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## DEFINITIONS

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

“Articles of Association” or “Articles”	the articles of association of our Company adopted on 15 September 2009, as amended from time to time
“ASEAN”	The Association of Southeast Asian Nations
“associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Board”	our board of Directors
“Business Day”	any day (other than a Saturday or a Sunday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	British Virgin Islands
“Cai’s International”	Cai’s International Holdings Limited 蔡氏國際控股有限公司, a company incorporated in the BVI on 6 April 2006 with limited liability, and was held 50% by Mr. Cai SP and 50% by Mr. Cai SY as at the Latest Practicable Date
“Capitalization Issue”	the issue of Shares to be made upon capitalization of part of the amount standing to the credit of the share premium account of our Company referred to in the section headed “Written resolutions of our sole Shareholder passed on 15 September 2009” in appendix V to this Prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or 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

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“China” or “PRC”	the People’s Republic of China, but for the purposes of this Prospectus and for geographical reference only (unless otherwise indicated), excluding Taiwan, the Macau Special Administrative Region of the People’s Republic of China and Hong Kong
“Companies Law”	the Companies Law (2009 Revision) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“our Company” or “we”	Jiangchen International Holdings Limited 江晨國際控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability on 10 June 2009, or where the context requires and refers to any time prior to its incorporation, those businesses and operations that were assumed by it pursuant to the Reorganization, or where the context requires, any of the businesses and operations that is or was carried on by any member of our Group
“connected person”	has the meaning ascribed to it under the GEM Listing Rules
“connected transaction”	a transaction stapled and specified in Rule 20.13 of the GEM Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules and for the purpose of this Prospectus means Well Bright, Mr. Cai SY and Mr. Cai SP
“Director(s)”	the director(s) of our Company
“EU”	the European Union
“Evolution Watterson” or “Sponsor” or “Lead Manager”	Evolution Watterson Securities Limited, a licensed corporation under the SFO permitted to engage in type 1, 4 and 6 of the regulation activities (as defined under the SFO), acting as the sponsor to the Listing and lead manager of the Placing
“GDP”	gross domestic product
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time

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“GEM website”	the internet website at <a href="http://www.hkgem.com">http://www.hkgem.com</a> operated by the Stock Exchange for the purposes of GEM
“Group” or “our Group”	our Company and our subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“HK\$” or “HK dollars” or “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKFRSs”	the Hong Kong Financial Reporting Standards, which include the Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants
“HK Shui Ping”	Hong Kong Shui Ping Fashion International Industry Limited 香港水平服裝國際實業有限公司, a company incorporated in Hong Kong on 24 December 2003 and had been 50% owned by Mr. Cai SP and 50% owned by Ms. Sun Meige (孫美鵠) (the wife of Mr. Cai SP) before Mr. Cai SP and Ms. Sun Meige (孫美鵠) transferred all of their interest in HK Shui Ping in May 2009
“Hong Kong Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Lung Tan”	Hong Kong Lung Tan International Fashion Industry Limited 香港龍騰國際服裝實業有限公司, a company incorporated in Hong Kong with limited liability and formerly a shareholder of Xiefeng Textile
“Independent Third Party(ies)”	party(ies) which is (are) independent from and not connected with any of our Directors, chief executive, substantial shareholders or management shareholders of our Company or its subsidiary or any of their respective associates

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“Jinjiang Shuiping”	晉江水平服裝有限公司 Jinjiang Shuiping Garment Co., Ltd., a domestic limited liability company established in the PRC on 11 April 2001. It had been 50% owned by Mr. Cai SP and 50% owned by Mr. Cai Jiabo (蔡家搏) (a son of Mr. Cai SP) before Mr. Cai SP and Mr. Cai Jiabo (蔡家搏) transferred all of their interest in Jinjiang Shuiping in May 2009
“Latest Practicable Date”	22 September 2009, being the latest practicable date for ascertaining certain information in this Prospectus prior to its publication
“Listing”	listing of the Shares on GEM
“Listing Date”	the date on which our Shares are listed and dealings in our Shares commence on GEM
“Listing Division”	the Listing Division of the Stock Exchange
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which continues to be operated by the Stock Exchange in parallel with GEM and which, for the avoidance of doubt, excludes GEM
“management shareholder(s)”	has the meaning ascribed thereto in the GEM Listing Rules and in relation to our Company means Well Bright, Mr. Cai SP and Mr. Cai SY
“Mr. Cai SP”	Cai Shuiping (蔡水平), our executive Director and our Controlling Shareholder, a first cousin of Mr. Cai SY
“Mr. Cai SY”	Cai Shuiyong (蔡水泳), our executive Director and our Controlling Shareholder, a first cousin of Mr. Cai SP
“Newshine”	Newshine International Limited 新光國際有限公司, a company incorporated in the BVI on 19 June 2009 with limited liability, and our wholly-owned subsidiary
“New Shares”	74,000,000 new Shares being offered by our Company at the Placing Price under the Placing
“OEM”	original equipment manufacturing, involving no product design but produces the products according to the specifications and designs provided by customers

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“Placing”	the conditional placing by the Underwriters of the Placing Shares for cash at the Placing Price, as further described under the section headed “Structure and Conditions of the Placing” in this Prospectus
“Placing Price”	HK\$0.30 per Placing Share, excluding any brokerage fee, SFC transaction levy and Stock Exchange trading fee
“Placing Shares”	74,000,000 New Shares being offered by our Company for subscription and 37,000,000 Sale Shares being offered for sale by the Vendor under the Placing
“Po Cheung Industrial”	Po Cheung Industrial Company 寶祥實業公司, a sole proprietorship registered in Hong Kong and owned by Mr. Tsoi Kam On (蔡金鉸), and formerly a shareholder of Xiangyun Fiber
“Prospectus”	this prospectus being issued in connection with the Placing
“Quanzhou Yongchun”	泉州永春新豐盛鞋服有限公司 Quanzhou Yongchun Xinfengsheng Shoes & Garments Co., Ltd., incorporated in the PRC on 29 June 2004. It was a wholly-foreign owned enterprise wholly-owned by HK Shui Ping at the time when Mr. Cai SP and Ms. Sun Meige (孫美鵠) (the wife of Mr. Cai SP) transferred all of their interest in HK Shui Ping in May 2009
“Reorganization”	the reorganization arrangements undergone by us in preparation for the Listing as described in the paragraph headed “Reorganization” in the section headed “History and Development” and the paragraph headed “Corporate Reorganization” in appendix V to this Prospectus
“RMB” and “Renminbi”	Chinese Yuan, the lawful currency of the PRC
“Sale Shares”	37,000,000 Shares being offered for sale by the Vendor at the Placing Price under the Placing
“SFC”	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
“Shareholder(s)”	holder(s) of the Share(s)

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“Share Option Scheme”	the share option scheme conditionally approved and adopted by our Company on 15 September 2009, the principal terms of which are summarised in the paragraph headed “Share Option Scheme” in appendix V to this Prospectus
“Shares”	ordinary shares in the share capital of our Company, with a nominal value of HK\$0.01 each
“Sino Prosper”	Sino Prosper (Asia) Limited 華盛(亞洲)有限公司, a company incorporated in Hong Kong on 27 May 2009 with limited liability, and our wholly-owned subsidiary
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto in section 2 of the Hong Kong Companies Ordinance
“substantial shareholders”	has the meaning ascribed thereto in the GEM Listing Rules
“Sun Hing Industrial”	Sun Hing Industrial Company 新興實業公司, a sole proprietorship registered in Hong Kong and owned by Ms. Tsoi Shan Cha (蔡山查), and formerly a shareholder of Wannianxing Textile
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Track Record Period”	comprises the period for the two years ended 31 December 2008 and the three months ended 31 March 2009
“UN”	the United Nations
“Underwriters”	the underwriters of the Placing named in the paragraph headed “Underwriters” in the section headed “Underwriting” of this Prospectus
“Underwriting Agreement”	the conditional underwriting agreement dated 28 September 2009 and entered into between, among others, our Company, our executive Directors, the Controlling Shareholders, the Vendor, the Sponsor, the Lead Manager and the Underwriters, brief particulars of which are summarised in the section headed “Underwriting” in this Prospectus
“US” or “United States”	the United States of America

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“US\$” or “US dollars”	United States dollars, the lawful currency for the time being of the United States
“Vendor”	Well Bright
“Wannianxing Textile”	江西省萬年興紡織服裝有限公司 Jiangxi Province Wan Nian Xing Textiles and Dress Co., Ltd., a company established in the PRC and our indirect wholly-owned subsidiary
“Well Bright”	Well Bright Group Limited 明珠集團有限公司, a company incorporated in the BVI with limited liability on 18 May 2009 and 50% owned by Mr. Cai SP and 50% owned by Mr. Cai SY, and is our Controlling Shareholder
“Xiangyun Fiber”	萬年縣祥雲纖維紡織有限公司 Wan Nian County Xiang Yun Fibers and Fabrics Co., Ltd., a company established in the PRC and our indirect wholly-owned subsidiary
“Xiefeng Textile”	萬年縣協豐紡織服飾有限公司 Wannianxian Xiefeng Textiles and Garments Co., Ltd., a company established in the PRC and our indirect wholly-owned subsidiary
“%”	per cent.

*All times refer to Hong Kong local time.*

*Unless otherwise specified, for the purposes of this Prospectus, amounts denominated in US\$ and RMB are translated into Hong Kong dollars as follows:*

*HK\$1.00 : RMB0.88*

*HK\$7.80 : US\$1.00*

*These exchange rates are for the purpose of illustration only and no representation is made that any amounts in US\$ or RMB have been, could have been or may be converted, at these or any other rates or at all.*

*Any discrepancies in any table or chart between the total shown and the sum of amounts listed are due to rounding. Any discrepancies elsewhere in this Prospectus between totals and sums of amounts (including those appear as percentages) listed are due to rounding.*

*In this Prospectus, 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.*