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## DEFINITION

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

“Application Form(s)”	white, yellow and green application form(s) or, where the context so requires, any of them to be used in connection with the Public Offer
“Articles” or “Articles of Association”	the articles of association of our Company adopted on 17 December 2010 and as amended from time to time, a summary of which is set out in Appendix V to this prospectus
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalization Issue”	the allotment and issue of 1,199,995,000 Shares to be made upon the capitalization of certain sums standing to the credit of the share premium account of our Company as referred to in the paragraph headed “Shareholders’ resolutions of the Company passed on 17 December 2010” in the section headed “Further information about the Company” in Appendix VI to this prospectus
“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 or a CCASS Custodian Participant or a CCASS Investor Participant

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“China” or “PRC”	the People’s Republic of China, and for the purpose of this prospectus, excludes Hong Kong, the Macau Special Administrative Region of China and Taiwan
“Companies Law” or “Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	Sumpo Food Holdings Limited (森寶食品控股有限公司), a company incorporated in the Cayman Islands with limited liability on 22 February 2010 under the Companies Law
“Conflicted Director(s)”	any Director(s) who is/are also a director or a legal representative (if applicable) of those companies controlled by the Controlling Shareholders (other than those companies comprising our Group)
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Contract Farmers”	the farmers who enter into contracts with us for the growing of the chicken breeds as mentioned in the section headed “Business” of this prospectus, all of whom being Independent Third Parties
“Contract Farming”	the mechanism used by our Group to procure live broilers by entering into contracts with the Contract Farmers, pursuant to which our Group will supply chicken breeds to the Contract Farmers for growing in accordance with the terms of the contracts and thereafter repurchase grown broilers from such Contract Farmers
“Contract Farms”	the farms on which the Contract Farming takes place
“Controlling Shareholders”	Mr. Lin and Mr. Lin Genghua (the son of Mr. Lin), who will together beneficially own an aggregate of approximately 50.58% of the Shares immediately following the Share Offer (without taking into account the Shares, if any, to be allotted and issued pursuant to the Share Option Scheme and the Over-allotment Option)

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“Dicos”	Dico’s, a quick service restaurant chain in the PRC serving, inter alia, fried chickens, which is an Independent Third Party
“Director(s)”	the director(s) of our Company
“Euro”	Euro, the lawful currency of the European Union
“Fujian Baojiashun”	福建寶佳順食品發展有限公司 (Fujian Baojiashun Food Development Company Limited), a limited liability company established in the PRC on 14 July 2010 and a wholly-owned subsidiary of Fujian Sumpo
“Fujian Hetai”	福建和泰農牧有限公司 (Fujian Hetai Poultry Company Limited), a limited liability company established in the PRC on 8 June 2010 and a wholly-owned subsidiary of Fujian Sumpo
“Fujian Senhong”	福建森鴻食品發展有限公司 (Fujian Senhong Food Development Co. Limited), a company established in the PRC on 17 June 2009 with a registered capital of RMB10,000,000 and a wholly-owned subsidiary of Fujian Sumhua
“Fujian Sumhua”	福建森華實業有限公司 (Fujian Sumhua Enterprise Limited), a limited liability company established in the PRC on 18 April 2005 and a former subsidiary of Fujian Sumpo
“Fujian Sumhui”	福建森輝農牧發展有限公司 (Fujian Sumhui Agriculture Development Limited), a sino-foreign equity joint venture enterprise established in the PRC on 2 March 2009 and a former subsidiary of Fujian Sumpo
“Fujian Sumpo”	福建森寶食品集團股份有限公司 (Fujian Sumpo Foods Holdings Co., Ltd.) (formerly known as 森寶(龍岩)實業有限公司 (Sumpo (Longyan) Industrial Co. Ltd.), a limited liability company established in the PRC on 7 September 1998, which was transformed into a joint stock company on 10 July 2008 and is owned as to 90% by Sumpo Holdings and 10% by Longyan Investment
“GDP”	gross domestic products

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“Golden Prince”	Golden Prince Group Limited, a company incorporated in the BVI with limited liability on 22 July 1998 and a 6.75% shareholder of our Company immediately upon completion of the Share Offer and the Capitalization Issue and is wholly owned by Mr. Ng Leung Ho, an Independent Third Party
“green application form(s)”	the application form(s) to be completed by the HK eIPO White Form Service Provider
“Group”	our Company and its subsidiaries
“HK eIPO White Form”	the application for the Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website at <b>www.hkeipo.hk</b>
“HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by the Company, as specified on the designated website at <b>www.hkeipo.hk</b>
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/ are not connected with (within the meaning of the Listing Rules) any Directors, chief executive or substantial Shareholders (within the meaning of the Listing Rules) of our Company, its subsidiaries or any of their respective associates
“JPY”	Japanese yen, the lawful currency of Japan
“KFC”	Kentucky Fried Chicken, a restaurant chain specializing in grilled chicken and chicken sandwiches which is an Independent Third Party

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“King & Queen”	King & Queen International Limited, a company incorporated in the BVI with limited liability on 1 July 2009 and a 6.75% shareholder of our Company immediately upon completion of the Share Offer and the Capitalization Issue and is wholly owned by Mr. Ho Kam Hung, an Independent Third Party
“Latest Practicable Date”	24 December 2010, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information in the prospectus prior to its publication
“Lead Manager” or “Sole Bookrunner”	Kingston Securities Limited, a licensed corporation for type 1 (dealing in securities) regulated activity under the SFO
“Listing”	listing of the Shares on the Main Board of the Stock Exchange
“Listing Date”	the date on which trading in the Shares on the Main Board of the Stock Exchange commences
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Longyan Baotai”	龍岩寶泰農牧有限公司 (Longyan Baotai Agriculture Company Limited), a company established in the PRC on 1 November 2005 and a wholly-owned subsidiary of Fujian Sumpo
“Longyan Baoxing”	龍岩寶興農牧有限公司 (Longyan Baoxing Agriculture Co. Limited), a company established in the PRC on 18 April 2008 with a registered capital of RMB10,000,000 and a 80% subsidiary of Fujian Sumhua
“Longyan Investment”	龍岩惠仁投資有限公司 (Longyan Hui Ren Investment Limited), a company established in the PRC on 3 July 2007 and a 10% shareholder of Fujian Sumpo, which is legally and beneficially owned by Mr. Lin Qingrong, Mr. Ke and Mr. Lai Youhui (賴友輝) as to 50%, 30% and 20% respectively

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“Longyan Land Properties”	collectively, (i) the 5th floor of the 9-storey office building with a gross floor area of approximately 879 sq. m. and (ii) the dormitory no. 1 of 6-storey with a gross floor area of approximately 2,745 sq. m., both of which are located at 688 Denggao East Road, Dongcheng, Xinluo District, Longyan, Fujian Province, the PRC
“Mckey”	Mckey Food Services Limited, a customer of our Group which is an Independent Third Party
“Mr. Ke”	Mr. Ke Mingxing (柯明星), the deputy chief executive officer and a director of Fujian Sumpo, a senior management of our Group and a 30% shareholder of Longyan Investment
“Mr. Lin”	Mr. Lin Qinglin (林慶麟), the chairman and the chief executive officer of our Company and an executive Director
“Mr. Lin Qingrong”	Mr. Lin Qingrong (林慶榮), the brother of Mr. Lin, the former chairman of Fujian Sumpo, a former director of Xiamen Sumpo Trading and a 50% shareholder of Longyan Investment
“Mr. Yang”	Mr. Yang Chu Tian (楊初添), the younger cousin of Mr. Lin, a former shareholder of Xiamen Sumpo Trading
“Ms. Fu”	Ms. Fu Jian Ping (傅建萍), the wife of Mr. Lin
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) which will be not more than HK\$0.80 and is expected to be not less than HK\$0.60, such price to be determined in the manner as further described in the paragraph headed “Price payable on application” under the section headed “Structure of the Share Offer” of this prospectus
“Offer Shares”	the Placing Shares and the Public Offer Shares

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“Over-allotment Option”	the option to be granted by our Company to the Lead Manager (for itself and on behalf of the other Underwriters) to require our Company to allot and issue up to an aggregate of 60,000,000 additional new Shares to, among other things, cover over-allocations in the Placing, if any, details of which are contained in the section headed “Structure of the Share Offer” of this prospectus
“Over-allotment Shares”	up to an aggregate of 60,000,000 additional new Shares (representing 15% of the Offer Shares) to be issued by our Company pursuant to the exercise of the Over-allotment Option
“Placing”	the conditional placing of the Placing Shares at the Offer Price with institutional, professional and private investors, details of which are described in the section headed “Structure of the Share Offer” of this prospectus
“Placing Shares”	the 360,000,000 new Shares initially being offered by the Company for subscription at the Offer Price under the Placing, subject to reallocation and the Over-allotment Option and as described in the section headed “Structure of the Share Offer” of this prospectus
“Placing Underwriters”	the underwriters of the Placing whose names are set out in the paragraph headed “Placing and Public Offer Underwriters” under the section headed “Underwriting” of this prospectus
“Price Determination Date”	the date, expected to be on or before 5 January 2011 (or such later date as may be agreed between the Lead Manager (for itself and on behalf of the other Underwriters) and the Company), on which the Offer Price is fixed for the purpose of the Share Offer and in any event no later than 12:00 noon on 6 January 2011
“Public Offer”	the offer to the public in Hong Kong for subscription of the Public Offer Shares at the Offer Price, on and subject to the terms and conditions stated in this prospectus and in the Application Forms, details of which are described in the section headed “Structure of the Share Offer” of this prospectus and the related Application Forms

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“Public Offer Shares”	the 40,000,000 new Shares initially being offered by the Company for subscription at the Offer Price under the Public Offer, subject to reallocation as mentioned under the section headed “Structure of the Share Offer” of this prospectus
“Public Offer Underwriter”	the underwriter of the Public Offer whose name is set out in the paragraph headed “Placing and Public Offer Underwriters” under the section headed “Underwriting” of this prospectus
“Reorganization”	the reorganization of our Group prior to the issue of this prospectus, details of which are set out in the paragraph headed “Corporate reorganization” in Appendix VI to this prospectus
“Reporting Accountants”	HLB Hodgson Impey Cheng, Chartered Accountants, Certified Public Accountants, Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“Robust China”	Robust China Limited, a company incorporated in the BVI with limited liability on 5 January 2010 and a 4.92% shareholder of our Company immediately upon completion of the Share Offer and the Capitalization Issue. It is owned by Ms. Qian Wei Qing, Ms. Li Qing and Mr. Zhang Shaolin as to approximately 30.02%, 65.82% and 4.16% respectively, all of whom being Independent Third Parties
“SAFE”	State Administration of Foreign Exchange
“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 share(s) with nominal value of HK\$0.10 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Offer”	the Placing and the Public Offer



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“Share Option Scheme”	the share option scheme approved and adopted by the Company on 17 December 2010, the principal terms of which are summarized in the paragraph headed “Share Option Scheme” in Appendix VI to this prospectus
“Sponsor”	Kingston Corporate Finance Limited, a licensed corporation for type 6 (advising on corporate finance) regulated activity as set out in schedule 5 to the SFO and the sponsor to the Listing
“sq.m.”	square metres
“Stock Borrowing Agreement”	the stock borrowing agreement dated 29 December 2010 entered into between Mr. Lin and the Lead Manager
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Success Dragon”	Success Dragon International Limited (成龍國際有限公司), a company incorporated in the BVI with limited liability on 11 April 2008 and a 6% shareholder of our Company immediately upon completion of the Share Offer and the Capitalization Issue. It is wholly owned by Mr. Chau Gam Jaak, an Independent Third Party
“Sumpo Holdings”	Sumpo International Holdings Limited, a company incorporated in the BVI on 5 April 2000 and a 90% shareholder of Fujian Sumpo, which is wholly-owned by the Company immediately after the Reorganization and as at the Latest Practicable Date
“Track Record Period”	the three years ended 31 December 2007, 2008 and 2009 and the six months ended 30 June 2010
“Underwriters”	the Placing Underwriters and the Public Offer Underwriter
“Underwriting Agreement”	the conditional underwriting and placing agreement dated 29 December 2010 entered into among the Company, the Controlling Shareholders, the executive Directors, the Sponsor, the Lead Manager, the Sole Bookrunner and the Underwriters, particulars of which are set out in the section headed “Underwriting” of this prospectus
“US”	the United States of America
“US\$”	United States dollars, the lawful currency of the US

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“Valuer”	Asset Appraisal Limited, an independent professional property valuer which is a member of the Valuation Organisation Members of the International Valuation Standards Committee (IVSC) and is governed by Guidance Note No. 10 of the International Valuation Standards Eight Edition 2007 in the valuation of biological assets
“Xiamen Sumpo	廈門森寶集團有限公司 (Xiamen Sumpo Group Limited), a company established in the PRC on 2 June 1998 with the current registered capital of RMB78,400,000, which is legally and beneficially owned by Mr. Lin, Ms. Fu, Mr. Lin Genghua (the son of Mr. Lin) as to approximately 58.29%, 13.42% and 28.29% respectively
“Xiamen Sumpo Electronic”	廈門森寶電子科技集團有限公司 (Xiamen Sumpo Electronic Technology Group Limited) (formerly known as 廈門市奕誠貿易有限公司 (Xiamen Yi Cheng Trading Company)), a limited liability company established in the PRC on 30 May 2002 with a registered capital of RMB60,000,000 as at the Latest Practicable Date, a former shareholder of Longyan Baotai and a former subsidiary of Fujian Sumpo
“Xiamen Sumpo Trading”	廈門森寶食品貿易有限公司 (Xiamen Sumpo Food Trading Limited), a limited liability company established in the PRC on 19 October 2005 with a registered capital of RMB10,000,000 and a wholly-owned subsidiary of Fujian Sumpo

*Unless the context requires otherwise, translation of US\$, HK\$ and RMB is made in this prospectus, for illustration purpose only, at the rates of US\$1.00 = HK\$7.80 and HK\$1.00 = RMB0.88 respectively.*

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

*For ease of reference, the English translation of a Chinese company name, or vice versa, has been provided for identification purpose only.*