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## DEFINITIONS

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*In this prospectus, unless the context requires otherwise, the following terms shall have the meanings set forth below:—*

“Application Form(s)”	<b>WHITE, YELLOW</b> and <b>GREEN</b> application form(s), or where the context so requires, any of them, used in the Hong Kong Public Offer
“Application Lists”	the application lists of the Hong Kong Public Offer
“Articles”	the articles of association of our Company, adopted on 24 February 2010, a summary of which is set forth in Appendix V to this prospectus
“associates”	has the meaning ascribed to it under the Listing Rules
“authorised distributor(s)”	Independent Third Parties authorised by us to operate the authorised retail stores or manage the authorised retail stores (operated by other Independent Third Parties) within a designated region in China under our distribution arrangements adopted since the beginning of 2009
“authorised retail stores”	the retail stores or outlets operated by our authorised distributors or Independent Third Parties under the supervision of our authorised distributors selling the <i>Flyke</i> products on an exclusive basis pursuant to the terms of the Exclusive Distribution Agreements or for the authorised retail stores operated by Independent Third Parties, the relevant agreements entered into between our authorised distributors and the relevant Independent Third Parties
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Campus Retail Stores”	the retail stores operated in the campus of certain universities and tertiary institutions in China in which Saier has the rights to sell a wide range of the <i>Flyke</i> products
“Capitalisation Issue”	the issue of 599,000,000 Shares to be made upon capitalisation of part of the share premium account of our Company upon completion of the Global Offering referred to in the paragraphs under “Further Information About our Company — 4. Written resolutions of our sole Shareholder” in Appendix VI to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

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“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China Everbright” or “Sponsor”	China Everbright Capital Limited, a licensed corporation under the SFO to engage in type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities
“CSRC”	中國證券監督管理委員會 (China Securities Regulatory Commission), a regulatory body responsible for the supervision and regulation of the national securities markets in China and certain matters relating to the proposed offshore listing of enterprises with business in China or owned by PRC nationals
“chief executive”	the chief executive (as defined in the SFO) of our Company
“Companies Law”	the Companies Law (2007 Revision) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Flyke International Holdings Ltd. (飛克國際控股有限公司), a company incorporated in the Cayman Islands with limited liability on 21 April 2008
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the case of our Company, means Mr. LIN, Mr. LIN Wenzu, Mr. LIN Mingxu and Super Creation

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“China Everbright Securities” or “Sole Global Coordinator” or “Sole Bookrunner” or “Sole Lead Manager”	China Everbright Securities (HK) Limited, a licensed corporation under the SFO to engage in type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities
“Deed of Indemnity”	the deed of indemnity dated 15 March 2010 and entered into between our Controlling Shareholders and our Company with further information set forth in the paragraphs under “Other Information — 1. Deed of Indemnity” in Appendix VI to this prospectus
“Director(s)”	the directors of our Company
“EIU”	Economist Intelligence Unit, an Independent Third Party and a global provider of economic information and country-based or industry-based information
“Euromonitor”	Euromonitor International Plc., an Independent Third Party and a company specialised in the provision of international market intelligence including consumer products, services and lifestyles
“Euromonitor Report”	the report published by Euromonitor in October 2009 and commissioned by us on the sports shoes, sportswear and sports accessories industry in China
“Exclusive Distribution Agreement(s)”	the exclusive distribution agreement entered into between Flyke (China) and each of our authorised distributors for the sales of the <i>Flyke</i> products and the operation and management of the authorised retail stores in designated regions in China
“Export Services Company”	廈門佳事通貿易有限公司 (Xiamen Jadestone Trading Co., Ltd.), an Independent Third Party and a company established in China in July 1999 for conducting the export agency business in China with the relevant import and export licence and approval
“Export ODM Business”	our export business of sports shoes which are designed, produced and sold by us to overseas customers
“Flyke Acquisition Agreement”	the equity interest acquisition agreement dated 28 July 2009 and entered into between Mr. LIN and Flyke (Hong Kong) for the transfer of all equity interests in Flyke (China) from Mr. LIN to Flyke (Hong Kong) in consideration of Flyke (Hong Kong) issuing and allotting 9,999 new shares to Mr. LIN, who held such shares on trust for Win Eagle

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“Flyke (China)”	福建省飛克體育用品有限公司 (Feike Sports Products Co., Ltd. Fujian*), a wholly-foreign owned enterprise established in China on 6 July 2004 and one of our wholly-owned subsidiaries
“Flyke (Hong Kong)”	Flyke Hong Kong Holdings Limited (飛克香港控股有限公司), a company incorporated in Hong Kong on 16 April 2008 and one of our wholly-owned subsidiaries
“Global Offering”	the Hong Kong Public Offer and the International Placing
“GREEN Application Form”	the Application Form to be completed by <b>HK eIPO White Form</b> Service Provider designated by our Company
“Group”, “we” or “us”	our Company and our subsidiaries at the relevant time, or where the context refers to any time prior to our Company becoming the holding company of our existing subsidiaries, our existing subsidiaries and the businesses carried on by such subsidiaries or (as the case may be) our predecessors, and “our” shall be construed accordingly
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKAS(s)”	Hong Kong Accounting Standards
“HK eIPO White Form”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website at <a href="http://www.eipo.com.hk">http://www.eipo.com.hk</a>
“HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by our Company, as specified on the designated website <a href="http://www.eipo.com.hk">http://www.eipo.com.hk</a>
“HKFRSs”	Hong Kong Financial Reporting Standards (including HKASs and the relevant interpretations) issued by HKICPA
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong” or “HK”	The Hong Kong Special Administrative Region of the People’s Republic of China

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“Hong Kong Offer Shares”	the 20,000,000 new Shares being initially offered by our Company for subscription under the Hong Kong Public Offer, subject to reallocation set forth in the section headed “Structure of the Global Offering — IV. The Hong Kong Public Offer” in this prospectus
“Hong Kong Public Offer”	the conditional offer of our Hong Kong Offer Shares to members of the public in Hong Kong for subscription, subject to reallocation set forth in the section headed “Structure of the Global Offering — IV. The Hong Kong Public Offer” in this prospectus, for cash at the Offer Price and on the terms and conditions set forth in this prospectus and the Application Forms
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offer listed in the section headed “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the conditional underwriting agreement dated 15 March 2010 relating to the Hong Kong Public Offer and entered into between, amongst others, our Company, our Controlling Shareholders, our executive Directors, the Sole Global Coordinator, the Sponsor and the Hong Kong Underwriters, as described in the section headed “Underwriting — Underwriting arrangements and expenses” in this prospectus
“Independent Third Parties”	persons or companies which are independent of and not connected with any Directors, chief executives of our Company, our Controlling Shareholders, our Substantial Shareholders and the directors and shareholders of any other member of our Group and our respective associates, and “Independent Third Party” means any of them
“International Placing”	the conditional placing of our International Placing Shares to professional, institutional and/or other investors set forth in the section headed “Structure of the Global Offering — V. The International Placing” in this prospectus
“International Placing Shares”	the 180,000,000 new Shares being initially offered by our Company for subscription under the International Placing, subject to the Over-allotment Option and the reallocation set forth in the section headed “Structure of the Global Offering — V. The International Placing” in this prospectus
“International Underwriters”	the underwriters of the International Placing as listed in the section headed “Underwriting — International Underwriters” in this prospectus

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“International Underwriting Agreement”	the conditional underwriting agreement relating to the International Placing expected to be entered into on or about the Price Determination Date, between, amongst others, our Company, our Controlling Shareholders, our executive Directors, the Sole Global Coordinator, the Sponsor and the International Underwriters, as described in the section headed “Underwriting — International Placing” in this prospectus
“Issuing Mandate”	the general unconditional mandate granted to our Directors by our sole Shareholder in relation to the issue of our new Shares, further information on which is set forth in the section headed “Further Information About our Company — 4. Written resolutions of our sole Shareholder” in Appendix VI to this prospectus
“Latest Practicable Date”	9 March 2010, being the latest practicable date for the inclusion of information in this prospectus prior to the printing of this prospectus
“Listing”	listing of our Shares on the Main Board
“Listing Date”	the date on which dealings of our Shares on the Main Board first commence, which is currently expected to be on 29 March 2010
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time
“M&A Rules”	關於外國投資者併購境內企業的規定 (The Rules on Merger with and Acquisition of Domestic Enterprises by Foreign Investors)
“Main Board”	the stock exchange (excluding the option markets) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Ministry of Commerce” or “MOC”	中華人民共和國商務部 (The Ministry of Commerce of the PRC)
“Mr. LIN”	Mr. LIN Wenjian (林文建), one of our Controlling Shareholders and our Chairman and an executive Director
“Mr. LIN Mingxu”	Mr. LIN Mingxu (林明旭), one of our Controlling Shareholders, an executive Director and a younger brother of Mr. LIN

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“Mr. LIN Wenzu”	Mr. LIN Wenzu (林文足), one of our Controlling Shareholders, an executive Director and a younger brother of Mr. LIN
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%) at which our Offer Shares are to be subscribed pursuant to the Global Offering and to be determined as further described in the paragraphs under “Structure of the Global Offering — II. Pricing and allocation” in this prospectus
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares together, where relevant, with any additional Shares issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option proposed to be granted by our Company to the Sole Global Coordinator (for itself and on behalf of the International Underwriters, exercisable by the Sole Global Coordinator), pursuant to the International Underwriting Agreement, to be exercisable at any time from the Listing Date until 30 days from the last day for the lodging of Application Forms under the Hong Kong Public Offer, to require our Company to allot and issue up to an aggregate of 30,000,000 additional Offer Shares representing 15.0% of the initial number of our Offer Shares, at the Offer Price, to cover, among other things, over-allocations in the International Placing, if any, and/or the obligations of the Sole Global Coordinator to return securities borrowed under the Stock Borrowing Agreement
“PBOC”	中國人民銀行 (The People’s Bank of China), the central bank of China
“PRC” or “China”	中華人民共和國 (The People’s Republic of China). Except where the context requires otherwise, geographical references in this prospectus to the PRC or China exclude Hong Kong, The Macau Special Administrative Region of the PRC and Taiwan
“PRC Government” or “State”	the central government of China including all government subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them
“PRC Legal Advisers”	Shu Jin Law Firm, the legal advisers to our Company as to PRC law



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“Price Determination Date”	the date, expected to be on Saturday, 20 March 2010 but no later than Sunday, 21 March 2010, on which the Offer Price is fixed for the purposes of the Global Offering
“Quanzhou Xingwei”	泉州興威鞋業有限公司 (Quanzhou Xingwei Shoes Company Limited*), a limited liability company established in China on 17 March 2003 and wholly-owned by Mr. LIN
“Reorganisation”	the corporate reorganisation of our Group in preparation for the Listing, further information on which is set forth in the section headed “Reorganisation” in this prospectus
“RMB” or “Renminbi”	Renminbi, the lawful currency of China
“Repurchase Mandate”	the general unconditional mandate granted to our Directors by our sole Shareholder in relation to the repurchase of our Shares, further information on which is set forth in the section headed “Further Information About our Company — 4. Written resolutions of our sole Shareholder” in Appendix VI to this prospectus
“SAFE”	中華人民共和國國家外匯管理局 (The State Administration of Foreign Exchange of the PRC), the PRC governmental agency responsible for matters relating to foreign exchange administration
“SAFE Circular No. 75”	國家外匯管理局關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知 (The SAFE’s Notice on Relevant Issues Concerning Foreign Exchange Administration for PRC Residents to Engage in Financing and Inbound Investment through Overseas Special Purpose Vehicles)
“Saier”	賽爾新概念網絡有限公司 (Saier New Concept Network Company Limited*), a company established in China and an Independent Third Party
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary shares in our Company with a nominal value of HK\$0.10 each
“Shareholder(s)”	holder(s) of our Share(s)



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“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 24 February 2010, a summary of its principal terms is set forth in the section headed “Share Option Scheme” in Appendix VI to this prospectus
“sq. m.”	square metre(s)
“State-owned Construction Land Use Rights Transfer Agreement”	the agreement in Chinese named “國有建設用地使用權出讓合同” and entered into between Xinwei (China) and 中華人民共和國福建省晉江市國土資源局 (Land Resources Bureau of Jinjiang, Fujian Province, China*) in January 2010 regarding the transfer of the land use rights of a parcel of land in Yangdai, Chendai Town, Fujian Province, China for a land premium of approximately RMB0.66 million
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between Super Creation and the Sole Global Coordinator on the Price Determination Date pursuant to which the Sole Global Coordinator may borrow up to 30,000,000 Shares from Super Creation for the purpose of covering over-allocation in the International Placing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under section 2 of the Companies Ordinance
“Substantial Shareholder”	has the meaning ascribed to it under the Listing Rules
“Super Creation”	Super Creation International Limited, a company incorporated in the BVI on 8 February 2008 with its issued share capital wholly-owned by Mr. LIN and one of our Controlling Shareholders
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the SFC as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the period comprising the three years ended 31 December 2008 and the nine months ended 30 September 2009
“Trademark Assignment Agreement”	the agreement dated 26 January 2010 and entered into between our Company and Xinwei Development Enterprise regarding the assignment of a trademark for a nominal consideration of HK\$1.0

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“Trust Scheme”	the trust scheme established by Super Creation pursuant to which an aggregate of 120,000,000 Shares, representing approximately 15.0% of Shares in issue immediately following completion of the Capitalisation Issue and the Global Offering, shall be transferred or issued and allotted to the Trustee, further information on which is set forth in the paragraphs under “Further Information About our Directors and our Substantial Shareholders — 5. Trust Scheme” in Appendix VI to this prospectus
“Trustee”	Equity Trust (HK) Limited, an Independent Third Party and the trustee of the Trust Scheme
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “U.S.”	the United States of America
“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“Win Eagle”	Win Eagle International Holdings Limited, a company incorporated in the BVI on 14 March 2008 and one of our wholly-owned subsidiaries
“Xinwei Acquisition Agreement”	the equity interest acquisition agreement dated 28 July 2009 and entered into between Mr. LIN and Xinwei (Hong Kong) for the transfer of all equity interests in Xinwei (China) from Mr. LIN to Xinwei (Hong Kong) in consideration of Xinwei (Hong Kong) issuing and allotting 9,999 new shares to Mr. LIN, who held such shares on trust for Win Eagle
“Xinwei Enterprise Development”	Xinwei Enterprise Development (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability and wholly-owned by Messrs. LIN Wenjian and LIN Mingxu, both being our executive Directors
“Xinwei (China)”	鑫威(福建)輕工有限公司 (Xinwei (Fujian) Light Industry Co., Ltd.*), a wholly-foreign owned enterprise established in China on 17 December 1998 and one of our wholly-owned subsidiaries
“Xinwei (Hong Kong)”	Xinwei Hong Kong Investment Limited (鑫威香港投資有限公司), a company incorporated in Hong Kong on 16 April 2008 and one of our wholly-owned subsidiaries

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“Yangdai Villagers’ Committee”	晉江市陳埭鎮洋埭村民委員會 (the Villagers’ Committee of Yangdai, Chendai Town, Jinjiang City*)
“%”	per cent.

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

*Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.*

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

*In this prospectus,*

- *“first-tier city” refers to any of the national municipalities, including Shanghai, Beijing, Chongqing, Tianjin, etc., and the more economically advanced provincial capitals along the southeastern coast, including Nanjing, Hangzhou, etc.;*
- *“second-tier city” refers to any of the prefecture-level administrative unit cities in the PRC, including Zhangzhou, Quanzhou, Sanming, etc.; and*
- *“third-tier city” refers to any of the county-level administrative unit cities in the PRC, including Jinjiang, Nanan, Yongan, etc.*