

DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary of Technical Terms” of this prospectus.

“Ajisen Ramen”	味千拉麵, the tradename under which we operate our Franchise Businesses
“Ajisen Ramen Group”	Ajisen Ramen Group Limited (味千拉麵集團有限公司), a limited liability company incorporated in Hong Kong on 14th February 2003 and is wholly and beneficially owned by Poon Wai
“Application Form(s)”	white application form(s) and yellow application form(s), or where the context so requires, any of them
“Articles of Association” or “Articles”	the articles of association of the Company, adopted on 8th March 2007 and as amended from time to time
“Associates”	has the meaning ascribed thereto under the Listing Rules
“Beijing Weiqian”	北京味千餐飲管理有限公司 (Beijing Weiqian Restaurant Management Co., Ltd), a limited liability company incorporated in the PRC on 27th December 2004 in which our Group owns a 55% interest
“Board”	the board of Directors of the Company
“Business Day”	a day that is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of Shares to be made upon the capitalisation of part of the share premium account of the Company referred to in the paragraph headed “Written resolutions of the sole shareholder of the Company passed on 8th March 2007” in Appendix VI to this prospectus
“Cazenove”	Cazenove Asia Limited, the Global Coordinator, Sole Bookrunner, Sponsor and Lead Manager of the Global Offering, a licensed corporation to carry out Types 1, 4, 6 and 9 regulated activities under the SFO
“CBD”	Central Business District

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“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Broker Participant”	a person admitted to participate in CCASS as a broker 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 Broker Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“CEO”	chief executive officer
“Chongqing Weiqian”	重慶味千餐飲文化有限公司(Chongqing Weiqian Food Culture Co., Ltd), a limited liability company incorporated in the PRC on 5th July 2005 and a wholly-owned Subsidiary of our Group
“Company”	Ajisen (China) Holdings Limited (味千(中國)控股有限公司), an exempted company incorporated in the Cayman Islands on 6th April 2006 with limited liability
“Companies Law” or “Cayman Companies Law”	the Companies Law (2004 Revision) of the Cayman Islands and any amendments or other statutory modifications thereof
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time
“Connected Person(s)”	has the meaning ascribed thereto under the Listing Rules
“Connected Transactions”	the connected transactions between members of our Group and Connected Persons of our Company, details of which are set out in the section headed “Connected Transactions” in this prospectus
“Controlling Shareholder”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise refers to Poon Wai who holds approximately 94.94% in Favor Choice which holds approximately 56.03% in our Company
“Covenantors”	Poon Wai, Favor Choice, Sirius Investment Inc, Sirius Capital Holdings Pte Ltd, Katsuaki Shigemitsu and Shigemitsu
“Dalian Weiqian”	大連味千餐飲有限公司 (Dalian Weiqian Food Co., Ltd), a limited liability company incorporated in the PRC on 27th November 2002 in which our Group owns a 51% interest
“Director(s)”	director(s) of the Company
“eIPO Service Provider”	Industrial and Commercial Bank of China (Asia) Limited
“EPD”	Environmental Protection Department of Hong Kong

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“Favor Choice”	Favor Choice Group Limited, a company incorporated in the BVI on 19th January 2006 with limited liability and an investment holding vehicle of Poon Wai and Yin Yibing, who own approximately 94.94% interest and 5.06% interest in it respectively
“Favor Will”	Favor Will Investments Limited, a company incorporated in the BVI on 6th December 2005 with limited liability and a wholly-owned Subsidiary of the Company
“FEHD”	Food and Environmental Hygiene Department of Hong Kong
“Festive Profits”	Festive Profits Limited, a company incorporated in the BVI on 5th December 2005 with limited liability and an indirect wholly-owned Subsidiary of the Company
“Fine Fit Profits”	Fine Fit Profits Limited, a company incorporated in BVI on 5th December 2005 with limited liability and an indirect wholly-owned Subsidiary of the Company
“Fortune Choice”	Fortune Choice Limited, a company incorporated in Hong Kong on 17th June 1993 and an indirect wholly-owned subsidiary of the Company
“Framework Agreement”	the framework agreement and the related agreements consisting of the Management Agreement, a trademark licence agreement, a sales agreement and two tenancy agreements, entered into between Shenzhen Weiqian and us
“Franchise Agreements”	collectively, the HK Franchise Agreement and the PRC Franchise Agreement
“Franchise Businesses”	(1) the business of manufacturing, supplying, marketing, distributing and selling ramen and the special Japanese soup base formulated and produced by Shigemitsu; and (2) the business of operating Japanese-style ramen FCR chain restaurants under the trade name of “味千拉麵” and related trademarks
“Fuzhou Weiqian”	福州味千餐飲有限公司(Fuzhou Ajisen Food, Co., Ltd), a limited liability company incorporated in the PRC on 25th August 2003 in which our Group owns a 60% interest

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“Global Coordinator” and/or “Sole Bookrunner” and/or “Sponsor” and/or “Lead Manager”	Cazenove Asia Limited
“Global Offering”	the International Placing and the Public Offer
“Group”, “we” or “us”	the Company and its Subsidiaries, or where the context so requires, in respect of the period before the Company became the holding company of its present Subsidiaries, such Subsidiaries as if they were the Subsidiaries of the Company at the time
“Hangzhou Weiqian”	杭州味千餐飲管理有限公司 (Hangzhou Weiqian Food Management Co., Ltd), a limited liability company incorporated in the PRC on 24th November 2003 and a wholly-owned Subsidiary of our Group
“HK Franchise Agreement”	the franchise agreement dated 19th February 2006 and made between Shigemitsu as Franchisor and Hong Kong Ajisen Food Company Limited as franchisee in relation to Hong Kong and Macao
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“HKFRS”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“IFRS”	International Financial Reporting Standards
“Independent Third Party(ies)”	person(s) or company(ies) which is/are independent of and not connected with any Director, chief executive or Substantial Shareholder of the Company or any of its Subsidiaries or any of their respective Associates
“International Placing”	the conditional placing of the Placing Shares through the Placing Underwriters with institutional and professional investors and other investors as described under the section headed “Structure of the Global Offering” in this prospectus
“Itamae”	板前壽司 (Itamae Sushi), a Japanese-style sushi bar business carried on in Hong Kong

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“JPY”	Japanese Yen, the lawful currency of Japan
“kg”	kilograms
“Latest Practicable Date”	12th March 2007, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Link-C”	凌空行(上海)企業經營有限公司 (Link-C (Shanghai) Enterprise Management Co., Ltd.), a limited liability company incorporated in the PRC on 11th February 2004 and an Independent Third Party, which is a consultant of our Group on network infrastructure and operational procedures
“Listing Date”	the date on which dealings in our 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
“Macao”	Macao Special Administrative Region of the PRC
“Management Agreement”	the management agreement dated 8th March 2007, entered into between Shanghai Lead Food and Shenzhen Weiqian, details of which are set out in the paragraph headed “Competing interests with our Group” in the section headed “Relationship with Shareholders” in this prospectus
“mg”	milligrams
“MoC”	中國商務部 (Ministry of Commerce of the PRC)
“Nanjing Weiqian”	南京味千餐飲管理有限公司 (Nanjing Weiqian Food Management Co., Ltd) a limited liability company incorporated in the PRC on 11th February 2004 and a wholly-owned Subsidiary of our Group
“National Bureau of Statistics” or “NBS”	中華人民共和國國家統計局 (the National Bureau of Statistics of China)
“New Shares”	the 290,722,000 Shares being offered by us for subscription at the Offer Price under the Global Offering

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“Novation Agreement”	the novation agreement dated 16th September 2006 and made between Ajisen Ramen Group, Festive Profits and Shigemitsu for the assumption of the rights and obligations of Ajisen Ramen Group under the PRC Franchise Agreement by Festive Profits.
“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.004%, and Stock Exchange trading fee of 0.005%) at which the Shares are to be subscribed for/purchased and issued/sold pursuant to the Global Offering, to be determined on or before the Price Determination Time as further described in the section headed “Structure of the Global Offering” in this prospectus
“Offer Shares”	the Public Offer Shares and the Placing Shares together, where relevant, with any additional Shares issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option to be granted by us to Cazenove, on behalf of the Placing Underwriters, under the Placing Underwriting Agreement pursuant to which the Company may be required to allot and issue up to an aggregate of 45,000,000 additional new Shares, representing approximately 15% of the initial Offer Shares, at the Offer Price solely to cover over-allocations in the International Placing, if any
“PBOC”	中國人民銀行 (The People’s Bank of China), the central bank of the PRC
“Placing Shares”	the 260,722,000 Shares and 9,278,000 Shares (subject to adjustment) initially being offered by us and the Selling Shareholders, respectively under the International Placing (subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus)
“Placing Underwriters”	the underwriters of the International Placing whose names are set out in the paragraph headed “Underwriters — Placing Underwriters” in the “Underwriting” section of this prospectus
“Placing Underwriting Agreement”	an underwriting agreement expected to be entered into on or about 24th March 2007 between, inter alia, us and the Placing Underwriters relating to the International Placing, details of which are set out in the section headed “Underwriting” in this prospectus

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“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this prospectus only (unless otherwise indicated), Hong Kong, Macao and Taiwan
“PRC Franchise Agreement”	the franchise agreement dated 19th February 2006 and made between Shigemitsu as Franchisor and Ajisen Ramen Group as franchisee in relation to the Franchise Businesses in the PRC (as supplemented by the Novation Agreement)
“PRC Government”	the central government of the PRC including all political subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme conditionally adopted by the Company on 8th March 2007, the principal terms of which are summarised in the paragraph headed “Pre-IPO Share Option Scheme” in Appendix VI to this prospectus
“Price Determination Time”	the time of determination of the Offer Price, expected to be at or before 8:00 a.m. on 24th March 2007 (Hong Kong time) and in any event no later than 5:00 p.m. on 26th March 2007 (Hong Kong time)
“Public Offer”	the offer of the Public Offer Shares for subscription by the public in Hong Kong at the Offer Price on and subject to the terms and conditions stated in this prospectus and in the Application Forms as further described in the section headed “Structure of the Global Offering” in this prospectus
“Public Offer Shares”	the 30,000,000 Shares (subject to adjustment) being offered under the Public Offer (subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus)
“Public Offer Underwriters”	the underwriters of the Public Offer whose names are set out in paragraph headed “Underwriters — Public Offer Underwriters” in the section headed “Underwriting” in this prospectus
“Public Offer Underwriting Agreement”	the underwriting agreement dated 16th March 2007 entered into between, <i>inter alia</i> , us and the Public Offer Underwriters relating to the Public Offer, details of which are set out in the section headed “Underwriting” in this prospectus

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“QIBs”	qualified institutional buyers within the meaning of Rule 144A under the US Securities Act
“Reorganisation”	the reorganisation of the group of companies now comprising our Group, completed on 8th March 2007, and as more particularly described in the paragraph headed “Corporate reorganisation” in Appendix VI to this prospectus
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“S\$”	Singapore dollars, the lawful currency of the Republic of Singapore
“SAIC”	中華人民共和國國家工商管理總局 (the State Administration for Industry and Commerce, PRC)
“Sale Shares”	the 9,278,000 Shares (subject to adjustment) offered for sale by the Selling Shareholders under the International Placing
“SARS”	Severe Acute Respiratory Syndrome
“Selling Shareholders”	Katsuaki Shigemitsu, Shigemitsu and Cheng Wai Tao
“SEPA”	國家環境保護總局 (the State Environmental Protection Administration)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shandong Weiqian”	山東味千餐飲管理有限公司 (Shandong Weiqian Food Management Co., Ltd.), a limited liability company incorporated in the PRC on 2nd August 2004 in which our Group owns a 55% interest
“Shanghai Factory”	領先食品(上海)發展有限公司 (Lead Food (Shanghai) Development Co., Ltd), a limited liability company incorporated in the PRC on 22nd March 2001 and a wholly-owned Subsidiary of our Group
“Shanghai Lead Food”	上海領先餐飲管理有限公司 (Shanghai Lead Food Restaurant Management Co. Ltd), a limited liability company incorporated in the PRC on 24th June 2003 and a wholly-owned Subsidiary of our Group

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“Share(s)”	ordinary share(s) with a nominal value of HK\$0.10 each in the capital of the Company
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 8th March 2007, the principal terms of which are summarised in the paragraph headed “Share Option Schemes” in Appendix VI to this prospectus
“Shenzhen Factory”	味千拉麵（深圳）有限公司 (Wei Qian Noodle (Shenzhen) Co., Ltd), a limited liability company incorporated in the PRC on 25th December 1995 and a wholly-owned Subsidiary of our Group
“Shenzhen Weiqian”	味千拉麵飲食服務（深圳）有限公司 (Weiqian Noodle Food Service (Shenzhen) Co., Ltd), a limited liability company incorporated in the PRC on 22nd August 2003 and a wholly-owned Subsidiary of Ajisen Ramen Group
“Shigemitsu” or “Franchisor”	重光產業株式會社 (also known as Shigemitsu Kabushiki Kaisha, Shigemitsu Sangyo Co. Ltd or Shigemitsu Industry Co., Ltd), a company incorporated in Japan on 5th July 1972 in which Katsuaki Shigemitsu owns an approximately 43.6% interest and which is the franchisor under the Franchise Agreements
“sqm”	square metres
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	has the meaning ascribed thereto under the Companies Ordinance
“Substantial Shareholder”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the period from 1st January 2003 to 30th September 2006
“Trademark Office”	中華人民共和國國家工商行政管理總局商標局 (Trademark Office State Administration for Industry and Commerce, PRC)
“UK”	the United Kingdom

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“Underwriters”	the Placing Underwriters and the Public Offer Underwriters
“Underwriting Agreements”	the Placing Underwriting Agreement and the Public Offer Underwriting Agreement
“United States” or “US”	the United States of America
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States
“US Securities Act”	the US Securities Act of 1933 (as amended) and the rules and regulations promulgated thereunder
“White Form eIPO”	applying for Hong Kong Offer Shares to be issued in your own name by submitting applications online through the designated website of the eIPO Service Provider at www.eipo.com.hk
“WTO”	World Trade Organisation
“%”	per cent.

For ease of reference, the names of PRC-incorporated companies and entities have been included in this prospectus in both the Chinese and English languages. If there is any inconsistency between the Chinese names of the PRC entities mentioned in this prospectus and their English translations, the Chinese version shall prevail.