
DEFINITIONS

In this Prospectus, unless the context otherwise requires, the following expressions have the following meanings:

“affiliate(s)”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Application Form(s)”	WHITE, YELLOW and GREEN application form(s), or where the context so requires, any of them, relating to the Hong Kong Public Offering
“Articles” or “Articles of Association”	the articles of association of our Company adopted on 7 June 2011 (with effect from the Listing Date), and as amended, supplemented or otherwise modified 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
“Beijing Aiya”	Haosha Aiya (Beijing) Fitness Service Co., Ltd.* (浩沙艾雅(北京)健身服務有限公司), (formally known as Beijing Haosha Apparel Co., Ltd.* (北京浩沙服飾有限公司)), a limited liability company established under the laws of the PRC on 20 August 1997, which is owned as to 50% by Mr. Shi Hongliu (施洪流) and 50% by Mr. Shi Hongyan (施鴻雁)
“Beijing Yasha”	Beijing Yasha Apparel Co., Ltd.* (北京雅莎服飾有限公司), a limited liability company established on 26 June 2008 under the laws of the PRC and a directly wholly-owned subsidiary of Haosha Industry prior to the Corporate Reorganization
“Board” or “Board of Directors”	the board of Directors of our Company
“Business Day”	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalization Issue”	the issue of 1,119,800,000 Shares upon capitalization of certain sums standing to the credit of the share premium account of our Company referred to in the section headed “Appendix VI — Further information about our Company — Written resolutions of our Shareholders passed on 7 June 2011” in this Prospectus
“CCASS”	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(s)”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	People’s Republic of China, and unless the context requires, references in this Prospectus to the PRC or China do not include Hong Kong, Macau and Taiwan
“Companies Law”	Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Hosa International Limited (浩沙國際有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on 2 September 2010
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and, unless the context requires otherwise, refers to each of Ho Born Investment, Well Born Industrial, Mr. Shi Hongliu, Mr. Shi Hongyan and Mr. Wu Changda, who will in aggregate control the exercise of voting rights of approximately 61.488% of the Shares eligible to vote in general meetings of our Company immediately following the Global Offering and the Capitalization Issue (assuming that the Over-allotment Option is not exercised and no options granted under the Pre-IPO Share Option Scheme and the Share Option Scheme are exercised)
“Corporate Reorganization”	the corporate reorganization of our Group conducted in preparation for the Listing, details of which are set out in the section headed “History and Corporate Structure — Corporate Reorganization” in this Prospectus
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the securities markets in the PRC


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“Deed of Indemnity”	a deed of indemnity dated 7 June 2011 entered into between our Controlling Shareholders and our Company for itself and as trustee for its present subsidiaries, under which our Controlling Shareholders have given certain indemnities in favor of our Group containing, among others, the indemnities referred to in the section headed “Appendix VI — Other information — Estate duty, tax and other indemnity” in this Prospectus
“Deed of Non-Competition”	a deed of non-competition dated 7 June 2011 entered into by our Controlling Shareholders in favor of our Company, details of which are set out in the section headed “Relationship with Controlling Shareholders” in this Prospectus
“Director(s)”	the directors of our Company
“DRP”	distribution resource planning
“ERP”	enterprise resourcing planning
“first-tier cities”	generally include direct-controlled municipalities, the highest level of cities under the direct administration of the PRC central government, and provincial capital cities, including but not limited to Beijing, Shanghai, Chongqing and Guangzhou. Also included are some prefecture-level cities, the administrative division ranking below a province and above a county in China’s administrative structure, including but not limited to Dalian, Xiamen and Shenzhen. As there is no official classification, such classification is determined based on our Directors’ knowledge and experience
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc.* (弗若斯特沙利文(北京)諮詢有限公司), an international market research and consulting company, an Independent Third Party
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Placing
“government authority(ies)”	any public, regulatory, taxing, administrative or governmental agency or authority (including, without limitation, the Stock Exchange, the SFC and the United States Securities and Exchange Commission), other authority and any court at the national, provincial, municipal or local level
“GREEN Application Form(s)”	the application form(s) to be completed by White Form eIPO service provider, Computershare Hong Kong Investor Services Limited

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“Group”, “our Group”, “we” or “us”	our Company and its subsidiaries or, where the context so requires in respect of the period before our Company became the holding company of our present subsidiaries, the present subsidiaries of our Company and the businesses carried on by such subsidiaries or (as the case may be) their predecessors
“Guangzhou Huayuan”	Guangzhou Huayuan Apparel Co., Ltd.* (廣州華源服飾有限公司), (formally known as Guangzhou Haosha Enterprise Development Co., Ltd.* (廣州市浩沙企業發展有限公司)), a limited liability company established under the laws of the PRC on 22 May 2000, which was previously owned as to 60% by Mr. Shi Hongyan (施鴻雁) and 40% by Ms. Xu Jinfeng (許金鳳) (the spouse of Mr. Shi Hongyan), and is currently wholly-owned by Mr. Xu Liangang (許煉鋼). Mr. Xu Liangang is an Independent Third Party
“Guangzhou Yingchang”	Guangzhou Yingchang Apparel Co., Ltd.* (廣州穎昌服飾有限公司), (formally known as Guangzhou Haosha Apparel Co., Ltd.* (廣州浩沙服飾有限公司)), a limited liability company established under the laws of the PRC on 10 June 2008 and a directly wholly-owned subsidiary of Haosha Industry prior to the Corporate Reorganization
“Haosha Garments”	Fujian Province Jinjiang City Haosha Garments Co., Ltd.* (福建省晉江市浩沙製衣有限公司), a limited liability company established under the laws of the PRC on 24 October 1996, which held 25% equity interests in Haosha Industry prior to the Corporate Reorganization
“Haosha H.K.”	Haosha International (H.K.) Limited (浩沙國際(香港)有限公司), a company incorporated under the laws of Hong Kong on 3 November 1997, which held 75% equity interests in Haosha Industry prior to the Corporate Reorganization
“Haosha Industry”	Haosha Industry (Fujian) Co., Ltd.* (浩沙實業(福建)有限公司), a limited liability company established under the laws of the PRC on 25 October 2005 which was owned as to 75% by Haosha H.K. and 25% by Haosha Garments prior to the Corporate Reorganization, and an indirectly wholly-owned subsidiary of our Company
“HK\$”, “HK dollars” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards (including HKAS and Interpretations) issued by Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited

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“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Ho Born Investment”	Ho Born Investment Holdings Limited (浩邦投資控股有限公司), a company incorporated under the laws of the BVI with limited liability on 10 August 2010, the entire issued share capital of which is owned as to 49.851% by Mr. Shi Hongliu, 26.233% by Mr. Shi Hongyan and 23.916% by Mr. Wu Changda
“Hong Kong” or “HK”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 40,000,000 Shares being initially offered by our Company for subscription under the Hong Kong Public Offering at the Offer Price (subject to adjustment as described in the section headed “Structure of the Global Offering” in this Prospectus)
“Hong Kong Public Offering”	the offer by our Company of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%) on the terms and subject to the conditions described in this Prospectus and the Application Forms, as further described in the section headed “Structure of the Global Offering — Hong Kong Public Offering” in this Prospectus
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering named in the section headed “Underwriting — Hong Kong Underwriters” in this Prospectus
“Hong Kong Underwriting Agreement”	the conditional underwriting agreement dated 16 June 2011 relating to the Hong Kong Public Offering and entered into by, among others, the Sole Global Coordinator, the Hong Kong Underwriters and us, as further described in the section headed “Underwriting — Hong Kong Public Offering” in this Prospectus
“Hosa brand” or “ <i>Hosa</i> TM ”	our brand as represented by our trademark  and certain of our trademarks listed in the section headed “Appendix VI — Intellectual property rights of our Group — Trademarks” in this Prospectus, as the context requires
“Hosa Fitness Gyms”	Hosa Fitness Gyms (浩沙健身俱樂部), a fitness gym chain owned by two of our Controlling Shareholders, Mr. Shi Hongliu and Mr. Shi Hongyan through Beijing Aiya
“Hosa Group”	Hosa Group Holdings Limited (浩沙集團控股有限公司), a company incorporated under the laws of Hong Kong on 30 August 2010 and an indirectly wholly-owned subsidiary of our Company

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“Hosa Investment”	Hosa Investment Holdings Limited (浩沙投資控股有限公司), a company incorporated under the laws of the BVI with limited liability on 1 September 2010 and a directly wholly-owned subsidiary of our Company
“IFRS”	International Financial Reporting Standards
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are independent of and not connected with (within the meaning of the Listing Rules) any Director, chief executive or substantial shareholders (within the meaning of the Listing Rules) of our Company, its subsidiaries or any of their respective associates
“International Placing”	the conditional offering of the International Placing Shares (a) in the United States to QIBs in reliance on Rule 144A under the US Securities Act or another exemption from the registration requirement under the US Securities Act, and (b) outside the United States in offshore transactions in reliance on Regulation S under the US Securities Act, including to professional investors in Hong Kong, as further described in the section headed “Structure of the Global Offering” in this Prospectus
“International Placing Shares”	the 360,000,000 Shares being initially offered for subscription under the International Placing together, where relevant, with any additional Shares that may be issued pursuant to any exercise of the Over-allotment Option, subject to adjustment as described in the section headed “Structure of the Global Offering” in this Prospectus
“International Placing Agreement”	the conditional international placing agreement relating to the International Placing to be entered into on or about the Price Determination Date by, among others, the Sole Global Coordinator, the International Underwriters and us, as further described in the section headed “Structure of the Global Offering — International Placing” in this Prospectus
“International Underwriters”	the underwriters of the International Placing which are expected to enter into the International Placing Agreement
“Jinjiang Sanxie”	Jinjiang Sanxie Apparel Co., Ltd.* (晉江三協服裝有限公司), a limited liability company established under the laws of the PRC on 24 March 1992, which is owned as to 55% by Mr. Shi Hongliu and 45% by Mr. Shi Hongyan
“Latest Practicable Date”	10 June 2011 being the latest practicable date prior to the printing of this Prospectus for the purpose of ascertaining certain information contained in this Prospectus prior to its publication

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“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about 30 June 2011, on which dealings in the Shares first commence on the Main Board of the Stock Exchange
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Lock-up period”	the period commencing from the Latest Practicable Date up to and including the date falling six months after the Listing Date
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock exchange operated by the Stock Exchange before the establishment of the Growth Enterprise Market of the Stock Exchange (excluding the option market) and which continues to be operated by the Stock Exchange in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company
“Ministry of Commerce” or “MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“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%) at which the Hong Kong Offer Shares are to be subscribed under the Hong Kong Public Offering, and at which the International Placing Shares are to be offered under the International Placing, to be determined as described in the section headed “Structure of the Global Offering — Pricing of the Global Offering” in this Prospectus
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares
“Over-allotment Option”	the option to be granted by our Company to the International Underwriters exercisable by the Sole Global Coordinator on behalf of the International Underwriters under the International Placing Agreement, pursuant to which our Company may be required to allot and issue up to 60,000,000 additional Shares, representing 15% of the Shares initially available under the Global Offering at the Offer Price, to, among other things, cover over-allocations in the International Placing (if any), as further described in the section headed “Structure of the Global Offering”

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“PBOC”	People’s Bank of China (中國人民銀行), the central bank of China
“PRC Government” or “State”	the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof
“PRC Shareholders”	Mr. Shi Hongliu, Mr. Shi Hongyan, Mr. Wu Changda, Mr. Xu Zehui and Mr. Zeng Shaoxiong
“Pre-IPO Share Option Scheme”	the share option scheme for the directors, senior management, employees and distributors of our Group approved and adopted by our Company pursuant to a resolution passed by our Shareholders on 7 June 2011, the principal terms of which are summarized under the section headed “Appendix VI — Pre-IPO Share Option Scheme” in this Prospectus
“Price Determination Date”	the date expected to be on or about Thursday, 23 June 2011 at which time the Offer Price is determined, or such later time as our Company and the Sole Global Coordinator (on behalf of the Underwriters) may agree, but in any event not later than Sunday, 26 June 2011
“province(s)”	include provinces, autonomous regions and municipalities under the direct administration of the central government of the PRC
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the US Securities Act
“retail outlet(s) ”	retail outlet(s) operated by one of our distributors or sub-distributors selling exclusively our <i>Hosa</i> TM products (such retail outlet(s) is/are owned and operated by Independent Third Party(ies))
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the US Securities Act
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)
“SAIC”	State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)

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“SASAC”	State-owned Assets Supervision and Administration Commission of the PRC (中華人民共和國國務院國有資產監督管理委員會)
“second-tier cities”	generally include prefecture-level cities, the administrative division ranking below a province and above a county in China’s administrative structure, including but not limited to Dongguan, Foshan and Nanyang. As there is no official classification, such classification is determined based on our Directors’ knowledge and experience
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai Haote”	Shanghai Haote Apparel Co., Ltd.* (上海浩特服飾有限公司), a limited liability company established under the laws of the PRC on 8 July 2008 and a directly wholly-owned subsidiary of Haosha Industry prior to the Corporate Reorganization
“Shanghai Xingchi”	Shanghai Xingchi Apparel Co., Ltd.* (上海興馳服飾有限公司), (formally known as Shanghai Haosha Apparel Co., Ltd.* (上海浩沙服飾有限公司)), a limited liability company established under the laws of the PRC on 21 April 1999, which was previously owned as to 80% by Mr. Shi Hongliu (施洪流) and 20% by Mr. Shi Hongyan (施鴻雁) and is currently owned as to 80% by Mr. Xu Tianshi (許天室) and 20% by Ms. Hong Meiqin (洪美勤). Both Mr. Xu Tianshi and Ms. Hong Meiqin are Independent Third Parties
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the capital of our Company, which are to be subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 7 June 2011, the principal terms of which are summarized under the section headed “Appendix VI — Share Option Scheme” in this Prospectus
“Shareholder(s)”	holder(s) of the Share(s)
“Sole Bookrunner” and “Sole Global Coordinator”	Merrill Lynch International
“Sole Lead Manager”	Merrill Lynch Far East Limited for the Hong Kong Public Offering; Merrill Lynch International for the International Placing

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“Sole Sponsor” or “Merrill Lynch”	Merrill Lynch Far East Limited, a licensed corporation under the SFO for Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between Merrill Lynch Japan Securities Co., Ltd. and Ho Born Investment on or about the Price Determination Date, pursuant to which Merrill Lynch Japan Securities Co., Ltd. may borrow up to 60,000,000 Shares from Ho Born Investment to cover any over-allotment under the International Placing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto in section 2 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“third-tier cities”	generally refer to county-level cities, the county-level administrative divisions of the PRC, including but not limited to Jingjiang, Xiantao and Xinghua. As there is no official classification, such classification is determined based on our Directors’ knowledge and experience
“Track Record Period”	the three financial years ended 31 December 2010
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Placing Agreement
“United States” or “US”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US dollars” or “US\$”	United States dollars, the lawful currency of the United States
“US Securities Act”	the United States Securities Act of 1933, as amended from time to time
“Warrantors”	our Company, Ho Born Investment, Well Born Industrial, Zehui Investment, Yixin Investment, Mr. Shi Hongliu, Mr. Shi Hongyan, Mr. Wu Changda, Mr. Xu Zehui and Mr. Zeng Shaoxiong

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“Well Born Industrial”	Well Born Industrial Group Limited (偉邦實業集團有限公司), a company incorporated under the laws of the BVI with limited liability on 10 August 2010, the entire issued share capital of which is owned as to 49.851% by Mr. Shi Hongliu, 26.233% by Mr. Shi Hongyan and 23.916% by Mr. Wu Changda
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name through the designated website of White Form eIPO www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Yixin Investment”	Yixin Investment Holdings Limited (奕鑫投資控股有限公司), a company incorporated under the laws of the BVI with limited liability on 10 August 2010, the entire issued share capital of which is owned by Mr. Zeng Shaoxiong
“Zehui Investment”	Zehui Investment Holdings Limited (澤輝投資控股有限公司), a company incorporated under the laws of the BVI with limited liability on 10 August 2010, the entire issued share capital of which is owned by Mr. Xu Zehui
“%”	per cent

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.

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

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