

DEFINITIONS

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

“Alternext”	an exchange regulated market organised by Euronext Paris SA
“Application Form(s)”	WHITE application form(s) and YELLOW application form(s), or where the context so requires, any of them, which is used in relation to the Public Offer
“Articles”	the articles of association of the Company adopted on 23 November 2009 which will take effect on the Listing Date, as amended from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	any day(s) (excluding Saturday(s) and Sunday(s)) in Hong Kong on which licensed banks in Hong Kong are open for banking business throughout their normal business hours
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“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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“CCOA (Oil & Fats Division)”	油脂分會 (Oil & Fats Division) of 中國糧油學會 (Chinese Cereals and Oils Association), which is a national academic association with members mainly being technicians and entrepreneurs engaging in scientific research and manufacturing of cereals and oil
“CDCP”	China Development Capital Partnership Master Fund LP, an exempted limited partnership established under the laws of Bermuda, acting through Martin Currie Investment Management Limited in its capacity as investment manager to CDCP and an Independent Third Party
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	China Corn Oil Company Limited, an exempted company incorporated in the Cayman Islands on 9 September 2009 under the Companies Law with limited liability
“Controlling Shareholder(s)”	has/have the meaning ascribed to it under the Listing Rules and unless the context requires otherwise, refers to Corn Oil Luxembourg, Sanxing Trade, Sanxing Grease, Shandong Sanxing, Mr. Wang MX, Mr. Wang MF, Mr. Wang ML and Ms. Huo (the spouse of Mr. Wang ML), who together will control the exercise of 65% voting rights in the general meeting of the Company after the Share Offer (assuming that the Over-allotment Option is not exercised)
“Corn BVI”	Corn Industry Investment Co., Ltd., a company incorporated in the BVI on 28 December 2006 and a direct wholly-owned subsidiary of the Company
“Corn Industry”	山東三星玉米產業科技有限公司 (Shandong Sanxing Corn Industry Technology Company Limited), a company established in the PRC with limited liability on 14 November 2006, and an indirect wholly-owned subsidiary of the Company

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“Corn Oil Luxembourg”	China Corn Oil S.A., a company incorporated in Luxembourg on 19 December 2007, and is owned as to approximately 82.733% by Sanxing Trade, as to 5.074% by CDCP, as to 5.074% by GMIM, as to 5.072% by NGPL and as to 2.047% by other investors as at the Latest Practicable Date
“Director(s)”	director(s) of the Company
“Electronic Application Instruction(s)”	instruction given by a CCASS Participant electronically via CCASS to HKSCC, being one of the methods to apply for the Public Offer Shares
“GMIM”	General Motors Investment Management Corporation, a company incorporated in the US, acting through Martin Currie Inc in its capacity as investment manager to GMIM and an Independent Third Party
“Group”, “we”, “our” and “us”	our Company and its subsidiaries or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, the present subsidiaries of our Company, some or any of them and the businesses carried on by such subsidiaries or (as the case may be) their predecessors
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	a person(s) or company(ies) which is/are independent of and not connected with any directors, chief executive and Substantial Shareholders of the Company or any of its subsidiaries and their respective associates
“Latest Practicable Date”	3 December 2009, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information in this prospectus
“Listing”	the listing of the Shares on the Main Board
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange

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“Listing Date”	the date on which dealings in the Shares on the Main Board commences
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock market operated by the Stock Exchange, which excludes Growth Enterprise Market of the Stock Exchange and the options market
“MPF Ordinance”	Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong)
“Mr. Koay”	Mr. Koay Kang Lin, a Malaysian and an Independent Third Party as at the Latest Practicable Date
“Mr. Wang MF”	Mr. Wang Mingfeng (王明峰), a co-founder of our Group, an executive Director and one of our Controlling Shareholders
“Mr. Wang ML”	Mr. Wang Mingliang (王明亮), a co-founder of our Group, an executive Director and one of our Controlling Shareholders
“Mr. Wang MX”	Mr. Wang Mingxing (王明星), a co-founder of our Group, our chairman and chief executive officer, an executive Director and one of our Controlling Shareholders
“Ms. Huo”	Madam Huo Chunling (霍春玲), the spouse of Mr. Wang ML and one of our Controlling Shareholders
“NGPL”	New Garden Pte. Ltd. (formerly known as New Wellmei Pte. Ltd.), a company incorporated in Singapore and an Independent Third Party
“Offer Price”	the final price for each Offer Share (exclusive of brokerage, SFC transaction levy and the Stock Exchange trading fee payable thereon) of not more than HK\$3.85 per Offer Share and is expected to be not less than HK\$2.57 per Offer Share at which the Offer Shares are to be offered for subscription pursuant to the Share Offer
“Offer Shares”	the Public Offer Shares and the Placing Shares

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“our brand(s)” or “our trademark(s)”	the 長壽花 (Longevity Flower) brand and/or the 金銀花 (Gold & Silver Flower) brand registered by Sanxing Grease which is licensed to Corn Industry pursuant to the Trademark Licence Agreements. For details, please refer to the paragraph headed “Trademark Licence Agreements” under the section headed “Connected Transactions” in this prospectus
“Over-allotment Option”	the option expected to be granted by the Company to the Lead Manager and exercisable by the Lead Manager to require the Company at any time within a period commencing from the Listing Date and ending on the 30th day after the last date for lodging of applications under the Public Offer, to allot and issue Over-allotment Shares at the Offer Price to cover over-allocations in the Placing and/or to satisfy the obligation of the Lead Manager to return securities borrowed under the Stock Borrowing Agreement
“Over-allotment Shares”	up to an aggregate of 26,250,000 new Shares to be issued pursuant to the exercise of the Over-allotment Option, representing approximately 15% of the number of Shares initially available under the Share Offer
“Placing”	the conditional placing of the Placing Shares by the Placing Underwriters on behalf of the Company for cash at the Offer Price with professional, institutional and private investors as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Placing Shares”	the 157,500,000 Offer Shares initially being offered for subscription under the Placing subject to re-allocation as described in the section headed “Structure and conditions of the Share Offer” in this prospectus together with any additional Shares which may be issued by the Company upon the exercise of the Over-allotment Option
“Placing Underwriters”	the underwriters of the Placing, led by Taifook Securities
“Placing Underwriting Agreement”	the conditional placing underwriting agreement relating to the Placing to be entered into, among others, the Company, the Controlling Shareholders, the executive Directors, the Sponsor, Taifook Securities and the Placing Underwriters

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“PRC” or “China”	the People’s Republic of China which, for the purposes of this prospectus only, excludes Hong Kong, Macau and Taiwan
“PRC government”	the government of the PRC including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and organs thereof or, as the context requires, any of them
“PRC Legal Advisers”	Grandall Legal Group (Shanghai), a qualified PRC law firm as the PRC legal advisers to our Company for the application for listing on the Main Board of the Stock Exchange
“Price Determination Agreement”	the agreement to be entered into between the Company and the Lead Manager (for itself and on behalf of the Underwriters) on or before the Price Determination Date to fix and record the Offer Price
“Price Determination Date”	the date, expected to be on or around Friday, 11 December 2009, on which the Offer Price is expected to be fixed for the purposes of the Share Offer and in any event no later than 6:00 p.m. (Hong Kong time) on Monday, 14 December 2009
“Public Offer”	the conditional offer of the Public Offer Shares by the Company for subscription by members of the public in Hong Kong for cash at the Offer Price, payable in full on application, on and subject to the terms and conditions stated herein and in the related Application Forms
“Public Offer Shares”	the 17,500,000 Offer Shares initially offered for subscription under the Public Offer subject to re-allocation as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Public Offer Underwriters”	the underwriters listed in the paragraph headed “Public Offer Underwriters” under the section headed “Underwriting” in this prospectus, being the underwriters of the Public Offer
“Public Offer Underwriting Agreement”	the conditional public offer underwriting agreement dated 7 December 2009 relating to the Public Offer and entered into between the Company, the Controlling Shareholders, the executive Directors, the Sponsor, Taifook Securities and the Public Offer Underwriters

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“Reorganisation”	the corporate reorganisation of our Group in preparation for the Listing as described under the paragraph headed “Our reorganisation” in the section headed “History and corporate development” in this prospectus
“Sanxing Group”	Shandong Sanxing and its subsidiaries
“Sanxing Grease”	鄒平三星油脂工業有限公司 (Zouping Sanxing Grease Industry Company Limited), a company established in the PRC with limited liability on 18 April 2001, and is owned as to 16.5%, 33.4%, 33.6% and 16.5% by Mr. Wang MF, Mr. Wang MX, Shandong Sanxing and Ms. Huo respectively as at the Latest Practicable Date
“Sanxing International”	山東三星國際貿易有限公司 (Shandong Sanxing International Trading Company Limited), a company established in the PRC with limited liability on 10 March 2005 and is owned as to 52% by Shandong Sanxing, 16% by Mr. Sun Guohui, our executive Director, and 32% by two Independent Third Parties as at the Latest Practicable Date
“Sanxing Mongolia”	內蒙古三星糧油工業有限公司 (Inner Mongolia Sanxing Food & Oil Industry Company Limited), a company established in the PRC with limited liability on 12 March 2004, and is owned as to approximately 86.7% by Mr. Wang ML and as to approximately 13.3% by two Independent Third Parties respectively as at the Latest Practicable Date
“Sanxing Trade”	SanXing Trade Co., Ltd., a company incorporated in Mauritius with limited liability on 8 November 2006, and is a wholly-owned subsidiary of Sanxing Grease as at the Latest Practicable Date
“Shandong Sanxing”	山東三星集團有限公司 (Shandong Sanxing Group Company Limited), a company established in the PRC with limited liability on 24 April 2003 and is owned as to 60.4% by the Wang Brothers, 4.4% by Mr. Sun Guohui and 35.2% by eight individuals who are past or present employees of Sanxing Group who are Independent Third Parties as at the Latest Practicable Date
“SFC”	the Securities and Futures Commission of Hong Kong

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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shandong Mingda”	山東明達熱電有限公司 (Shandong Mingda Heat and Electricity Company Limited), a company established in the PRC with limited liability on 30 May 2005, and is owned as to 51.0% by Shandong Sanxing and 49% by three Independent Third Parties as at the Latest Practicable Date
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Offer”	the Public Offer and the Placing
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 23 November 2009, a summary of principal terms of which is set out under the paragraph headed “Share Option Scheme” in Appendix VI to this prospectus
“Stock Borrowing Agreement”	the stock borrowing agreement to be entered into between Corn Oil Luxembourg, Sanxing Trade and the Lead Manager, pursuant to which the Lead Manager may borrow up to 26,250,000 Shares to cover any over-allocation in the Placing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Companies Ordinance
“Substantial Shareholder(s)”	has/have the meaning ascribed thereto under the Listing Rules
“Taifook Capital” or “Sponsor”	Taifook Capital Limited, a licensed corporation under SFO to carry on type 6 (advising on corporate finance) regulated activity, being the sole sponsor to the Share Offer
“Taifook Securities” or “Lead Manager”	Taifook Securities Company Limited, a licensed corporation under SFO to carry on type 1 (dealing in securities), type 3 (leveraged foreign exchange trading) and type 4 (advising on securities) regulated activities being the sole bookrunner and lead manager to the Share Offer

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“Track Record Period”	the three financial years ended 31 December 2008 and the six months ended 30 June 2009
“Trademark Licence Agreements”	the two trademark licence agreements dated 16 November 2009 entered into between Sanxing Grease and Corn Industry in relation to the granting of licences by Sanxing Grease to Corn Industry to use the registered trademarks 長壽花 (Longevity Flower) and 金銀花 (Gold & Silver Flower), details of the agreements are set out in the section headed “Connected Transactions” in this prospectus
“Underwriters”	the Placing Underwriters and the Public Offer Underwriters
“Underwriting Agreements”	the Public Offer Underwriting Agreement and the Placing Underwriting Agreement
“US” or “United States”	the United States of America
“Wang Brothers”	Mr. Wang MX, Mr. Wang ML and Mr. Wang MF
“€”	Euro, the lawful currency of the European Union
“HK\$” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“US\$” or “USD”	United States dollars, the lawful currency of the US
“Mt”	million tonnes
“kg”	kilograms
“sq.m.” or “m ² ”	square metres
“%”	per cent

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Unless otherwise specified, for the purpose of this prospectus and for the purpose of illustration only, Hong Kong dollar amounts have been translated using the following rates:

€1 : HK\$11.696

US\$1 : HK\$7.8

RMB1 : HK\$1.1353

No representation is made that any amounts in €, US\$, RMB or HK\$ were or could have been converted at the above rate or at any other rates or at all.

For ease of reference, the names of certain PRC laws and regulations or the PRC established companies or entities have been included in this prospectus in both the Chinese and English languages. The English names of these companies and entities are only English translation of their respective official Chinese names. In the event of any inconsistency, the Chinese version shall prevail.