

SUMMARY

This summary aims to give you an overview of the information contained in this prospectus. As it is a summary, it does not contain all the information that may be important to you. You should read the whole document before you decide to invest in the Shares. There are risks associated with any investment. Some of the particular risks in investing in the Shares are set forth in the section headed “Risk Factors” in this prospectus. You should read that section carefully before you decide to invest in the Shares.

OVERVIEW

We are a provider of health-related products, with a primary focus on amino acid-based nutritional supplements in the rapidly growing Chinese market. According to estimates by CCID, an Independent Third Party consulting firm that was commissioned by us, our amino acid-based nutritional supplements, namely Ruinian-branded amino acid-based tablets and Linger-branded amino acid-based tablets, both of which are manufactured by us, and liquid amino acids that are currently manufactured exclusively for us by an Independent Third Party, had a market share in China of approximately 21.6% in terms of turnover in Renminbi in 2008, which represented the largest market share of any provider in the Chinese market in that period.

We have experienced significant growth in our business in recent years. Our turnover increased from RMB196.7 million in 2006 to RMB405.5 million in 2007 and to RMB632.4 million in 2008, representing a CAGR of 79.3% from 2006 to 2008. Our turnover in the nine months ended 30 September 2009 reached RMB523.7 million. We generated substantially all of our turnover from the sales of nutritional supplements and general health food products and health drinks during the Track Record Period. Our pharmaceutical segment, on the other hand, is still at an early stage of development and contributed less than 1% of our turnover in the nine months ended 30 September 2009. The following table sets forth the different groups of our products, their turnover and gross margin, as well as our net profit and net profit margin during the Track Record Period:

(RMB in thousands, except for percentages)	Year ended 31 December						Nine months ended 30 September			
	2006		2007		2008		2008		2009	
	Turnover	Gross Margin (%)	Turnover	Gross Margin (%)	Turnover	Gross Margin (%)	Turnover	Gross Margin (%)	Turnover	Gross Margin (%)
	(unaudited)									
Turnover										
Amino acid-based nutritional supplements . . .	169,597	88.5	334,770	79.9	382,079	82.0	364,625	82.0	268,284	83.6
Other nutritional supplements and general health food products	27,150	82.4	70,753	72.1	124,604	63.1	115,184	65.1	141,897	49.4
Health drinks	—	—	—	—	125,674	27.4	106,920	28.0	113,453	47.1
Pharmaceutical products	—	—	—	—	—	—	—	—	38	65.8
Total	<u>196,747</u>	<u>87.7</u>	<u>405,523</u>	<u>78.6</u>	<u>632,357</u>	<u>67.4</u>	<u>586,729</u>	<u>68.8</u>	<u>523,672</u>	<u>66.4</u>
	<u>Amount</u>	<u>Margin (%)</u>	<u>Amount</u>	<u>Margin (%)</u>	<u>Amount</u>	<u>Margin (%)</u>	<u>Amount</u>	<u>Margin (%)</u>	<u>Amount</u>	<u>Margin (%)</u>
Net profit	24,515	12.5	135,208	33.3	119,979	19.0	118,600	20.2	132,366	25.3

As we provide a wide range of health-related products that target different groups of consumers with varied needs, our gross margin is strongly correlated with our product mix. Our gross margin decreased from 2006 to 2007 primarily because we began to sell liquid amino acids in order to attract cost-conscious consumers and increase the market share of our amino acid-based nutritional supplements. Liquid amino acids have a lower margin than our Ruinian-branded amino acid-based

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tablets since we purchase the liquid amino acids from Independent Third Parties for resale. Our gross margin further decreased from 2007 to 2008 primarily because we began in 2008 to sell health drinks, which are a lower margin product than our other products, in order to benefit from the rapid growth of the RTD tea market and diversify our portfolio of health-related products.

We expanded our business into the health drink market in February 2008 by marketing and selling herbal tea, which is manufactured exclusively for us by Independent Third Parties. We plan to build our own herbal tea production line, which is expected to be completed by the fourth quarter of 2010. We also plan to launch amino acid-based drinks, which are planned to be manufactured for us by Independent Third Parties, by the end of 2010, in order to take advantage of our existing distribution channels for our herbal tea products to reach the large consumer base of beverage products in China. We entered the pharmaceutical business in July 2009 through the acquisition of a 100% equity interest in Nanjing Ruinian, an early-stage pharmaceutical company that has obtained relevant regulatory approvals, including a pharmaceutical manufacturing permit, SFDA approval for pharmaceutical products and GMP certification for pharmaceutical products, for manufacturing two eye drop medicines and one anti-cancer medicine. Nanjing Ruinian is currently conducting marketing and selling activities to secure purchase orders for its products and has not commenced large-scale production. In addition, we have four pharmaceutical product candidates, namely gatifloxacin eye gel, proparacaine hydrochloride eye drops, oxaliplatin injection and letrozole tablets, for which we expect to obtain the SFDA approval by the end of 2011, 2010, 2010 and 2010, respectively. See “Business — Product Candidates.”

In 2006, 2007, 2008 and the nine months ended 30 September 2009, our self-produced products contributed 100%, 71.3%, 50.5% and 64.1%, respectively, of our turnover, and 100%, 71.7%, 61.5% and 78.7%, respectively, of our gross profit. During the same periods, third-party-produced products contributed nil, 28.7%, 49.5% and 35.9%, respectively, of our turnover, and nil, 28.3%, 38.5% and 21.3%, respectively, of our gross profit. The following table sets forth summary financial information of our self-produced products and third-party-produced products during the Track Record Period.

	Year ended 31 December						Nine months ended 30 September			
	2006		2007		2008		2008		2009	
	Turnover	Gross Profit Margin (%)	Turnover	Gross Profit Margin (%)	Turnover	Gross Profit Margin (%)	Turnover	Gross Profit Margin (%)	Turnover	Gross Profit/Loss Margin (%)
(RMB in thousands, except for percentages)										
(unaudited)										
Self-produced products										
Amino acid-based nutritional supplements ⁽¹⁾	169,597	88.5	218,214	81.3	222,442	84.1	210,614	84.4	236,020	84.8
Other nutritional supplements and general health food products ⁽²⁾	27,150	82.4	70,753	72.1	96,886	77.7	90,783	79.3	99,679	73.7
Pharmaceutical products	—	—	—	—	—	—	—	—	38	65.8
Subtotal	196,747	87.7	288,967	79.0	319,328	82.1	301,397	82.9	335,737	81.5
Third-party-produced products										
Amino acid-based nutritional supplements ⁽³⁾	—	—	116,556	77.4	159,637	79.1	154,011	78.6	32,264	74.8
Other nutritional supplements and general health food products ⁽⁴⁾	—	—	—	—	27,718	11.9	24,401	11.9	42,218	(8.0) ⁽⁵⁾
Health drinks	—	—	—	—	125,674	27.4	106,920	28.0	113,453	47.1
Subtotal	—	—	116,556	77.4	313,029	52.4	285,332	54.0	187,935	39.5

Notes:

- (1) Being Ruinian-branded amino acid-based tablets and Linger-branded amino acid-based tablets.
- (2) Being Ruinian-branded royal jelly tablets, Ruinian-branded osteoid sachet powder, Ruinian-branded blood lipid capsules, Ruinian-branded protein powder, Ruinian-branded collagen tablets, Ruinian-branded polypeptide tablets, Sane-branded dietary fibre and other general health food products.

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- (3) Being liquid amino acids.
- (4) Primarily including Yixikang oral liquids (依硒康口服液) and Honger oral liquids (紅爾口服液), manufactured by Zhangshu City Qiling Pharmaceutical Company Limited and Jiangxi Zhangshu City Institute of Chinese Medicine Technology Limited (江西省樟樹市中醫藥科技研究院有限公司), or Zhangshu Institute, that we began to sell in June 2008 to diversify our sources of income to mitigate the impact of the global financial crisis and economic downturn. We ceased to sell Yixikang oral liquids in August 2009 and Honger oral liquids in November 2009.
- (5) The gross margin of Yixikang oral liquids and Honger oral liquids was 11.9% and 12.0%, respectively, in 2008 and negative 4.4% and negative 5.5%, respectively, in the nine months ended 30 September 2009. The negative gross margin of these products in 2009 was primarily attributable to additional packaging cost incurred as we re-packaged them to facilitate our promotional sales of these products.

We manufacture and market all of our nutritional supplements and general health food products, except for liquid amino acids that have been manufactured for us by an Independent Third Party, and we have five nutritional supplement product candidates under development. See “Business — Our Products.” Our own amino acid-based liquid production line was completed in December 2008 and we plan to manufacture and market our own Ruinian-branded liquid amino acids upon receipt of the GMP certification for this production line and the food production licence. We will not manufacture this product until the relevant GMP certification and the food production licence are obtained, which are expected to be granted by the end of 2010. Most of our nutritional supplements and general health food products are sold under our “Ruinian” brand, which is the leading brand in the amino acid-based nutritional supplement market in China. Turnover from the sales of liquid amino acids in the nine months ended 30 September 2009 decreased to RMB32.3 million from RMB154.0 million in the nine months ended 30 September 2008, primarily because we planned to replace this third-party-produced product gradually with our self-produced Ruinian-branded liquid amino acids. The decrease was also attributable to reduced market demand due to the global financial crisis, which in turn caused us to cut back our marketing expenses for this product.

We have an extensive network of distributors and significant distribution experience. We sell our nutritional supplements and general health food products to an extensive network of regional and local distributors in China, which in turn sell and distribute our products to a wide range of retail points of sale. As of 30 September 2009, our nutritional supplements and general health food products were sold at approximately 41,400 retail outlets, including supermarkets, convenience stores and retail pharmacies, in 29 provinces and municipalities across China. We sell our Shun-branded herbal tea to distributors, which in turn sell them to convenience stores, restaurants and supermarkets. We sell our pharmaceutical products to pharmaceutical distributors in China, which in turn sell them to hospitals.

We have dedicated brand management, market research and sales support teams to further enhance the effectiveness of our marketing efforts. We engage in consumer advertising through television commercials, which are complemented by advertisements in newspapers, magazines, billboards and other electronic media, and through celebrity spokesperson endorsements and other promotional campaigns.

We utilise a market-oriented approach in the development of our products and product candidates in order to stay current with changing market trends. We work with our advisory board, which consists of chemists, biologists and other scientists and consultants at academic and other institutions, with respect to our research, development and regulatory compliance efforts. Although these Independent Third Parties are not our employees and typically will not enter into non-competition agreements with us, they have provided valuable advice and input regarding our product development programmes. We collaborate with research companies, which we believe is a flexible and effective way to develop our new products. In addition, we also directly acquire existing developed technologies when suitable candidates are identified. We acquired the technological know-how

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associated with all of our current pharmaceutical products and our current pharmaceutical product candidates from Independent Third Parties. See “Business — Product Development” and “Risk Factors — Risks Related to Our Business — Risks Related to Our General Business — Our collaborations with outside scientists, consultants and research companies may be subject to restrictions and changes.”

We currently own and operate a manufacturing facility in Wuxi City, Jiangsu Province, that is capable of producing nutritional supplements and general health food products in the form of tablets, capsules, liquid and powder. We have one tablet production line, one powder production line, one capsule production line and one liquid production line at our manufacturing facility in Wuxi City, Jiangsu Province. Our standard tablets, stomach-dissolved tablets and intestine-dissolved tablets share the same tablet production line. We manufacture our ofloxacin eye drops, ciprofloxacin hydrochloride eye drops and topotecan hydrochloride capsules at our pharmaceutical manufacturing facility in Nanjing City, Jiangsu Province. All our production lines in operation are GMP compliant and we plan to renew our GMP certifications before they expire. We have implemented various quality control and safety measures at these facilities. We conduct on-site inspection of the manufacturing processes of our Independent Third Party manufacturers, who manufacture liquid amino acids and herbal tea, from time to time. See “Business — Manufacturing, Quality Control and Supplies.” As we do not maintain any product liability insurance, we rely on these quality control measures to manage our product liability risks.

OUR COMPETITIVE STRENGTHS

We believe our competitive strengths consist of our:

- leading position in the rapidly growing amino acid-based nutritional supplement market in China;
- strategic brand positioning and strong nationwide brand recognition;
- diversified portfolio of health-related products;
- dedication to quality control;
- extensive network of distributors and significant distribution experience;
- effective and proven product development; and
- experienced management team.

OUR STRATEGIES

Our objectives are to be the market leader for the development and manufacture of nutritional supplements and to be a leading market participant in the development and manufacture of medical eye drops, anti-cancer drugs and health drinks. To achieve these objectives, our strategies include the following:

- strengthen our leading market position in the amino acid-based nutritional supplement market in China;
- enhance our diversified portfolio of health-related products and promote synergies across different product segments;
- continue to enhance our brand recognition by effective and multi-faceted marketing;

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- expand our distribution network; and
- continue to retain and attract talented personnel.

REGULATION AND COMPLIANCE

We have adopted various measures to comply with applicable laws, regulations and procedures, and we intend to conduct our operations in accordance with any future laws, regulations and procedures once they become available and effective. See “Business — Regulation and Compliance.”

- *SFDA approval for nutritional supplements:* All nutritional supplements must be approved by the SFDA. There is no definite expiry date for our SFDA approvals except for our Ruinian-branded liquid amino acids, which will expire on 26 May 2014. We plan to renew our SFDA approvals before they expire as required under the relevant laws. According to our PRC legal counsel, Grandall Legal Group (Shanghai), there is no regulatory obstacle to renewing such approvals.
- *Food hygiene permit:* Prior to 1 June 2009, a manufacturer of food products, including general health food products, was required to obtain and maintain a food hygiene permit, which was valid for four years and required to be renewed before expiration. Our current food hygiene permit was renewed on 6 June 2008 and will expire on 27 May 2012. The requirement for food hygiene permits was abolished on 1 June 2009, but food hygiene permits issued before 1 June 2009 will remain valid until expiration.
- *Food production licence:* According to the Implementation Regulations of the PRC Food Safety Law (食品安全法實施條例), following the abolition of the requirement for food hygiene permits on 1 June 2009, a manufacturer of food products is required to obtain a food production licence. However, as of the date of this prospectus, the regulatory authorities have not promulgated any procedures regarding the application process for food production licences. We plan to apply for and maintain an effective food production licence when such procedures are available.
- *GMP certification for nutritional supplements:* A manufacturer of nutritional supplements in China must be GMP compliant. All our production lines in operation are GMP compliant and we plan to renew our GMP certification before it expires. According to a notice issued by Jiangsu Municipal Health Bureau in February 2008, the GMP certification process for nutritional supplement manufacturers in Jiangsu Province is integrated into the renewal approval process of food hygiene permits and there are no separately issued GMP certificates. As a result, with the renewal of our food hygiene permit on 6 June 2008, all our production lines in operation are GMP compliant.

Due to the integration of GMP certification with food hygiene permits in Jiangsu Province and upon the abolition of the requirement for food hygiene permits on 1 June 2009, there is currently no law, regulation or guidance regarding how to renew our GMP certification for our production lines upon the expiration of our food hygiene permits. In addition, we are not required to apply for a food hygiene permit for our own amino acid-based liquid production line and it remains unclear how to obtain the GMP certification for such production line. Furthermore, the GMP certification of the Independent Third Party which manufactures liquid amino acids for us expired on 4 January 2010. The manufacturer applied to the relevant regulatory authority in Jiangxi Province, where the GMP certification procedures are not integrated into the food hygiene permit system, to renew

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its GMP certification, and expects to receive the renewed GMP certification by the end of February 2010. All liquid amino acids we have purchased from this manufacturer were manufactured before 4 January 2010 and, therefore, as advised by our PRC legal counsel, Grandall Legal Group (Shanghai), the expiration of this manufacturer's GMP certification does not prevent us from selling such liquid amino acids in the market and will not have any material adverse impact on our business. If this manufacturer has not renewed its GMP certification when we sell the remaining liquid amino acids in our inventory, we plan to source the relevant products from other manufacturers which have all required permits to ensure business continuity. In the event that no qualified suppliers can be identified, we will refrain from selling this product until our GMP certification is obtained or this manufacturer's GMP certification is renewed.

- *Pharmaceutical manufacturing permit:* A pharmaceutical manufacturer in China is required to obtain and maintain a pharmaceutical manufacturing permit issued by the relevant provincial branch offices of the SFDA. We were granted a Pharmaceutical Manufacturing Permit by Jiangsu Food and Drug Administration on 25 August 2009, which allows us to manufacture all our three pharmaceuticals. This permit will expire on 31 December 2010. We plan to renew the pharmaceutical manufacturing permit before it expires by following the procedures set forth in the relevant laws and regulations. According to our PRC legal counsel, Grandall Legal Group (Shanghai), there is no regulatory obstacle to renewing this permit.
- *SFDA approval for pharmaceutical products:* Each pharmaceutical product must be approved by the SFDA. The approvals are valid for five years. All our pharmaceutical products are approved by the SFDA, and we plan to renew our SFDA approvals before they expire. According to our PRC legal counsel, Grandall Legal Group (Shanghai), there is no regulatory obstacle to renewing such approvals.
- *GMP certification for pharmaceutical products:* A pharmaceutical manufacturer in China must maintain effective GMP certification for its production lines. All our pharmaceutical production lines are GMP compliant, and we plan to renew our GMP certifications before they expire. According to our PRC legal counsel, Grandall Legal Group (Shanghai), there is no regulatory obstacle to renewing our GMP certification.

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SUMMARY HISTORICAL FINANCIAL INFORMATION

The following table sets forth the summary information from our statements of comprehensive income of our Company for the periods indicated:

<u>(RMB in thousands)</u>	<u>Year ended 31 December</u>			<u>Nine months ended 30 September</u>	
	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2008</u>	<u>2009</u>
				(Unaudited)	
Turnover	196,747	405,523	632,357	586,729	523,672
Cost of goods sold	(24,253)	(86,915)	(206,068)	(182,931)	(175,873)
Gross profit	172,494	318,608	426,289	403,798	347,799
Other income	4,119	6,594	1,975	1,568	718
Selling and distribution costs	(91,271)	(114,675)	(200,833)	(197,989)	(123,750)
Administrative expenses	(19,852)	(22,731)	(42,059)	(31,025)	(21,151)
Research and development costs	(11,375)	(13,000)	(13,900)	(11,300)	(1,600)
Finance costs	(16,744)	(20,267)	(14,657)	(11,170)	(8,772)
Profit before taxation	37,371	154,529	156,815	153,882	193,244
Taxation	(12,856)	(19,321)	(36,836)	(35,282)	(60,878)
Profit for the year/period	24,515	135,208	119,979	118,600	132,366
Other comprehensive income					
Exchange differences arising on translation of foreign operations	—	—	176	—	3
Total comprehensive income for the year/period . .	<u>24,515</u>	<u>135,208</u>	<u>120,155</u>	<u>118,600</u>	<u>132,369</u>
Earnings per share - Basic	<u>5.5 cents</u>	<u>26.5 cents</u>	<u>16.0 cents</u>	<u>15.8 cents</u>	<u>17.6 cents</u>

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The following table sets forth the summary information from the statements of financial position of our Company as of the dates indicated:

(RMB in thousands)	As of 31 December			As of 30 September 2009
	2006	2007	2008	2009
Non-current assets				
Property, plant and equipment	125,795	132,023	192,482	297,166
Land use rights	31,866	31,219	86,329	167,705
Intangible assets	21,817	19,142	16,467	60,319
Deposits made on acquisition of property, plant and equipment	—	—	—	16,461
Advance payments for acquisition of technical know-how . . .	—	—	—	27,000
Deposits made on acquisition of Nanjing Ruinian	—	—	230,000	—
Deferred tax assets	11,959	14,308	11,934	9,172
	<u>191,437</u>	<u>196,692</u>	<u>537,212</u>	<u>577,823</u>
Current assets				
Inventories	53,591	24,101	87,099	23,558
Trade and other receivables	83,516	320,742	288,405	383,056
Amount due from ultimate holding company	8	—	—	—
Amounts due from related companies	171,154	79,452	—	—
Amount due from a Director	1,065	—	—	—
Pledged bank deposits	289,183	50,801	983	246
Bank balances and cash	22,347	117,768	1,840	75,159
	<u>620,864</u>	<u>592,864</u>	<u>378,327</u>	<u>482,019</u>
Current liabilities				
Trade and other payables	46,985	103,429	77,926	79,070
Bills payable to related companies	249,080	107,580	—	—
Amount due to ultimate holding company	—	15,011	—	—
Amounts due to related companies	29,051	—	—	—
Amount due to a Director	—	439	47	156
Taxation	265	17,525	20,860	35,337
Other loans	15,000	—	—	—
Borrowings related to bills discounted with recourse	—	36,300	—	—
Current portion of long-term bank loans	70	21	—	—
Short-term bank loans	297,650	198,000	201,000	226,000
	<u>638,101</u>	<u>478,305</u>	<u>299,833</u>	<u>340,563</u>
Net current (liabilities) assets	<u>(17,237)</u>	<u>114,559</u>	<u>78,494</u>	<u>141,456</u>
Total assets less current liabilities	<u>174,200</u>	<u>311,251</u>	<u>615,706</u>	<u>719,279</u>
Non-current liabilities				
Deferred tax liabilities	—	—	1,910	3,778
Long-term bank loans	21	—	—	—
	<u>21</u>	<u>—</u>	<u>1,910</u>	<u>3,778</u>
Net assets	<u>174,179</u>	<u>311,251</u>	<u>613,796</u>	<u>715,501</u>
Capital and reserves				
Paid-in capital/share capital	15,508	12	13	13
Reserves	158,671	311,239	613,783	715,488
Total equity	<u>174,179</u>	<u>311,251</u>	<u>613,796</u>	<u>715,501</u>

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PROFIT ESTIMATE FOR THE TWELVE-MONTH PERIOD ENDED 31 DECEMBER 2009

Estimated combined profit attributable to owners of our Company⁽¹⁾ RMB200 million

Note:

(1) The bases on which the above profit estimate has been prepared are set out in Appendix IV to this prospectus.

OFFER STATISTICS

	<u>Based on an Offer Price of HK\$2.95</u>	<u>Based on an Offer Price of HK\$3.78</u>
Market capitalisation of our Shares ⁽¹⁾	HK\$2,950.0 million	HK\$3,780.0 million
Unaudited pro forma adjusted net tangible assets value per Share ⁽²⁾	HK\$1.41 (RMB1.24)	HK\$1.61 (RMB1.41)

Notes:

- (1) The calculation of market capitalisation is based on 1,000,000,000 Shares expected to be in issue following the completion of the Global Offering, assuming no exercise of the Over-allotment Option.
- (2) The unaudited pro forma adjusted net tangible assets value per Share is calculated after making the adjustments referred to in Appendix III “Unaudited Pro Forma Financial Information” to this prospectus and on the basis of 1,000,000,000 Shares expected to be in issue following the Global Offering. This calculation does not take into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option and the options under the Pre-IPO Share Option Scheme.

DIVIDEND POLICY

After completion of the Global Offering, we may distribute dividends by way of cash or by other means that our Directors consider appropriate. A decision to distribute any interim dividend or recommend any final dividend would require the approval of our Board of Directors and will be at their discretion. In addition, any final dividend for a financial year will be subject to Shareholders’ approval. Our Board of Directors will review our Company’s dividend policy from time to time in light of the following factors in determining whether dividends are to be declared and paid:

- financial results of our Company;
- shareholders’ interests;
- general business conditions, strategies and future expansion needs;
- our Company’s capital requirements;
- the payment by our subsidiaries of cash dividends to our Company;
- possible effects on liquidity and financial position of our Company; and
- other factors the Board of Directors may deem relevant.

Ruinian Industry declared and paid dividends of RMB138.6 million in respect of the year ended 31 December 2007. We did not declare or pay any dividends in other periods during the Track Record Period and currently do not expect to distribute dividends in respect of the year ended 31 December 2009. We currently expect that at least 30% of our profit after taxation for the year ending 31 December 2010 will be distributed as dividends, but the declaration of dividends will be subject to approval by our Board of Directors after considering the above factors and by our then Shareholders.

USE OF PROCEEDS

Assuming the Offer Price is fixed at HK\$3.365 per Share (being the mid-point of the indicative range of the Offer Price of HK\$2.95 to HK\$3.78 per Share), we estimate that our Company’s net

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proceeds of the Global Offering, after deducting underwriting fees and estimated expenses payable by our Company in connection with the Global Offering, will be approximately HK\$763.8 million (RMB672.3 million). We intend to use these net proceeds for the following purposes:

- approximately 45% of the net proceeds (approximately RMB302.6 million) for market expansion in the year 2010 and the first half of the year 2011, of which approximately 50% will be used for advertising and promoting our nutritional supplements and general health food products, approximately 6% will be used for promoting our pharmaceutical products, approximately 20% will be used for building our Ruinian brand, approximately 12% will be used for advertising and promoting our herbal tea, and approximately 12% will be used for recruiting sales and marketing employees;
- approximately 30% of the net proceeds (approximately RMB201.7 million) for capital expenditures, including approximately RMB60.5 million for improving existing production facilities and approximately RMB141.2 million for building new production lines;
- approximately 10% of the net proceeds (approximately RMB67.2 million) for potential acquisitions of products that complement our existing portfolio and that can utilise our existing distribution network. We do not, however, currently have any specific acquisition targets;
- approximately 5% of the net proceeds (approximately RMB33.6 million) for product development, of which 60% will be used for the further development of our nutritional supplements and general health food products and 40% will be used for research and development of our pharmaceutical products; and
- approximately 10% of the net proceeds (approximately RMB67.2 million) for additional working capital and other general corporate purposes.

The above allocation of the proceeds will be adjusted on a pro rata basis in the event that the Offer Price is fixed below or above the mid-point of the indicative price range or if the Over-allotment Option is exercised. If the Offer Price is set at the lowest end of the price range (HK\$2.95), the net proceeds will be approximately HK\$664.8 million. If the Offer Price is set at the highest end of the price range (HK\$3.78), the net proceeds will be approximately HK\$862.8 million.

To the extent that the net proceeds are not immediately applied to the above purposes and to the extent permitted by PRC law and regulations, we intend to deposit the net proceeds into short-term demand deposits and/or money market instruments.

Our PRC legal counsel, Grandall Legal Group (Shanghai), has advised that we are allowed to invest our net proceeds from the Global Offering in the form of shareholder loan or increased registered capital into Ruinian Industry and Nanjing Ruinian, our PRC subsidiaries, or through the establishment of a new subsidiary in the PRC, upon receiving approvals from the relevant regulatory authorities and completing the relevant registration procedures after we have received proceeds from the Global Offering.

PRE-IPO SHARE OPTION SCHEME

The Pre-IPO Share Option Scheme consists of two parts, namely (i) options granted by the Controlling Shareholder through Strong Ally Limited, incorporated in the BVI, and (ii) options granted by us prior to the Listing to selected employees and other individuals who have made contributions to

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our Group. The total number of underlying Shares which are the subject of the options granted under the Pre-IPO Share Option Scheme will not exceed 40,000,000 Shares, or 4% of our issued share capital as of the Listing Date (assuming that the Over-allotment Option and the options granted under the Pre-IPO Share Option Scheme are not exercised), or approximately 3.92% of our issued share capital as of the Listing Date (assuming the Over-allotment Option is not exercised) as enlarged by the issue of additional Shares upon exercise of all options granted under the Pre-IPO Share Option Scheme.

As of the Latest Practicable Date, options to subscribe for 20,000,000 Shares at the Offer Price had been granted by us, and options to purchase 20,000,000 Shares at the Offer Price had been granted by Strong Ally Limited, to 104 participants under the Pre-IPO Share Option Scheme, which are subject to certain conditions. See “Directors, Senior Management and Staff — Pre-IPO Share Option Scheme.” The options granted under the Pre-IPO Share Option Scheme are valid for three years following the Listing Date. One-third of the options granted may be exercised in the period between the expiry date of six months after the Listing Date and the expiry date of three years after the Listing Date; and 1/36 of the options granted may be exercised at the end of each calendar month beginning 12 months after the Listing Date until the expiry date of three years after the Listing Date in 24 tranches. No options will be granted under the Pre-IPO Share Option Scheme on or after the Listing Date. If all options granted by us under the Pre-IPO Share Option Scheme are exercised, an additional 20,000,000 Shares will be issued, representing approximately 1.96% of our issued share capital as of the Listing Date (assuming the Over-allotment Option is not exercised) as enlarged by the issue of additional Shares upon exercise of all options granted by us under the Pre-IPO Share Option Scheme. Assuming we have had the number of Shares expected to be in issue following the Global Offering (assuming the Over-allotment Option is not exercised), namely 1,000,000,000 Shares, as of 30 September 2009, our earnings per Share for the nine months ended 30 September 2009 would have been reduced from RMB17.6 cents to RMB13.2 cents, and then further down to RMB13.0 cents if all options granted under the Pre-IPO Share Option Scheme are also assumed to have been exercised in full as of 30 September 2009.

In relation to the Pre-IPO Share Option Scheme, we have also obtained a waiver from the Stock Exchange and a certificate of exemption from the SFC of strict compliance with certain provisions of the Listing Rules and the Companies Ordinance. See “Directors, Senior Management and Staff — Pre-IPO Share Option Scheme” and “Other Information — Pre-IPO Share Option Scheme” in Appendix VIII to this prospectus for details.

RISK FACTORS

Our operations, the industries in which we operate, doing business in the PRC and the Global Offering involve certain risks, a summary of which is set forth in the section headed “Risk Factors” in this prospectus. These risks can be classified as follows:

Risks Related to Our Business

Risks Related to Our General Business

- We rely on a limited number of amino acid-based nutritional supplements for the majority of our turnover, and any reduction in the demand for or availability of these products would have an adverse effect on our business.
- The recent global financial crisis and economic downturn had and may continue to have a material and adverse effect on our business, results of operations and financial condition.

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- We may not be able to continue to sell liquid amino acids manufactured exclusively for us by an Independent Third Party or to launch our self-produced liquid amino acids due to the unavailability of application procedures for food production licences following abolition of the requirements for food hygiene permits.
- We may not be able to successfully identify and acquire new products or businesses.
- Any failure to develop and introduce new products, and any failure to gain market acceptance of our new products, could have a negative effect on our business.
- Our collaborations with outside scientists, consultants and research companies may be subject to restrictions and changes.
- We have previously entered into trade financing transactions with related companies that were not in compliance with PRC laws.
- Our marketing activities are critical to the success of our products, and if we fail to grow our marketing capabilities, the market share, brand name and reputation of our products would be materially adversely affected.
- We recorded net current liabilities in the past and may not generate sufficient cash flows to finance our operations or satisfy our current liabilities.
- Our future liquidity needs are uncertain, and we may need to raise additional funds in the future.
- Our financing costs are affected by changes in interest rates.
- A significant amount of intangible assets is recorded on our statement of financial position. Future impairment of our intangible assets could have a material adverse impact on our financial condition and results of operations.
- We may not be able to obtain regulatory approvals and certificates for our nutritional supplement and pharmaceutical product candidates, and failure to obtain these approvals could materially harm our business.
- Our trademarks, patents and other non-patented intellectual property are valuable assets, and if we are unable to protect them from infringement, our business prospects may be harmed.
- Litigation to protect our intellectual property rights or defend against third-party allegations of infringement may be costly.
- We may be subject to damages resulting from claims that we or our employees have wrongfully used or disclosed alleged trade secrets of our employees' former employers.
- Counterfeit nutritional supplements and pharmaceuticals in the PRC could negatively impact our turnover, brand reputation, business and results of operations.
- We may not be able to manage our expansion of operations effectively.
- We may not be able to manage our employees, distributors, affiliates or sales agents effectively, and our reputation, business, prospects and brand may be materially and adversely affected by actions taken by and misconduct of such parties.
- We may incur losses resulting from product liability claims or product recalls.

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- We depend on certain third-party suppliers of packaging materials, raw materials and merchandise for resale.
- Our business depends substantially on the continuing efforts of our executive officers and other key personnel, and our business may be severely disrupted if we lose their services.
- We experience seasonality in our sales.
- Our entry into international markets may expose us to certain risks.
- If we fail to maintain effective internal controls, we may not be able to accurately report our financial results or prevent fraud, and our business, financial results and reputation could be materially and adversely affected.
- If we grant additional employee share options, restricted shares or other share-based compensation in the future, our profit could be adversely affected.
- Our existing Shareholders have substantial influence over our Company, and their interests may not be aligned with the interests of our other Shareholders.
- A significant natural or other disaster involving our manufacturing facility could harm or disrupt our operations.
- If our information technology system fails, our operations could suffer.

Risks Related to Our Distribution Network

- We depend on distributors for all of our turnover, and failure to maintain relationships with our distributors or otherwise expand our distribution network would materially and adversely affect our business.
- Our ability to accurately track the inventory levels of our distributors and retail outlets is limited, which may cause us to predict sales trends incorrectly.
- We do not control our distributors and retail outlets.

Risks Related to Our Pharmaceutical Business

- Nanjing Ruinian has not commenced large-scale production, and it may not achieve its expected results of operations.
- We will not be able to commercialise our pharmaceutical product candidates if our preclinical studies do not produce successful results or our clinical trials do not demonstrate safety and efficacy in humans.
- There is no assurance that our pharmaceutical products, pharmaceutical product candidates or new products that we develop or acquire will be or continue to be included in the Medical Insurance Catalogues.
- We may not be successful in competing with other manufacturers of pharmaceuticals in the tender processes for the selection of qualified medicines by provincial medical administrations or for the purchase of medicines by state-owned and state-controlled hospitals.
- All of our pharmaceutical products are branded generics that can be manufactured and sold by other pharmaceutical manufacturers in China once the relevant protection or monitoring periods, if any, elapse.

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- Our production of pharmaceuticals involves and may in the future involve the controlled use of potentially harmful materials as well as hazardous materials and chemicals.
- The retail prices of certain of our pharmaceutical products are and will be subject to price controls, including periodic downward adjustment, by PRC government authorities.

Risks Related to Our Industry

- Unfavourable publicity or consumer perception of our products and any similar products distributed by other companies could have a material adverse effect on our business.
- The nutritional supplement industry is heavily regulated.
- The pharmaceutical industry in China is highly regulated, and future government regulation may place additional burdens on our business.
- We face intense competition that may prevent us from maintaining or increasing market share for our existing products and gaining market acceptance for our future products. Our competitors may develop or commercialise products more rapidly or more successfully than us.
- We are subject to environmental regulations and may be exposed to liability and potential costs for environmental compliance.
- Rapid changes in the pharmaceutical industry may render our products obsolete.

Risks Related to Doing Business in the PRC

- Adverse changes in political and economic policies of the PRC government could have a material adverse effect on the overall economic growth of the PRC, which could reduce the demand for our products and materially and adversely affect our competitive position.
- Uncertainties with respect to the PRC legal system could have a material adverse effect on us.
- We rely on dividends and other distributions on equity paid by our operating subsidiaries for our cash needs, and any limitation on the ability of our operating subsidiaries to make payments to us could have a material adverse effect on our ability to conduct our business.
- PRC regulation of loans and direct investment by offshore holding companies to PRC entities may delay or prevent us from using the proceeds we receive from the Global Offering to make loans or additional capital contributions to our PRC operating subsidiaries and any affiliated entities, which could materially and adversely affect our liquidity and our ability to fund and expand our business.
- The discontinuation of the preferential tax treatment currently available to our PRC subsidiaries could materially and adversely affect our results of operations.
- We may be deemed a PRC resident enterprise under the EIT Law and be subject to PRC taxation on our worldwide income. Dividends payable by us to our foreign investors and gains on the sale of our Shares may also be subject to PRC withholding taxes, which may materially and adversely affect your investment in our Shares.
- Fluctuation in the value of the Renminbi may have a material adverse effect on your investment.

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- Restrictions on currency exchange may limit our ability to receive and use our turnover effectively.
- Any future outbreak of SARS, avian influenza, H1N1 influenza or similar adverse public health developments may severely disrupt our business and operations.

Risks Related to the Global Offering

- There has been no public market for our Shares prior to the Global Offering, and you may not be able to resell our Shares at or above the price you paid, or at all.
- The market price for our Shares may be volatile.
- Because the initial public offering price is substantially higher than our net tangible book value per Share, you will incur immediate and substantial dilution.
- We cannot assure you that we will declare dividends in the future.
- Substantial future sales or perceived sales of our Shares in the public market could cause the price of our Shares to decline.
- Prospective investors are cautioned not to place undue reliance on any forward-looking statements contained in this prospectus.
- The industry information from official government publications contained in this prospectus should not be unduly relied upon.
- Investors should read the entire prospectus carefully and should not consider any particular statements in this prospectus or in published media reports without carefully considering the risks and other information contained in this prospectus.