
DEFINITIONS

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

“Accountant’s Report”	the accountant’s report of our Company prepared by the Reporting Accountant as set out in Appendix I to this prospectus
“Application Form(s)”	WHITE Application Form(s) and YELLOW Application Form(s) or where the context so requires, any of them that are used in connection with the Public Offer
“Application Lists”	the application lists used in the Public Offer
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted on 16 December 2016 which will take effect from the Listing Date, as amended from time to time
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	our board of Directors
“Business Day(s)”	any day(s) (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are open generally for normal banking business
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of new Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of our Company as referred to in “Statutory and General Information — A. Further information about our Company and our subsidiaries — 3. Written resolutions of our Shareholder passed on 16 December 2016” in Appendix IV 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 a 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
“CH”	Crowe Horwath (HK) Consulting & Valuation Limited, an industry research consultant, an Independent Third Party

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“CH Report”	the industry report commissioned by us and prepared by CH in relation to the travel industry in Hong Kong
“China” or “PRC”	the People’s Republic of China and, for the purpose of this prospectus only, excludes Hong Kong, Taiwan and Macau
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented and/or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as 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 amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	WWPKG Holdings Company Limited 縱橫遊控股有限公司, an exempted company with limited liability incorporated on 8 June 2016 in the Cayman Islands
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules and, in the context of our Company, refers to Mr. SK Yuen, Ms. Chan, Mr. CN Yuen and WWPKG Investment, which comprise a group of Controlling Shareholders
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Corporate Governance Code”	Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules
“Deed of Indemnity”	the deed of indemnity dated 16 December 2016 and executed by our Controlling Shareholders in favour of our Company, particulars of which are set out in “Statutory and General Information — E. Other information — 1. Estate duty, tax and other indemnity” in Appendix IV to this prospectus
“Deed of Non-competition”	the deed of non-competition undertakings dated 16 December 2016 executed by our Controlling Shareholders in favour of our Company, particulars of which are set out in “Relationship with our Controlling Shareholders — Deed of Non-competition”

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“Director(s)” or “our Director(s)”	director(s) of our 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
“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)
“Group”, “we”, “our”, “our Group” and “us”	our Company and its subsidiaries, or where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, such subsidiaries as if they were our subsidiaries at that time
“HKFI”	The Hong Kong Federation of Insurers
“HKFRSs”	Hong Kong Financial Reporting Standards, as issued by the Hong Kong Institute of Certified Public Accountants
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of our Company
“Hong Kong dollars”, “HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“IA”	Insurance Authority of Hong Kong
“IA Code of Practice”	Code of Practice for the Administration of Insurance Agents
“IARB”	Insurance Agents Registration Board of Hong Kong

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“IATA”	International Air Transport Association, a global trade organisation in the air travel industry and the administrator of the IATA Passenger Agency Programme which is a global programme designed to facilitate the secure distribution and sale of airline tickets
“ICO”	Insurance Companies Ordinance (Chapter 41 of the Laws of Hong Kong), as amended or supplemented from time to time
“Independent Third Party(ies)”	any entity(ies) or person(s) which or who is/are not our connected person(s)
“Japan Legal Advisers”	Soga Law Office, a qualified Japan law firm and the Japan legal advisers to our Company as to Japan Law for the Listing
“Japanese Yen” or “JPY”	Japanese Yen, the lawful currency of Japan
“JCS”	有限会社ジェイ・シイサービス (JC Service Ltd.*), a company incorporated in Japan with limited liability on 9 October 1998, a company wholly and beneficially owned by Mr. Yuen Chun Yu Adrian, who is a son of Ms. Chan and Mr. SK Yuen and the brother of Mr. CN Yuen, and a connected person of our Company
“Latest Practicable Date”	21 December 2016, being the latest practicable date for ascertaining certain information in this prospectus
“Listing”	the listing of the Shares on GEM
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, currently expected to be on or about Thursday, 12 January 2017, on which dealings in the Shares on GEM first commence
“Listing Division”	the Listing Department of the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, conditionally adopted on 16 December 2016 which will take effect from the Listing Date, as amended from time to time

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“Mr. CN Yuen”	Mr. Yuen Chun Ning, an executive Director, the chief executive officer of our Company, a Controlling Shareholder and a son of Mr. SK Yuen and Ms. Chan
“Mr. SK Yuen”	Mr. Yuen Sze Keung, an executive Director, the chairman of our Board, a Controlling Shareholder, the spouse of Ms. Chan and the father of Mr. CN Yuen
“Ms. Chan”	Ms. Chan Suk Mei, an executive Director, a Controlling Shareholder, the spouse of Mr. SK Yuen and the mother of Mr. CN Yuen
“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage fee, SFC transaction levy and Stock Exchange trading fee) at which the Offer Shares are to be subscribed for pursuant to the Share Offer, as further described in “Structure and Conditions of the Share Offer — Pricing and allocation — Determining the Offer Price”
“Offer Shares”	the Public Offer Shares and the Placing Shares
“Placing”	the conditional placing by the Placing Underwriters of the Placing Shares for cash at the Offer Price (plus a brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), as further described in “Structure and Conditions of the Share Offer”
“Placing Shares”	the 90,000,000 new Shares being initially offered by our Company, for subscription under the Placing subject to re-allocation as further described in “Structure and Conditions of the Share Offer”
“Placing Underwriters”	the several underwriters for the Placing who are expected to enter into the Placing Underwriting Agreement
“Placing Underwriting Agreement”	the underwriting agreement expected to be entered into on or around the Price Determination Date by our Company, our Controlling Shareholders, our executive Directors, the Sole Sponsor, the Sole Global Coordinator and the Placing Underwriters relating to the Placing
“Price Determination Agreement”	the agreement to be entered into between our Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or about Friday, 6 January 2017, on which the Offer Price is fixed for the purposes of the Share Offer, and in any event no later than Monday, 9 January 2017

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“PTHK”	Package Tours (Hong Kong) Limited (縱橫旅遊有限公司), a company incorporated in Hong Kong with limited liability on 1 June 1979, and an indirect subsidiary of our Company
“Public Offer”	the offer of Public Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus a brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) on the terms and subject to the conditions described in this prospectus and the Application Forms relating thereto, as further described in “Structure and Conditions of the Share Offer — The Public Offer”
“Public Offer Shares”	the 10,000,000 new Shares initially being offered by our Company for subscription pursuant to the Public Offer at the Offer Price, subject to re-allocation as described in “Structure and Conditions of the Share Offer”
“Public Offer Underwriters”	the underwriters for the Public Offer as listed out in “Underwriting — Public Offer Underwriters”
“Public Offer Underwriting Agreement”	the underwriting agreement dated 29 December 2016 relating to the Public Offer entered into among our Company, our executive Directors, our Controlling Shareholders, the Sole Sponsor, the Sole Global Coordinator and the Public Offer Underwriters, as further described in “Underwriting — Public Offer — Public Offer Underwriting Agreement”
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the reorganisation of our Group in preparation for the Listing, details of which are set out in “History, Reorganisation and Development — Reorganisation”
“Reporting Accountant”	PricewaterhouseCoopers, the auditor and reporting accountant of our Company
“Repurchase Mandate”	the general unconditional mandate given to our Directors by the Shareholders relating to the repurchase of Shares, as further described in “Statutory and General Information — A. Further information about our Company and our subsidiaries — 7. Repurchase of our own securities” in Appendix IV to this prospectus
“RTA”	the Registrar of Travel Agents appointed under the TAO
“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) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of HK\$0.01 each
“Share Offer”	the Public Offer and the Placing
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 16 December 2016, as described in “Statutory and General Information — D. Share Option Scheme” in Appendix IV to this prospectus
“Shareholder(s)”	holder(s) of the Share(s)
“Sole Global Coordinator” or “Sole Bookrunner” or “Sole Lead Manager”	Great Roc Capital Securities Limited, a corporation licensed to carry on Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO
“Sole Sponsor”	Lego Corporate Finance Limited, a licensed corporation licensed to carry on Type 6 (advising on corporate finance) regulated activity under the SFO
“sq.ft.”	square foot or square feet
“sq.m.” or “m ² ”	square metre(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed thereto under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“TAO”	Travel Agents Ordinance (Chapter 218 of the Laws of Hong Kong)
“TAR”	Travel Agents Registry
“TIC”	Travel Industry Council of Hong Kong
“TICF”	Travel Industry Compensation Fund

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“Track Record Period”	the period comprising the two financial years ended 31 March 2015 and 2016 and the three months ended 30 June 2016, and the phrase “for/during the Track Record Period”, following or followed by a series of figures or percentages, refers to information relating to the financial years ended 31 March 2015 and 2016 and the three months ended 30 June 2016 respectively
“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	U.S. Securities Act of 1933, as amended, supplemented or otherwise modified from time to time
“Underwriters”	the Public Offer Underwriters and the Placing Underwriters
“Underwriting Agreements”	the Public Offer Underwriting Agreement and the Placing Underwriting Agreement
“United States” or “U.S.”	the United States of America
“ WHITE Application Form(s)”	the application form(s) to be completed by the public who require the Public Offer Shares to be issued in the applicants’ own name
“Worldwide Package”	Worldwide Package Travel Service Limited (翱翔旅遊有限公司), a company incorporated in Hong Kong with limited liability on 19 July 1985, and an indirect wholly-owned subsidiary of our Company
“WWPKG Investment”	WWPKG Investment Holdings Limited (縱橫遊投資控股有限公司), a company incorporated in the BVI with limited liability on 7 June 2016 and owned as to 68.02%, 23.42% and 8.56% by Ms. Chan, Mr. SK Yuen and Mr. CN Yuen respectively, and a Controlling Shareholder
“WWPKG Management”	WWPKG Management Company Limited (縱橫遊管理有限公司), a company incorporated in the BVI with limited liability on 10 June 2016, and a direct wholly-owned subsidiary of our Company
“Y’s”	ワイズ・ジャパン株式会社 (Y’s Japan Co., Ltd.*), a limited company incorporated in Japan on 22 September 2011, a company wholly and beneficially owned by Mr. Yuen Chun Yu Adrian, who is a son of Ms. Chan and Mr. SK Yuen and the brother of Mr. CN Yuen, and a connected person of our Company

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“**YELLOW** Application Form(s)” the application form(s) to be completed by the public who require the Public Offer Shares to be deposited directly into CCASS

“%” per cent

If there is any inconsistency between this prospectus and the Chinese translation of this prospectus, this prospectus shall prevail.

Certain amounts and percentage figures comprised in this prospectus have been subject to rounding adjustments. Accordingly, figures presented as totals in certain tables may not be arithmetic aggregation of the figures preceding them.

* *for identification purpose only*