Mr. Zhang Hebin, Mr. Kang Hong, Mr. Sun Yankun and Ms. Pei Zhilan
“Crystal Planet”	Crystal Planet Investment Ltd., a limited liability company incorporated in the BVI, the entire issued share capital of which is directly owned by Ms. Kam Kwok Fong
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the directors of our Company as at the date of this document
“Electronic Application Instruction(s)”	instructions given by a CCASS Participant electronically via CCASS to HKSCC, being one of the methods to apply for the Public Offer Shares
“Executive Officers”	the executive officers of our Company as at the date of this document, unless otherwise stated
“Foreign Investors”	Youth Group, Crystal Planet, Add Noble and Top Star Fortune
“Fullest Power”	Fullest Power Investments Limited, a limited liability company incorporated in BVI on 19 May 2006, the entire issued share capital of which is directly owned by our Company

DEFINITIONS

“Glory Wish”	Glory Wish Investments Limited, a limited liability company incorporated in BVI, the entire issued share capital of which is directly owned by Ms. Pei Zhilan, the chief accountant of our Group
“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 present subsidiaries of our Company and the businesses carried on by such subsidiaries or (as the case may be) their predecessors
“HKFRS(s)”	Hong Kong Financial Reporting Standard(s)
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“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
“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) the Directors, chief executive or substantial shareholders (within the meaning of the Listing Rules) of our Company, its subsidiaries or any of their respective associates, and not otherwise a connected person of our Company
“Latest Practicable Date”	30 September 2009, being the latest practical date prior to the printing of this document for the purpose of ascertaining certain information contained in this document prior to its publication
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, as amended from time to time

DEFINITIONS

“Mr. Wang”	Mr. Wang Guangyuan, the founder of our Group, the chairman, and executive Director and the chief executive officer of our Company, as well as our Controlling Shareholder
“NAV”	net asset value
“OIV”	The International Organisation of Vine and Wine, an intergovernmental organisation established on 3 April 2001 of a scientific and technical nature or recognised competence for its works concerning vines, wine, wine-based beverages, table grapes, raisins and other vine-based products
“our Company” or the “Company”	China Tontine Wines Group Limited (中國通天酒業集團有限公司) (formerly known as China Wines Group Limited (中国酒业集团有限公司)), a company incorporated in Bermuda under the Companies Act as an exempted company with limited liability on 21 August 2008
“our Group” or the “China Wines Group”	our Company and its subsidiaries following the completion of the Corporate Reorganisation, and a group company shall refer to any one of them
“Public Success”	Public Success Limited, a limited liability company incorporated in the BVI, the entire issued share capital of which is directly owned by Mr. Sun Yankun, a deputy general manager of our Group
“Rich Treasure”	Rich Treasure Link Limited, a limited liability company incorporated in Hong Kong on 18 July 2008, the entire issued share capital of which is directly owned by Fullest Power
“SAFE”	中華人民共和國國家外匯管理局 (the State Administration of Foreign Exchange of the PRC)
“Service Agreements”	the service agreements entered into between our Company and each of our executive Directors as described in Appendix VI – Statutory and General Information to this document
“SFC”	the Securities and Futures Commission of Hong Kong

DEFINITIONS

“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 28 October 2009, the principal terms of which are summarised under the paragraph headed “Share Option Scheme” in Appendix VI to this document
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto in section 2 of the Companies Ordinance
“Tongtian Winery”	Tonghua Tongtian Winery Co., Ltd. (通化通天酒業有限公司*), a wholly-owned foreign enterprise incorporated in the PRC on 9 January 2001, the entire equity interest of which is held by Rich Treasure
“Top Star Fortune”	Top Star Fortune Ltd., a limited liability company incorporated in BVI, the entire issued share capital of which is directly owned by Mr. Hsu Ching-Hao
“Track Record Period”	the three years ended 31 December 2008 and the six months ended 30 June 2009
“United States” or “US”	the United States of America within the meaning of Regulation S
“Up Mount”	Up Mount International Limited, a limited liability company incorporated in BVI, the entire issued share capital of which is directly owned by Mr. Wang
“Win Honour”	Win Honour International Limited, a limited liability company incorporated in the BVI, the entire issued share capital of which is directly owned by Mr. Kang Hong, a deputy general manager of our Group
“Wing Move”	Wing Move Group Limited, a limited liability company incorporated in the BVI, the entire issued share capital of which is directly owned by Mr. Zhang Hebin, an executive Director

DEFINITIONS

“Youth Group”	Youth Group Limited, a limited liability company incorporated in the BVI, the entire issued share capital of which is directly owned by Mr. Tai Kwok Leung, Alexander
“g” or “gm”	gram(s)
“HK\$” or “HK Dollar(s)” and “cent(s)”	Hong Kong dollar(s) and cent(s) respectively, the lawful currency of Hong Kong
“hl”	hectolitre(s)
“kl”	kilolitre(s)
“km”	kilometre(s)
“ml”	millilitre(s)
“RMB”	Renminbi, the lawful currency of the PRC
“S\$”	Singapore dollars, the lawful currency of Singapore
“US dollars” or “US\$”	United States dollars, the lawful currency of the United States
“sq. ft.” and “sq.m.”	square feet and square metres, respectively
“%”	per cent

Certain amounts and percentage figures included in this document 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 document, unless otherwise stated, certain amounts denominated in Renminbi have been translated into HK dollars or US dollars at an exchange rate of $\text{RMB}[0.88] = \text{HK\$}1.00$ or $\text{RMB}[\bullet] = \text{US\$}1.00$, 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 HK dollars or US 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.*