
DEFINITIONS

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

“Application Form(s)”	WHITE, YELLOW and GREEN application form(s) or, where the context so requires, any of them to be used in connection with the Hong Kong Public Offer
“Articles” or “Articles of Association”	the articles of association of the Company adopted on 7 February 2012 and as amended from time to time, a summary of which is set out in Appendix V to this prospectus
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	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
“Capitalisation Issue”	the allotment and issue of 599,000,000 Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of the Company as referred to in the paragraph headed “Further information about the Company — Written resolutions of the sole Shareholder of the Company passed on 7 February 2012” in Appendix VI to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Charming Investment”	Charming Investment Holdings Limited (彩瑩投資控股有限公司), a company incorporated in the BVI with limited liability and a Shareholder

DEFINITIONS

“China” or “PRC”	the People’s Republic of China, and for the purpose of this prospectus, excludes Hong Kong, the Macau Special Administrative Region of China and Taiwan
“China Modern”	China Modern Agriculture Holding Limited (中國現代農業控股有限公司), a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“CICL” or “Sole Sponsor”	Cinda International Capital Limited, a licensed corporation under the SFO to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities, acting as the Sole Sponsor of the Global Offering
“CISL” or “Sole Global Coordinator”	Cinda International Securities Limited, a licensed corporation under the SFO to carry on Type 1 (dealing in securities) regulated activity, acting as the Sole Global Coordinator and one of the Joint Bookrunners and Joint Lead Managers of the Global Offering
“CMS”	China Merchants Securities (HK) Co., Limited, a licensed corporation under the SFO to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities, acting as one of the Joint Bookrunners and Joint Lead Managers of the Global Offering
“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”	China Putian Food Holding Limited (中國普甜食品控股有限公司), a company incorporated in the Cayman Islands with limited liability on 27 May 2011 under the Companies Law
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Contract Farm(s)”	the farms on which the Contract Farming takes place
“Contract Farmer(s)”	the farmers who have entered into contracts with the Group for the farming of commodity hogs as mentioned in the section headed “Business” in this prospectus, all of whom being Independent Third Parties

DEFINITIONS

“Contract Farming”	the mechanism adopted by the Group to farm commodity hogs by entering into contracts with the Contract Farmers, pursuant to which the Group will supply commodity hogs to the Contract Farmers for farming in accordance with the terms of the contracts
“Controlling Shareholder(s)”	has the meaning ascribed to it in the Listing Rules, and in this prospectus, unless the context otherwise requires, refers to Zhan Rui and Mr. Cai Chenyang, who will together beneficially own an aggregate of approximately 51% of the Shares immediately following the Global Offering and the Capitalisation Issue (without taking into account the Shares, if any, to be allotted and issued pursuant to the Share Option Scheme and the Over-allotment Option)
“Deed of Non-Competition”	the deed of non-competition dated 7 February 2012 executed by Mr. Cai Chenyang and Zhan Rui in favour of the Group
“Delimit Plan”	the Delimit Plan of Forbidden Zones for Livestock and Poultry Farming and Construction in Putian City (莆田市畜禽養殖禁養區及禁建區劃定方案)
“Director(s)”	director(s) of the Company
“EIT”	enterprise income tax payable under the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法)
“Existing Shareholder(s)”	the existing Shareholder(s) of the Company as at the Latest Practicable Date, namely, Zhan Rui, Charming Investment, Long Excel, Wide Sincere, Giant King and Kai Rong
“Fujian Province”	Fujian Province (福建省) of the PRC
“Fujian Tianyi”	Tianyi (Fujian) Modern Agriculture Development Limited (天怡(福建)現代農業發展有限公司), a company established under the laws of the PRC on 26 April 2005 and an indirect wholly-owned operating subsidiary of the Company
“GDP”	gross domestic product
“Giant King”	Giant King Investments Limited (帝弘投資有限公司), a company incorporated in the BVI with limited liability and a Shareholder
“Global Offering”	the International Placing and the Hong Kong Public Offer
“Group”	the Company and its subsidiaries and, where the context otherwise requires, in respect of the period before the Company became the holding company of its present subsidiaries, the present subsidiaries of the Company

DEFINITIONS

“HK eIPO White Form”	the application for the Hong Kong Offer Shares to be issued 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
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 20,000,000 new Shares initially being offered by the Company for subscription at the Offer Price under the Hong Kong Public Offer, subject to reallocation as mentioned under the section headed “Structure of the Global Offering” in this prospectus
“Hong Kong Public Offer”	the offer to the public in Hong Kong for subscription of the Hong Kong Offer Shares at the Offer Price, on and subject to the terms and conditions stated in this prospectus and in the Application Forms, details of which are described in the section headed “Structure of the Global Offering” in this prospectus and the related Application Forms
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offer whose names are set out in the section headed “Underwriting — International and Hong Kong Underwriters — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the conditional public offer underwriting agreement dated 28 February 2012 relating to the Hong Kong Public Offer entered into by, among others, the Company and Cinda International Securities Limited
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are not connected person(s) of the Group
“International Placing”	the conditional placing of the International Placing Shares at the Offer Price with institutional, professional and private investors, details of which are described in the section headed “Structure of the Global Offering” in this prospectus

DEFINITIONS

“International Placing Shares”	the 180,000,000 new Shares initially being offered by the Company for subscription at the Offer Price under the International Placing, subject to reallocation and the Over-allotment Option and as described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the underwriters of the International Placing whose names are set out in the section headed “Underwriting — International and Hong Kong Underwriters — International Underwriters” in this prospectus
“International Underwriting Agreement”	the conditional placing underwriting agreement relating to the International Placing to be entered into by, among others, the Company and Cinda International Securities Limited on or about the Price Determination Date
“Joint Bookrunners” or “Joint Lead Managers”	CISL and CMS
“Kai Rong”	Kai Rong Holdings Limited (凱榮控股有限公司), a company incorporated in the BVI with limited liability and a Shareholder
“kg”	kilograms
“Latest Practicable Date”	22 February 2012, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information in the prospectus prior to its publication
“Listing”	listing of the Shares on the Main Board
“Listing Date”	the date on which trading in the Shares on the Main Board commences
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Long Excel”	Long Excel Limited, a company incorporated in the BVI with limited liability and a Shareholder
“Main Board”	the main board of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company, as may be amended from time to time
“MT”	metric tonnes

DEFINITIONS

“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) which will be not more than HK\$1.53 and is expected to be not less than HK\$1.09, such price to be determined in the manner as further described in the section headed “Structure of the Global Offering — Price payable on application” in this prospectus
“Offer Shares”	the International Placing Shares and the Hong Kong Offer Shares
“Over-allotment Option”	the option to be granted by the Company to the Sole Global Coordinator (for itself and on behalf of the International Underwriters) to require the Company to allot and issue the Over-allotment Shares to, among other things, cover over-allocations in the International Placing, if any, details of which are contained in the section headed “Structure of the Global Offering” in this prospectus
“Over-allotment Shares”	up to an aggregate of 30,000,000 additional new Shares (representing 15% of the initial Offer Shares) to be issued by the Company pursuant to the exercise of the Over-allotment Option
“Point(s) of Sales”	the concession counter(s) at supermarkets and the direct sales outlet(s) operated by the Group from time to time for the retail sales of the Group’s products
“PRC Legal Advisers”	Deheng Law Firm, the legal advisers of the Company as to PRC laws
“Price Determination Date”	the date, expected to be on or before Tuesday, 6 March 2012 (or such later date as may be agreed between the Sole Global Coordinator (for itself and on behalf of the other Underwriters) and the Company), on which the Offer Price is fixed for the purpose of the Global Offering and in any event no later than 12:00 noon on Thursday, 8 March 2012
“Reorganisation”	the corporate reorganisation of the Group prior to the issue of this prospectus, details of which are set out in the paragraph headed “Corporate reorganisation” in Appendix VI to this prospectus
“Reporting Accountants”	HLB Hodgson Impey Cheng, Chartered Accountants, Certified Public Accountants, Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)

DEFINITIONS

“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“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 or otherwise modified from time to time
“Share(s)”	ordinary share(s) with nominal value of HK\$0.10 each in the share capital of the Company
“Share Option Scheme”	the conditional share option scheme approved and adopted by the Company on 7 February 2012, the principal terms of which are summarised in the paragraph headed “Share Option Scheme” in Appendix VI to this prospectus
“Shareholder(s)”	holder(s) of the Shares
“Stock Borrowing Agreement”	the stock borrowing agreement to be entered into between Zhan Rui and the Sole Global Coordinator on or about the Price Determination Date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Repurchases, as administered by the Securities and Futures Commission and as amended from time to time
“Track Record Period”	the financial years ended 31 December 2008, 2009 and 2010 and the nine months ended 30 September 2011
“Underwriters”	the International Underwriters and the Hong Kong Underwriters
“Underwriting Agreements”	the International Underwriting Agreement and the Hong Kong Underwriting Agreement
“United States” or “U.S.”	the United States of America
“USDA-WAOB”	United States Department of Agriculture — World Agricultural Outlook Board
“US\$”	United States dollars, the lawful currency of the United States
“Valuer”	Asset Appraisal Limited, an independent professional property valuer which is a member of the Valuation Organisation Members of the International Valuation Standards Committee (IVSC) and is governed by Guidance Note No. 10 of the International Valuation Standards Eighth Edition 2007 in the valuation of biological assets

DEFINITIONS

“VAT”	value-added tax, payable under the Provisional Regulations of the PRC on Value-Added Tax (中華人民共和國增值稅暫行條例)
“Victoria Top”	Victoria Top Limited (維德有限公司), a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Wellname Investments”	Wellname Investments Limited (揚威投資有限公司), a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of the Company
“WFOE”	wholly foreign owned enterprise in the PRC
“Wide Sincere”	Wide Sincere Investments Limited (廣誠投資有限公司), a company incorporated in the BVI with limited liability and a Shareholder
“Zhan Rui”	Zhan Rui Investments Limited (展瑞投資有限公司), a company incorporated in the BVI with limited liability and a Controlling Shareholder
“%”	per cent.

Unless the context requires otherwise, translation of HK\$ and RMB is made in this prospectus, for illustration purpose only, at the rates of HK\$1.00 = RMB0.8136.

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

If there is any inconsistency between the Chinese name of the PRC laws and regulations or PRC entities mentioned in this prospectus and their English translation, the Chinese version shall prevail.

Translated English names of Chinese natural persons, addresses, legal persons, governmental authorities, institutions or other entities for which no official English translation exist are unofficial translations for identification purposes only.