
DEFINITIONS

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

“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 Public Offer
“Articles” or “Articles of Association”	the amended and restated articles of association of the Company conditionally adopted on 8 May 2017 which shall become effective on the Listing Date and as amended from time to time, a summary of which is set out in Appendix IV to this prospectus
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Bookrunner”	Great Roc Capital Securities Limited, a licensed corporation to carry out type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO
“Business Day”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for normal banking business
“Business Transfer 1”	the transfer of the Speed Garment Business carried on by and certain assets and liabilities of Speed Apparel to Speed Apparel HK as further described in the section headed “History, Reorganisation and corporate structure — Reorganisation” in this prospectus
“Business Transfer 2”	the transfer of the Firenze Garment Business carried on by and certain assets and liabilities of Firenze Apparel to Speed Apparel HK as further described in the section headed “History, Reorganisation and corporate structure — Reorganisation” in this prospectus
“Business Transfer Agreement 1”	the agreement for the sale and purchase of the business carried on by Speed Apparel Limited dated 31 December 2015 entered into between Speed Apparel as vendor, Speed Apparel HK as purchaser and Mr. Chan as warrantor in relation to the Business Transfer 1
“Business Transfer Agreement 2”	the agreement for the sale and purchase of the business carried on by Firenze Apparel Limited dated 31 December 2015 entered into between Firenze Apparel as vendor, Speed Apparel HK as purchaser and Mr. Chan as warrantor in relation to the Business Transfer 2

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“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalisation Issue”	the issue of 374,991,000 Shares to be made upon capitalisation of certain sum standing to the credit of the share premium account of the Company upon completion of the Share Offer referred to in the section headed “Further information about the Company — Written resolutions of the sole Shareholder passed on 23 January 2017 and 8 May 2017” in Appendix V to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person permitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person permitted 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 Participants”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Client’s Parent”	the parent company of Marubeni’s Client
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, modified and supplemented 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

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“Company”	Speed Apparel Holding Limited, a company limited by shares incorporated in the Cayman Islands on 19 November 2015
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules and in the context of this prospectus, refers to Speed Development and Mr. Chan
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Deed of Indemnity”	the deed of indemnity dated 8 May 2017 executed by the Controlling Shareholders in favour of the Company (for itself and as trustee for its subsidiaries) regarding certain indemnities as more particularly set out in the section headed “Other information — Estate duty, tax and other indemnity” in Appendix V to this prospectus
“Deed of Non-competition”	the deed of non-competition dated 8 May 2017 executed by the Controlling Shareholders in favour of the Company (for itself and as trustee for its subsidiaries) regarding the non-competition undertakings as more particularly set out in the section headed “Relationship with the Controlling Shareholders — Non-competition Undertakings” in this prospectus
“Director(s)”	the director(s) of the Company
“Eldex Properties”	the premises at Workshop C and Workshop D on 7th Floor, Eldex Industrial Building, No. 21 Ma Tau Wai Road, Kowloon, Hong Kong
“Encumbrance(s)”	any mortgage, charge, pledge, lien, option, restriction, right of first refusal, right of pre-emption, third-party right or interest, other encumbrance or security interest of any kind, or another type of preferential arrangement (including, without limitation, a title transfer or retention arrangement) having similar effect
“Euromonitor”	Euromonitor International Limited, an Independent Third Party, which is a market research company with a focus on industry, country, company and consumer lifestyle research

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“Euromonitor Report”	An industry research report issued by Euromonitor as commissioned by the Company as referred in the section headed “Industry overview” in this prospectus
“Firenze Apparel”	Firenze Apparel Limited, a company incorporated in Hong Kong on 18 June 2004 with limited liability whose issued shares are wholly-owned by Mr. Chan
“Firenze Garment Business”	the garment business operated by Firenze Apparel prior to the Reorganisation, which was transferred to Speed Apparel HK on 1 February 2016 in accordance with the terms and conditions of the Business Transfer Agreement 2
“Garment Business”	the selling of apparel products together with the provision of related supply chain management services to its customers carried out by the Group and in the past, carried out by Speed Apparel, Firenze Apparel and Knit World
“GEM”	the Growth Enterprise Market of the Stock Exchange
“Gemstar Property”	the premises of the head office and principal place of business of the Group in Hong Kong at Flat A, 17/F., Gemstar Tower, 23 Man Lok Street, Hung Hom, Kowloon, Hong Kong
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Government”	the Government of Hong Kong
“ GREEN Application Form(s)”	the form(s) of application to be completed by the HK eIPO White Form Service Provider
“Group”	the Company and its subsidiaries at the relevant time or, where the context otherwise requires, in respect of the period prior to the Company becoming the holding company of its present subsidiaries pursuant to the Reorganisation, its present subsidiaries and the business operated by such subsidiaries together with the Garment Business carried out by predecessors
“ HK eIPO White Form ”	the application for Public Offer Shares to be issued in applicant’s own name by submitting applications online through the designated website of HK eIPO White Form Service Provider at www.hkeipo.hk

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“HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by the Company, as specified on the designated website of HK eIPO White Form at www.hkeipo.hk
“HKFRSs”	Hong Kong Financial Reporting Standards (including Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by HKICPA
“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” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“Independent Third Party(ies)”	individual(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, is/are independent of and not connected with the Company or its subsidiaries or any of their respective associates within the meaning of the GEM Listing Rules
“Japanese Legal Advisers”	Soga Law Office, the legal advisers to the Company as to Japanese law
“Joint Lead Managers”	the joint lead managers of the Share Offer, whose names are set out under the section headed “Underwriting — Underwriters — Joint Lead Managers” in this prospectus
“Knit World”	Knit World International Limited, a company incorporated in Hong Kong on 20 February 2002 with limited liability and an indirect wholly-owned subsidiary of the Company upon completion of the Reorganisation
“Latest Practicable Date”	8 May 2017, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information referred to in this prospectus

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“Listing”	the listing and the commencement of dealings of the Shares on GEM
“Listing Date”	the date on which the Shares are listed and dealings in the Shares first commence on GEM, which is expected to be on or about 31 May 2017
“Listing Division”	the Listing Division of the Stock Exchange
“Marubeni”	Marubeni Corporation and its subsidiaries, the largest customer of the Group during the Track Record Period
“Marubeni’s Client”	client of Marubeni
“Memorandum of Association” or “Memorandum”	the amended and restated memorandum of association of the Company adopted on 23 January 2017, as amended from time to time
“Messis Capital” or “Sponsor”	Messis Capital Limited, the sponsor of the Company for the Listing, a licensed corporation to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO
“Mr. Chan”	Mr. Chan Wing Kai (陳永啟), an executive Director, the chairman of the Board and the chief executive officer of the Company, one of the Controlling Shareholders and the spouse of Ms. Cheung
“Mr. Ng”	Mr. Ng Ming Ho (吳明豪), an executive Director
“Ms. Cheung”	Ms. Cheung Hung (張紅), the spouse of Mr. Chan
“Offer Price”	the final price per Offer Share in Hong Kong dollars (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) of not more than HK\$0.64 per Offer Share and expected to be not less than HK\$0.40 per Offer Share, such price to be determined as further described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Offer Shares”	collectively, the Placing Shares and the Public Offer Shares

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“Placing”	the conditional placing of the Placing Shares by the Placing Underwriters for and on behalf of the Company for cash at the Offer Price subject to the terms and conditions as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Placing Shares”	112,500,000 new Shares being offered at the Offer Price for subscription under the Share Offer subject to the terms and conditions as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Placing Underwriter(s)”	the underwriter(s) of the Placing listed in the section headed “Underwriting — Underwriters — Placing Underwriters” in this prospectus
“Placing Underwriting Agreement”	the conditional underwriting and placing agreement relating to the Placing expected to be entered into between the Company, the executive Directors, the Controlling Shareholders, the Sponsor, the Bookrunner and the Placing Underwriters, particulars of which are summarised in the section headed “Underwriting” in this prospectus
“Predecessor Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force from time to time before 3 March 2014
“PRC” or “China”	the People’s Republic of China, and for the purpose of this prospectus, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Legal Advisers”	Commerce & Finance Law Offices, the legal advisers to the Company as to PRC law
“Price Determination Agreement”	the agreement to be entered into between the Bookrunner (for itself and on behalf of the Underwriters) and the Company on or before the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or before Tuesday, 23 May 2017 (or such later date as may be agreed between the Bookrunner (for itself and on behalf of the Underwriters) and the Company) but in any event not later than Friday, 26 May 2017, on which the Offer Price is to be fixed

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“Public Offer”	the offer of the Public Offer Shares for subscription by the members of the public in Hong Kong for cash at the Offer Price, on and subject to the terms and conditions described in the section headed “Structure and conditions of the Share Offer” in this prospectus and the Application Forms
“Public Offer Share(s)”	12,500,000 new Shares initially being offered at the Offer Price for subscription in the Public Offer subject to reallocation as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Public Offer Underwriter(s)”	the underwriter(s) of the Public Offer listed in section headed “Underwriting — Underwriters — Public Offer Underwriters” in this prospectus
“Public Offer Underwriting Agreement”	the conditional underwriting agreement relating to the Public Offer dated 15 May 2017 entered into between the Company, the executive Directors, the Controlling Shareholders, the Sponsor, the Bookrunner and the Public Offer Underwriters, particulars of which are summarised in the section headed “Underwriting” in this prospectus
“Quotations”	refers to non-Tender Contracts such as quotations and one-off contracts, details of which are set out under the section headed “Business — Customers — Customer contracts — Quotations” of this prospectus
“Reorganisation”	the reorganisation of the Group for the purpose of the Listing, particulars of which are set out in the section headed “History, Reorganisation and corporate structure — Reorganisation” in this prospectus
“SFC”	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
“Share Offer”	collectively, the Placing and the Public Offer
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 8 May 2017, the principal terms of which are summarised in the section headed “Share Option Scheme” in Appendix V to this prospectus

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“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Speed Apparel”	Speed Apparel Limited, a company incorporated in Hong Kong on 17 May 1999 with limited liability whose issued shares are wholly-owned by Mr. Chan
“Speed Apparel BVI”	Speed Apparel (BVI) Limited, a company incorporated in the BVI on 13 November 2015 with limited liability and a direct wholly-owned subsidiary of the Company upon completion of the Reorganisation
“Speed Apparel HK”	Speed Apparel (HK) Limited, a company incorporated in Hong Kong on 26 November 2015 with limited liability and an indirect wholly-owned subsidiary of the Company upon completion of the Reorganisation
“Speed Apparel Shenzhen”	尚捷時(深圳)貿易有限公司 (Speed Apparel (SZ) Trading Limited*), a company established in the PRC on 23 February 2016 with limited liability and an indirect wholly-owned subsidiary of the Company upon completion of the Reorganisation
“Speed Development”	Speed Development Co. Ltd, a company incorporated in the BVI on 12 November 2015 with limited liability whose issued shares are wholly-owned by Mr. Chan and is a Controlling Shareholder of the Company
“Speed Garment Business”	the garment business operated by Speed Apparel prior to the Reorganisation, which was transferred to Speed Apparel HK on 1 February 2016 in accordance with the terms and conditions of the Business Transfer Agreement 1
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the GEM Listing Rules
“Substantial Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules and the details of which are set out in the section headed “Substantial and significant Shareholders” in this prospectus
“Takeovers Code”	The Code on Takeovers and Mergers, as amended, modified and supplemented from time to time

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“Tenancy Agreement”	the tenancy agreement dated 7 March 2016 entered into between Speed Apparel HK and Firenze Apparel in relation to the leasing of the Gemstar Property
“Track Record Period”	the two years ended 31 March 2016 and the eight months ended 30 November 2016
“Underwriters”	collectively, the Placing Underwriters and the Public Offer Underwriters
“Underwriting Agreements”	collectively, the Placing Underwriting Agreement and the Public Offer Underwriting Agreement
“ WHITE Application Form(s)”	the form(s) of application for the Public Offer Shares for use by the public who require(s) such Public Offer Shares to be issued in the applicant’s or applicants’ own name(s)
“ YELLOW Application Form(s)”	the form(s) of application for the Public Offer Shares for use by the public who requires such Public Offer Shares to be deposited directly into CCASS
“USA” or “US”	the United States of America
“HK\$” or “HKD” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“JPY”	Japanese Yen, the lawful currency of Japan
“US\$” or “USD”	United States dollar(s), the lawful currency of the United States of America
“m ² ”	square metre
“sq.ft.”	square feet
“%”	per cent.

* *For identification purpose only*