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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following terms and expressions shall have the following meanings:*

“Application Form(s)”	<b>WHITE, YELLOW</b> and <b>GREEN</b> application form(s) or, where the context so requires, either of them that is used in connection with the Hong Kong Public Offer
“Application Lists”	the application lists for the Hong Kong Public Offer
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	any day (other than a Saturday, Sunday and public holiday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“Bye-Laws”	the bye-laws of our Company approved and adopted on 4 March 2011, as amended or supplemented from time to time
“CAGR”	the acronym for compound annual growth rate
“Capitalisation Issue”	the issue of new Shares to be made upon the capitalisation of certain sum standing to the credit of the share premium account of the Company referred to in the paragraph headed “Further information about our Company and our subsidiaries — 3. Resolutions in writing of all Shareholders passed on 4 March 2011, 9 March 2011 and 19 May 2011” in Appendix V 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 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
“CENC”	北京華經縱橫諮詢有限公司 (China Economy Network Consultation Company Limited*), a research, consulting and systems integration institution which provides information and market intelligence to government, banks, schools and commercial clients, which is an Independent Third Party

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## DEFINITIONS

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“Change of the Old for New Program”	家電以舊換新實施方案 (Change of the Old for New Program*), a program launched by the State Council pursuant to 國務院辦公廳關於轉發發改委等部門促進擴大內需鼓勵汽車家電以舊換新實施方案的通知 (國辦發[2009]44號) ( <i>The Notice on Change of the Old for New Program in Motor Vehicle and Household Appliances Industry to Boost Domestic Consumption issued by the State Council of the PRC on behalf of PRC National Development and Reform Commission and other authorities (No. 44 of 2009 of the National Development and Reform Commission)</i> *) promulgated and implemented on 1 June 2009 and the relevant implementation rules issued on 28 June 2009. Pursuant to this program, domestic households are entitled to a 10% discount for the purchase of new products in any of the five categories namely, TV sets, refrigerators, washing machines, air-conditioners and personal computers. The program is set to expire on 31 December 2011
“China Leading Packaging Enterprise”	China Leading Packaging Enterprise, an industry recognition awarded by the China Packaging Federation. Some of the key selection criteria are as follows: enterprises whose products are advanced, innovative and considered benchmarks for the industry and who are industry leaders in terms of economic and technical indicators; whose products have significant market shares with a high degree of customer satisfaction and brand recognition; whose production is in accordance with the advanced standards at industry, national and international levels; and should be equipped with advanced production technologies with proven strengths in technological innovation and research and development
“China National Light Industry Paper Quality Supervision and Inspection, Guangzhou Division”	國家輕工業紙張質量監督檢測廣州站 (China National Light Industry Paper Quality Supervision and Inspection, Guangzhou Division*), a quality supervision and inspection division for paper products under the Guangdong provincial authorities for technology and quality supervision, located within the Guangdong Papermaking Research Institute, founded in 1978. It received the measurement certification and examination approval of the General Administration of Quality Supervision, Inspection and Quarantine of the People’s Republic of China and the Administration of Quality and Technology Supervision of Guangdong Province in 1989 and subsequently passed numerous reviews and re-examinations. It has been authorised and qualified to inspect, among others, 145 types of paper and packaging products. The quality of our Group’s corrugated medium paper has been tested against various technical benchmarks, such as, quantum, apparent density, ring crush index, creasing index, longitudinal fracture length, etc., by China National Light Industry Paper Quality Supervision and Inspection, Guangzhou Division to have achieved the excellent standard, the highest ranking among the three-level ranking, the remaining two being the good standard and the pass standard

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## DEFINITIONS

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“China Packaging Federation”	China Packaging Federation, a national industry federation established with the approval of the State Council of the PRC. Its predecessor, China Packaging Technology Association, was established in 1980 and was renamed as China Packaging Federation on 2 September 2004 with the approval of the Ministry of Civil Affairs of the PRC. China Packaging Federation has 20 professional committees, with a nationwide industrial network with approximately 6,000 members of various levels as at the Latest Practicable Date. Its mission is to focus on China’s economic construction and promote sustained, rapid, healthy and harmonious development of China’s packaging industry under the direct administration of the State-owned Assets Supervision and Administration Commission through the “Three-Service Principles” (i.e. to serve the enterprises, serve the industry and serve the government), and relying on the local packaging associations and packaging enterprises all over China
“China Paper Association”	中國造紙協會 (China Paper Association*), a social entity founded in Beijing, the PRC in 1992 and established under guidance of the relevant departments of the State Council and officially registered with the Ministry of Civil Affairs of the PRC. To the best knowledge and belief of our Directors, China Paper Association is a national trade association, composed of industry organisations in various parts of the PRC, and serves as a bridge and link between the government and the paper industry in the PRC with the mission to enhance the quality and economic performance of the paper industry of the PRC. China Paper Association is an Independent Third Party
“CISL”	Cinda International Securities Limited, a corporation licensed under the SFO permitted to conduct type 1 (dealing in securities) of the regulated activities (as defined in the SFO), acting as one of the Joint Lead Managers of the Global Offering
“CMBI” and/or “Sole Sponsor”	CMB International Capital Limited, a corporation licensed under the SFO permitted to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) of the regulated activities (as defined in the SFO), acting as the Sole Sponsor of the Listing, and one of the Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers of the Global Offering
“Companies Act”	the Companies Act 1981 of Bermuda, as amended or supplemented 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”	Zhengye International Holdings Company Limited (正業國際控股有限公司), an exempted company incorporated in Bermuda with limited liability on 18 August 2010
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules

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## DEFINITIONS

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“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the context of this prospectus, means any one of the Hu Brothers and Hu Hanchao Investment, Hu Hancheng Investment, Hu Hanxiang Investment and Hu Zheng Investment
“Director(s)”	the director(s) of the Company
“ERP system”	the enterprise resource planning system, a comprehensive software designed to integrate business processes and functions, by permitting the sharing of common data and practices in a real-time environment
“g” or “g.”	gram, a metric unit of weight
“g/m <sup>2</sup> ”	grams per sq.m.
“Galanz”	廣東格蘭仕集團有限公司 (Guangdong Galanz Group Company Limited*), a company incorporated in the PRC with limited liability, and its subsidiaries, being Independent Third Parties
“GDP”	gross domestic product
“Global Offering”	the International Placing and the Hong Kong Public Offer
“Gree”	Gree Electric Appliances, Inc. of Zhuhai (珠海格力電器股份有限公司), a company incorporated in the PRC with limited liability, the shares of which are listed on the Shenzhen Stock Exchange (Stock Code: 000651: CH), and its subsidiaries, being Independent Third Parties
“Group”, “our 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, such subsidiaries as if they were the subsidiaries of the Company at the time
“Haitian”	Foshan Hai Tian Flavouring & Food Co., Ltd. (佛山海天調味食品股份有限公司), a company incorporated in the PRC with limited liability, being Independent Third Parties
“HK\$” or “HK dollars” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“HK eIPO White Form”	the application for Hong Kong Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of <b>HK eIPO White Form</b> Service Provider, <a href="http://www.hkeipo.hk">www.hkeipo.hk</a>
“HK eIPO White Form Service Provider”	the <b>HK eIPO White Form</b> service provider designated by our Company, as specified on the designated website <a href="http://www.hkeipo.hk">www.hkeipo.hk</a>
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited

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## DEFINITIONS

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“Honeycomb Report”	《2010年中國蜂窩紙製品價格走勢調查及影響因素深度調研報告》 (In-depth Research Report on the Pricing Trend and Factors of China’s Honeycomb Paper-based Products 2010*) issued by CENC in September 2010
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Public Offer”	the offer of the Hong Kong Public Offer Shares for the subscription by the public in Hong Kong for cash at the Offer Price, subject to the terms and conditions stated in this prospectus and in the Application Forms as further described in the section headed “Structure and conditions of the Global Offering” in this prospectus
“Hong Kong Public Offer Shares”	the 12,500,000 New Shares initially offered for subscription under the Hong Kong Public Offer (subject to adjustment as described in the section headed “Structure and conditions of the Global Offering” in this prospectus)
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offer whose names are set forth in the section headed “Underwriting” in this prospectus
“Hong Kong Underwriting Agreement”	the conditional underwriting agreement dated 23 May 2011 relating to the Hong Kong Public Offer and entered into among our Company, the Controlling Shareholders, the Sole Sponsor, the Joint Global Coordinators, the Joint Lead Managers and the Hong Kong Underwriters relating to the Hong Kong Public Offer, details of which are set forth in the section headed “Underwriting” in this prospectus
“Hu Brothers”	Mr. Hu Hanchao, Mr. Hu Hancheng, Mr. Hu Hanxiang and Mr. Hu Zheng
“Hu Hanchao Investment”	Leading Innovation Worldwide Corporation, a limited liability company incorporated in BVI and wholly-owned by Mr. Hu Hanchao
“Hu Hancheng Investment”	Golden Century Assets Limited, a limited liability company incorporated in BVI and wholly-owned by Mr. Hu Hancheng
“Hu Hanxiang Investment”	Fortune View Services Limited, a limited liability company incorporated in BVI and wholly-owned by Mr. Hu Hanxiang
“Hu Zheng Investment”	Gorgeous Rich Development Limited, a limited liability company incorporated in BVI and wholly-owned by Mr. Hu Zheng
“Independent Third Party(ies)”	a person(s) or company(ies) which is/are independent of and not connected with any member of our Group, the Directors, chief executive and the Substantial Shareholder and its subsidiaries and their respective associates

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## DEFINITIONS

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“International Placing”	the conditional international placing of the International Placing Shares through the International Underwriters, acting on behalf of our Company, for cash at the Offer Price, with professional, institutional and individual investors in certain jurisdictions as described in the section headed “Structure and conditions of the Global Offering” in this prospectus
“International Placing Shares”	the 112,500,000 New Shares initially being offered by our Company for subscription under the International Placing (subject to the reallocation as described in the section headed “Structure and conditions of the Global Offering” in this prospectus) together, where relevant, with any additional Shares which may fall to be issued pursuant to the exercise of the Over-allotment Option
“International Underwriters”	the underwriters of the International Placing Shares who are expected to enter into the International Underwriting Agreement to underwrite the International Placing Shares
“International Underwriting Agreement”	the conditional underwriting agreement expected to be entered into on or before 2 June 2011 between, amongst others, our Company and the International Underwriters relating to the International Placing, details of which are set forth in the section headed “Underwriting” in this prospectus
“Joint Global Coordinators” and “Joint Bookrunners”	OPSL and CMBI
“Joint Lead Managers”	OPSL, CMBI and CISL
“Latest Practicable Date”	17 May 2011, being the latest practicable date prior to the publication of this prospectus for ascertaining certain information contained in this prospectus
“Lee Kum Kee”	李錦記(新會)食品有限公司 (Lee Kum Kee (Xinhui) Food Company Limited*), an enterprise with investment of Taiwan, Hong Kong, Macao and overseas Chinese established in the PRC with limited liability, being an Independent Third Party
“Listing”	the listing of the Shares on the Main Board
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
“Listing Date”	the date on which dealings in the Shares first commence on the Main Board, which is expected to be on or around Friday, 3 June 2011
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Macau”	the Macau Special Administrative Region of the PRC

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## DEFINITIONS

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“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“MEP”	the Ministry of Environmental Protection of the PRC
“Midea”	廣東美的製冷設備有限公司 (Guangdong Midea Refrigeration Facilities Company Limited*), a sino-foreign joint venture enterprise established in the PRC with limited liability, being an Independent Third Party
“MOFCOM”	the Ministry of Commerce of the PRC
“Mr. Hu Hanchao”	Mr. Hu Hanchao (胡漢朝), an executive Director
“Mr. Hu Hancheng”	Mr. Hu Hancheng (胡漢程), an executive Director
“Mr. Hu Hanxiang”	Mr. Hu Hanxiang (胡漢祥), a non-executive Director
“Mr. Hu Zheng”	Mr. Hu Zheng (胡正), our chairman and an executive Director
“MW”	megawatt, a unit of power. The installed capacity of power plants is generally expressed in MW
“NDRC”	the National Development and Reform Commission of the PRC
“New Shares”	the 125,000,000 new Shares initially being offered at the Offer Price by our Company under the Global Offering and, where relevant, any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option
“Offer Price”	the offer price for each Offer Share (excluding the Stock Exchange trading fee of 0.005%, the SFC transaction levy of 0.003% and 1% of the related brokerage), which is HK\$1.43.
“Offer Shares”	the International Placing Shares and Hong Kong Public Offer Shares together, where relevant, with any additional Shares issued and allotted pursuant to the exercise of the Over-allotment Option
“OPSL”	Oriental Patron Securities Limited, a corporation licensed under the SFO permitted to conduct type 1 (dealing in securities) and type 4 (advising on securities) of the regulated activities (as defined in the SFO), acting as one of the Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers of the Global Offering
“Over-allotment Option”	the option expected to be granted by our Company to the International Underwriters, exercisable by OPSL (for itself and on behalf of the International Underwriters), at any time from the Listing Date up to (and including) the 30th day after the last day for lodging of the Application Forms, to require the Company to allot and issue up to an additional 18,750,000 new Shares at the Offer Price to cover over-allocations in the International Placing and/or the obligations of OPSL to return securities borrowed under the Stock Borrowing Agreement

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## DEFINITIONS

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“Packaging Report”	《2010年中國瓦楞紙箱包裝行業分析發展研究報告》(Research Report on the Development of China’s Corrugated Carton Packaging Industry 2010*) issued by Shangpu in August 2010
“Panasonic”	廣州松下空調器有限公司 (Guangzhou Panasonic Air-Conditioner Company Limited*), a sino-foreign joint venture enterprise established in the PRC with limited liability, being an Independent Third Party
“PRC” or “China”	the People’s Republic of China, which, for the purposes of this prospectus, excludes Hong Kong, Macau and Taiwan
“Reorganisation”	the corporate reorganisation of our Group in preparation for the Listing, particulars of which are set forth under the paragraph headed “Further information about our Company and our subsidiaries — 4. Group Reorganisation” in Appendix V to this prospectus
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rural Appliance Rebate Program”	家電下鄉 (Household Appliances to Rural Areas*), a program launched by the Ministry of Finance and MOFCOM in December 2007 pursuant to 商務部財政部關於印發《家電下鄉試點工作實施方案》的通知 (商綜發[2007]472號) (The Notice on Pilot Scheme for Household Appliances to Rural Areas jointly issued by the Ministry of Finance and MOFCOM (No. 472 of 2007 of MOFCOM)*), aiming at boosting rural consumption and supplying the rural market with reliable and affordable household appliances and consumer electronics. The program initially covered Henan Province, Shandong Province and Sichuan Provinces, and then was expanded to nationwide in February 2009. The program is set to expire on 30 November 2012
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), the PRC governmental agency responsible for matters relating to foreign exchange administration
“SEPA”	the State Environmental Protection Administration (國家環境保護總局), the former body of MEP
“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 and supplemented from time to time
“Shangpu”	Beijing Shangpu Information Consulting Company Limited, a research, consulting and systems integration institution addressing diversified information needs of governmental and commercial clients
“Share(s)”	the ordinary share(s) with a nominal value of HK\$0.10 each in the capital of our Company



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## DEFINITIONS

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“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 19 May 2011, the principal terms of which are set forth under the paragraph headed “Other information — 15. Share Option Scheme” in Appendix V to this prospectus
“Shareholder(s)”	holder(s) of our Shares
“Shing Yip (Hong Kong)”	Shing Yip (Hong Kong) Investment Enterprises Limited (誠業(香港)投資實業有限公司) (formerly known as KWONG DAT (HONG KONG) INVESTMENT ENTERPRISES LIMITED (光達(香港)投資實業有限公司) prior to 12 July 2005), a limited liability company incorporated in Hong Kong and an indirect wholly-owned subsidiary of our Company
“sq.m.” or “m <sup>2</sup> ”	square meter(s)
“State Council”	the State Council of the PRC
“Stock Borrowing Agreement”	a stock borrowing agreement expected to be entered into between OPSL and Hu Zheng Investment on or before 2 June 2011
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Synovate Report”	a report in respect of, among others, the packaging product manufacturing in China issued by a business consulting unit of Synovate Limited dated 2 February 2011 and commissioned by us
“TCL”	TCL Corporation (TCL 集團), a company incorporated in the PRC with limited liability, the shares of which are listed on the Shenzhen Stock Exchange (Stock Code: 000100:CH), and its subsidiaries, being Independent Third Parties
“tonne”	a metric unit of weight, with 1 tonne = 1,000 kilograms
“Track Record Period”	the three financial years ended 31 December 2010
“Umpaper”	Shanghai Leadway E-Commerce Company Limited, a market intelligence service provider in pulp and paper industry, specialised in providing various kinds of services in China pulp and paper market, including news and prices, market data, forecast and analysis
“Underwriters”	the International Underwriters and the Hong Kong Underwriters
“Underwriting Agreements”	the International Underwriting Agreement and the Hong Kong Underwriting Agreement
“US” or “United States”	United States of America
“US\$” or “US dollars” or “USD”	United States dollars, the lawful currency of the United States of America

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## DEFINITIONS

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“Wind”	Shanghai Wind Information Company Limited, a service provider of financial data, information and software headquartered in the PRC
“World Scrap”	World Scrap Company Limited, an information service provider offering scrap recycling information, market price and real time supply and demand information for scrap buyers and sellers
“Yong Fa Paper”	中山永發紙業有限公司 (Zhongshan Yong Fa Paper Industry Company Limited*), a wholly foreign owned enterprise established in the PRC and an indirect wholly-owned subsidiary of our Company
“Zheng Ye (BVI)”	TYAZ International Limited, a company incorporated in BVI with limited liability on 5 July 2010 and a direct wholly-owned subsidiary of our Company
“Zheng Ye Alliance Packaging”	中山正業聯合包裝有限公司 (Zhongshan Zheng Ye Alliance Packaging Company Limited*), a limited liability company established in the PRC and an indirect wholly-owned subsidiary of our Company
“Zheng Ye Group”	中山市正業(集團)有限公司 (Zhongshan City Zheng Ye (Group) Company Limited*) (formerly known as 中山市正業包裝有限公司 (Zhongshan City Zheng Ye Packaging Company Limited*)), a limited company established in the PRC and owned as to 51%, 25%, 20% and 4% by Mr. Hu Zheng, Mr. Hu Hancheng, Mr. Hu Hanchao and Mr. Hu Hanxiang, respectively
“Zheng Ye International”	Zheng Ye International Company Limited (正業國際有限公司) (formerly known as ZHENG YE INDUSTRIAL (H.K.) COMPANY LIMITED (正業實業(香港)有限公司) prior to 22 June 2007), a limited liability company incorporated in Hong Kong and an indirect wholly-owned subsidiary of our Company
“Zheng Ye Packaging (He Fei)”	合肥市正業包裝有限公司 (He Fei City Zheng Ye Packaging Company Limited*), a limited liability company established in the PRC and an indirect wholly-owned subsidiary of our Company
“Zheng Ye Packaging (Zheng Zhou)”	鄭州正業包裝有限公司 (Zheng Zhou Zheng Ye Packaging Company Limited*), a limited liability company established in the PRC and an indirect wholly-owned subsidiary of our Company
“Zheng Ye Packaging (Zhongshan)”	正業包裝(中山)有限公司 (Zheng Ye Packaging (Zhongshan) Company Limited*) (formerly known as 正業實業(中山)有限公司 (Zheng Ye Shi Ye (Zhongshan) Company Limited*)), a limited liability company established in the PRC and an indirect wholly-owned subsidiary of our Company
“Zheng Ye Packaging (Zhuhai)”	珠海正業包裝有限公司 (Zhuhai Zheng Ye Packaging Company Limited*), a limited liability company established in the PRC and an indirect wholly-owned subsidiary of our Company

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## DEFINITIONS

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“Zhong Fa Equipment”	中山市中發設備租賃有限公司 (Zhongshan City Zhong Fa Equipment Rental Company Limited*) (formerly known as 中山市中發紙業有限公司 (Zhongshan City Zhong Fa Paper Company Limited*)), a limited liability company established in the PRC and owned as to 80% and 20% by Zheng Ye Group and Mr. Hu Hanchao, respectively
“Zhong Tang Recycling”	中山市中糖廢紙回收有限公司 (Zhongshan City Zhong Tang Waste Paper Recycling Company Limited*), a limited liability company established in the PRC and an indirect wholly-owned subsidiary of our Company
“Zhong Tang Shi Ye”	中山市正業中糖實業有限公司 (Zhongshan City Zheng Ye Zhong Tang Shi Ye Company Limited*), a limited liability company established in the PRC and was an indirect wholly-owned subsidiary of our Company immediately prior to its de-registration on 28 October 2010 following its merger by absorption by Yong Fa Paper, was accounted for as a subsidiary of our Group during the Track Record Period
“Zhongshan Bureau of Foreign Trade and Economic Cooperation”	中山市對外貿易經濟合作局 (Zhongshan Bureau of Foreign Trade and Economic Cooperation*)
“%”	per cent.

*The English names of the PRC entities, PRC laws or regulations or the PRC government authorities mentioned in this prospectus and marked with “\*” are translations from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.*

*Unless the context requires otherwise, translation of US\$ into HK\$ and HK\$ into RMB is made in this prospectus, for illustration purpose only, at the rates of US\$1.00 = HK\$7.79 and HK\$1.00 = RMB0.84.*

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

*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.*

*Unless otherwise specified, all relevant information in this prospectus assumes no exercise of the Over-allotment Option.*