

DEFINITIONS

In this prospectus, the following expressions shall have the meanings set forth below unless the context otherwise requires. Certain other terms are explained in the section headed "Glossary" of this prospectus.

TERM	DEFINITION
"Application Form(s)"	WHITE, YELLOW and GREEN application form(s) or, where the context requires, any of them relating to the Global Offering
"Articles of Association" or "Articles"	the articles of association of the Company, adopted on 15 January 2010 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 Hong Kong Listing Rules
"Audit Committee"	the audit committee of the Board of the Company
"Bestide Int'l"	Bestide International Holding Limited (百思泰國際控股有限公司), a company incorporated in Hong Kong on 28 December 2007 under the Companies Ordinance with limited liability, which is owned as to 100% by Mr. Cai Zhiguo
"Board"	the board of Directors of the Company
"Business Day"	any day (excluding Saturdays, Sundays or public holidays) on which banks in Hong Kong are generally open for business
"BVI"	the British Virgin Islands
"CAGR"	compound annual growth rate, a method of assessing the average growth of a value over time
"Capitalization Issue"	the issue of 500,000,000 Shares to be made upon the capitalization of certain sums standing to the credit of the share premium account of the Company as referred to under the section headed "Statutory and General Information – Written resolutions of all the Shareholders passed on 15 January 2010" in Appendix VI to this prospectus
"Cayman Companies Law"	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands

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“CCASS”	the Central Clearing and Settlement System established and operated by the 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
“China Grandsoo”	China Grandsoo Holdings Company Limited (中國浩源控股有限公司), a company incorporated in the BVI on 7 September 2009 and a direct wholly-owned subsidiary of the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended and supplemented or otherwise modified from time to time
“Company”	Sijia Group Company Limited, a company incorporated in the Cayman Islands on 7 October 2009 under the Cayman Companies Law with limited liability
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules and, unless the context requires otherwise, refers to Hopeland International and its beneficial owner, Mr. Lin who, together, will hold 63.75% of the issued share capital of the Company immediately following completion of the Global Offering (assuming that the Over-allotment Option is not exercised)
“Conventional Materials”	polymer coated polyester, polymer film, polymer coated nylon, PVC-poly, coated fabrics and lining, which are made from fabrics such as polyester, nylon, and composite fabrics (other than high strength polyester fabrics)

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“Corporate Reorganization”	the corporate reorganization of the Group in preparation for the Listing, details of which are set out in the section headed “History, Reorganization and Group Structure” of 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 Chinese national securities markets
“Director(s)”	the director(s) of the Company, including all executive and independent non-executive directors, as of the date of this prospectus
“End Products”	downstream related inflatable and waterproof products targeting the outdoor leisure, recreation and sports consumer market
“Frost & Sullivan”	an independent market research and consulting company that provides market survey and consulting services including the industry of Reinforced Materials and End Products
“Fujian Si Tai Di”	Fujian Si Tai Di Plastics Co., Ltd (福建斯泰帝塑膠有限公司), a company incorporated in PRC on 5 December 2000 under the laws of PRC and wholly held on trust by Mrs. Lam as trustee for Mr. Lin, which was acquired by Hong Kong Sijia from Mrs. Lam on 12 June 2002 and was subsequently sold to Bestide Int'l on 30 January 2008
“Fujian Sijia”	Fujian Sijia Industrial Material Co., Ltd (福建思嘉環保材料科技有限公司), a company incorporated in PRC on 25 September 2002 under the laws of PRC, which is an indirect wholly-owned subsidiary of the Company
“Fuzhou Jutai Trading”	Fuzhou Jutai Trading Co., Ltd (福州鉅泰貿易有限公司), a company incorporated in PRC on 22 November 2007 under the laws of PRC, the registered scope of business activities include wholesale of clothing and daily utilities and which is owned by Independent Third Parties
“Fuzhou Plant”	the production plant in Fuzhou which occupies a parcel of land with a site area of about 65,107 square meters and a gross floor area of about 11,586 square meters

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“Fuzhou Sanfang Trading”	Fuzhou Sanfang Trading Co., Ltd (福州三紡貿易有限公司), a company incorporated in PRC on 23 November 2007 under the laws of PRC, the registered scope of business activities include wholesale of textile products and labour protective utilities and which is owned by an Independent Third Party
“Global Offering”	the International Placing and the Hong Kong Public Offer
“Glory Bright”	Glory Bright Investments Enterprise Limited, (榮亮投資企業有限公司), a company incorporated in the BVI on 4 January 2005 and which will directly hold 11.25% interest of the Company upon completion of the Global Offering (before exercise of the Over-allotment Option) and wholly-owned by Mr. Lin Wanpeng
“Green Application Form(s)”	The application form(s) to be completed by the White Form eIPO Service Provider
“Group”	the Company and its subsidiaries or the Company and any one or more of its subsidiaries as the context may require
“Haoyang Papers”	Haoyang Papers Co., Ltd. (福州浩洋紙品有限公司), a company incorporated in PRC on 9 December 1998 under the laws of PRC owned by Independent Third Parties
“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 Standards(s) (including HKASs and Interpretations) issued by the HKICPA
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong”, “HKSAR” or “HK”	the Hong Kong Special Administrative Region of PRC

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“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Listing Rules” or “Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as amended from time to time)
“Hong Kong Public Offer Shares”	the Offer Shares offered for subscription pursuant to the Hong Kong Public Offer
“Hong Kong Public Offer”	the offer by the Company of initially 20,000,000 Offer Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure of the Global Offering” of this prospectus) for cash at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.004% and Hong Kong Stock Exchange trading fee of 0.005%) on and subject to the terms and conditions described in this prospectus and the Application Forms as further described in the section headed “Structure of the Global Offering – Offer Mechanism – Basis of Allocation of Shares – The Hong Kong Public Offer” of this prospectus
“Hong Kong Sijia”	Sijia International Holding Limited (思嘉國際控股有限公司), a company incorporated in Hong Kong on 15 April 2002 under the Companies Ordinance with limited liability
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offer listed in the section headed “Underwriting – Underwriters – Hong Kong Underwriters” of this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 25 January 2010 relating to the Hong Kong Public Offer entered into by, among others, the Company, the Controlling Shareholders, the Sole Global Coordinator and the Hong Kong Underwriters
“Hopeland International”	Hopeland International Holdings Company Limited (浩林國際控股有限公司), a company incorporated in the BVI on 10 September 2009 and which will directly hold 63.75% interest of the Company upon completion of the Global Offering (before exercise of the Over-allotment Option) and wholly-owned by Mr. Lin
“IMF”	International Monetary Fund

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“Independent Third Party(ies)”	a person(s) or company(ies) who/which is or are independent of and not connected (within the meaning of the Listing Rules) with any directors, chief executives or substantial shareholders (within the meaning of the Listing Rules) of the Company, its subsidiaries or any of their respective associates
“International Underwriting Agreement”	the placing underwriting agreement to be entered into between, among others, the Company, the Controlling Shareholders, the Sole Global Coordinator and International Underwriters in respect of the International Placing
“International Placing”	the conditional placing of the International Placing Shares at the Offer Price as set out in the section headed “Structure of the Global Offering” in this prospectus
“International Placing Shares”	the 180,000,000 new Shares initially being offered for subscription under the International Placing (subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus)
“International Underwriters”	the underwriters of the International Placing
“Issuing Mandate”	the general unconditional mandate given to the Directors by the Shareholders of the Company relating to the issue of new Shares, further details of which are set out under the section headed “Statutory and General Information – Written resolutions of all the Shareholders passed on 15 January 2010 in Appendix VI to this prospectus
“Latest Practicable Date”	21 January 2010, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information contained herein
“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”	the listing of the Shares on the Hong Kong Stock Exchange
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange

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“Listing Date”	9 February 2010, being the date on which dealings in the Shares are expected to commence on the Hong Kong Stock Exchange
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum”	the memorandum of association of the Company adopted on 7 October 2009, as amended from time to time
“MOFCOM”	the Ministry of Commerce of the PRC
“Mr. Lam”	Mr. Lam Saiwing (林世榮), a previous trustee who held interests in Hong Kong Sijia and Smile in Rain on trust for Mr. Lin
“Mr. Lin”	Mr. Lin Shengxiong (林生雄), an executive Director and chairman of the Group and one of the founders of the Group and the Controlling Shareholder
“Mr. Lin Wanpeng”	Mr. Lin Wanpeng (林萬鵬), the sole beneficial owner of Glory Bright
“Mrs. Lam”	Ms. Lam Yunfeng (林雲鳳), wife of Mr. Lam
“Mrs. Lin”	Ms. Lin Hongting (林紅婷), wife of Mr. Lin
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會), a macroeconomic management agency under the State Council, which studies and formulates policies for economic and social development, maintains a balance of economic aggregates and guides the overall economic system restructuring
“Nomination Committee”	the nomination committee of the Board of the Company
“Non-competition Deed”	a deed of non-competition undertaking dated 15 January 2010 entered into by the Controlling Shareholders in favour of the Company

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“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.004% and Hong Kong Stock Exchange trading fee of 0.005%) at which the Offer Shares are to be subscribed for and issued pursuant to the Hong Kong Public Offer, to be determined as further described in the section headed “Structure of the Global Offering” of this prospectus
“Offer Shares”	the Hong Kong Public Offer Shares and the International Placing Shares together, where relevant, with any additional Offer Shares issued and sold pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option granted by the Group to the Sole Global Coordinator, exercisable by the Sole Global Coordinator on behalf of the International Underwriters at any time from the date of the International Underwriting Agreement up to (and including) 1 March 2010, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offer, to require the Group to issue up to an aggregate of 30,000,000 additional Offer Shares, representing 15% of the initial size of the Global Offering, to, among other things, cover over-allocations in the International Placing as described in the section headed “Structure of the Global Offering” of this prospectus
“PBOC”	People’s Bank of China (中國人民銀行), the central bank of China
“Piper Jaffray Asia” or “Sole Sponsor”	Piper Jaffray Asia Limited, a licensed corporation under the SFO permitted to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities (as defined under the SFO), being the sole sponsor to the Global Offering
“Piper Jaffray Asia Securities” or, “Sole Global Coordinator”, “Sole Bookrunner” or “Sole Lead Manager”	Piper Jaffray Asia Securities Limited, licensed to conduct type 1 (dealing in securities) and type 4 (advising in securities) regulated activities under the SFO, acting as the sole global coordinator, sole bookrunner and sole lead manager of the Global Offering
“PRC” or “China” or the “People’s Republic of China”	the People’s Republic of China, but for the purposes of this prospectus, unless otherwise required in the context, excluding Hong Kong, Macau and Taiwan
“Price Determination Date”	the date, expected to be on or around 1 February 2010 but no later than 3 February 2010, on which the Offer Price is fixed for the purposes of the Global Offering

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“Remuneration Committee”	the remuneration committee of the Board of the Company
“Reinforced Materials”	polymer processed high strength polyester fabric composite materials and other reinforced composite materials
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares given to the Directors by the Shareholders of the Company, further details of which are set out in the section headed “Statutory and general information – Repurchase by the Company of its own securities” in Appendix VI to this prospectus
“RMB” or “Renminbi”	Renminbi, the lawful currency of China
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SFC” or “Securities and Futures Commission”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) with nominal value of HK\$0.001 each in the share capital of the Company, which are to be subscribed for and traded in Hong Kong dollars and listed on the Hong Kong Stock Exchange
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 15 January 2010, the principal terms of which are summarized under the section headed “Statutory and general information – Share Option Scheme” in Appendix VI to this prospectus
“Shareholder(s)”	holder(s) of Share(s)

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“Smile in Rain”	Smile in Rain (Fuzhou) Waterproof Garment Co., Ltd (斯美倫(福州)防水服裝有限公司), a company incorporated in PRC on 24 January 2000 under the laws of PRC, and in 2006 was held as to 52.35% by Fujian Si Tai Di and as to 47.65% by Mr. Lam in trust for Mr. Lin whose interests were transferred to Hong Kong Sijia on 3 December 2007; and as agreed on 8 September 2007, the registered capital of which was increased to RMB10,000,000 and was held as to 75% by Fujian Si Tai Di and as to 25% by Hong Kong Sijia whose interests were further transferred to Bestide Int’l on 25 January 2008, which resulted in such company becoming an indirect wholly owned subsidiary of Bestide Int’l
“Stabilizing Manager”	Piper Jaffray Asia Securities Limited
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between Piper Jaffray Asia Securities and Hopeland International on the Price Determination Date, pursuant to which Piper Jaffray Asia Securities may borrow up to 30,000,000 Shares from Hopeland International to cover any over-allocation under the International Placing
“subsidiary(ies)”	has the meaning ascribed to it under section 2 of the Companies Ordinance
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Track Record Period”	the three financial years ended 31 December 2006, 2007 and 2008 and eight months ended 31 August 2009
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“U.S.” or “United States”	the United States of America, including its territories and possessions
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“White Form eIPO”	the application for Hong Kong Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designed website at www.eipo.com.hk

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“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Xiamen Grandsoo”	Xiamen Grandsoo Industry & Trade Co., Ltd (廈門浩源工貿有限公司), a company incorporated in PRC on 26 May 2006 under the laws of PRC, which is an indirect wholly-owned subsidiary of the Company
“Xiamen Kailai Trading”	Xiamen Kailai Trading Co., Ltd (廈門凱來貿易有限公司), a company incorporated in PRC on 12 December 2007 under the laws of PRC, the registered scope of business activities include wholesale of fitness equipment, chemical industrial products and which is owned by Independent Third Parties
“Xiamen Ming Lian Da”	Xiamen City Ming Lian Da Trading Co., Ltd (廈門市明聯達貿易有限公司), a company incorporated in PRC on 13 January 2003 under the laws of PRC, which since its incorporation has been beneficially owned as to 100% by Mr. Lin Rongfeng, who is the brother of Mrs. Lin
“Xiamen Plant”	the production plant in Xiamen, which occupies a parcel of land with a site area of about 5,232 square meters, with a gross floor area of about 8,736 square meters
“YueHui Investment”	Sanming Yuehui Investment Co., Ltd (三明市悅輝投資有限公司), a company incorporated in PRC on 13 December 2007 under the laws of China, the registered scope of business activities include investment in industry, property, mining, finance, stocks and hotels and which is owned by Independent Third Parties
“Zhongsheng Plastics”	Zhongsheng Plastics Co., Ltd. (中盛塑膠有限公司), a company incorporated in PRC on 21 March 1999 under the Laws of PRC, which is owned by Independent Third Parties
“%”	per cent

Unless otherwise specified, statements contained in this prospectus assume no exercise of the Over-allotment Option.

If there is any inconsistency between the official Chinese names of PRC laws or regulations or PRC government authorities or PRC entities mentioned in this prospectus and their English translations, the Chinese version shall prevail. English translations of official Chinese names are for identification purpose only.

All times referred to in this prospectus in relation to the Global Offering refer to Hong Kong local time.