

DEFINITIONS

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

“Adjustment”	as referred to in Clause 6 of the Subscription and SP Agreement, particulars of which are set out in the section headed “Financial Investor” in this prospectus
“Admiralfly”	Admiralfly Holdings Limited, an investment holding company incorporated in the BVI with limited liability on 28 August 2009, which will directly hold approximately 14.26% interest of the Company upon completion of the Global Offering (before exercise of the Over-allotment Option) and is wholly-owned by New Horizon
“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” or “Articles of Association”	the articles of association of the Company, adopted on 8 October 2010, and as amended from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board of the Company
“Board”	the board of Directors
“Business”	means: (a) the branding, design, manufacturing and distribution of business formal and casual menswear in the PRC; and (b) any other activities which, subject to the Securityholders’ Agreement, the Board decides from time to time to be carried on by the Group
“Business Day”	any day (excluding Saturdays, Sundays or public holidays) on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands

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“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, joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CAGR”	compound annual growth rate, a method of assessing the average growth of a value over time
“Cayman Islands Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Chan Brothers”	Mr. Chan and Messrs. Chen Yunan and Chen Minwen, all being executive Directors
“CLSA” or, a “Joint Global Coordinator,” “Joint Bookrunner” or “Joint Lead Manager”	CLSA Limited, licensed to conduct type 1 (dealing in securities) and type 4 (advising in securities) regulated activities under the SFO, acting as a Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager of the Global Offering
“Company”	Evergreen International Holdings Limited 長興國際(集團)控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability on 26 June 2008
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules, and in the context of the Company, means Mr. Chan and Pacific Success
“Conversion”	the conversion of the Redeemable Convertible Bonds into Shares in full by Admiralfly pursuant to the Subscription and SP Agreement

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“Deed of Indemnity”	the deed of indemnity dated 8 October 2010 and executed by the Controlling Shareholders in favor of the Company, particulars of which are set out in the section headed “Other information – Estate duty, tax and other indemnity” in Appendix VI to this prospectus
“Deed of Non-Competition”	the deed of non-competition dated 8 October 2010 and executed by the Controlling Shareholders in favor of the Company, particulars of which are set out in the section headed “Relationships with the Controlling Shareholders – Deed of Non-Competition” in this prospectus
“Definitive Agreements”	the Subscription and SP Agreement, the disclosure letter issued by the Company and Mr. Chan to Admiralfly dated 29 April 2010 and the Securityholders’ Agreement
“Director(s)”	the director(s) of the Company, including all executive and independent non-executive directors, from time to time
“ERP”	Enterprise Resources Program
“Evergreen Asia”	Evergreen (Asia) Trading Company Limited 長興(亞洲)貿易有限公司, a company incorporated in Hong Kong with limited liability on 19 September 1997 and a wholly-owned subsidiary of Sunsonic. It is principally engaged in import and export of materials, garment products and accessories
“Evergreen Guangdong”	長興(廣東)服飾有限公司, a sino-foreign enterprise established in the PRC on 12 May 2005 and, subsequently became a wholly-owned foreign enterprise and a wholly-owned subsidiary of Evergreen International. It is principally engaged in manufacturing and sale of clothing and clothing accessories
“Evergreen International”	Evergreen International Group Limited 長興集團(國際)有限公司, a company incorporated in Hong Kong with limited liability on 18 August 2004 and a wholly-owned subsidiary of Sunsonic. It is principally engaged in investment holding and trading of garment products

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“First Six-month Period”	the period commencing from the date of this prospectus and ending on the date which is six months from the Listing Date
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., a global market research and consulting company, which is an Independent Third Party
“Frost & Sullivan Report”	a report we commissioned with Frost & Sullivan dated 31 August 2010 regarding menswear market in the PRC
“GDP”	gross domestic product
“Global Offering”	the International Placing and the Hong Kong Public Offer
“GREEN Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider
“Group”	the Company and its subsidiaries
“Guangzhou Changyue”	廣州市長越貿易有限公司, a company established in the PRC with limited liability on 8 June 2005 and a wholly-owned subsidiary of Evergreen Guangdong. It is principally engaged in the sale of apparel and accessories of <i>V.E. DELURE</i> brand in PRC
“Guangzhou Changzhuxing”	廣州市長珠興貿易有限公司, a company established in the PRC with limited liability on 15 January 2004 and a wholly-owned subsidiary of Evergreen Guangdong. It is principally engaged in sale of apparel and accessories of <i>TESTANTIN</i> brand and products of CARTIER brand
“Guangzhou Dilai”	廣州市迪萊貿易發展有限公司, a company established in the PRC with limited liability on 28 July 2000 and was deregistered in July 2010. It was beneficially wholly-owned by Mr. Chen Yunan and Mr. Chen Minwen throughout and before its deregistration
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Public Offer”	the offer by the Company of initially 23,668,000 Offer Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure of the Global Offering” of this prospectus) for cash at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%) on and subject to the terms and conditions described in this prospectus and the Application Forms as further described in the section headed “Structure of the Global Offering” in this prospectus
“Hong Kong Public Offer Shares”	the Offer Shares offered for subscription pursuant to the Hong Kong Public Offer
“Hong Kong Public Offer Underwriters”	the underwriters of the Hong Kong Public Offer listed in the section headed “Underwriting – Underwriters – Hong Kong Public Offer Underwriters” in this prospectus
“Hong Kong Public Offer Underwriting Agreement”	the underwriting agreement dated 21 October 2010 relating to the Hong Kong Public Offer entered into by the Company, the Controlling Shareholders, the executive Directors, the Joint Global Coordinators, the Sole Sponsor and the Hong Kong Public Offer Underwriters
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“IFRS”	International Financial Reporting Standards
“Independent Third Party(ies)”	a person(s) or company(ies) who/which is or are not a connected person (within the meaning of the Listing Rules) of the Company
“International Placing”	the conditional placing of the International Placing Shares at the Offer Price as set out in the section headed “Structure of the Global Offering” in this prospectus
“International Placing Shares”	the 213,006,000 new Shares initially being offered for subscription under the International Placing (subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus)
“International Underwriters”	the underwriters of the International Placing

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“International Underwriting Agreement”	the international underwriting agreement to be entered into between the Company, the Controlling Shareholders, the executive Directors, the Joint Global Coordinators and International Underwriters in respect of the International Placing
“Latest Practicable Date”	15 October 2010, being the latest practicable date for the inclusion of information in this prospectus prior to its publication
“laws”	all laws, rules, statutes, ordinances, regulations, guidelines, opinions, notices, circulars, orders, judgements, decrees or rulings of any governmental authority and “law” includes any one of them
“Listing”	listing of the Shares on the Main Board
“Listing Committee”	the listing sub-committee of the board of directors of the Hong Kong Stock Exchange
“Listing Date”	the date on which dealings in the Shares on the Main Board first commence
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Main Board”	the stock market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange
“Master (HK)”	Master (Hong Kong) Marketing Limited 萬事達 (香港) 市場策劃有限公司, a company incorporated in Hong Kong with limited liability on 9 January 2004 and a wholly-owned subsidiary of Sunsonic. It is principally engaged in the retail and trading of apparel and accessories of <i>V.E. DELURE</i> and <i>TESTANTIN</i> brands in Hong Kong
“MOC”	The Ministry of Commerce of the PRC (中華人民共和國商務部)
“multi-brand and other distributors”	distributors which do not operate through a Retail Store dedicated solely to one of our brands
“Mr. Chan”	Mr. Chan Yuk Ming 陳育明, a Controlling Shareholder and an executive Director

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“New Horizon”	New Horizon Capital III, L.P., a limited liability partnership established in the Cayman Islands on 22 September 2008. It focuses on equity investment in China and it will indirectly hold approximately 14.26% interest of the Company upon completion of the Global Offering (before exercise of the Over-allotment Option)
“New Trend”	New Trend Apparel Limited 先進服飾有限公司 (formerly known as Tieshidandun Apparel Ltd. 鐵獅丹頓服飾有限公司), an inactive investment holding company incorporated in Hong Kong with limited liability on 19 February 2002 which is wholly-owned by Mr. Chan
“Offer Price”	the final offer price per Offer Share (exclusive of a brokerage fee of 1.0%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%) of not more than HK\$4.60 and expected to be not less than HK\$3.80, such price to be agreed upon by the Company and the Joint Global Coordinators (on behalf of the Underwriters) on or before the Price Determination Date
“Offer Shares”	the Hong Kong Public Offer Shares and the International Placing Shares
“Over-allotment Option”	the option to be granted by the Company to the International Underwriters, exercisable by CLSA (after consultation with Piper Jaffray Asia Securities) on behalf of the International Underwriters at any time from the date of the International Underwriting Agreement up to (and including) Friday, 26 November 2010, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offer, to require the Company to issue up to an aggregate of 35,501,000 additional Offer Shares, representing approximately 15% of the initial size of the Global Offering, to cover over-allocations in the International Placing as described in the section headed “Structure of the Global Offering” in this prospectus
“Pacific Success”	Pacific Success Holdings Limited (previously known as Kasino Success Holdings Limited), an investment holding company incorporated in the BVI with limited liability on 16 April 2008 which is wholly owned by Mr. Chan

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“Piper Jaffray Asia” or “Sole Sponsor”	Piper Jaffray Asia Limited, a licensed corporation under the SFO permitted to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities (as defined under the SFO), being the sole sponsor to the Global Offering
“Piper Jaffray Asia Securities” or, a “Joint Global Coordinator,” “Joint Bookrunner” or “Joint Lead Manager”	Piper Jaffray Asia Securities Limited, licensed to conduct type 1 (dealing in securities) and type 4 (advising in securities) regulated activities under the SFO, acting as a joint global coordinator, joint bookrunner and joint lead manager of the Global Offering
“POS”	point of sale
“PRC” or “China” or the “People’s Republic of China”	the People’s Republic of China which for the purpose of this prospectus does not include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Legal Advisor”	GFE Law Office, the Company’s PRC legal advisor
“Price Determination Agreement”	the agreement to be entered into by the Joint Global Coordinators (on behalf of the Underwriters) and the Company on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	on or around Thursday, 28 October 2010 or such later time as may be agreed by the Company and the Joint Global Coordinators (on behalf of the Underwriters) at which time the Offer Price is determined, but in any event, no later than Tuesday, 2 November 2010
“Redeemable Convertible Bonds”	the redeemable convertible bonds issued by the Company to Admiralfly in the aggregate principal amount of US\$25,000,000
“Reorganization”	the reorganization arrangements undergone by the Group in preparation for the Listing, which are more particularly described in the section headed “History, Reorganization and Group Structure” in this prospectus

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“Retail Store” or “Store”	the venue or location operated by us or our distributors (excluding multi-brand and other distributors) exclusively dedicated to the sale of products under our proprietary brands or licensed brands, including, without limitation, stores, shops, boutiques, sales stalls and counters, whether stand-alone or located in a department store, a shopping mall or a shopping area in a mixed-use or multi-purpose complex or building
“Richemont”	Richemont Commercial Company Limited, a company incorporated and existing under the laws of the People’s Republic of China
“Richwood”	Richwood Management Limited (瑞豐管理有限公司*), a company incorporated in the BVI with limited liability on 1 July 2004 and a wholly-owned subsidiary of Sunsonic. It is principally engaged in holding trademarks for the Group
“RMB” or “Renminbi”	Renminbi, the lawful currency of China
“SAFE”	the State Administration of Foreign Exchange of the PRC (中國國家外匯管理局)
“Second Six-month Period”	the period of six months commencing from the expiration of the First Six-month Period
“Securityholders’ Agreement”	the securityholders’ agreement dated 29 April 2010 and executed by Admiralfly, Pacific Success, Mr. Chan and the Company
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into on or about the Price Determination Date between CLSA and Pacific Success pursuant to which Pacific Success will agree to lend up to 35,501,000 Shares to CLSA on terms set forth therein
“Subscription and SP Agreement”	the subscription and sale and purchase agreement dated 29 April 2010 and executed by the Company, Pacific Success, Mr. Chan and Admiralfly, as supplemented by the amendment letter dated 25 May 2010

** for identification purpose only*

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“Supplemental Agreement”	the supplemental agreement to the Subscription and SP Agreement dated 2 August 2010 and executed by the Company, Pacific Success, Mr. Chan and Admiralfly
“SFC” or “Securities and Futures Commission”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	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 nominal value of HK\$0.001 each in the share capital of the Company, which are to be subscribed for and traded in Hong Kong dollars and listed on the Hong Kong Stock Exchange
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 8 October 2010, a summary of its principal terms is set out under the section headed “Share Option Scheme” in Appendix VI to this prospectus
“Share Repurchase Mandate”	the general unconditional mandate to repurchase Shares granted to the Directors pursuant to the written resolutions of all the Shareholders passed on 8 October 2010 as described in the section headed “Share capital – General mandate to repurchase Shares” in this prospectus
“Shareholder(s)”	the holder(s) of the Shares
“State Council”	國務院, the Central Government of the People’s Republic of China which is the highest executive organ of State power, as well as the highest organ of State administration
“subsidiary(ies)”	has the meaning ascribed to it under section 2 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Sunsonic”	Sunsonic Holdings Limited, an investment holding company incorporated in the BVI with limited liability on 16 April 2008 and a wholly-owned subsidiary of the Company

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“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong
“The Management Center for Table Tennis and Badminton”	The Management Center of Table Tennis and Badminton of the General Administration of Sport of China (國家體育總局乒乓球羽毛球運動管理中心)
“Track Record Period”	the three financial years ended 31 December 2007, 2008 and 2009 and the six months ended 30 June 2010
“Underwriters”	the Hong Kong Public Offer Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Public Offer Underwriting Agreement and the International Underwriting Agreement
“U.S.” or “United States”	the United States of America, including its territories and possessions
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“VEDS”	VE Delure SARL, a company incorporated in France with limited liability on 22 October 2001 and a wholly-owned subsidiary of Richwood. It is principally engaged in holding trademarks for the Group
“WHITE Application Form(s)”	the form of application for the Hong Kong Public Offer Shares for use by the public
“White Form eIPO”	the application for Hong Kong Public 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
“%”	per cent

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In this prospectus:

- “Group,” “the Group,” “our Group,” “our,” “we,” “us” and “ourselves” means the Company and its subsidiaries from time to time and where the context refers to any time prior to the completion of the Reorganization.
- The terms “connected person,” “controlling shareholder” and “connected transaction” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.
- Certain amounts set out in this prospectus have been rounded. Accordingly, figures shown as totals of certain amounts may not be an arithmetic sum of such amounts, and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.
- Unless otherwise specified, all relevant information contained in this prospectus assume no exercise of the Over-allotment Option.
- In this prospectus, unless otherwise stated, certain amounts denominated in RMB have been translated into Hong Kong dollars and vice versa at an exchange rate of RMB1.00 = HK\$1.15, and certain amounts denominated in US\$ have been translated into Hong Kong dollars and vice versa at an exchange rate of US\$1.00 = HK\$7.78, for illustration purpose only. Such conversions shall not be construed as representations that amounts in RMB or US\$ were or may have been converted into Hong Kong dollars at such rates or any other exchange rates.
- If there is any inconsistency between the official Chinese names of PRC laws or regulations or PRC government authorities or PRC entities mentioned in this prospectus and their English translations, the Chinese version shall prevail. English translations of official Chinese names are for identification purpose only.
- All times referred to in this prospectus in relation to the Global Offering refer to Hong Kong local time.
- In this prospectus, our classification as a middle-upper to high-end menswear enterprise and the positioning of our *V.E. DELURE* brand as a high-end brand and the positioning of our *TESTANTIN* brand as a middle-upper brand are based on the classification of Frost & Sullivan as set out in the section headed “Industry Overview” in this prospectus.
- In this prospectus, “tier one cities” refer to Beijing, Shanghai and Guangzhou, “tier two cities” refer to provincial capital cities excluding Beijing, Shanghai and Guangzhou, “tier three cities” refer to prefecture-level cities excluding provincial capital cities and “tier four cities” refer to county-level cities.