
DEFINITIONS

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

- “Application Form(s)”** : **WHITE** Application Form(s), **YELLOW** Application Form(s) 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 22 June 2011, which shall become effective upon the Listing and as amended from time to time, a summary of which is set out in Appendix V to this prospectus
- “associate”** : has the meaning ascribed to it under the Listing Rules
- “baby care product(s)”** : unless the context defines otherwise, refers to personal care products targeting babies from zero to three years old
- “Board” or “Board of Directors”** : the board of Directors
- “Business Day”** : a day (which is not a Saturday, a Sunday or a public holiday in Hong Kong) on which banks in Hong Kong are generally open for business
- “BVI”** : the British Virgin Islands
- “CAGR”** : acronym for compound annual growth rate
- “Capitalisation Issue”** : the issue of 748,999,999 Shares upon capitalisation of certain sums standing to the credit of the share premium account of our Company pursuant to the written resolutions of all the Shareholders passed on 22 June 2011 as referred to in the paragraph headed “A. Further Information about our Company — 4. Written resolutions of our Shareholders passed on 22 June 2011” 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 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

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- “CCASS Participant”** : a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
- “CCBIAM”** : CCB International Asset Management Limited, a company incorporated in Hong Kong with limited liability on 29 November 2004
- “CCTV”** : China Center Television (中國中央電視台), one of the national television channels in China
- “children care product(s)”** : unless the context defines otherwise, refers to personal care products targeting children from four to 12 years old
- “China” or “PRC” or “Mainland”** : the People’s Republic of China excluding, for the purpose of this prospectus, Taiwan region or Hong Kong or the Macao Special Administrative Region of PRC
- “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 and supplemented, or otherwise modified from time to time
- “Company” or “our Company”** : Prince Frog International Holdings Limited (青蛙王子國際控股有限公司), an exempted company incorporated with limited liability under the laws of the Cayman Islands on 11 January 2011
- “Connected Person”** : 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 for the purposes of this prospectus, unless the contents otherwise require or define, means Mr. Li, Zhenfei Investment and Prince Frog International
- “Copyrights Assignment Agreement”** : an agreement dated 28 February 2011 entered into between Prince Frog (China) and Fujian Shuangfei, pursuant to which, among other things, Fujian Shuangfei agreed to transfer the copyrights of the 青蛙王子 (Frog Prince) animation series and other rights relating to such copyrights to Prince Frog (China) at a total consideration of RMB7,120,000
- “Cosmetics Directive”** : Council Directive 76/768/EEC, the principal legislation governing safety in relation to cosmetics products applicable to the member states of the European Union
- “CSRC”** : 中國證券監督管理委員會 (China Securities Regulatory Commission), a regulatory body responsible for the supervision and regulation of the securities markets in PRC

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- “Deed of Indemnity”** : a deed of indemnity dated 22 June 2011 made by our Controlling Shareholders, Mr. Xie and Jinlin Investment in favour of our Company (for itself and as trustee for each of its subsidiaries), under which each of our Controlling Shareholders, Mr. Xie and Jinlin Investment has given certain indemnities in favour of our Group containing, among other things, the indemnities referred to in the paragraph headed “G. Other Information — 1. Estate duty and tax indemnity” in Appendix VI to this prospectus
- “Deed of Non-competition”** : a non-competition deed dated 22 June 2011 entered into by our Controlling Shareholders, Mr. Xie, Jinlin Investment and Fujian Shuangfei in favour of our Company (for itself and on behalf of its subsidiaries), details of which are disclosed in the section headed “Relationship with the Controlling Shareholders” of this prospectus
- “Director(s)”** : director(s) of our Company
- “Euromonitor”** : Euromonitor International Ltd, a market research firm and an Independent Third Party
- “Euromonitor Report”** : the industry report prepared by Euromonitor, the details of which are more particularly set out in the section headed “Industry Overview” of this prospectus
- “First-tier City(ies)”** : refer(s) to Beijing, Shanghai, Guangzhou and Shenzhen
- “FMCG”** : fast moving consumer goods
- “Fourth-tier City(ies)”** : refer(s) to the vast prefecture-level and county-level cities in PRC
- “Frog Prince”** : unless the context defines otherwise, refers to our baby and children care product brands
- “Frost & Sullivan”** : Frost & Sullivan, a market research firm and an Independent Third Party
- “Frost & Sullivan Report”** : the market survey conducted by Frost & Sullivan, the details of which are more particularly set out in the section headed “Industry Overview” of this prospectus
- “Fujian Shuangfei”** : 福建雙飛日化有限公司 (Fujian Shuangfei Daily Chemicals Co., Ltd.), a company established in PRC on 18 May 2001 with a registered capital of RMB20,000,000 as at the Latest Practicable Date and owned as to 51% by Mr. Li and as to 49% by Mr. Xie. Fujian Shuangfei was registered as a collective enterprise on 19 January 1995 and converted into a limited liability company in 2001
- “GDP”** : gross domestic product
- “General Administration”** : the General Administration of Quality Supervision, Inspection and Quarantine of PRC (國家質量監督檢驗檢疫總局), the national authority governing, among others, the safety and quality of personal care products and household hygiene products

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- “Global Offering”** : the Hong Kong Public Offering and the International Offering
- “Green Application Form(s)”** : the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
- “Group”, “our Group”, “we” or “us”** : our Company and its subsidiaries at the relevant time or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the present subsidiaries of our Company or the business operated by its present subsidiaries or (as the case may be) its predecessor
- “HK\$” or “HK dollar(s)”** : Hong Kong dollars, the lawful currency of Hong Kong
- “HKFRS”** : Hong Kong Financial Reporting Standards
- “HKICPA”** : 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 PRC
- “Hong Kong Offer Shares”** : the 30,000,000 new Shares (subject to adjustment) being initially offered by our Company for subscription pursuant to the Hong Kong Public Offering at the Offer Price (subject to adjustment as described in the section headed “Structure of the Global Offering” of this prospectus)
- “Hong Kong Public Offering”** : the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong, as further described in the section headed “Structure of the Global Offering — The Hong Kong Public Offering” of this prospectus
- “Hong Kong Share Registrar”** : Computershare Hong Kong Investor Services Limited
- “Hong Kong Underwriters”** : the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Hong Kong Underwriters” of this prospectus
- “Hong Kong Underwriting Agreement”** : the underwriting agreement dated 29 June 2011 relating to the Hong Kong Public Offering and entered into, among others, our Company, our Controlling Shareholders, the Sole Global Coordinator and the Hong Kong Underwriters
- “IFRS”** : International Financial Reporting Standards, as issued by the International Accounting Standards Board
- “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

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- “International Offering”** : the placing of the International Offer Shares for and on behalf of our Company and the Selling Shareholders by the International Underwriters, as further described in the section headed “Structure of the Global Offering — The International Offering” in this prospectus
- “International Offer Shares”** : the 270,000,000 Shares (comprising 220,000,000 new Shares and 50,000,000 Sale Shares) being initially offered by us and the Selling Shareholders for subscription pursuant to the International Offering
- “International Underwriters”** : the underwriters of the International Offering, who are expected to enter into the International Underwriting Agreement
- “International Underwriting Agreement”** : the underwriting agreement relating to the International Offering, which is expected to be entered into among our Company, our Controlling Shareholders, the Selling Shareholders, our relevant executive Directors, the Sole Global Coordinator and the International Underwriters on or around 6 July 2011
- “Intertek (HK)”** : Intertek Testing Services Hong Kong Limited, a testing laboratory accredited by Hong Kong Accreditation Service, the United Kingdom Accreditation Service and China National Accreditation Service for Conformity Assessment and an Independent Third Party
- “Jinlin Investment”** : Jinlin Investment Company Limited (金麟投資有限公司), a limited liability company incorporated in BVI on 10 March 2010 with an authorised capital of US\$5,000 with a par value of US\$0.1 each as at the Latest Practicable Date and owned as to 100% by Mr. Xie
- “Joint Sponsors” and “Joint Lead Managers”** : CCB International Capital Limited and CIMB Securities (HK) Limited
- “Joyful”** : Joyful Business Holdings Limited, a limited liability company incorporated in BVI on 4 June 2009 under the laws of BVI and wholly owned by Mr. Jie Liao, an Independent Third Party
- “Latest Practicable Date”** : 23 June 2011, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information in this prospectus prior to its publication
- “Listing”** : the listing of our Shares on the Main Board
- “Listing Committee”** : the Listing Committee of the Stock Exchange
- “Listing Date”** : the date, expected to be on or about 15 July 2011, on which dealings in the Shares first commence on the Stock Exchange
- “Listing Rules”** : the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time

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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
- “Memorandum” or “Memorandum of Association”** : the memorandum of association of our Company as amended from time to time
- “Ministry of Commerce” “MOFCOM”** : 中華人民共和國商務部 (the Ministry of Commerce of PRC)
- “Mr. Li”** : Mr. Li Zhenhui (李振輝), the chairman, the chief executive officer, one of our executive Directors and one of our Controlling Shareholders
- “Mr. Xie”** : Mr. Xie Jinling (謝金玲), the vice general manager and one of our executive Directors
- “OEM”** : acronym for original equipment manufacturer, a business that manufactures goods or equipment for branding and resale by others
- “Offer Price”** : the final Hong Kong dollar price per Offer Share (exclusive of the brokerage fee of 1%, SFC transaction levy of 0.003%, and the Stock Exchange trading fee of 0.005%), which will be not more than HK\$3.76 and is expected to be not less than HK\$2.51, such price to be agreed and determined on the Price Determination Date
- “Offer Shares”** : the Hong Kong Offer Shares and the International Offer Shares, where relevant, any additional Shares to be issued pursuant to the exercise of the Over-allotment Option
- “Over-allotment Option”** : the option to be granted by us and the Selling Shareholders to the International Underwriters exercisable by the Stabilising Manager on behalf of the International Underwriters, pursuant to which we may be required to allot and issue and the Selling Shareholders may be required to sell up to an aggregate of 45,000,000 additional Shares (in the aggregate representing 15% of the Shares initially being offered under the Global Offering), which will comprise up to 37,500,000 new Shares that may be allotted and issued by our Company and up to 7,500,000 Shares that may be sold by the Selling Shareholders at the Offer Price to cover over allocations in the International Offering, details of which are described in the section headed “Structure of the Global Offering” of this prospectus
- “Paramount”** : PARAMOUNT STAGE LIMITED, a limited liability company incorporated in BVI on 26 May 2010 under the laws of BVI and owned as to 100% by Mr. Wan Chi Keung, an Independent Third Party
- “Pony”** : Pony Testing International Group, a testing organisation accredited by China National Accreditation Service for Conformity Assessment and an Independent Third Party

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- “PRC Government” or “State”** : the central government of PRC including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and their instrumentalities, or, where the context requires, any of them
- “PRC GAAP”** : generally accepted accounting rules and regulations in China
- “Price Determination Date”** : the date on which the Offer Price is to be fixed for the purposes of the Global Offering, which is expected to be on or around 6 July 2011 (Hong Kong time), or such later date as the Sole Global Coordinator (for itself and on behalf of the other Underwriters) and our Company may agree
- “Prince Frog (China)”** : 青蛙王子(中國)日化有限公司 (Frog Prince (China) Daily Chemicals Co., Ltd.), a limited liability company established in PRC on 28 February 2005 with a registered capital of US\$10,000,000 as at the Latest Practicable Date and owned as to 100% by Prince Frog (HK)
- “Prince Frog (HK)”** : Prince Frog (HK) Daily Chemicals Company Limited (青蛙王子(香港)日化有限公司), formerly known as TAIWAN WAISHEN SHAREHOLDER (H.K.) LIMITED (台灣慧秀股份(香港)有限公司) and FROGPRINCE (H.K.) DAILY CHEMICAL LIMITED (青蛙王子(香港)日化有限公司), a company incorporated in Hong Kong on 5 July 2002 with a share capital of HK\$10,100 as at the Latest Practicable Date and an indirect wholly-owned subsidiary of our Company
- “Prince Frog International”** : Prince Frog International Company Limited (青蛙王子國際有限公司), a company incorporated in BVI on 12 March 2010 under the laws of BVI with an authorised share capital of US\$20,000 with a par value of US\$0.1 each and one of our Controlling Shareholders
- “Prince Frog Investment”** : Prince Frog Investment Limited (青蛙王子投資有限公司), a limited liability company incorporated in BVI on 3 December 2010 under the laws of BVI with an authorised share capital of US\$5,000 with a par value of US\$0.1 each and a direct wholly-owned subsidiary of our Company
- “Process Outsourcing Agreement”** : the process outsourcing agreement dated 31 December 2009 and a supplemental agreement dated 22 June 2011, all entered into by Fujian Shuangfei and Prince Frog (China), pursuant to which Prince Frog (China) agreed to outsource the sunscreen, air freshener and insecticide products to Fujian Shuangfei
- “Regulation S”** : Regulation S under the U.S. Securities Act
- “Reorganisation”** : the corporate reorganisation undertaken by our Group in preparation for the Listing which is more particularly described in the paragraph headed “Reorganisation” in the section headed “History and Reorganisation” of this prospectus
- “retail sales value”** : the sales value of product(s) based on retail selling price(s) at points of sales

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“RMB” or “Renminbi”	: Renminbi, the lawful currency of PRC
“SAFE”	: 中國國家外匯管理局 (the State Administration of Foreign Exchange of PRC)
“Sale Shares”	: 50,000,000 Shares to be offered for sale by the Selling Shareholders at the Offer Price under the International Offering and any additional Shares which may be sold pursuant to the exercise of the Over-allotment Option
“Second-tier City(ies)”	: refer(s) to 25 cities in PRC which are the major municipalities or provincial capitals that record a relatively high gross domestic product and personal disposable income among the cities in PRC
“Selling Shareholders”	: Prince Frog International and Jinlin Investment
“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 a nominal value of HK\$0.01 each in the capital of our Company, which is/are to be subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“Shareholder(s)”	: holder(s) of the Share(s)
“Share Option Scheme”	: the share option scheme conditionally adopted by our Company on 22 June 2011, the principal terms of which are summarised under the paragraph headed “F. Share Option Scheme” in Appendix VI to this prospectus
“Shuangfei (USA)”	: Shuangfei Daily Chemicals (USA) Inc., a corporation incorporated on 16 July 2008 in the U.S. under the laws of the State of Florida, U.S., and its 51% outstanding shares are owned by Mr. Li, 48% by Mr. Xie, and 1% by Ms. Lina Xu, an Independent Third Party, as at the Latest Practicable Date
“Sole Bookrunner” and “Sole Global Coordinator”	: CCB International Capital Limited
“Stablising Manager”	: CCB International Capital Limited
“Stock Borrowing Agreement”	: the stock borrowing agreement expected to be entered into between Prince Frog International, Jinlin Investment and the Sole Global Coordinator on or about the same date as the International Underwriting Agreement
“Stock Exchange”	: The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	: has the meaning ascribed to it in section 2 of the Companies Ordinance
“substantial shareholder(s)”	: has the meaning ascribed to it under the Listing Rules

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“Takeovers Code”	: the Hong Kong Codes on Takeovers and Mergers
“Third-tier City(ies)”	: refer(s) to 41 mid-upper affluent cities and provincial capitals in PRC
“Track Record Period”	: the period comprising the three financial years ended 31 December 2008, 2009 and 2010
“Trademark Transfer Agreements”	: the six trademark transfer agreements dated 31 December 2009, the trademark transfer agreement dated 20 March 2011 and the trademark transfer agreement dated 22 April 2011, all entered into between Fujian Shuangfei and Prince Frog (China)
“Underwriters”	: collectively, the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	: the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “U.S.”	: the United States of America
“U.S. Securities Act”	: the U.S. Securities Act of 1933, as amended and supplemented or otherwise modified from time to time
“US\$”, “U.S. dollars” or “USD”	: United States dollars, the lawful currency of the United States
“VAT”	: value added tax in PRC
“WFOE”	: wholly foreign owned enterprise incorporated and registered under the laws of PRC
“White Form eIPO”	: the application for the Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO at www.eipo.com.hk
“White Form eIPO Service Provider”	: Computershare Hong Kong Investor Services Limited
“Zhenfei Investment”	: Zhenfei Investment Company Limited (振飛投資有限公司), a limited liability company incorporated in BVI on 10 March 2010 with an authorised capital of US\$5,000 with a par value of US\$0.1 each and owned as to 100% by Mr. Li
“%”	: per cent.

Unless otherwise expressly stated or the context otherwise requires, all data in this prospectus are of the Latest Practicable Date.

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.

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In this prospectus, the English names of PRC nationals, companies, associations, entities, departments, facilities, certificates, titles are directly translated from their Chinese names and are furnished for identification purposes only. Should any inconsistencies between the Chinese names and the English names exist, the Chinese names shall prevail.

Unless otherwise specified, all references to any shareholdings in our Company assume no exercise of the Over-allotment Option.