
DEFINITIONS

Unless the context otherwise requires, the following expressions have the following meanings in this [REDACTED]. Certain other terms are explained in the section headed “Glossary” in this [REDACTED].

“Alxa Forage”	Alxa Shengmu High-tech Ecological Forage Co., Ltd. (阿拉善盟聖牧高科生態草業有限公司), a company with limited liability established under the laws of the PRC on November 6, 2012 and a wholly-owned subsidiary of Shengmu Forage
“Anhui Meilichen”	Anhui Meilichen Trading Co., Ltd. (安徽美粒晨貿易有限公司), a company with limited liability established under the laws of the PRC on March 12, 2012, which is owned as to 40% by Shengmu Dairy and as to 60% by Independent Third Parties
	[REDACTED]
“Articles of Association” or “Articles”	our articles of association, as adopted on June 18, 2014, and as amended from time to time, a summary of which is contained in Appendix III to this [REDACTED]
“associate(s)”	has the meaning ascribed to it under the Listing Rules; save for in the context of accounting treatment, referring to those entities of which we control voting power of 20% to 50%, including Shengmu Forage, Beijing Shengmu, Shanghai Saihan, Anhui Meilichen and Tianjin Mengmu
“Baring”	collectively, Greenbelt Global and/or its shareholders, as the context indicates; Baring is an Independent Third Party
“Beijing Shengmu”	Shengmu High-tech (Beijing) Trading Co., Ltd. (聖牧高科(北京)貿易有限公司), a company with limited liability established under the PRC laws on September 2, 2013, which is owned as to 30% by Shengmu Dairy and as to 70% by Independent Third Parties
“Board of Directors” or “Board”	our board of Directors
“BOCI”	collectively, BOCI Investment, BOCIFP, and/or their respective shareholders, as the context indicates; BOCI is an Independent Third Party

DEFINITIONS

“BOCIFP”	BOCI Financial Products Limited, a company incorporated under BVI laws on June 15, 2000 and wholly owned by BOC International Holdings Limited; BOCIFP became an equity investor in our Group as a result of a share-swap transaction during the Reorganization
“BOCI Investment”	BOCI Investment Limited (中銀國際投資有限公司), a company limited by shares established under the Hong Kong laws on July 10, 1998 and wholly owned by BOC International Holdings Limited; BOCI Investment transferred its investment in our Group to BOCIFP in a share-swap transaction during the Reorganization
“Broad Street”	Broad Street (Cayman) Investment Center LP, an exempted limited partnership registered in the Cayman Islands. Its general partner is Broad Street (Cayman) GP Limited, a wholly-owned subsidiary of The Goldman Sachs Group, Inc., a company listed on the New York Stock Exchange (ticker symbol: GS). Its limited partner is Shanghai Broad Street Investment Center, whose limited partner is Broad Street (Beijing) 2011 Investment Center (Limited Partnership), an investment fund managed and controlled by affiliates of The Goldman Sachs Group, Inc. The Goldman Sachs Group, Inc. is an Independent Third Party
“Business Day”	a day (other than a Saturday or a Sunday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“Capitalization Issue”	the issue of a total of [REDACTED] [REDACTED] upon capitalization of certain sums standing to the credit of the share premium account of our Company as described in “Appendix IV — Statutory and General Information” to this [REDACTED]
“Cayman”	the Cayman Islands
“Cayman Companies Law” or “Companies Law”	the Companies Law (2013 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time

[REDACTED]

DEFINITIONS

[REDACTED]

“China” or “PRC”	the People’s Republic of China, which for the purpose of this [REDACTED] and for geographical reference only, excludes Hong Kong, Macau and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as the same may be amended, supplemented or otherwise modified from time to time
“Companies (Winding up and Miscellaneous Provisions) Ordinance”	the Companies (Winding up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong, as the same may be amended, supplemented or otherwise modified from time to time
“Company,” “our Company,” “Shengmu,” “Group,” “our Group,” “we” or “us”	China Shengmu Organic Milk Limited (中國聖牧有機奶業有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on December 11, 2013 and except where the context indicated otherwise (i) our subsidiaries and (ii) with respect to the period before our Company became the holding company of our present subsidiaries, the business operated by our present subsidiaries or (as the case may be) their predecessors
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the context of this [REDACTED], refers to our Ultimate Controlling Shareholders and World Shining through which they hold equity interest in our Company
“Credence Global”	Credence Global Investments Limited, a company incorporated under BVI laws on November 15, 2013, which became a wholly-owned subsidiary of our Group as a result of the Reorganization
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company or any one of them

DEFINITIONS

“Elite Noble”	Elite Noble Investments Limited, a company incorporated under BVI laws on January 2, 2014, which became a wholly-owned subsidiary of our Company as a result of the Reorganization
“Financial Assistance Framework Agreement”	the financial assistance framework agreement dated June 25, 2014, entered into among Shengmu Pangu, Shengmu Xiwang and Shengmu Holding in relation to the provision of financial assistance to be provided by our Group (excluding Shengmu Pangu and Shengmu Xiwang) to Shengmu Pangu and Shengmu Xiwang for a three-year term from January 1, 2014 to December 31, 2016, the details of which are set out in the section headed “Continuing Connected Transactions — Non-Exempt Continuing Connected Transactions — Continuing Connected Transactions with Shengmu Pangu and Shengmu Xiwang — Financial Assistance”
“Flourish Treasure”	Flourish Treasure Holdings Limited, a company incorporated under the Hong Kong laws on December 3, 2013 and wholly owned by Credence Global; Flourish Treasure became an indirectly wholly-owned subsidiary of our Company as a result of the Reorganization
“Forage Supply Framework Agreement”	the forage supply framework agreement dated June 25, 2014, entered into between Shengmu Holding and Shengmu Forage which sets out certain specific terms for the purchase of forage by our Group from Shengmu Forage and its subsidiaries for a three-year term from January 1, 2014 to December 31, 2016, the details of which are set out in the section headed “Continuing Connected Transactions — Non-Exempt Continuing Connected Transactions — Continuing Connected Transactions with Shengmu Forage — Purchase of Forage”
“Fortune Globe”	Fortune Globe Limited, a company incorporated under BVI laws on January 8, 2014 and wholly owned by Mengniu Dairy; Fortune Globe became a wholly-owned subsidiary of our Company as a result of the Reorganization

DEFINITIONS

“Framework Agreement for Sale and Purchase of Cows”	the framework agreement for sale and purchase of cows dated June 25, 2014, entered into among Shengmu Pangu, Shengmu Xiwang and Shengmu Holding in relation to the sale and purchase of cows between our Group (excluding Shengmu Pangu and Shengmu Xiwang) and Shengmu Pangu and Shengmu Xiwang for a three-year term from January 1, 2014 to December 31, 2016, the details of which are set out in the section headed “Continuing Connected Transactions — Non-Exempt Continuing Connected Transactions — Continuing Connected Transactions with Shengmu Pangu and Shengmu Xiwang — Sale and Purchase of Cows”
	[REDACTED]
“Goldman Sachs”	collectively, Saint Investment (Mauritius), Broad Street, Goldman Sachs (Beijing) and/or their respective shareholders or partners, as the context indicates; Goldman Sachs is an Independent Third Party
“Goldman Sachs (Beijing)”	Beijing Goldman Sachs Investment Center (Limited Partnership) (北京高盛投資中心(有限合夥)), a limited partnership organized under the PRC laws on September 15, 2011, whose general partner is Broad Street (Beijing) Investment Management Center (Limited Partnership) (北京寬街博華投資管理中心(有限合夥)) and limited partner is Broad Street (Beijing) 2011 Investment Center (Limited Partnership) (北京寬街博華貳零壹壹投資中心(有限合夥))
“Greater Honour”	Greater Honour International Limited, a company incorporated under BVI laws on January 3, 2014 and wholly owned by Mr. JIANG Jinzhi (蔣錦志), our Shareholder
“Greenbelt Global”	Greenbelt Global Limited, a company incorporated under BVI laws on December 6, 2013 and owned as to 99.4% by The Baring Asia Private Equity Fund V, L.P.; Greenbelt Global is an equity investor in our Group
	[REDACTED]
“HK\$” or “Hong Kong dollars”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong

DEFINITIONS

[REDACTED]

“HKFRS” Hong Kong Financial Reporting Standards

[REDACTED]

“Hong Kong” or “HK” the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“Horizon King” Horizon King Investments Limited, a company limited by shares established under the Hong Kong laws on November 26, 2013 and wholly owned by Elite Noble; Horizon King became an indirectly wholly-owned subsidiary of our Company as a result of the Reorganization

“IFRS” International Financial Reporting Standards

DEFINITIONS

“IMU-Shengmu Dairy”	Inner Mongolia IMU-Shengmu High-tech Dairy Co., Ltd. (內蒙古內大聖牧高科牧業有限公司), a company with limited liability established under the laws of the PRC on July 5, 2011, owned as to 70% by Shengmu Holding and as to 30% by Independent Third Parties
“Independent Third Party(ies)”	an entity or person who is not a connected person within the meaning ascribed under the Listing Rules
“Initial Controlling Shareholders”	Mr. YAO Tongshan (姚同山), Mr. WANG Fuzhu (王福柱), Ms. SHI Jianhong (史建宏), Mr. WANG Zhenxi (王振喜), Ms. YANG Yaping (楊亞萍), Ms. YANG Yali (楊亞利) (sister of Ms. YANG Yaping (楊亞萍)), Mr. LU Shunyi (蘆順義), Ms. GUO Yunfeng (郭運鳳), Mr. YUN Jindong (雲金東), Ms. GAO Lingfeng (高凌鳳), Mr. ZHANG Junke (張俊科) and Mr. WANG Zhen (王鎮) (formerly known as WANG Yanjin (王燕京))
“Inner Mongolia”	the Inner Mongolia Autonomous Region of the PRC

[REDACTED]

DEFINITIONS

“Jinqiao Investment” Inner Mongolia Jinqiao Investment Fund Management Center (Limited Partnership) (內蒙古金橋創業投資基金管理中心(有限合夥)), a limited partnership organized under the PRC laws on August 17, 2010, and an Independent Third Party

[REDACTED]

“Latest Practicable Date” June 23, 2014, being the latest practicable date prior to the publication of this [REDACTED] for the purpose of ascertaining certain information contained in this [REDACTED]

[REDACTED]

“Long-term Strategic Cooperation Agreement” the long-term strategic cooperation agreement dated March 26, 2014 entered into between Shengmu Holding and Shengmu Forage, which was subsequently supplemented by a supplementary long-term strategic cooperation agreement dated June 25, 2014, the details of which are set out in the section headed “Business — Suppliers and Procurement — Organic Feed — Shengmu Forage”

“King Capital” King Capital Holdings Limited, a company incorporated under BVI laws on August 18, 2003 and wholly owned by Mr. HAN Jingyuan (韓敬遠), a private investor and an Independent Third Party; King Capital is an equity investor in our Group

“Memorandum of Association” or “Memorandum” the amended and restated memorandum of our Company, as adopted on June 18, 2014, a summary of certain provisions of which is set out in Appendix III to this [REDACTED], and as amended from time to time

DEFINITIONS

“Mengniu Dairy”	China Mengniu Dairy Company Limited, a company incorporated under Cayman laws on February 16, 2004, whose shares are listed and traded on the Stock Exchange (stock code: 2319); Mengniu Dairy transferred its investment in our Group to Start Great in a share-swap transaction during the Reorganization
“Mengniu Group”	Mengniu Dairy and/or its subsidiaries, as the context indicates; Mengniu Group is an Independent Third Party
“Mengniu Investment”	China Mengniu Investment Company Limited (中國蒙牛投資有限公司), a company incorporated under the Hong Kong laws on April 16, 2011 and wholly owned by Fortune Globe; Mengniu Investment became an indirectly wholly-owned subsidiary of our Company as a result of the Reorganization
“Milk Supply Framework Agreement”	the milk supply framework agreement dated June 25, 2014, entered into among Shengmu Pangu, Shengmu Xiwang and Shengmu Holding, in relation to the purchase of organic raw milk by our Group (excluding Shengmu Pangu and Shengmu Xiwang) from Shengmu Pangu and Shengmu Xiwang for a three-year term from January 1, 2014 to December 31, 2016, the details of which are set out in the section headed “Continuing Connected Transactions — Non-Exempt Continuing Connected Transactions — Continuing Connected Transactions with Shengmu Pangu and Shengmu Xiwang — Purchase of Organic Raw Milk”
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)

[REDACTED]

DEFINITIONS

[REDACTED]

“Pangu Group”	Inner Mongolia Pangu Group Co., Ltd. (內蒙古盤古集團有限責任公司), a company with limited liability established under the laws of the PRC on June 25, 2001, and held as to 33.3% by Ms. QIN Yuan (秦源), wife of Mr. WU Jianye (武建鄴), as to 33.3% by Mr. QIN Guoqing (秦國慶), father-in-law of Mr. WU Jianye, and as to 33.3% by Inner Mongolia Yuangu Biotechnology Co., Ltd. (內蒙古遠古生物工程有限責任公司), respectively, and a connected person of our Group
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“Pre-[REDACTED] Share Option(s)”	Options granted pursuant to the Pre-[REDACTED] Share Option Scheme
“Pre-[REDACTED] Share Option Scheme”	the Pre-[REDACTED] Share Option Scheme adopted by the Company with effect from April 30, 2014, the principal terms of which are summarized in “Appendix IV — Statutory and General Information — D. Pre-[REDACTED] Share Option Scheme”
	[REDACTED]
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“related parties”	has the meaning as set out in the paragraph headed “Related parties” under note 2.4 to the accountants’ report set out in Appendix I to this [REDACTED]

DEFINITIONS

“Reorganization”	the reorganization of our Group in anticipation of the [REDACTED], the details of which are set out in the section headed “History, Reorganization and Group Structure” in this [REDACTED]
“RMB” or “Renminbi”	the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration for Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“Saint Investment”	Saint Investment HK Limited, a company incorporated under the Hong Kong laws on December 17, 2013 and wholly owned by Saint Investment (Cayman); Saint Investment became an indirectly wholly-owned subsidiary of our Company as a result of the Reorganization
“Saint Investment (Cayman)”	Saint Investment (Cayman) Limited, a company incorporated under Cayman laws on December 16, 2013, which became a wholly-owned subsidiary of our Company as a result of the Reorganization
“Saint Investment (Mauritius)”	Saint Investment Holdings, a GBL1 (Global Business License Category 1) entity registered in Mauritius. Saint Investment (Mauritius)’s capital derives from funds and monies managed and/or controlled by subsidiaries of The Goldman Sachs Group, Inc., an Independent Third Party
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“Sequoia”	collectively, Sequoia Capital and/or its shareholders, as the context indicates; Sequoia is an Independent Third Party
“Sequoia Capital”	Sequoia Capital 2010 CGF Holdco, Ltd., a company incorporated under Cayman laws on April 30, 2010 and owned as to 85.53% by Sequoia Capital China Growth 2010 Fund, L.P., as to 7.37% by Sequoia Capital China Growth 2010 Principals Fund, L.P. and as to 7.10% by Sequoia Capital China Growth 2010 Partners Fund, L.P.; Sequoia Capital is an equity investor in our Group
“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, supplemented or otherwise modified from time to time

DEFINITIONS

“Shanghai Saihan”	Saihan (Shanghai) Industrial Co., Ltd. (賽罕(上海)實業有限公司), a company with limited liability established under the laws of the PRC on September 24, 2012, which is owned as to 41.67% by Shengmu Dairy and as to 58.33% by Independent Third Parties
	[REDACTED]
“Shareholder(s)”	holder(s) of our [REDACTED]
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on June 18, 2014, the principal terms of which are summarized in “Appendix IV — Statutory and General Information — E. Share Option Scheme”
“Shengmu Agriculture”	Inner Mongolia Shengmu Agriculture Technology Co., Ltd. (內蒙古聖牧農牧業科技有限公司), a company with limited liability established under the laws of the PRC on March 20, 2012 and an indirectly wholly-owned subsidiary of our Company
“Shengmu Beidou”	Bayannur Shengmu Beidou Farming Co., Ltd. (巴彥淖爾市聖牧北斗牧業有限公司), a company with limited liability established under the laws of the PRC on September 9, 2013, owned as to 65% by Shengmu Holding and 35% by YANG Bin (楊斌), who is the director of Shengmu Dairy and Shengmu Agriculture, respectively
“Shengmu Dairy”	Inner Mongolia Shengmu High-tech Dairy Co., Ltd. (內蒙古聖牧高科奶業有限公司), a company with limited liability established under the laws of the PRC on July 29, 2011 and an indirectly wholly-owned subsidiary of our Company
“Shengmu Farming”	Bayannur Shengmu High-tech Farming Co., Ltd. (巴彥淖爾市聖牧高科牧業有限公司), a company with limited liability established under the laws of the PRC on January 21, 2010 and an indirectly wholly-owned subsidiary of our Company

DEFINITIONS

“Shengmu Forage”	Bayannur Shengmu High-tech Ecological Forage Co., Ltd. (巴彥淖爾市聖牧高科生態草業有限公司), a company with limited liability established under the laws of the PRC on April 28, 2010; accounted for as our associate, which is owned as to 8.60% by Shengmu Holding, as to 33.82% by certain of our Ultimate Controlling Shareholders and their associates (including Mr. WU Jianye (武建鄴) (as to 4.68%) and Ms. GAO Lingfeng (高凌鳳) (as to 9.75%)), as to 2.96% by CHEN Qingjun (陳慶軍), a connected person, and as to 54.62% by Independent Third Parties; including its subsidiary/(ies) from time to time to the extent applicable
“Shengmu Hateng”	Bayannur Shengmu Hateng Farming Co., Ltd. (巴彥淖爾市聖牧哈騰牧業有限公司), a company with limited liability established under the laws of the PRC on April 16, 2013, and owned as to 65% by Shengmu Holding and 35% by CHEN Qingjun (陳慶軍), respectively
“Shengmu Holding”	Inner Mongolia Shengmu High-tech Farming Co., Ltd. (內蒙古聖牧高科牧業有限公司), a company with limited liability established under the laws of the PRC on October 18, 2009, which became our indirect wholly-owned subsidiary as a result of the Reorganization
“Shengmu Liuhe”	Bayannur Shengmu Liuhe Farming Co., Ltd. (巴彥淖爾市聖牧六和牧業有限公司), a company with limited liability established under the laws of the PRC on June 26, 2013 and owned as to 65% by Shengmu Holding and 35% by LI Yundong (李運動), a member of our senior management, respectively
“Shengmu Pangu”	Bayannur Shengmu Pangu Farming Co., Ltd. (巴彥淖爾市聖牧盤古牧業有限責任公司), a company with limited liability established under the laws of the PRC on June 15, 2012 and owned as to 55% by Shengmu Holding and 45% by Mr. WU Jianye (武建鄴), one of our Ultimate Controlling Shareholders, respectively, and a connected person to our Company
“Shengmu Qixing”	Bayannur Shengmu Qixing Farming Co., Ltd. (巴彥淖爾市聖牧七星牧業有限公司), a company with limited liability established under the laws of the PRC on November 28, 2013, and owned as to 65% by Shengmu Holding and 35% by LI Ruijun (李瑞軍), respectively

DEFINITIONS

“Shengmu Sanli”	Bayannur Shengmu Sanli Farming Co., Ltd. (巴彥淖爾市聖牧三利牧業有限公司), a company with limited liability established under the laws of the PRC on April 2, 2014, owned as to 65% by Shengmu Holding and 35% by REN Junming (任俊明), respectively
“Shengmu Shajin”	Bayannur Shengmu Shajin Farming Co., Ltd. (巴彥淖爾市聖牧沙金牧業有限公司), a company with limited liability established under the laws of the PRC on May 26, 2014 and owned as to 65% by Shengmu Holding and 35% by HAO Kaiyun (郝凱雲) respectively
“Shengmu Taohai”	Bayannur Shengmu Taohai Farming Co., Ltd. (巴彥淖爾市聖牧套海牧業有限公司), a company with limited liability established under the laws of the PRC on January 29, 2013 and owned as to 55% by Shengmu Holding and 45% by LI Yongqiang (李永強), respectively
“Shengmu Weiye”	Bayannur Shengmu Weiye Farming Co., Ltd. (巴彥淖爾市聖牧偉業牧業有限公司), a company with limited liability established under the laws of the PRC on March 31, 2014, owned as to 65% by Shengmu Holding and 35% by HOU Liubin (侯留斌), respectively
“Shengmu Wuxing”	Alxa Shengmu Wuxing Farming Co., Ltd. (阿拉善盟聖牧五星牧業有限公司), a company with limited liability established under the laws of the PRC on June 20, 2013 and owned as to 65% by Shengmu Holding and 35% by WANG Qiang (王強), who is the director of Shengmu Wuxing, respectively
“Shengmu Xinhe”	Bayannur Shengmu Xinhe Farming Co., Ltd. (巴彥淖爾市聖牧新禾牧業有限公司), a company with limited liability established under the laws of the PRC on June 7, 2013 and owned as to 65% by Shengmu Holding and 35% by WANG Lixin (汪立新), respectively
“Shengmu Xintai”	Otog Shengmu Xintai Farming Co., Ltd. (鄂托克旗聖牧欣泰牧業有限公司), a company with limited liability established under the laws of the PRC on August 24, 2012, and owned as to 55% by Shengmu Holding and 45% by WANG Jinliang (王金良), respectively
“Shengmu Xiwang”	Bayannur Shengmu Xiwang Farming Co., Ltd. (巴彥淖爾市聖牧希望牧業有限責任公司), a company with limited liability established under the laws of the PRC on August 23, 2013 and owned as to 65% by Shengmu Holding, 17.5% by WANG Zhen (王鎮), one of our Ultimate Controlling Shareholders, and 17.5% by SUN Xiyao (孫喜耀), respectively

DEFINITIONS

“Shengmu Zhaofeng”	Alxa Shengmu Zhaofeng Farming Co., Ltd. (阿拉善盟聖牧兆豐牧業有限公司), a company with limited liability established under the laws of the PRC on May 5, 2014 and owned as to 65% by Shengmu Holding and 35% by GUO Yongfeng (郭永豐), respectively
“Shengmu Zhenghe”	Bayannur Shengmu Zhenghe Farming Co., Ltd. (巴彥淖爾市聖牧正和牧業有限公司), a company with limited liability established under the laws of the PRC on August 23, 2013 and owned as to 65% by Shengmu Holding and 35% by CHANG Zhiba (常志拔), respectively
“Shining Investment”	Shining Investment Industry Limited, a company incorporated under the Hong Kong laws on January 20, 2014 and wholly owned by our Company
	[REDACTED]
“Start Great”	Start Great Holdings Limited, a company incorporated under BVI laws on February 5, 2014 and wholly owned by Mengniu Dairy; Start Great became an equity investor in our Group as a result of a share-swap transaction during the Reorganization
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it in the Listing Rules
“Tianjin Mengmu”	Tianjin Mengmu Food Co., Ltd. (天津蒙牧食品銷售有限公司), a company with limited liability established under the laws of the PRC on September 10, 2012, which is owned as to 30% by Shengmu Dairy and as to 70% by Independent Third Parties
“Track Record Period”	the period consisting of the three years ended December 31, 2013
“Ultimate Controlling Shareholders”	Mr. YAO Tongshan (姚同山), Mr. WANG Fuzhu (王福柱), Ms. SHI Jianhong (史建宏), Mr. WANG Zhenxi (王振喜), Ms. YANG Yaping (楊亞萍), Ms. YANG Yali (楊亞利) (sister of Ms. YANG Yaping (楊亞萍)), Mr. LU Shunyi (盧順義), Ms. GUO Yunfeng (郭運鳳), Mr. YUN Jindong (雲金東), Ms. GAO Lingfeng (高凌鳳), Mr. ZHANG Junke (張俊科), Mr. WANG Zhen (王鎮) (formerly known as WANG Yanjin (王燕京)), Mr. CUI Ruicheng (崔瑞成) and Mr. WU Jianye (武建鄴)

DEFINITIONS

[REDACTED]

“United States” or “U.S.”	the United States, as defined in Regulation S
“U.S. Person”	has the meaning given to it in Regulation S
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“Want Want”	Want Want China Holdings Limited (中國旺旺控股有限公司), a company incorporated under Cayman laws on October 3, 2007, whose shares are listed and traded on the Stock Exchange (stock code: 151), an Independent Third Party, and/or any of its subsidiaries, as the context indicates

[REDACTED]

“World Shining”	World Shining Investment Limited, a company incorporated under BVI laws on December 11, 2013 and owned as to 87.44% by 14 persons acting in concert as our Ultimate Controlling Shareholders and as to 12.56% by seven other individual shareholders
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[REDACTED]

“Yili Group”	Inner Mongolia Yili Industrial Group Company Limited (內蒙古伊利實業集團股份有限公司), a company established under the PRC laws on June 14, 1993, whose shares are listed and traded on the Shanghai Stock Exchange (stock code: 600887), an Independent Third Party, and/or any of its subsidiaries, as the context indicates
“%”	per cent.

DEFINITIONS

Unless otherwise specified, statements contained in this [REDACTED] assume no exercise of the [REDACTED].

All times refer to Hong Kong time.

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

Unless otherwise specified, amounts denominated in RMB and US\$ have been converted into Hong Kong dollars in this [REDACTED] for the purpose of illustration only and at the respective rates set forth below:

*RMB0.79 : HK\$1
US\$1 : HK\$7.76*

No representation is made that any amounts in RMB, US\$ or HK\$ can be or could have been converted on the relevant dates at the above rates or at any other rate or at all.

Unless otherwise specified, references to years in this [REDACTED] are to calendar years.

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