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## DEFINITIONS

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In this prospectus, unless the context otherwise requires, the following words and expressions have the following meanings.

“Accountants’ Report”	the accountants’ report set out in Appendix I of this prospectus
“affiliate(s)”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with a specified person
“Application Form(s)”	<b>WHITE</b> application form(s), <b>YELLOW</b> application form(s) and <b>GREEN</b> applications form(s) or where the context so requires, any of them
“AQSIQ”	the PRC General Administration of Quality Supervision, Inspection and Quarantine (中華人民共和國質量監督檢驗檢疫總局)
“Articles” or “Articles of Association”	the articles of association of our Company, conditionally adopted on September 8, 2010 and as amended from time to time
“associate”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Beijing Dongzhimen Hospital”	The Dongzhimen Hospital affiliated to Beijing University of Chinese Medicine (北京中医药大学东直门医院) in Beijing, PRC, an independent third party
“Beijing Outsell”	Beijing Outsell Health Product Development Co., Ltd. (北京澳特舒爾保健品開發有限公司), a company incorporated under the laws of the PRC with limited liability and a wholly owned indirect subsidiary of our Company
“Beijing Ruipule”	Beijing Ruipule Commerce and Trade Co., Ltd. (北京瑞普樂商貿有限公司), a company incorporated under the laws of the PRC with limited liability and controlled by Mr. Zhao Yihong prior to its deregistration on December 12, 2007
“Besunyen Food and Beverage”	Beijing Besunyen Food and Beverage Co., Ltd. (北京碧生源食品飲料有限公司), a company incorporated under the laws of the PRC with limited liability and a wholly owned indirect subsidiary of our Company
“Besunyen HK”	Besunyen (Hong Kong) Co., Limited (碧生源(香港)有限公司), a company incorporated under the laws of Hong Kong with limited liability and a wholly owned indirect subsidiary of our Company, previously known as Outsel Herbal Tea Limited
“Besunyen Investment”	Besunyen Investment (BVI) Co. Ltd., a company incorporated under the laws of the BVI with limited liability and a wholly

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	owned subsidiary of our Company, previously known as Tea-Care Holding Co. Universal Ltd
“Besunyen Trade”	Beijing Besunyen Trading Co., Ltd. (北京碧生源商貿有限公司), a company incorporated under the laws of the PRC with limited liability and a wholly owned indirect subsidiary of our Company
“Board”	the board of Directors of our Company
“BSYI”	Besunyen Investment Co., Ltd. (碧生源投資有限公司), a company incorporated under the laws of PRC with limited liability and controlled by Mr. Zhao Yihong
“Business Day”	a day that is not a Saturday, Sunday or public holiday in Hong Kong, on which banks in Hong Kong are open generally for normal banking business
“BVI”	British Virgin Islands
“CAGR”	compound annual growth rate
“Cayman Companies Law”	the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“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 a 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 or a CCASS Custodian Participant or a CCASS Investor Participant
“Chairman”	the chairman of our Board
“Chief Executive Officer”	the chief executive officer of our Company
“Chief Financial Officer”	the chief financial officer of our Company
“China” or “PRC”	the People’s Republic of China, but for the purpose of this prospectus and for geographical reference only and except where the context requires, references in this prospectus to “China” and the “PRC” do not include Taiwan, the Macau Special Administrative Region and Hong Kong

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“China Health Care Association”	the China Health Care Association (中國保健協會), the industry association of China’s health products industry
“Company” or “our Company” or “Besunyen Holdings”	Besunyen Holdings Company Limited (碧生源控股有限公司), a company incorporated under the laws of the Cayman Islands on August 5, 2009 with limited liability, previously known as Tea-Care Group Ltd
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules, and in the context of the Company means Foreshore and Zhao Yihong
“Ding Tian”	Ding Tian Greater China Strategy Fund, a company incorporated under the laws of the Cayman Islands with limited liability and a Shareholder of our Company controlled by one of our Directors, Mr. Wang Bing, see the section headed “History, Reorganization and Group Structure” in this prospectus for more information
“Director(s)”	directors of our Company or any one of them
“Euromonitor”	Euromonitor International Plc., a private independent provider of business intelligence on industries, countries and consumers and an independent third party
“Euromonitor Study”	a research study dated July 7, 2010, commissioned by us for a fee of RMB314,438, conducted by Euromonitor regarding certain market information
“Ever Assure”	Ever Assure Limited, a company incorporated under the laws of Hong Kong with limited liability and a wholly owned indirect subsidiary of our Company
“FMCG”	International FMCG Investments Ltd., an independent third party
“Foreshore”	Foreshore Holding Group Limited, a company incorporated under the laws of the BVI with limited liability
“Frost & Sullivan”	Frost & Sullivan, a private independent research firm and an independent third party
“Frost & Sullivan Brand Survey”	a marketing survey dated July 14, 2010, commissioned by us for a fee of RMB320,000, conducted by Frost & Sullivan in June 2010 regarding certain market information
“Frost & Sullivan Health Problem Prevalence Study”	a research study dated June 3, 2010, commissioned by us for a fee of RMB100,000, conducted by Frost & Sullivan regarding prevalence information on certain health problems
“GDP”	Gross Domestic Product
“GGV”	collectively, Granite Global Venture III L.P. and GGV III Entrepreneurs Fund L.P., each, a Shareholder of our Company

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	for which one of our Directors, Mr. Zhuo Fumin, is a managing director, see the section headed “History, Reorganization and Group Structure” in this prospectus for more information
“Global Offering”	the Hong Kong Public Offering and the International Offering
“GREEN Application Form(s)”	the application form(s) to be completed by the <b>White Form eIPO</b> Service Provider, Computershare Hong Kong Investor Services Limited
“Group,” “our Group,” “we” or “us”	our Company and its subsidiaries
“Guangzhou Outsell”	Guangzhou Outsell Trading Co., Ltd. (廣州澳特舒爾商貿有限公司), a company incorporated under the laws of the PRC with limited liability and a wholly owned indirect subsidiary of our Company
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
“Hong Kong” or “HK”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong Companies Ordinance”	the Hong Kong Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (as amended from time to time)
“Hong Kong Dollars” or “HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong
“Hong Kong Offer Shares”	the 42,028,000 new Shares (subject to adjustment) being offered by the Company for subscription pursuant to the Hong Kong Public Offering
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the several 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 September 15, 2010 relating to the Hong Kong Public Offering entered into among us, the Hong Kong Underwriters and the Joint Global Coordinators
“Huaiyin Huayi”	Jiangsu Huaiyin Huayi Health Food Co., Ltd. (江蘇淮陰華醫保健品有限公司), a company incorporated under the laws of the PRC with limited liability and an independent third party

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“IFRS”	International Financial Reporting Standards
“Ignition”	collectively, Ignition Venture Partners III, L.P. and Ignition Managing Directors Fund III, LLC, each, an independent third party
“independent third party”	A party which, to the best knowledge, information and belief of the Directors having made due and careful enquires, is independent of and not connected with our Directors, Substantial Shareholders (within the meaning under the Listing Rules) or chief executive of our Company or any of their representative associates
“International Offer Shares”	the 378,252,000 new Shares initially being offered by the Company for subscription at the Offer Price under the International Offering, subject to the Over-allotment Option and adjustment as described in the section headed “Structure of the Global Offering” in this prospectus
“International Offering”	the conditional placing by the International Underwriters of the International Offer Shares, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the several underwriters of the International Offering, expected to enter into the International Underwriting Agreement to underwrite the International Offering
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering to be entered into among us, the Selling Shareholder, the International Underwriters and the Joint Global Coordinators on or around September 22, 2010
“Jian Shi Xing”	Jian Shi Xing Biotech Research and Development (Shanghai) Co., Ltd. (健士星生物技術研發(上海)有限公司), a company incorporated under the laws of the PRC with limited liability and a wholly owned indirect subsidiary of our Company
“Joint Global Coordinators,” “Joint Bookrunners,” “Joint Sponsors,” or “Joint Lead Managers”	Credit Suisse (Hong Kong) Limited and Morgan Stanley Asia Limited
“Latest Practicable Date”	September 9, 2010, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Listing”	the listing of our Shares on the Main Board
“Listing Committee”	the Listing Committee of the Hong Kong Stock Exchange

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“Listing Date”	the date, expected to be on September 29, 2010 on which dealings in the Shares first commence on the Hong Kong 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)
“Main Board”	the stock exchange operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market. For the avoidance of doubt, the Main Board excludes the Growth Enterprise Market
“Memorandum”	the amended and restated memorandum of association of our Company conditionally adopted on September 8, 2010, as amended from time to time
“MOFCOM”	the Ministry of Commerce of the PRC (中國商務部) or its predecessor, the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外貿易經濟合作部)
“MOH”	the Ministry of Health of the PRC (中華人民共和國衛生部)
“Morgan Stanley”	Morgan Stanley Asia Limited
“National People’s Congress”	the National People’s Congress of the PRC (全國人民代表大會), the legislative apparatus of the PRC
“National People’s Congress Standing Committee”	the National People’s Congress Standing Committee of the PRC (全國人民代表大會常務委員會)
“NDRC”	the National Development and Reform Commission (中華人民共和國國家發展和改革委員會), a macroeconomic management agency under the State Council, which studies and formulates policies for economic and social development, maintains a balance of economic aggregates and guides the restructuring of the overall economic system
“NewMargin”	NewMargin Growth Fund, L.P., an independent third party
“NHTE”	“New and Hi-Tech Enterprises” as defined in the Administrative Measures for Determination of High and New Tech Enterprises
“Nomination Committee”	the nomination committee of our Board
“Offer Price”	the final Hong Kong Dollar price per Offer Share (exclusive of brokerage fee, Hong Kong Stock Exchange trading fee and SFC transaction levy) at which the Offer Shares are to be subscribed pursuant to the Hong Kong Public Offering
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares together, where relevant, with any additional Shares to be sold by

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	the Selling Shareholder pursuant to the exercise of the Over-allotment Option
“Outsell Trade”	Beijing Outsell Trading Co., Ltd. (北京澳特舒爾商貿有限公司), a company incorporated under the laws of PRC with limited liability and a wholly owned indirect subsidiary of our Company
“Over-allotment Option”	the option expected to be granted by the Selling Shareholder to the Joint Global Coordinators exercisable under the International Underwriting Agreement pursuant to which the Selling Shareholder may be required by the Joint Global Coordinators to sell up to an aggregate of 63,042,000 Shares, representing in aggregate approximately 15% of the initial number of Offer Shares offered for subscription by the Company, at the Offer Price, to, among other things, cover over-allocations in the International Offering, if any
“PBOC”	People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC EIT Law”	the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法), promulgated on March 16, 2007 by the National People’s Congress and effective on January 1, 2008
“PRC Government”	the central government of the PRC and all political subdivisions (including provincial, municipal and other regional or local government entities) thereof and its or their organs or, as the context requires, any of them
“PRC Labor Contract Law”	the Labor Contract Law (中華人民共和國勞動合同法) promulgated by the Standing Committee of the National People’s Congress on June 29, 2007 and became effective on January 1, 2008
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme adopted by our Company pursuant to a resolution passed by our Shareholders on April 30, 2010
“Price Determination Date”	the date, expected to be on or around September 22, 2010, but no later than September 29, 2010 on which the Offer Price is fixed for the purposes of the Global Offering
“Qiming”	collectively, Qiming Venture Partners, L.P. and Qiming Managing Directors Fund, L.P., each, an independent third party
“Qualified Institutional Buyers” or “QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the US Securities Act
“Remuneration Committee”	the remuneration committee of our Board

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“Reorganization”	the reorganization of the businesses comprising our Group in preparation for the Global Offering, as described in the section headed “History, Reorganization and Group Structure” in this prospectus
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of China
“Ruilongxiang”	Beijing Ruilongxiang Industry and Trade Co., Ltd. (北京瑞隆祥工貿有限公司), a company incorporated under the laws of PRC with limited liability and a company controlled by Mr. Zhao Yihong
“Rule 144A”	Rule 144A under the US Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	the State Administration of Industry and Commerce of the PRC (國家工商行政管理總局)
“SAT”	the State Administration of Taxation of the PRC (中國國家稅務總局)
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“Selling Shareholder”	Foreshore
“Series A Preferred Share(s)”	our series A convertible redeemable preferred share(s)
“Series A Preferred Shares Purchase Agreement”	the Series A Preferred Shares Purchase Agreement dated September 9, 2009 by and between the Company, GGV and certain other parties
“SFDA”	the State Food and Drug Administration of the PRC (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 share(s) with nominal value of US\$0.000008333333 each in the share capital of our Company, which nominal value was US\$0.001 prior to the Share Subdivision that became effective on September 10, 2010
“Shareholder(s)”	holders of our Share(s)
“Share Exchange Agreement”	the Share Exchange Agreement dated May 21, 2010 by and between the Company, Besunyen Investment, High Star Limited, Qiming, Ignition, NewMargin, FMCG and certain other parties

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“Share Option Cancellation”	the share option cancellation approved by the board of Directors in August 2010 pursuant to which one-sixth of all the Pre-IPO share options granted in May and June of 2010 to the Group’s employees, directors and consultant on a pro-rata basis, totaling 23,986,000 share options were cancelled. Reasons of which are set out in the section headed “Pre-IPO Share Option Scheme” in Appendix VI to this prospectus
“Share Option Scheme”	the share option scheme conditionally adopted by our Company pursuant to a resolution passed by our Shareholders on September 8, 2010
“Share Subdivision”	the 120-for-one share subdivision, details of which are set out in the section headed “Changes in share capital of our Group” in Appendix VI of this prospectus
“SMERI”	China Southern Medicine Economy Research Institute (南方醫藥經濟研究所), a research institute affiliated with the SFDA and an independent third party
“SMERI Study”	a research study dated June 3, 2010, commissioned by us for a fee of RMB100,000, conducted by SMERI regarding certain market information
“State Council”	the PRC State Council (中國國務院)
“Stock Borrowing Agreement”	the stock borrowing agreement to be entered into between Morgan Stanley or any of its affiliates or any persons acting for it and Foreshore
“Track Record Period”	three years ended December 31, 2007, 2008 and 2009
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“Unilever”	the Unilever Group, a multi-national group of companies specializing in consumer goods comprising Unilever N.V., a public limited company registered in the Netherlands, and its subsidiaries and affiliated entities, an independent third party
“United States” or “US”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US Dollar” or “US\$”	United States Dollars, the lawful currency of the United States
“US Securities Act”	the US Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through

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the designated website of **White Form eIPO** at **www.eipo.com.hk**

“White Form eIPO Service Provider”

Computershare Hong Kong Investor Services Limited

“Zhuhai Qi Jia”

Zhuhai Qi Jia Medicine Industry Co., Ltd. (珠海市奇佳藥業有限公司), a company incorporated under the laws of PRC with limited liability and an indirect subsidiary controlled by our Company

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