
DEFINITIONS

In this prospectus, the following expressions shall have the meanings set out below unless the context requires otherwise.

“Able Bright”	Able Bright Limited, a company incorporated in the BVI with limited liability on 25 May 2010, the entire issued share capital of which is owned by Golden Realm
“Application Form(s)”	WHITE application form(s), YELLOW application form(s) and GREEN application form(s), or where the context so requires, any of such forms as used in the Hong Kong Public Offering
“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 contained in Appendix V to this prospectus
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Bank Sarasin Nominees”	Bank Sarasin Nominees (CI) Limited, a company which is owned as to 10% by Sarasin Trust Company and 90% by Bank Sarasin (CI) Limited, a subsidiary of Bank Sarasin & Cie AG, and is in the business of providing nominee services
“Board” or “our Board”	the board of Directors
“Business Day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	British Virgin Islands
“Capitalization Issue”	the issue of 466,656,000 new Shares to be made upon the capitalization of certain sums standing to the credit of the share premium account of our Company upon completion of the Global Offering as referred to in the section headed “Further information about our Company — Written resolutions of our sole Shareholder passed on 17 December 2010” in Appendix VI headed “Statutory and general information” 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

DEFINITIONS

“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
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CCBIC” or “Sole Sponsor”	CCB International Capital Limited, a licensed corporation registered under the SFO to engage in Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, Macau and Taiwan
“Chum Baokang Medical”	Beijing Chum Baokang Medical Technological Development Company Limited* (北京覃寶康醫療科技發展有限公司), a company established in the PRC on 16 September 2010, which is wholly-owned by Nupoly
“Chum Family”	Mr. Chum, Mrs. Chum, Mr. Desmond Chum and Ms. Shirley Chum or any one or more of them where the context so requires
“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”, “the Company” or “our Company”	Newtree Group Holdings Limited 友川集團控股有限公司 (formerly known as Newtree Clinical Consumables Holdings Limited), an exempted company incorporated in the Cayman Islands on 9 June 2010 with limited liability
“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 context of our Company, means Mr. Chum, The Chum’s Family Trust, Able Bright and Golden Realm
“Deed of Non-Competition”	the deed of non-competition undertaking dated 17 December 2010 entered into by the Controlling Shareholders in favour of our Company (for ourselves and for benefit of our subsidiaries)

DEFINITIONS

“Director(s)”	the director(s) of our Company
“English Legal Advisers”	Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG
“EU Patents”	the two patents which are in force and registered in EU (UK and Germany), details of which are set out in sub-paragraph headed “Our intellectual property rights” under the paragraph headed “Further information about the business of our Company” set out in Appendix VI headed “Statutory and general information” to this prospectus
“EU Patents Assignment”	the assignment dated 9 November 2010 whereby Mr. Chum, as the then registered owner of the EU Patents, assigned the same to Greenstar at a consideration of HK\$10
“European Union” or “EU”	an economic and political union established under the Treaty of Maastricht in 1993 (as amended, supplemented or otherwise modified from time to time), currently comprising 27 member states located primarily in Europe
“GDP”	gross domestic product
“GEM”	the Growth Enterprise Market of the Stock Exchange
“Global Offering”	the Hong Kong Public Offering and the International Placing
“Golden Realm”	Golden Realm Limited, a company incorporated in the BVI with limited liability on 25 May 2010, the entire issued share capital of which is registered in the name of Bank Sarasin Nominees. Bank Sarasin Nominees acts as nominee for Sarasin Trust Company as the trustee of The Chum’s Family Trust
“Green Application Form(s)”	the application form(s) to be completed by the HK eIPO White Form Service Provider
“Greenstar”	Greenstar Enviro-Tech Investments Company Limited (綠星環保科技投資有限公司), a company incorporated in the BVI with limited liability on 12 January 2010 and is wholly-owned by our Company
“Group” or “our Group” or “we” or “us”	our Company and its subsidiaries or any of them, or where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time

DEFINITIONS

“Guotai Junan Securities” or “Sole Global Coordinator” or “Sole Bookrunner” or “Sole Lead Manager”	Guotai Junan Securities (Hong Kong) Limited, a corporation licensed to conduct type I (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO
“High Den”	High Den Enterprises Limited, a company founded by Mr. Chum and Mrs. Chum, and incorporated in Hong Kong with limited liability on 5 February 1985, which has ceased operations since April 2006 and the entire issued shares of which were subsequently disposed of to two Independent Third Parties on 26 May 2010
“HK\$” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“HK eIPO White Form”	the application of Hong Kong Public Offer Shares for issue in the applicant’s own name by submitting applications online through the designated website at www.hkeipo.hk
“HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by the Company, as specified on the designated website at www.hkeipo.hk
“HKFRS”	Hong Kong Financial Reporting Standards promulgated by HKICPA
“HKICPA”	The 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 PRC
“Hong Kong Public Offer Shares”	the 19,000,000 New Shares (subject to reallocation) being initially offered by our Company for subscription in the Hong Kong Public Offering, as described under the section headed “Structure of the Global Offering” in this prospectus
“Hong Kong Public Offering”	the issue and offer of the Hong Kong Public Offer Shares for subscription in Hong Kong at the Offer Price (plus brokerage, HKEx trading fee and SFC transaction levy) on and subject to the terms and conditions described in this prospectus and the Application Forms

DEFINITIONS

“Hong Kong Underwriters”	the Underwriters of the Hong Kong Public Offering, whose names are set out under the section headed “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 30 December 2010 and entered into by, among others, us, the Sole Global Coordinator and the Hong Kong Underwriters relating to the Hong Kong Public Offering
“Huizhou Junyang”	Huizhou Junyang Plastics Company Limited* (惠州市駿洋塑膠有限公司), a company established in the PRC on 24 October 2000 and indirectly wholly-owned by our Company. It is the principal manufacturing entity of our Group
“Independent Third Party(ies)”	person(s) or company(ies) which is/are independent of and not connected with any member of our Group, the directors, chief executives and substantial shareholders of our Company or any of its subsidiaries and any of their respective associates within the meaning of the Listing Rules
“International Placing”	the placing of the International Placing Shares at the final Offer Price to professional, institutional and other investors, as described under the section headed “Structure of the Global Offering” in this prospectus
“International Placing Shares”	the 171,000,000 Shares (comprising 141,000,000 New Shares and 30,000,000 Sale Shares) initially offered by our Company and the Selling Shareholder for subscription and purchase under the International Placing, subject to adjustment and the exercise of the Over-allotment Option, as described under the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the Underwriters of the International Placing, whose names are set out under the section headed “Underwriting — International Underwriters” in this prospectus
“International Underwriting Agreement”	the underwriting agreement expected to be entered into on or around 6 January 2011 by, among others, us, the Selling Shareholder, the Sole Global Coordinator and the International Underwriters relating to the International Placing
“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 contained in this prospectus
“Listing”	the listing of our Shares on the Stock Exchange

DEFINITIONS

“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
“Listing Date”	the date on which dealings in our Shares first commence on the Main Board of the Stock Exchange, which is expected to be on or about Thursday, 13 January 2011
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)
“Macau”	the Macau Special Administrative Region of the PRC
“Macau Legal Advisers”	Leong Hon Man Law Office, our legal advisers as to Macau laws
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange, independent from and operated in parallel with the GEM
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, as amended from time to time, a summary of which is contained in Appendix V to this prospectus
“MOFCOM”	the PRC Ministry of Commerce (中華人民共和國商務部), or its predecessor, the Ministry of Foreign Trade and Economic Cooperation, as appropriate to the context
“MOP\$”	Macau Patacas, the lawful currency of Macau
“Mr. Chum”	Mr. Chum Tung Hang (覃通衡), a founder of our Group, chairman of our Company, one of our executive Directors, settlor of The Chum’s Family Trust and a Controlling Shareholder
“Mr. Desmond Chum”	Mr. Chum Hon Sing (覃漢昇), one of our executive Directors and son of Mr. Chum and Mrs. Chum and brother of Ms. Shirley Chum
“Mrs. Chum”	Ms. Lei Sao Cheng (李秀清), a founder of our Group, one of our executive Directors and wife of Mr. Chum
“Ms. Shirley Chum”	Ms. Chum Wing Sze (覃詠思), daughter of Mr. Chum and Mrs. Chum and sister of Mr. Desmond Chum
“NDRC”	the PRC National Development and Reform Commission (中華人民共和國國家發展和改革委員會)

DEFINITIONS

“New Shares”	160,000,000 new Shares initially being offered by us for subscription under the Global Offering and up to 18,500,000 new Shares to be offered for subscription in the event the Over-allotment Option is exercised
“Nupoly”	Nupoly Medical Supply Development Co. Limited (新保利醫療用品發展有限公司), a company incorporated in Hong Kong with limited liability on 25 March 2010 and an indirect wholly-owned subsidiary of our Company and the sole equity owner of Chum Baokang Medical
“Offer Price”	the offer price per Offer Share (exclusive of brokerage of 1%, HKEx trading fee of 0.005% and SFC transaction levy of 0.003%) at which the Offer Shares are to be subscribed or purchased pursuant to the Global Offering
“Offer Shares”	the Hong Kong Public Offer Shares and the International Placing Shares
“Over-allotment Option”	the option expected to be granted by our Company and the Selling Shareholder under the International Underwriting Agreement to the International Underwriters, exercisable by the Sole Global Coordinator (on behalf of the International Underwriters), pursuant to which our Company may be required to allot and issue up to an aggregate of 18,500,000 additional New Shares at the Offer Price, and the Selling Shareholder may be required to sell up to an aggregate of 10,000,000 additional Sale Shares, being an aggregate of 28,500,000 Shares, representing 15% of the initial number of Offer Shares offered under the Global Offering, at the Offer Price to, among other things, cover the over-allocations (if any) in the International Placing, as described in the section headed “Structure of the Global Offering” in this prospectus
“Patent Assignments”	the EU Patents Assignment, the PRC Patents Assignment and the US Patents Assignment
“PBOC”	the People’s Bank of China* (中國人民銀行), the central bank of the PRC
“PBOC Rate”	the exchange rate for foreign exchange transactions set daily by the PBOC based on the China inter-bank foreign exchange market rate of the previous day and with reference to current exchange rates on the world financial markets

DEFINITIONS

“PRC Company Law”	Company Law of the PRC* (中華人民共和國公司法) (as amended, supplemented or otherwise modified from time to time)
“PRC GAAP”	generally accepted accounting principles in the PRC
“PRC Government” or “Chinese Government” or “State”	the central government of the PRC, including all governmental 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”	Commerce & Finance Law Offices, our legal advisers as to PRC law
“PRC Patents”	the 14 patents which are in force and registered in the PRC, details of which are set out in sub-paragraph headed “Our intellectual property rights” under the paragraph headed “Further information about the business of our Company” set out in Appendix VI headed “Statutory and general information” to this prospectus
“PRC Patents Assignment”	the assignment dated 13 December 2010 whereby Mr. Chum as the registered owner of the PRC Patents, assigned the same to Huizhou Junyang at nil consideration
“PRC Patents Licence Agreements”	a patent licence agreement dated 3 November 2010 and a supplemental licence agreement dated 13 December 2010 pursuant to which Mr. Chum as the licensor granted licence to Huizhou Junyang as the licensee for the use of the PRC Patents at nil consideration under both agreements
“Price Determination Date”	the date, expected to be on or around Thursday, 6 January 2011 but in any event not later than Tuesday, 11 January 2011, on which the Offer Price will be determined for the purposes of the Global Offering
“Ramber”	Ramber Industrial Limited (永霸實業有限公司), a company incorporated in Hong Kong with limited liability on 16 June 1989 and an indirectly wholly-owned subsidiary of our Company which in turn holds 50% equity interest in Huizhou Junyang
“Regulation S”	Regulation S under the US Securities Act
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Reorganization”	the pre-listing reorganization of our Group, further details of which are described under the section headed “History, reorganization and group structure — Reorganization” in this prospectus
“SAFE”	State Administration of Foreign Exchange of the PRC* (中華人民共和國國家外匯管理局)
“Sale Shares”	30,000,000 Shares to be offered for purchase by the Selling Shareholder at the Offer Price under the International Placing and up to 10,000,000 Shares to be offered for sale in the event the Over-allotment Option is exercised
“Sarasin Trust Company”	Sarasin Trust Company Guernsey Limited, the trustee of The Chum’s Family Trust and a company wholly owned by Bank Sarasin (CI) Limited, a subsidiary of Bank Sarasin & Cie AG. Sarasin Trust Company is in the business of providing trust and company management services, and is licensed and regulated by the Guernsey Financial Services Commission
“Selling Shareholder”	the selling shareholder whose name and particulars appear in the section headed “Other information — Particulars of the Selling Shareholder” in Appendix VI headed “Statutory and general information” to this prospectus
“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 par value of HK\$0.01 each in the share capital of our Company
“Share Option Scheme”	the share option scheme conditionally adopted by our Company, further details of which are described in the section headed “Further information about Directors, management and staff — Share Option Scheme” in Appendix VI headed “Statutory and general information” to this prospectus
“Shareholder(s)”	holder(s) of our Share(s)
“State Council”	the State Council of the PRC

DEFINITIONS

“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between Able Bright and the Sole Global Coordinator on or about the same date as the International Underwriting Agreement
“Stock Exchange” or “HKEx”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Repurchases, as approved by the SFC and as amended, supplemented or otherwise modified from time to time
“Tary”	Tary Limited (騰美有限公司), a company incorporated in Hong Kong with limited liability on 14 March 1986 and an indirectly wholly-owned subsidiary of our Company which in turn holds 50% equity interests in Huizhou Junyang
“The Chum’s Family Trust”	a discretionary trust set up by Mr. Chum as the settlor and Sarasin Trust Company as the trustee, the beneficiaries of which are certain members of Mr. Chum’s family
“Track Record Period”	the period comprising the three financial years of our Group ended 31 March 2008, 2009 and 2010 and the three months ended 30 June 2010
“Two-Two-Free”	Two-Two-Free Limited — Macao Commercial Offshore (駿昇有限公司 — 澳門離岸商業服務), a limited company incorporated in Macau on 5 February 2004 and approved for engaging in offshore commercial services and an indirectly wholly-owned subsidiary of our Company
“UAE”	the United Arab Emirates
“UN”	the United Nations
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement

DEFINITIONS

“United Kingdom” or “UK” or “Britain”	the United Kingdom of Great Britain and Northern Ireland
“United States” or “US” or “USA”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US Legal Advisers”	Dorsey & Whitney LLP, our special legal advisers who advised us on legal issues involving US Product Safety Regulations pertaining to Plastic Film Bags and US Antidumping Law
“US Patents”	the two patents which are in force and registered in US, details of which are set out in sub-paragraph headed “Our intellectual property rights” under the paragraph headed “Further information about the business of our Company” set out in Appendix VI headed “Statutory and general information” to this prospectus
“US Patents Assignment”	the assignment dated 20 October 2010 whereby Mr. Chum, as the then registered owner of the US Patents, assigned the same to Greenstar at a consideration of US\$1
“US Securities Act”	the United Securities Act of 1933, as amended
“USD”, “US dollars” or “US\$”	United States dollars, the lawful currency of the United States
“VAT”	the value added tax enforced in the PRC pursuant to the Provisional Rules Governing Value Added Tax of the PRC* (中華人民共和國增值稅暫行條例), as amended, supplemented or otherwise modified from time to time
“WTO”	the World Trade Organization
“%”	per cent

In this prospectus, the English names of PRC nationals, entities, departments, facilities, certificates, titles, etc. marked “” are translations of their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese name shall prevail.*

Unless expressly stated or otherwise required by the context, all data contained in this prospectus are as at the Latest Practicable Date.

DEFINITIONS

Unless otherwise specified, all references to any shareholding in our Company in this prospectus assume no exercise of the Over-allotment Option and any options which may be granted under the Share Option Scheme.

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.