
DEFINITIONS

In this Prospectus, unless the context otherwise requires, the following expressions have the following meanings:

“12th Five-Year Plan”	The Twelfth Five-Year Plan Guidelines for National Economic and Social Development of the PRC (《中華人民共和國國民經濟和社會發展第十二個五年規劃綱要》)
“Alright Global”	Alright Global Investment Limited, a company incorporated in the BVI on 18 May 2010 and a wholly-owned subsidiary of the Company
“Application Form(s)”	WHITE application form(s), YELLOW application form(s), GREEN application form(s) and PINK application form(s), or where the context so requires, any of them, relating to the Hong Kong Public Offering
“Articles of Association” or “Articles”	the articles of association of the Company, conditionally adopted on 22 October 2012 and to become effective upon 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 Listing Rules
“Board” or “Board of Directors”	the board of directors of the Company
“Business Day”	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	British Virgin Islands
“CAGR”	compound annual growth rate
“Casablanca E-commerce”	深圳市卡撒天嬌家居用品電子商務有限公司, a company established in the PRC on 29 July 2011 and a wholly-owned subsidiary of the Company
“Casablanca Home”	Casablanca Home Limited, a company incorporated in Hong Kong on 22 June 2010 and a wholly-owned subsidiary of the Company

DEFINITIONS

“Casablanca Home Holdings”	Casablanca Home Holdings Limited, a company incorporated in the BVI on 5 October 2010 and a wholly-owned subsidiary of the Company
“Casablanca Hong Kong”	Casablanca Hong Kong Limited, a company incorporated in Hong Kong on 22 June 2010 and a wholly-owned subsidiary of the Company
“Casablanca (Huizhou)”	卡撒天嬌家居(惠州)有限公司, a company established in the PRC on 7 April 2011 and a wholly-owned subsidiary of the Company
“Casablanca International”	Casablanca International Limited (formerly known as Empire Master Limited), a company incorporated in Hong Kong on 16 March 1993 and a wholly-owned subsidiary of the Company
“Casablanca (Shenzhen)”	卡撒天嬌家居用品(深圳)有限公司, a company established in the PRC on 20 August 2010 and a wholly-owned subsidiary of the Company
“Capitalisation Issue”	the capitalisation of an amount of HK\$14,600,000 from the amount standing to the credit of the share premium account of the Company as set out in the paragraph headed “C. Resolutions in writing of the sole Shareholder of the Company passed on 22 October 2012” under the section headed “1. Further information about the Company and its subsidiaries” in Appendix V 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

DEFINITIONS

“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CCW Home Tex (Shenzhen)”	創想家居用品(深圳)有限公司, a company established in the PRC on 25 April 2007 and a wholly-owned subsidiary of the Company
“Cheng Brothers”	Mr. Cheng Sze Kin (鄭斯堅) and Mr. Cheng Sze Tsan (鄭斯燦), both of whom are executive Directors
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this Prospectus, Hong Kong, Macau and Taiwan
“Companies Law”	The Companies Law (2012 Revision) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	Casablanca Group Limited (卡撒天嬌集團有限公司), a company incorporated on 2 April 2012 as an exempted company under the laws of the Cayman Islands, the shares of which will be listed on the Main Board of the Stock Exchange
“Connected Distributor(s)”	party or parties, who are relatives of the executive Directors and Controlling Shareholders of the Company, and have entered into distributorship agreements with us
“Connected Person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	Mr. Cheng Sze Kin (鄭斯堅), Mr. Cheng Sze Tsan (鄭斯燦), Ms. Wong Pik Hung (王碧紅) and World Empire
“Director(s)”	the director(s) of the Company
“EIT”	Enterprise Income Tax of PRC
“EIT Law”	the PRC Enterprise Income Tax Law promulgated on 16 March 2007 that became effective on 1 January 2008

DEFINITIONS

“Eligible Employee(s)”	all full-time employee(s) of the Group who joined the Group on or before the Latest Practicable Date (other than the chief executive or directors of the Company or its subsidiaries, existing beneficial owners of Shares or any of their respective associates and any other connected persons of the Company) and satisfy the criteria in the paragraph headed “Who can apply for Hong Kong Offer Shares” under the section headed “How to Apply for Hong Kong Offer Shares” in this Prospectus
“Employee Preferential Offering”	the offer of the Employee Reserved Shares to the Eligible Employees for subscription at the offer price as described in the paragraph headed “The Employee Preferential Offering” under the section headed “Structure of the Global Offering” in this Prospectus
“Employee Reserved Shares”	the 250,000 Hong Kong Offer Shares (representing 0.5% of the Offer Shares available under the Global Offering) offered under the Employee Preferential Offering and which are to be allocated out of the Hong Kong Offer Shares
“Euromonitor”	Euromonitor International (Asia) Pte. Ltd.
“Euromonitor Report”	a detailed study of the market potential and opportunities for bedding products retailing in the PRC and Hong Kong commissioned by us and performed and prepared by Euromonitor
“FEIT”	Foreign Enterprises Income Tax
“Forcetech (Shenzhen)”	科思特家居用品(深圳)有限公司, a company established in the PRC on 23 July 2003 and a wholly-owned subsidiary of the Company
“Gain Harvest”	Gain Harvest Investment Limited, a company incorporated in Hong Kong on 2 April 2007, and which is wholly-owned by the Cheng Brothers and Ms. Wong Pik Hong (王碧紅)
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Placing

DEFINITIONS

“Greater China Region”	the region comprising of the PRC, Hong Kong and Macau
“Group,” “the Group,” “we,” “our,” and “us”	the Company and its subsidiaries or, where the context so requires in respect of the period before the Company became the holding company of the present subsidiaries, the present subsidiaries of the Company and the businesses carried on by such subsidiaries
“HK\$,” “Hong Kong dollars” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 5,002,000 Shares being initially offered by us for subscription under the Hong Kong Public Offering at the Offer Price (subject to adjustment as described in the section headed “Structure of the Global Offering” to this Prospectus)
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong for cash at the Offer Price, on and subject to the terms and conditions described in this Prospectus and in the Application Forms relating thereto as further described in the section headed “Structure of the Global Offering” in this Prospectus
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting – Underwriters – Hong Kong Underwriters” in this Prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 12 November 2012 relating to the Hong Kong Public Offering entered into among us, our Controlling Shareholders and the Hong Kong Underwriters

DEFINITIONS

“Huizhou Production Facility”	our production facility, under construction, located at Dongjiang High Technology Park, Zhongkai High Technology Industrial Development Zone, Dongxing District, Huizhou, Guangdong Province
“Independent Third Party(ies)”	person(s) who are not Connected Person(s)
“International Placing”	the conditional placing of the International Placing Shares at the Offer Price in reliance on Regulation S under the U.S. Securities Act, to professional, institutional and individual investors as further described in the section headed “Structure of the Global Offering” in this Prospectus
“International Placing Shares”	the 44,998,000 Shares being initially offered for subscription under the International Placing together, where relevant, with any additional Shares that may be issued pursuant to any exercise of the Over-allotment Option, subject to adjustment as described in the section headed “Structure of the Global Offering” in this Prospectus
“International Underwriters”	our group of underwriters, led by the Sole Global Coordinator, which are expected to enter into the International Underwriting Agreement to underwrite the International Placing
“International Underwriting Agreement”	the underwriting agreement relating to the International Placing and expected to be entered into among us, the Controlling Shareholders and the International Underwriters on or around the Price Determination Date
“Joint Bookrunners” or “Joint Lead Managers”	Haitong International Securities Company Limited and UOB Kay Hian (Hong Kong) Limited
“Jollirich”	Jollirich Investment Limited, a company incorporated in Hong Kong on 8 April 2002 and a wholly-owned subsidiary of the Company
“Jones Lang LaSalle Research Report 2012”	the research report titled “China 50: Fifty Real Estate Markets that Matter” released by Jones Lang LaSalle IP, Inc. in March 2012

DEFINITIONS

“Latest Practicable Date”	5 November 2012, being the latest practicable date prior to the printing of this Prospectus for the purpose of ascertaining certain information contained in this Prospectus
“Leading Asset”	Leading Asset Holdings Limited, a company incorporated in the BVI on 18 May 2010, which is owned by Mr. Cheng Sze Kin (鄭斯堅), Mr. Cheng Sze Tsan (鄭斯燦) and Ms. Wong Pik Hung (王碧紅) as to 40%, 35% and 25% respectively
“Leading Empire”	Leading Empire Investment Holdings Limited, a company incorporated in the BVI on 6 May 2010 and a wholly-owned subsidiary of the Company
“Leading Force”	Leading Force International Limited, a company incorporated in Hong Kong on 5 February 2007 and a wholly-owned subsidiary of the Company
“List of Specially Designated Nationals”	the List of Specially Designated Nationals and other persons (including both individuals and entities) published by the Office of Foreign Assets Control of the United States Department of Treasury, which includes terrorists and terrorist organisations, persons controlled by target governments or representing target governments, and certain persons engaged in drug trading and arms smuggling
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Date”	the date, expected to be on or about 23 November 2012, on which our Shares are first listed and from which dealings therein are permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Macau”	the Macau Special Administrative Region of the PRC

DEFINITIONS

“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company, conditionally adopted on 22 October 2012 and to become effective upon the Listing Date, as amended from time to time
“Offer Price”	the final price per Share in Hong Kong dollars (exclusive of brokerage, SFC transaction levy and the Stock Exchange trading fee) at which the Offer Shares are to be subscribed for and issued, or purchased and sold pursuant to the Global Offering, to be determined as further described in the section headed “Structure of the Global Offering – Determination of the Offer Price” in this Prospectus
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares
“One Start”	One Start Investment Limited, a company incorporated in the BVI on 10 May 2010 and a wholly-owned subsidiary of the Company
“Over-allotment Option”	the option to be granted by us to the International Underwriters exercisable by the Sole Global Coordinator (for itself and on behalf of the International Underwriters), pursuant to which we may be required to allot and issue up to 7,500,000 additional new Shares, representing 15% of the Shares initially available under the Global Offering at the Offer Price, to, among other things, cover over-allocations in the International Placing (if any) as further described in the section headed “Structure of the Global Offering”
“Overseas Employee”	an employee of the Company or any of its subsidiaries or branches who is not a Hong Kong resident
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“Pink Application Form(s)”	the application form(s) to be completed by our Eligible Employees in Hong Kong
“Post-IPO Share Options”	share options granted under the Post-IPO Share Option Scheme

DEFINITIONS

“Post-IPO Share Option Scheme”	the share option scheme conditionally adopted by us on 22 October 2012, the principal terms of which are summarised in the paragraph headed “Post-IPO Share Option Scheme” in Appendix V to this Prospectus
“Pre-IPO Share Option Scheme”	the share option scheme conditionally adopted by us on 22 October 2012, the principal terms of which are summarised in the paragraph headed “Pre-IPO Share Option Scheme” in Appendix V to this Prospectus
“Pre-IPO Share Options”	the share options granted under the Pre-IPO Share Option Scheme
“Price Determination Date”	the date, expected to be on or about Friday, 16 November 2012, on which the Offer Price will be determined and, in any event, not later than Wednesday, 21 November 2012
“Prospectus”	this prospectus being issued in connection with the Hong Kong Public Offering
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the corporate reorganisation of the Group in preparation for the listing of the Shares on the Stock Exchange, details of which are set forth under “Reorganisation” in the section headed “History, Reorganisation and Group Structure” and under “Corporate Reorganisation” in the section headed “Further Information about the Company and its subsidiaries” in Appendix V to this Prospectus
“Rich Creation”	Rich Creation Asia Investment Limited, a company incorporated in Hong Kong on 15 December 2006 and a wholly-owned subsidiary of the Company
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SFC”	the Securities and Futures Commission of Hong Kong

DEFINITIONS

“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)” or “ordinary Share(s)”	ordinary share(s) with nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Option Schemes”	the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme
“Shenzhen Fusheng”	深圳富盛宏業貿易有限公司, a company established in the PRC on 16 July 2010, and which is wholly-owned by the Cheng Brothers and Ms. Wong Pik Hong (王碧紅)
“Shenzhen Production Facility”	our production facility located at Longwangmiao Industrial Zone, Fuyong Jiedao Baishisha, Bao’an District, Shenzhen, Guangdong Province, the PRC
“Smart Glory”	Smart Glory Global International Investment Limited, a company incorporated in the BVI on 18 August 2010 and a wholly-owned subsidiary of the Company
“Sole Global Coordinator”	Haitong International Securities Company Limited
“Sole Sponsor”	Haitong International Capital Limited
“Stabilising Manager”	Haitong International Securities Company Limited
“Stock Borrowing Agreement”	a stock borrowing agreement expected to be entered into on or about 16 November 2012 between the Sole Global Coordinator and World Empire
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Super Smart”	Super Smart Global Investment Limited, a company incorporated in the BVI on 18 May 2010 and a wholly-owned subsidiary of the Company
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Repurchases

DEFINITIONS

“Track Record Period”	the financial period comprising the years ended 31 December 2009, 2010 and 2011 and six months ended 30 June 2012
“Underwriters”	collectively, the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “US” or “U.S.”	the United States of America
“US dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“Wealth Pine”	Wealth Pine Asia Limited, a company incorporated in Hong Kong on 20 May 2010, which was our subsidiary before the Reorganisation and is wholly owned by Smart Blossom Limited
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website at www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“World Empire”	World Empire Investment Inc., a company incorporated in BVI on 10 May 2010, which is owned by Mr. Cheng Sze Kin (鄭斯堅), Mr. Cheng Sze Tsan (鄭斯燦) and Ms. Wong Pik Hung (王碧紅) as to 40%, 35% and 25%, respectively
“%”	per cent

DEFINITIONS

In this Prospectus, the terms “associate,” “connected person,” “connected transaction,” “controlling shareholder,” “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

In this Prospectus, unless otherwise stated, amounts denominated in US dollars have been translated into HK dollars at an exchange rate of US\$1.00 = HK\$7.80 and certain amounts denominated in HK dollars have been translated into US dollars at an exchange rate of HK\$1.00 = US\$0.13, in each case for illustrative purposes only. Such conversions shall not be construed as representations that amounts in HK or US dollars were or could have been or could be converted into HK dollars or US dollars (as the case may be) at such rates or any other exchange rates on such date or any other date.

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

Unless otherwise specified, all references to any shareholdings in the Company following the completion of the Global Offering assume that the Over-allotment Option and any options granted under the Share Option Schemes are not exercised.

The English name of the PRC nationals, enterprises, entities, departments, facilities, certificates, titles and the like are translations of their Chinese names and are included for identification purpose only. In the event of any inconsistency between the Chinese names and their English translations, the Chinese names shall prevail.