
DEFINITIONS

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

"Accountants' Report"	the Accountants' Reports included in Appendix I and Appendix II to this prospectus
"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 Offering of the Global Offering
"Articles" or "Articles of Association"	the articles of association of the Company adopted on 1 February 2010, a summary of which is included in Appendix VII to this prospectus
"BMI"	Business Monitor International, a private provider of data, analysis, ratings and forecasts on country risk and industry research and an Independent Third Party
"Board of Directors"	the board of Directors of the Company
"BVI"	British Virgin Islands
"CAGR"	compound annual growth rate
"CBRC"	the China Banking Regulatory Commission (中國銀行業監督管理委員會)
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"CCASS Clearing Participant"	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
"CCASS Custodian Participant"	a person admitted to participate in CCASS as a custodian participant
"CCASS Investor Participant"	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
"CCASS Participant"	a CCASS Clearing Participant, CCASS Custodian Participant or CCASS Investor Participant
"CCBI"	CCB International Asset Management Limited (建銀國際資產管理有限公司), a company incorporated in Hong Kong with limited liability and one of the

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Shareholders upon Listing, the entire issued share capital of which is beneficially owned by China Construction Bank Corporation

“CCBIC”

CCB International Capital Limited

“CCID”

CCID Consulting Co., Ltd., a Chinese consulting firm, and an Independent Third Party, the shares of which are listed on the Growth Enterprise Market of the Stock Exchange. Certain market information in this prospectus has been quoted from its study of the amino acid-based nutritional supplement market and the more general nutritional supplement market in China issued in October 2009

“CK Life Sciences”

CK Life Sciences Int’l., (Holdings) Inc. (長江生命科技集團有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange, and the beneficial owner of the entire issued share capital of Turrence

“Companies Law”

the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (as amended from time to time)

“Company”

Ruinian International Limited (瑞年國際有限公司), an exempted company incorporated in the Cayman Islands on 30 August 2006 with limited liability

“Companies Ordinance”

the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (as amended from time to time)

“CONSOB”

Commissione Nazionale per la Societa (the Italian Securities Exchange Commission)

“Controlling Shareholder(s)”

has the meaning ascribed to it under the Listing Rules, and in the context of the Company means Furui, Strong Ally Limited and Mr. WANG Fucui

“Court”

the Grand Court of the Cayman Islands

“CSRC”

the PRC Securities Regulatory Commission (中國證券監督管理委員會)

“Data Privacy Ordinance”

the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (as amended from time to time)

“Director(s)”

directors of our Company or any one of them

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“Dispute”	the dispute among Mr. WANG Fucai, Furui, Raffles and Lehman Brothers referred in the section headed “History and Reorganisation—Dispute among Mr. WANG Fucai, Furui, Raffles and Lehman Brothers” in this prospectus
“EIT Law” or “Enterprise Income Tax Law”	the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法) enacted by the PRC National People’s Congress on 16 March 2007
“Employment Law”	the Employment Promotion Law of the PRC (中華人民共和國就業促進法)
“Euromonitor International”	Euromonitor International Plc., a private independent provider of business intelligence on industries, countries and consumers
“FSMA”	the United Kingdom Financial Services and Markets Act 2000
“Furui”	Furui Investments Limited (福瑞投資有限公司), a company incorporated in the BVI with limited liability on 11 August 2006, the entire issued share capital of which is owned by Mr. WANG Fucai, one of our Controlling Shareholders
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Offering
“green application form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider designated by the Company
“Group,” “We,” or “Us”	the Company and its subsidiaries or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, the present subsidiaries or the business currently operated by such subsidiaries, as the case may be
“HK\$” or “Hong Kong dollar(s)”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards
“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

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“Hong Kong”, “HK” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Public Offering”	our initial offer of Hong Kong Public Offering Shares for subscription by the public in Hong Kong for cash (subject to adjustment as described in the section headed “Structure of the Global Offering — The Hong Kong Public Offering” in this prospectus) at the Offer Price (plus brokerage fee of 1.0% of the Offer Price, Stock Exchange trading fee of 0.005% of the Offer Price and SFC transaction levy of 0.004% of the Offer Price), on the terms and subject to the conditions described in this prospectus and the Application Forms
“Hong Kong Public Offering Shares”	30,000,000 Shares being initially offered by the Company for subscription by the public in Hong Kong for cash (subject to adjustment as described in the section headed “Structure of the Global Offering — The Hong Kong Public Offering” in this prospectus) at the Offer Price (plus brokerage fee of 1.0% of the Offer Price, Stock Exchange trading fee of 0.005% of the Offer Price and SFC transaction levy of 0.004% of the Offer Price)
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 5 February 2010, relating to the Hong Kong Public Offering and entered into by, among others, the Sole Global Coordinator, the Hong Kong Underwriters and us, as further described in the section headed “Underwriting — Underwriting Arrangements and Expenses” in this prospectus
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited
“Hubei Kaidi”	Hubei Kaidi Pharmaceutical Co., Ltd. (湖北凱迪藥業有限公司), a company incorporated in the PRC and a related party of the Group
“Independent Third Party(ies)”	a person (persons) who, as far as the Directors are aware after having made all reasonable inquiries, is (are) not a connected person (connected persons) of the Company within the meaning of the Listing Rules

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“International Offering”	the conditional placing by the International Underwriters of the International Offering Shares with institutional and professional investors, for cash at the Offer Price (plus brokerage fee of 1.0% of the Offer Price, Stock Exchange trading fee of 0.005% of the Offer Price and SFC transaction levy of 0.004% of the Offer Price), as further described in the section headed “Structure of the Global Offering — The International Offering” in this prospectus
“International Offering Shares”	270,000,000 Shares, comprising 220,000,000 new Shares and 50,000,000 Sale Shares, being initially offered by the Company and the Selling Shareholders respectively for subscription or purchase at the Offer Price (plus brokerage fee of 1.0% of the Offer Price, Stock Exchange trading fee of 0.005% of the Offer Price and SFC transaction levy of 0.004% of the Offer Price) pursuant to the International Offering together, where relevant, with any additional Shares issued pursuant to the exercise of the Over-allotment Option, the number of which is further subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the underwriters of the International Offering, who are expected to enter into the International Underwriting Agreement
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering, to be entered into on or about 12 February 2010 by, among others, the Sole Global Coordinator, the International Underwriters, the Selling Shareholders and us, as further described in the section headed “Underwriting — The International Offering” in this prospectus
“Jet Bright”	Jet Bright International Holdings Limited (捷輝國際集團有限公司), a company incorporated in Hong Kong with limited liability on 8 August 2006, the entire issued share capital of which is owned by Tongrui, a subsidiary of the Company
“Jierui”	Jierui Holdings Limited (捷瑞控股有限公司), a company incorporated in the BVI with limited liability on 11 August 2006, the entire issued share capital of which is owned by Tongrui, a subsidiary of the Company
“Joint Lead Managers”	HSBC and CCBIC

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“Labour Contract Law”	the Labour Contract Law of the PRC (中華人民共和國勞動合同法)
“Labour Law”	the Labour Law of the PRC (中華人民共和國勞動法)
“Latest Practicable Date”	3 February 2010, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information in this prospectus
“Lehman Brothers”	Lehman Brothers Commercial Corporation Asia Limited (in liquidation) (雷曼兄弟亞洲投資有限公司(清盤中)), a company incorporated in Hong Kong with limited liability which is currently in liquidation, and the issued share capital of which is beneficially owned by Lehman Brothers Holdings Inc.
“Lingrui”	Lingrui Investments Limited (靈瑞投資有限公司), a company incorporated in the BVI with limited liability on 11 August 2006 and one of the Shareholders upon Listing, the entire issued share capital of which is owned by various members of the senior management of our Group, including Mr. YU Yan (as to approximately 22.86%), Mr. LI Lin (as to approximately 22.86%), Mr. YI Lin (as to approximately 15.48%), Mr. ZHANG Yan (as to approximately 12.86%), Mr. SHEN Zhong Wei (as to approximately 11.42%), Mr. ZHANG Yu Hai (as to approximately 7.62%) and Mr. TIAN Xin Hua (as to approximately 6.90%)
“Listing”	Listing of the shares on the Main Board of the Stock Exchange
“Listing Committee”	Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about 19 February 2010, on which our Shares will be first listed and from which dealings therein will be permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Macau”	the Macau Special Administrative Region of the PRC
“Medical Insurance Catalogues”	the Pharmaceutical Catalogues for National Basic Medical Insurance, Employment Injury Insurance and Maternity Insurance (國家基本醫療保險、工傷保險和生育

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保險藥品目錄), promulgated by the Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部), listing various medicines for which all or part of the costs are paid by the national basic medical insurance fund

“Memorandum” or “Memorandum of Association”

the memorandum of association of the Company

“Ministry of Health”

the Ministry of Health of the PRC (中華人民共和國衛生部)

“Nanjing Ruinian”

Nanjing Ruinian Best Pharmaceutical Co., Ltd. (南京瑞年百思特製藥有限公司), a company established in the PRC with limited liability on 5 January 2004, 75% of whose equity interests are owned by Ruinian Industry and 25% by Jet Bright

“Offer Price”

the final Hong Kong dollar price per Offer Share (exclusive of brokerage fee, Stock Exchange trading fee and SFC transaction levy) at which the Hong Kong Public Offering Shares are to be subscribed pursuant to the Hong Kong Public Offering and the International Offering Shares are to be offered pursuant to the International Offering, to be determined as described in the section headed “Structure of the Global Offering — Determining the Offer Price” in this prospectus

“Offer Share(s)”

the Hong Kong Public Offering Shares and the International Offering Shares

“Over-allotment Option”

the option granted by the Company to the International Underwriters, exercisable by the Sole Global Coordinator on behalf of the International Underwriters at any time from the date of the International Underwriting Agreement until 30 days from the last day for the lodging of applications under the Hong Kong Public Offering (being 13 March 2010), to require the Company to issue up to an aggregate of 45,000,000 new Shares, at the Offer Price, solely to cover over-allocations in the International Offering, if any, details of which are described in the section headed “Structure of the Global Offering — The Global Offering” in this prospectus

“PBOC”

The People’s Bank of China (中國人民銀行)

“PBOC Announcement”

the Announcement of the PBOC on Inclusion of Foreign-Invested Enterprises into the Administration System of Settlement and Sale of Foreign Exchange through Banks (中國人民銀行關於對外商投資企業實行銀行結售滙的公告)

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“PBOC Notice”	the Announcement of the PBOC Concerning Further Reform of the Foreign Currency Control System (中國人民銀行關於進一步改革外匯管理體制的公告)
“PBOC Provisional Regulations”	the Provisional Regulations on the Administration of Settlement, Sale and Payment of Foreign Exchange (結匯、售匯及付匯管理暫行規定)
“PRC,” “China” or “mainland China”	the People’s Republic of China excluding, for the purpose of this prospectus only, Hong Kong, Macau and Taiwan, unless the context otherwise requires
“Pre-IPO Share Option Scheme”	the share option scheme adopted by Strong Ally Limited on 29 January 2010 and the share option scheme adopted by our Company by way of written resolution of our sole Shareholder dated 29 January 2010, the principal terms of which are summarised in the section headed “Other Information — Pre-IPO Share Option Scheme” in Appendix VIII to this prospectus
“Price Determination Date”	the date on which the Offer Price is fixed for the purpose of the Global Offering, expected to be on or about 12 February 2010, and in any event being no later than 18 February 2010
“Qianjin”	Jiangsu Ruinian Qianjin Pharmaceutical Co., Ltd. (江蘇瑞年前進製藥有限公司), a company incorporated in the PRC and controlled by Mr. WANG Fucai, one of our Controlling Shareholders
“QIPO”	an initial public offering of our Shares and a public listing of our Shares on the Stock Exchange or such other international stock exchange as may be acceptable to Templeton, Tetrad, CCBI, Turrence, Raffles and Furui, as managed by an internationally reputable issue manager, and achieving a public float reasonably acceptable to Templeton, Tetrad, CCBI, Turrence, Raffles and Furui, and a market capitalisation of at least US\$400 million (equivalent to approximately HK\$3.11 billion) or such lower amount agreed in writing), provided that each of Templeton, Tetrad, CCBI and Turrence and Raffles shall be entitled to hold such Shares at the time of such listing of our Shares
“Qualified Institutional Buyers” or “QIBs”	qualified institutional buyers within the meaning of Rule 144A

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“Raffles”	Raffles International Investment Limited, a company incorporated in BVI with limited liability and one of the Shareholders upon Listing, the issued share capital of which is owned by various institutional investors, including Raffles Partners (as to approximately 35.23%) and Win Direct (as to approximately 36.36%)
“Raffles Partners”	Raffles Partners Asset Management (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability and an Independent Third Party, the issued share capital of which is owned by Mr. TANG Tsz Kit. It owns approximately 35.23% of the issued share capital of Raffles
“Regulations of the PRC on Foreign Exchange Administration”	Regulations of the People’s Republic of China on Foreign Exchange Administration (中華人民共和國外匯管理條例)
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the transactions contemplated in the Reorganisation Agreement in preparation for the Listing of our Group and the Global Offering
“Reorganisation Agreement”	the agreement dated 1 February 2010 between our Company, the then shareholders of Tongrui and Tongrui relating to, among other things, the purchase of the entire issued share capital of Tongrui by our Company
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“RPI”	RPI (UK) Ltd., a company incorporated in Samoa with limited liability, the issued share capital of which is owned by TSE Ling Ling as to 40%, CHEUNG Kang Tong Bruce as to approximately 33.3% and Best Score Holdings Limited as to approximately 26.7%
“Ruinian Group”	Ruinian Group Company Limited (瑞年集團有限公司), a domestic company established in the PRC with limited liability on 13 December 2002, whose total equity interests are held by Mr. WANG Fucai, one of our Controlling Shareholders. It is also a former shareholder of Ruinian Industry
“Ruinian Hong Kong”	Hong Kong Ruinian International Holding Limited (香港瑞年國際集團有限公司), a company incorporated in Hong Kong with limited liability on 11 August 2000 which is wholly owned by Mr. WANG Fucai, one of our Controlling Shareholders. It is also a former shareholder of Ruinian Industry

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“Ruinian Industry”	Wuxi Ruinian Industry & Commerce Co., Ltd. (無錫瑞年實業有限公司), a wholly foreign-owned enterprise established in the PRC with limited liability on 2 December 1997, the entire equity interest of which is owned by Jet Bright, which is a member of the Group. Ruinian Industry is the principal operating subsidiary of the Group
“Ruinian Sales”	Wuxi Ruinian Sales Company Limited (無錫瑞年營銷有限公司), a domestic company established in the PRC with limited liability which was originally a subsidiary of Ruinian Group before its dissolution
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the PRC State Administration of Foreign Exchange (中華人民共和國國家外匯管理局)
“Sale Shares”	the 50,000,000 existing Shares held by the Selling Shareholders to be sold under the International Offering
“SARS”	severe acute respiratory syndrome
“Selling Shareholders”	Furui, Turrence, Tetrad and Raffles, the sellers of the Sale Shares, who will sell 10,000,000, 17,224,229, 12,670,872 and 10,104,899 Shares under the International Offering, respectively
“Settlement Regulations”	the Regulations on Administration of Settlement, Sale and Payment of Foreign Exchange (結匯、售匯及付匯管理規定) of the PRC
“SFA”	the Securities and Futures Act (Cap 289) of Singapore
“SFC”	the Securities and Futures Commission of Hong Kong
“SFDA”	the PRC State Food and Drug Administration (中華人民共和國國家食品藥品監督管理局)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
“Share(s)”	ordinary shares in our Company with a par value of HK\$0.01 each
“Shareholder(s)”	holder(s) of Share(s) of the Company from time to time

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“Share Option Scheme”	the share option scheme conditionally adopted by the sole Shareholder by way of written resolutions dated 1 February 2010, the principal terms of which are summarised in the section headed “Other Information — Share Option Scheme” in Appendix VIII to this prospectus
“Sharp Gain”	Sharp Gain International Limited, a company incorporated in the British Virgin Islands with limited liability, the issued share capital of which is owned by CHEONG Jose Vai Chi and CHEUNG Po Lam, each as to 50%
“SHKF”	Sun Hung Kai Structured Finance Limited, a company incorporated in Hong Kong and an Independent Third Party
“Sole Global Coordinator”	HSBC, the global coordinator for the Global Offering
“Sponsor” or “Sole Sponsor”	HSBC
“SPV”	special purpose vehicle
“Stabilising Manager”	HSBC
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Repurchases (as amended from time to time)
“Templeton”	Templeton Strategic Emerging Markets Fund III, LDC, a private equity investment fund domiciled in the Cayman Islands which is managed by Templeton Asset Management Limited, one of the Shareholders upon Listing
“Tetrad”	Tetrad Ventures Pte. Ltd., a company incorporated in Singapore with limited liability and one of the Shareholders upon Listing, the entire issued share capital of which is owned by Government of Singapore Investment Corporation (Ventures) Pte. Ltd.
“Tongrui”	Tongrui Holdings Limited (同瑞控股有限公司), a company incorporated in BVI with limited liability on 11 August 2006, the entire issued share capital of which is owned by the Company. It is a member of our Group
“Track Record Period”	the period commenced 1 January 2006 and ended 30 September 2009

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“Turrence”	Turrence Limited, a company incorporated in BVI with limited liability and one of the Shareholders upon Listing, the entire issued share capital of which is beneficially owned by CK Life Sciences
“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 within the meaning of Regulation S
“U.S. Exchange Act”	the United States Securities Exchange Act of 1934, as amended
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the U.S.
“VAT”	value-added tax
“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 of White Form eIPO at www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Win Direct”	Win Direct Investments Limited, a company incorporated in the BVI with limited liability and an Independent Third Party. It owns approximately 36.36% of the issued share capital of Raffles
“Win Success”	Win Success Hong Kong Development Limited (永成香港發展有限公司), a company incorporated in Hong Kong on 20 November 2007 with limited liability, the entire issued share capital of which is owned by Jierui. It is a member of our Group
“Wuxi Jinyuan”	Wuxi Jinyuan Property Investment and Development Company Limited (無錫市金源產業投資發展有限公司), a company established in the PRC, the issued share capital of which is owned by Wuxi Binhu District Supply and Marketing Cooperative General Agency (無錫市濱湖區供銷合作總社) as to 20% and Wuxi Binhu District Economic Development Corporation Commission (無錫市濱湖區經濟發展總公司管理委員會) as to 80%, both of which are Independent Third Parties and state-owned entities

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“Yangtze River Delta region”

Shanghai Municipality, Jiangsu Province and Zhejiang Province

In this prospectus, the terms “associate,” “connected person,” “connected transaction,” “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

All times refer to Hong Kong time.

Unless otherwise specified, amounts denominated in RMB and US\$ have been converted into Hong Kong dollars and vice versa in this prospectus for the purpose of illustration only at the rates set out below:

HK\$1.1360 : RMB1.00

HK\$7.7670 : US\$1.00

No representation is made that any amounts in RMB, US\$ or HK\$ can be or could have been converted at the relevant dates at the above rates or any other rates or at all.

If there is any inconsistency between the Chinese name of the PRC laws and regulations or the PRC entities mentioned in this prospectus and their English translation, the Chinese version shall prevail. Translated English names of Chinese natural persons, legal persons, governmental authorities, institutions or other entities for which no official English translation exist are unofficial translations for reference only.

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 arithmetic aggregations of the figures preceding them.