
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** 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 Offer
- “Articles of Association”
 “Articles” the articles of association of our Company conditionally adopted on September 8, 2010 to take effect on the Listing Date 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
- “Baby² brand” or “Baby²” the Baby² trademarks and logos registered in the name of members of our Group as more particularly set forth in the paragraph headed “Intellectual Property Rights of our Group” in Appendix VI to this prospectus
- “Barcelona brand” or “Barcelona” .. the Barcelona trademarks and logos licensed to us pursuant to the Barcelona License Agreement
- “Barcelona License Agreement” the license agreement, including all schedules and attachments entered into on August 17, 2010 with effective date from May 12, 2010 by and between Pacific Leader and PPW Sports and Entertainment (Hong Kong) Limited
- “BI system” Business Intelligence system, a computer software which analyzes and consolidates data collected from the E-MAX system and other sources
- “Bob the Builder brand” or “Bob the Builder” the Bob the Builder trademarks and logos licensed to us pursuant to the Bob the Builder License Agreement
- “Bob the Builder License Agreement” the license agreement, including all schedules and attachments entered into on August 24, 2010 with effective date from July 1, 2010 by and between Pacific Leader and Hit Entertainment Limited
- “BOCOM Asia” BOCOM International (Asia) Limited, licensed to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
- “BOCOM Holdings” BOCOM International Holdings Company Limited, a company incorporated in Hong Kong and a wholly owned subsidiary of

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- Bank of Communications Co., Ltd. (交通銀行股份有限公司), whose H shares are listed on the Main Board of the Stock Exchange (stock code: 3328). BOCOM Holdings is principally engaged in securities proprietary trading and investment holding. BOCOM Holdings has three wholly-owned subsidiaries, namely BOCOM International (Asia) Limited, BOCOM International Asset Management Limited and BOCOM International Securities Limited. The three subsidiaries are principally engaged in investment banking, asset management and securities brokerage business
- “BOCOM Securities” BOCOM International Securities Limited, licensed to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 5 (advising on futures contracts) regulated activities under the SFO
- “Board” or “Board of Directors” the board of Directors
- “Boshiwa brand” or “Boshiwa” the Boshiwa trademarks and logos registered in the name of members of our Group as more particularly set forth in the paragraph headed “Intellectual Property Rights of our Group” in Appendix VI to this prospectus
- “Boshiwa Enterprise” 博士蛙(上海)企業發展有限公司 (Boshiwa Enterprise Development Co., Ltd.*), a limited liability company established under the laws of the PRC on March 24, 2009 and an indirect wholly-owned subsidiary of our Company. It is wholly-owned by Shanghai Boshiwa and is mainly engaged in the opening of new retail outlets
- “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” the British Virgin Islands
- “CAGR” acronym for compound annual growth rate
- “Capitalization Issue” the issue of 1,499,800,000 Shares upon capitalization of certain sums standing to the credit of the share premium account of our Company referred to in the paragraph headed “Written resolutions of our Shareholders passed on September 8, 2010” under the section headed “Further Information about our Company” 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

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- “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
- “CEPA” Closer Economic Partnership Arrangement, an economic agreement between the Government of the HKSAR and the Central Government of the PRC, signed on June 29, 2003
- “China” or “PRC” the People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, Macau and Taiwan
- “children’s products” according to Frost & Sullivan, consist of children’s apparel, children’s household products and children’s fast moving consumable goods. Revenue from children’s apparel contributed approximately RMB70.9 billion to the total market revenue of children’s products in China in 2009, occupying the largest portion, or approximately 42.9%, of the children’s product market in China in 2009
- “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)
- “Company” or “our Company” Boshiwa International Holding Limited (博士蛙國際控股有限公司), formerly known as Boshiwa International Holding Limited (博士蛙國際控股有限公司) and Boshiwa International Holding Ltd, an exempted company incorporated with limited liability under the laws of the Cayman Islands on March 24, 2009
- “connected person(s)” has the meaning ascribed thereto under the Listing Rules
- “Controlling Shareholders” has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refer to Joyork International and Chen Pei Qi, who will control the exercise of approximately 30.12% of voting rights in the general meeting of our Company immediately after the Global Offering and the Capitalization Issue (assuming that the Over-allotment Option is not exercised)
- “Corporate Reorganization” the corporate reorganization of our Group conducted in preparation for the Listing, details of which are set out in the paragraph headed “Corporate Reorganization” under the

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	section headed “History and Corporate Structure” in this prospectus
“Credit Suisse”	Credit Suisse (Hong Kong) Limited
“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 the PRC
“Deed of Non-compete”	a deed of non-compete dated September 8, 2010 entered into by the Controlling Shareholders in favor of our Company, details of which are disclosed in the section headed “Relationship with Controlling Shareholders”
“Deutsche Bank”	Deutsche Bank AG, Hong Kong Branch
“Director(s)”	the directors of our Company
“Dr. Frog brand” or “Dr. Frog”	the Dr. Frog trademarks and logos registered in the name of members of our Group as more particularly set forth in the paragraph headed “Intellectual Property Rights of our Group” in Appendix VI to this prospectus
“E-MAX system”	E-max.net system, a computer software package which collects and presents data in connection with business activities from manufacturing to retail sales
“Fame Trend”	Fame Trend Investment Limited, an investment holding company incorporated in BVI with limited liability on November 8, 2007, which is wholly owned by Wang Xiaofeng, an Independent Third Party
“FMCG”	fast moving consumer goods, products that are sold quickly at relatively low cost. They generally sell in large quantities
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offer and the International Placing
“Great Dragon”	Great Dragon (Asia Pacific) Limited (華龍(亞太)有限公司), an investment holding company incorporated in BVI with limited liability on January 8, 2008, and is wholly owned by Joyork International
“Green Application Form(s)”	the application form(s) to be completed by White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“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

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subsidiaries of our Company and the businesses carried on by such subsidiaries or (as the case may be) their predecessors

- “Hambo Group” Hambo Group Limited (恆保集團有限公司), an investment holding company incorporated in BVI with limited liability on August 18, 2009. It is owned as to 100% by King Lion International (Hong Kong) Limited. King Lion International (Hong Kong) Limited is owned as to 100% by Shanghai King Lion Co., Ltd., which is owned as to 75% by Wang Shi Ming and 25% by Wang Chun Xia, the daughter of Wang Shi Ming. Wang Shi Ming currently is a director of Shanghai Boshiwa
- “Harry Potter brand” or “Harry Potter” the Harry Potter trademarks and logos licensed to us pursuant to the Harry Potter License Agreement
- “Harry Potter License Agreement” .. the license agreements, including all schedules and attachments entered into on September 22, 2005, August 28, 2006 and September 17, 2009 respectively, by and between Shanghai Boshiwa and Warner Bros. Consumer Products Inc.
- “HK\$” and “cents” Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
- “HKSCC” Hong Kong Securities Clearing Company Limited
- “HKSCC Nominees” HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
- “Hong Kong”, “HKSAR” or “HK” the Hong Kong Special Administrative Region of the PRC
- “Hong Kong Public Offer” the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong for cash at the Offer Price, on and subject to the terms and conditions described in this prospectus and in the Application Forms relating thereto
- “Hong Kong Offer Shares” the 50,000,000 Shares being initially offered by our Company for subscription under the Hong Kong Public Offer at the Offer Price (subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus)
- “Hong Kong Share Registrar” Computershare Hong Kong Investor Services Limited
- “Hong Kong Underwriters” the several underwriters of the Hong Kong Public Offer listed in the paragraph headed “Hong Kong Underwriters” under the section headed “Underwriting” in this prospectus

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“Hong Kong Underwriting Agreement”	the underwriting agreement relating to the Hong Kong Public Offer dated September 15, 2010 entered into between, among others, our Company, the Joint Bookrunners and the Hong Kong Underwriters
“ICP license”	an operating license for value-added telecommunication services
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are not connected with (within the meaning of the Listing Rules) any director, chief executive or substantial shareholder (within the meaning of the Listing Rules) of our Company, its subsidiaries or any of their respective associates
“International Placing”	the conditional placing of the International Placing Shares (a) in the United States to qualified institutional buyers (as such term is defined in Rule 144A under the US Securities Act) 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 450,000,000 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 Underwriters”	the several underwriters of the International Placing
“International Underwriting Agreement”	the underwriting agreement relating to the International Placing expected to be entered into between, among others, our Company, the Joint Bookrunners and the International Underwriters on or around September 22, 2010
“IFRS”	International Financial Reporting Standards
“Joint Bookrunners” or “Joint Lead Managers”	UBS, Credit Suisse, BOCOM Securities and Deutsche Bank
“Joint Global Coordinators”	UBS, Credit Suisse and BOCOM Securities
“Joint Sponsors”	UBS, Credit Suisse and BOCOM Asia
“Joyork International”	Joyork International Limited (慶樂國際有限公司), an investment holding company incorporated in BVI with limited liability on

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	September 25, 2009. It is owned as to 24.6% by Onbrave International and 75.4% by Chen Pei Qi, who is our honorary chairman and non-executive Director
“Juventus brand” or “Juventus”	the Juventus trademarks and logos licensed to us pursuant to the Juventus License Agreement
“Juventus License Agreement”	the license agreement, including all schedules and attachments entered into on August 17, 2010 with effective date from May 12, 2010 by and between Pacific Leader and PPW Sports and Entertainment (Hong Kong) Limited
“Kingman Holdings”	Kingman Holdings Limited (景文控股有限公司), an investment holding company incorporated in the BVI with limited liability on January 8, 2009 and a direct wholly-owned subsidiary of our Company
“Latest Practicable Date”	September 10, 2010, 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
“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 September 29, 2010, 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 (as amended from time to time)
“low end children’s apparel market”	according to Frost & Sullivan, segment of children’s apparel market defined by retail prices of RMB200 or less for winter clothes and RMB100 less for other apparel
“low end children’s product market”	according to Frost & Sullivan, segment of the children’s product market distinguished by low prices, normal materials, normal functionality, poor quality and design, and by domestic companies that produce and sell only their own products and whose revenue obtained from overseas market represents less than 40% of their total revenue
“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

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- be operated by the Stock Exchange in parallel with the Growth Enterprise Market of the Stock Exchange
- “Manchester United brand” or
“Manchester United” the Manchester United trademarks and logos licensed to us pursuant to the Manchester United License Agreement
- “Manchester United License Agreement” the license agreement, including all schedules and attachments entered into on August 17, 2010 with effective date from May 12, 2010 by and between Pacific Leader and PPW Sports and Entertainment (Hong Kong) Limited
- “Memorandum of Association” or
“Memorandum” the memorandum of association of our Company
- “mid to high end children’s apparel market” according to Frost & Sullivan, segment of children’s apparel market, defined by retail prices of RMB200 to RMB600 for winter clothes and RMB100 to RMB300 for other apparel
- “mid to high end children’s product market” according to Frost & Sullivan, segment of the children’s product market distinguished by medium prices, good materials, full functionality, good quality and fair design and by domestic companies that sell products under their own brands as well as products under foreign companies’ brands and whose revenue from overseas market represents less than 40% of their total revenue
- “Ministry of Commerce” or
“MOFCOM” 中華人民共和國商務部 (the Ministry of Commerce of the PRC)
- “MIIT” 中華人民共和國工業和信息化部 (the Ministry of Industry and Information Technology of the PRC), formerly known as 中華人民共和國信息產業部 (the Ministry of Information Industry of the PRC, or the MII)
- “MOFCOM Notice” the Notice on Relevant Issues Concerning Approval Administration on Sale of Products by Foreign Invested Enterprises via Internet Websites or Automats (《關於外商投資互聯網、自動售貨機方式銷售項目審批管理有關問題的通知》) issued by the General Office of the MOFCOM (商務部辦公廳) on August 19, 2010
- “Mr. Lv Yi Hao” also known as Mr. Lv Mao Long, vice president, one of the authorized representatives of our Company and one of the joint company secretaries of our Company

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- “Mr. Zhong” Zhong Zheng Yong, one of our executive Directors
- “Ms. Chen” Chen Li Ping, one of our executive Directors
- “NBA brand” or “NBA” the NBA trademarks and logos licensed to us pursuant to the NBA License Arrangement
- “NBA License Arrangement” the license arrangement, including the distribution agreement entered into on December 28, 2009 by and between Shanghai Boshiwa and NBA Sports and Culture Development (Beijing) Co., Ltd. as subsequently amended
- “OEM” acronym for original equipment manufacturer, a business that manufactures goods or equipment for branding and resale by others
- “ODM” acronym for original design manufacturer, a business that designs and manufactures a product which is specified and eventually branded for sale by others
- “Offer Price” the final offer price per Offer Share (excluding brokerage, SFC transaction levy and Stock Exchange trading fee) which will be not more than HK\$4.98 and is expected to be not less than HK\$3.88, such price to be determined on September 22, 2010 or such later date before September 26, 2010 as may be agreed between our Company and the Joint Bookrunners (on behalf of the Underwriters)
- “Offer Shares” the Hong Kong Offer Shares and the International Placing Shares
- “Onbrave International” Onbrave International Limited (安勇國際有限公司), an investment holding company incorporated in BVI with limited liability on September 15, 2009. It is owned as to 100% by Favor Hero International Limited, which is owned as to 100% by The Power Vast Trust, a discretionary trust set up by Mr. Zhong for the benefit of himself and his family members. The trustee of The Power Vast Trust is Credit Suisse Trust Limited
- “our branded products” generally refer to products of the Boshiwa brand, the Baby² brand and the Dr. Frog brand which are owned by us, and also the Harry Potter brand, the Prince of Tennis brand and the NBA brand, which are licensed to us in the PRC pursuant to the relevant license arrangement, as the case may be
- “Over-allotment Option” the option to be granted by our Company to the International Underwriters exercisable by the Joint Bookrunners on behalf of the International Underwriters, pursuant to which our Company may be required to allot and issue up to 75,000,000 additional new Shares, representing 15% of the Shares initially available

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under the Global Offering at the Offer Price, to, among other things, cover over-allocations of the International Placing (if any) as further described in the section headed “Structure of the Global Offering”

- “Pacific Leader” Pacific Leader International Holdings Limited (恒龍國際集團有限公司), a company incorporated in Hong Kong with limited liability on June 12, 2009 and an indirect wholly-owned subsidiary of our Company. It is engaged in investment holding and is expected to be engaged in import and export business in the future
- “PBOC” 中國人民銀行 (the People’s Bank of China), the central bank of China
- “PPSU” a heat and chemical resistant material and typically used in automotive and aerospace applications
- “PRC Government” or “State” the central government of the PRC, including all political sub-divisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof
- “Price Determination Date” the date, expected to be on or around September 22, 2010 but before September 26, 2010, on which the Offer Price is fixed for the purpose of the Global Offering
- “Prince of Tennis brand” or “Prince of Tennis” the Prince of Tennis trademarks and logos licensed to us pursuant to the Prince of Tennis License Agreement
- “Prince of Tennis License Agreement” the license agreement, including all schedules and attachments entered into on August 16, 2006 by and between Shanghai Boshiwa and SMG
- “provinces” 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
- “RMB” or “Renminbi” Renminbi, the lawful currency of the PRC
- “Rongchen Consulting” 上海榮臣信息諮詢有限公司 (Shanghai Rongchen Information & Consulting Co., Ltd.*), a limited liability company established

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- under the laws of the PRC on September 6, 2004 and an indirect wholly-owned subsidiary of our Company. It is wholly-owned by Shanghai Boshiwa. It currently does not engage in any operations and it is planned to be engaged in corporate marketing planning in the future
- “Rongchen Driver Training” 上海榮臣機動車駕駛員培訓有限公司 (Shanghai Rongchen Motor Vehicle Driver Training Limited*), a limited liability company established under the laws of the PRC on January 28, 1994 and an Independent Third Party. It is engaged in the business of providing training service of driving
- “Rongchen Knitting” 上海榮臣針織有限公司 (Shanghai Rongchen Knitting Limited*), a limited liability company established under the laws of the PRC on June 7, 2004 and an Independent Third Party. It is engaged in knitting business
- “Rule 144A” Rule 144A under the US Securities Act
- “SAFE” 中華人民共和國外匯管理局 (the State Administration of Foreign Exchange of the PRC)
- “SAIC” 中華人民共和國國家工商行政管理總局 (the State Administration for Industry and Commerce of the PRC)
- “second-tier cities” according to Frost & Sullivan, such cities refer to the capital cities of provinces in the PRC
- “Series A Preferred Share(s)” the series A preferred share(s) with a nominal value of US\$1.00 each in the capital of Great Dragon
- “SFC” the Securities and Futures Commission of Hong Kong
- “SFDA” 中華人民共和國國家食品藥品監督管理局 (the State Food and Drug Administration of the PRC)
- “SFO” The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
- “Shanghai Agricultural” 上海農工商(集團)總公司 (Shanghai Agricultural Industry and Commerce (Group) Company *), a state-owned enterprise established under the laws of the PRC on April 8, 1994 and an Independent Third Party. It was a former shareholder of Shanghai Boshiwa
- “Shanghai Boshiwa” 上海榮臣博士蛙(集團)有限公司 (Shanghai Rongchen Boshiwa (Group) Co., Ltd.), formerly known as Shanghai Boshiwa Children Series Products Co., Ltd., a wholly foreign-owned enterprise established under the laws of the PRC on July 30, 1997 and an indirect wholly-owned subsidiary of our Company. It is held as to 100% by Pacific Leader and is

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- engaged in the business of wholesale and retail sale of children's products
- “Shanghai Boshiwa Group” Shanghai Boshiwa and its subsidiaries
- “Shanxi Huashengding” 山西華聖鼎貿易有限公司 (Shanxi Huashengding Trade Limited *), a limited liability company established under the laws of the PRC on October 26, 2009 and an Independent Third Party. It is engaged in the business of sales of apparel, other textile products and other daily necessities
- “Shanghai Chenghuang” 上海城隍投資有限公司 (Shanghai Chenghuang Investment Limited *), a limited liability company established under the laws of the PRC on January 9, 2002 and an Independent Third Party. It was a former shareholder of Shanghai Boshiwa
- “Shanghai Desheng” 上海得勝信息技術有限公司 (Shanghai Desheng Information Technology Limited *), a limited liability company established under the laws of the PRC on September 11, 2003. It is wholly owned by our Chairman and chief executive officer, Mr. Zhong. We have entered into a series of Structure Contracts with it on June 28, 2010 so as to carry out our online sales business
- “Shanghai Fengxiang” 上海豐香貿易有限公司 (Shanghai Fengxiang Trade Limited *), a limited liability company established under the laws of the PRC on May 8, 2008 and an Independent Third Party. It is engaged in the business of sales of apparel and other textile products
- “Shanghai Haibo” 上海海博股份有限公司 (Shanghai Haibo Limited *), a company limited by shares established under the laws of the PRC on January 4, 1993 and an Independent Third Party. It was a former shareholder of Shanghai Boshiwa
- “Shanghai Haibo Investments” 上海海博投資有限公司 (Shanghai Haibo Investment Limited *), a limited liability company established under the laws of the PRC on December 10, 2002 and an Independent Third Party. It was a former shareholder of Shanghai Boshiwa
- “Shanghai Rongbai” 上海榮佰貿易有限公司 (Shanghai Rongbai Trade Limited *), a limited liability company established under the laws of the PRC on March 27, 2007 and an Independent Third Party. It is engaged in the business of sales of textiles
- “Shanghai Rongchen Group” 上海榮臣(集團)公司 (Shanghai Rongchen Group Limited *), a state-owned enterprise established under the laws of the PRC on June 27, 1994 and an Independent Third Party. It was a former shareholder of Shanghai Boshiwa
- “Shanghai Rongfeng” 上海榮豐印花裝飾服裝有限公司 (Shanghai Rongfeng Printing Clothing Limited *), a limited liability company established

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- under the laws of the PRC on March 16, 1993 and an Independent Third Party. It is engaged in cloth printing business
- “Shanghai Ronghua” 上海榮華紡織染整製衣有限公司 (Shanghai Ronghua Textile Dyeing and Finishing Garment Limited*), a limited liability company established under the laws of the PRC on September 12, 1991 and an Independent Third Party. It is engaged in textile dyeing and garment business
- “Shanghai Rongli” 上海榮麗紡織制衣服飾有限公司 (Shanghai Rongli Textile Garment Limited *), a limited liability company established under the laws of the PRC on March 16, 1993 and an Independent Third Party. It is engaged in the business of production and trading of garments
- “Shanghai Shangshi” 上海上實資產經營有限公司 (Shanghai Shangshi Asset Management Limited*), a limited liability company established under the laws of the PRC on February 8, 1996 and an Independent Third Party. It was a former shareholder of Shanghai Boshiwa
- “Shanghai Zhixuan” 上海攀軒服飾有限公司 (Shanghai Zhixuan Garment Limited *), a limited liability company established under the laws of the PRC on January 26, 2000. It is owned by Zhong Zhi Yong, the brother of Mr. Zhong and Xie Hong, an Independent Third Party. It was a former shareholder of Shanghai Boshiwa
- “Shanghai Changping” 上海昌平國際貿易有限公司 (Shanghai Changping International Trade Limited*), a limited liability company established under the laws of the PRC on April 29, 2003 and an Independent Third Party. It is engaged in the business of trading and sales of apparel, other textile products and other food products
- “Share(s)” ordinary share(s) with a nominal value of HK\$0.0005 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 September 8, 2010, the principal terms of which are summarized under the paragraph headed “Share Option Scheme” in Appendix VI to this prospectus
- “Shareholder(s)” holder(s) of the Share(s)
- “SKU” acronym for stock keeping unit, a unique identifier for each distinct product and service that can be purchased
- “SMG” Shanghai Media Group (上海文廣新聞傳媒集團), a multimedia television and radio broadcasting, news and Internet company based in Shanghai and an Independent Third Party

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“sq.m.”	square meter
“Stabilizing Manager”	UBS
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between UBS and Joyork International on the Price Determination Date, pursuant to which UBS may borrow up to 75,000,000 Shares from Joyork International to cover any over-allocation under the International Placing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Structure Contracts”	various contracts entered into among Shanghai Desheng, Mr. Zhong as its shareholder and Shanghai Boshiwa on June 28, 2010, including the Proxy Agreement, Management and Operation Consulting Agreement, Exclusive Technical Consulting and Services Agreement, Exclusive Call Option Agreement and Equity Interests Pledge Agreement
“subsidiary(ies)”	has the meaning ascribed thereto in section 2 of the Companies Ordinance
“TB International”	TB International Ltd., an investment holding company with limited liability incorporated in BVI on February 9, 2007 and is wholly owned by Trustbridge Partners II, L.P., an exempted Limited partnership incorporated under the laws of the Cayman Islands. Mr. Li Shu Jun, one of our non-executive Directors, is the director of TB International
“third-tier cities”	according to Frost & Sullivan, such cities refer to prefecture-level cities other than Beijing, Shanghai, Guangzhou, Shenzhen and the second-tier cities in the PRC
“Thomas and Friends brand” or “Thomas and Friends”	the Thomas and Friends trademarks and logos licensed to us pursuant to the Thomas and Friends License Agreement
“Thomas and Friends Agreement”	the license agreement, including all schedules and attachments entered into on August 24, 2010 with effective date from July 1, 2010 by and between Pacific Leader and Gullane (Thomas) Limited
“top end children’s apparel market”	according to Frost & Sullivan, segment of children’s apparel market defined by retail prices of RMB600 or higher for winter clothes and RMB300 or higher for other apparel
“top end children’s product market”	according to Frost & Sullivan, segment of children’s product market distinguished by higher prices, superior materials, “brilliant” functions, “prominent” quality and novel design, and by international and domestic companies whose revenue obtained from overseas market represents more than 40% of their total revenue

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“Track Record Period”	the three years ended December 31, 2009 and the six months ended June 30, 2010
“Trustbridge Partners”	a private equity firm with a focus on high-growth Chinese private enterprises. As confirmed by the partners of Trustbridge Partners, as of December 31, 2009, it had more than US\$1 billion under management in three investment funds which are principally engaged in investments across a broad range of sectors
“UBS”	UBS AG, Hong Kong Branch
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “US”	the United States of America within the meaning of Regulation S
“US dollars” or “US\$”	United States dollars, the lawful currency of the United States
“US Securities Act”	the U.S Securities Act of 1933, as amended
“WFOE”	wholly foreign-owned company
“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
“Xie Hong”	Ms. Xie Hong, one of the shareholders of Shanghai Zhixuan, and an Independent Third Party
“Zhongrong Trust”	中融國際信託投資有限公司 (Zhongrong International Trust Investment Limited *), a limited liability company incorporated under the laws of the PRC on January 15, 1993
“2008 Convertible Bonds I”	the first redeemable convertible bonds with an aggregate principal amount of RMB80,000,000 held by TB International issued under the 2008 Convertible Bonds Subscription Agreement
“2008 Convertible Bonds II”	the second redeemable convertible bonds with an aggregate principal amount of RMB20,000,000 held by TB International issued under the 2008 Convertible Bonds Subscription Agreement

DEFINITIONS

- “2008 Convertible Bonds Subscription Agreement” the subscription agreement dated May 30, 2008 and entered into between, among others, Great Dragon, TB International and Chen Pei Qi
- “2008 Stock Subscription Agreement” the share purchase agreement dated May 30, 2008 and entered into between, among others, Great Dragon, TB International and Chen Pei Qi
- “2009 Convertible Bonds” the redeemable convertible bonds with an aggregate principal amount of RMB100,000,000 held by TB International issued under the 2009 Convertible Bonds Subscription Agreement
- “2009 Convertible Bonds Subscription Agreement” the subscription agreement dated July 6, 2009 and entered into among Great Dragon, TB International and Chen Pei Qi, details of which are disclosed in the paragraph headed “Financial investments by TB International” under the section headed “History and Corporate Structure” in this prospectus
- “%” 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 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 “*” is for identification purpose only.*

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

In this prospectus, unless otherwise stated and for illustration purpose only, certain amounts denominated in Hong Kong dollars have been translated into Renminbi at an exchange rate of HK\$1.00 to RMB0.8744, the central parity exchange rate of the Hong Kong dollar against the Renminbi as of September 3, 2010 published by the People’s Bank of China. Such translations should not be construed as representations that amounts in Hong Kong dollars were or may have been converted into Renminbi at such rates or any other exchange rates.