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

"affiliate(s)"	any oth	er person,	directly	or	indirectly,	controlling	or
		d by or unde ecified perso		or in	direct comm	non control v	vith
	Suon Sp	Joined perso					

- "apparel supply chain services" a whole spectrum of services including apparel product design and development, fashion trend ascertaining and sampling, raw material sourcing, production order and merchandise sourcing management, quality control, as well as packaging, inventory management and logistics management for the Group's customers
- "Application Form(s)" WHITE application form(s), YELLOW application form(s) and GREEN application form(s), or where the context so requires, any one of them, relating to the Hong Kong Public Offer

"Articles of Association" or "Articles" the articles of association of the Company conditionally adopted on 24 December 2012 and effective on the Listing Date and as amended or supplemented from time to time, a summary of which is set out in Appendix III 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 as at the date of this prospectus

"Business Day" or "business 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

- "BSCI" the Business Social Compliance Initiative, is a businessdriven programme for companies committed to improving working conditions in the global supply chain launched by the Foreign Trade Association
- "BVI" the British Virgin Islands

"CAGR" compound annual growth rate

"Capitalisation Issue" the issue of 449,000,000 Shares upon capitalisation of certain sums standing to the credit of the share premium account of the Company referred to in the section headed "Information about the Company — 3. Resolutions in writing of the Shareholders passed on 24 December 2012" 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 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
"China" or "PRC"	People's Republic of China excluding, for the purpose of this prospectus, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Companies Law"	the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented and otherwise modified from time to time
"Companies Ordinance"	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"Company" or "the Company"	Speedy Global Holdings Limited (迅捷環球控股有限公司), an exempted company incorporated with limited liability under the laws of the Cayman Islands on 28 September 2011
"Concession Stores"	sales outlets in the form of concession counters or sales areas occupied by the Group or its cooperative partners or its franchisees in various department stores in the PRC
"connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Controlling Shareholders"	has the meaning ascribed to it under the Listing Rules and unless the context requires otherwise, refers to Mr. Huang, Mr. Huang Chih Chien and Sky Halo
"Deed of Indemnity"	a deed of indemnity dated 24 December 2012 and executed by Mr. Huang, Mr. Huang Chih Chien and Sky Halo in favour of the Company (for itself and as trustee for its subsidiaries stated therein) containing the indemnities as more particularly referred to in paragraph 16 of Appendix IV to this prospectus
"Deed of Non-competition"	a deed of non-competition dated 24 December 2012 and entered into among Mr. Huang, Mr. Huang Chih Chien, Sky Halo in favour of the Company, details of which are disclosed in the section headed "Relationship with Controlling Shareholders — Non-compete undertakings by Controlling Shareholders" in this prospectus

"Director(s)"	the directors of the Company as at the date of this prospectus
"Dongguan plant"	our production plant located in Changan Town, Dongguan, Guangdong Province, the PRC, which was established in October 2004
"EIT Law"	Enterprise Income Tax Law of the PRC [*] (中華人民共和國企業 所得税法)
"Excluded Businesses"	businesses apart from the Group's businesses which compete or are likely to compete, either directly or indirectly, with the Group's businesses and the details are set out in the section headed "Relationship with Controlling Shareholders — Excluded businesses" in this prospectus
"Excluded Group"	holding companies of the Excluded Businesses and the details are set out in the section headed "Relationship with Controlling Shareholders — Excluded businesses" in this prospectus
"Fortune Elite"	Fortune Elite Holdings Limited (福俊控股有限公司), a limited liability company incorporated on 25 January 2010 in accordance with the laws of the BVI and owned as to 60% by Mr. Huang Chih Chien and 40% by Ms. Ang Ellena Balesteros (the wife of Mr. Huang Chih Chien)
"Free-standing Stores"	stand-alone units, stores or shops occupied by the Group or its cooperative partners or its franchisees for their retail business operations in various street malls or shopping malls in the PRC
"GDP"	gross domestic product
"Giordano"	Giordano International Limited (佐丹奴國際有限公司), a Bermuda company whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 00709), and its subsidiaries
"Global Offering"	the Hong Kong Public Offer and the International Offer
"Goalwill Garment"	Goalwill Garment Manufactory Limited (高業制衣有限公司), a company incorporated under the laws of Hong Kong with limited liability on 21 April 2004 and an indirect wholly-owned subsidiary of the Company
"GREEN Application Form(s)"	the application form(s) to be completed by HK eIPO White Form Service Provider
"Group", "the Group", "we" or "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 our present subsidiaries, the entities which carried on the business of the present Group at the relevant time

"Halo Cypress"	Halo Cypress Investment Limited (名柏投資有限公司), a limited liability company incorporated on 25 October 2011 in accordance with the laws of the BVI and a direct wholly- owned subsidiary of the Company
"Higrowth"	Higrowth Ventures Limited, a company incorporated under the laws of BVI with limited liability on 2 April 2004 and a direct wholly-owned subsidiary of the Company
"Higrowth Group"	means collectively, Higrowth and its subsidiaries
"HK\$" or "Hong Kong dollar(s)" or "HKD" or "cents"	Hong Kong dollars and cents respectively, the lawful currency for the time being of Hong Kong
"HKAS(s)"	Hong Kong Accounting Standard(s)
"HKFRS(s)"	Hong Kong Financial Reporting Standard(s)
"HKICPA"	Hong Kong Institute of Certified Public Accountants
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HKSCC Nominees"	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
"HKTDC"	Hong Kong Trade Development Council
"Hong Kong", "HKSAR" or "HK"	the Hong Kong Special Administrative Region of the PRC
"HK eIPO White Form"	the application for Hong Kong Public Offer Shares to be issued in the applicant's own name through the designated website of HK eIPO White Form — <u>www.hkeipo.hk</u>
"HK eIPO White Form Service Provider"	The Bank of East Asia, Limited
"Hong Kong Public Offer"	the offer to the public in Hong Kong for subscription of the Hong Kong Public Offer Shares at the Offer Price, on and subject to the terms and conditions stated in this prospectus and in the Application Forms
"Hong Kong Public Offer Shares"	the 15,000,000 new Shares (subject to adjustment as described in the section headed "Structure of the Global Offering" in this prospectus) being offered by us for subscription at the Offer Price under the Hong Kong Public Offer
"Hong Kong Share Registrar"	Tricor Investor Services Limited
"Hong Kong Underwriters"	the underwriters in respect of the Hong Kong Public Offer named in the section headed "Underwriting — Underwriters" in this prospectus

- "Hong Kong Underwriting Agreement" the underwriting agreement dated 28 December 2012 relating to the Hong Kong Public Offer entered into by, among others, the Company, the Controlling Shareholders, the Sole Global Coordinator and the Hong Kong Underwriters
- "Huang Brothers" Mr. Huang and Mr. Huang Chih Chien (excluding any other siblings of Mr. Huang and Mr. Huang Chih Chien for the purpose of this prospectus)
- "Huizhou plant" our production plant located in Boluo County, Huizhou, Guangdong Province, the PRC, which was established in January 2009
- "IFRS" International Financial Reporting Standard(s)
- "Independent Third Party(ies)" an individual(s) or a company(ies) who or which is/are independent of and not connected with (within the meaning of the Listing Rules) any Director, chief executive or substantial shareholder (within the meaning of the Listing Rules) of the Company, its subsidiaries or any of their respective associates
- "in-house apparel retail brands" the *Unisex* Brands as well as the *Republic* Brands, that are designed and developed by the Group's own design and development team
- "International Offer" the offering of the International Offer Shares at the Offer Price as set out in the section headed "Structure of the Global Offering" in this prospectus
- "International Offer Shares" the 135,000,000 new Shares initially being offered for subscription under the International Offer (subject to adjustment as described in the section headed "Structure of the Global Offering" in this prospectus)
- "International Underwriters" the underwriters in respect of the International Offer named in the section headed "Underwriting — International underwriters" in this prospectus
- "International Underwriting Agreement" the underwriting agreement to be entered into between, among others, the Company, the Controlling Shareholders, the Sole Sponsor, the Sole Global Coordinator, the International Underwriters and the executive Directors in respect of the International Offer
- "Issuing Mandate" the general unconditional mandate granted to the Directors by the Shareholders in relation to the issue of new Shares, further information on which is set forth in the section headed "Information about the Company — 3. Resolutions in writing of the Shareholders passed on 24 December 2012" in Appendix IV to this prospectus

"Jointex and Goalwill Group"	means collectively, Jointex Garment and Goalwill Garment and their subsidiaries
"Jointex Garment"	Jointex Garment Manufactory Limited (駿達實業(製衣)有限公司) (formerly known as Hai Fung Knitting and Garment Company Limited (海豐針織制衣有限公司)), a limited liability company incorporated on 7 May 2003 in accordance with the laws of Hong Kong and an indirect wholly-owned subsidiary of the Company
"Koyip Huizhou"	高業製衣(惠州)有限公司 (Koyip Garment (Huizhou) Manufactory Ltd.*), a WFOE established on 22 January 2009 in accordance with the laws of the PRC and an indirect wholly-owned subsidiary of the Company
"Latest Practicable Date"	22 December 2012, being the latest practicable date for the purpose of ascertaining certain information in this prospectus prior to its publication
"Licensed Brands"	as at the Latest Practicable Date, three global brands which the Group has been granted the right to manufacture, as the case may be, market and sell men's and women's garment products in the PRC
"Listing"	the listing of the Shares on the Main Board of the Stock Exchange
"Listing Committee"	the Listing Committee of the Stock Exchange
"Listing Committee" "Listing Date"	the Listing Committee of the Stock Exchange the date, expected to be on or about Tuesday, 15 January 2013, on which dealings in the Shares first commence on the Main Board of the Stock Exchange
C C	the date, expected to be on or about Tuesday, 15 January 2013, on which dealings in the Shares first commence on
"Listing Date"	the date, expected to be on or about Tuesday, 15 January 2013, on which dealings in the Shares first commence on the Main Board of the Stock Exchange the Rules Governing the Listing of Securities on the Stock
"Listing Date" "Listing Rules"	 the date, expected to be on or about Tuesday, 15 January 2013, on which dealings in the Shares first commence on the Main Board of the Stock Exchange the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the

"Memorandum of Association" or "Memorandum"	the memorandum of association of the Company, conditionally adopted on 24 December 2012 and effective on the Listing Date (as amended or supplemented from time to time)
"MOFCOM"	the Ministry of Commerce of the PRC (中華人民共和國商務 部)
"Mr. Au"	Mr. Au Wai Shing (區維勝), an executive Director and a shareholder holding approximately 6.52% of Sky Halo, our corporate Controlling Shareholder
"Mr. Chan"	Mr. Chan Hung Kwong, Patrick (陳洪光), an executive Director and a shareholder holding approximately 6.86% of Sky Halo, our corporate Controlling Shareholder
"Ms. Chang"	Ms. Chang Yiu Wen (張又文), a shareholder holding approximately 3.43% of Sky Halo, our corporate Controlling Shareholder
"Mr. Cheng"	Mr. Cheng Wai Tao, one of the Pre-IPO investors of the Company
"Mr. Cheuk"	Mr. Cheuk Sze Cheung, Philip, the father-in-law of Mr. Huang
"Mr. Huang"	Mr. Huang Chih Shen (黃志深), the chairman of the Board, an executive Director and the chief executive officer of the Company and one of the Controlling Shareholders who holds approximately 39.72% of Sky Halo
"Mr. Huang Chih Chien"	Mr. Huang Chih Chien (黃志堅), one of the Controlling Shareholders who holds approximately 39.72% of Sky Halo
"Ms. Tang"	Ms. Tang Wai Shan (鄧惠珊), an executive Director, one of the Pre-IPO investors of the Company and a shareholder holding approximately 3.75% of Sky Halo, our corporate Controlling Shareholder
"Multigrowth"	Multigrowth Limited (萬通有限公司), a limited liability company incorporated on 18 March 2004 in accordance with the laws of the BVI and owned as to 100% by Mr. Zhang Hai Jun, an Independent Third Party
"National Bureau of Statistics of China"	an agency directly under the State Council which is in
Ghina	charge of the statistics and economic accounting in China. National Bureau of Statistics of China is independent of the Group

- "Obvious Success" Obvious Success Limited, a limited liability company incorporated on 29 July 2011 in accordance with the laws of the BVI and is an indirect wholly-owned subsidiary of Giordano
- "Offer Price" the final Hong Kong dollar price per Offer Share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee) at which the Hong Kong Public Offer Shares are to be subscribed under the Hong Kong Public Offer and the International Offer Shares are to be offered and sold under the International Offer, to be determined in the manner further described in the section headed "Structure of the Global Offering" in this prospectus
- "Offer Share(s)" the Hong Kong Public Offer Shares and the International Offer Shares together, where relevant, with any additional Offer Shares issued and sold pursuant to the exercise of the Over-allotment Option
- "Over-allotment Option" the option granted by the Group to the Sole Global Coordinator, exercisable by the Sole Global Coordinator on behalf of the International Underwriters pursuant to which the Company may be required to allot and issue up to an aggregate of 22,500,000 additional Offer Shares, representing 15% of the initial size of the Global Offering, to, among other things, cover over-allocations in the International Offer as described in the section headed "Structure of the Global Offering" in this prospectus
- "Peakwin Group" Peakwin Group Limited (柏威集團有限公司), a limited liability company incorporated on 27 March 2006 in accordance with the laws of the BVI and owned as to 50% by Mr. Huang and 50% by Mr. Huang Chih Chien

"per cent" or "%" per centum or percentage

- "POS" point of sale, which includes our Unisex Outlets, Unisex Life Outlets, bargain stores and online shops in the PRC
- "POS system" point of sale system used in our apparel retail business that can record sales data

"PRC government" or "State" the central government of the PRC, including all governmental sub-divisions (such as provincial, municipal and other regional or local government entities)

- "Pre-IPO investors" Mr. Cheng and Ms. Tang. For details of their investments, please refer to the section headed "History and Corporate Structure — Pre-IPO investment" in this prospectus
- "Price Determination Agreement" the agreement to be entered into between us and the Sole Global Coordinator on the Price Determination Date to record and fix the Offer Price

- "Price Determination Date" the date on which the Offer Price is fixed for the purpose of the Global Offering
- "REACH" the European Community regulation of the registration, evaluation, authorisation and restriction of chemical substances and their safe use
- "Regulation S" Regulation S under the US Securities Act
- "Reorganisation" the reorganisation of the Group conducted in preparation for the Listing, details of which are set out in the section headed "History and Corporate Structure — Reorganisation" in this prospectus
- "Republic Brands" Republic Hero (瑞派克羅) and Republic Queen (瑞派昆兒), which are our in-house retail brands, the details of which are set out in the section headed "Business Apparel retail segment Products Republic brands" in this prospectus and the related trademarks are set out in the section headed "Further Information about the Business of the Company 10. Intellectual property rights of the Group" in Appendix IV to this prospectus
- "Repurchase Mandate" the general unconditional mandate granted to the Directors by the Shareholders in relation to the repurchase of our Shares, further information on which is set forth in the section headed "Information about the Company — 3. Resolutions in writing of the Shareholders passed on 24 December 2012" in Appendix IV to this prospectus
- "Rich Vast" Rich Vast International Limited (駿發國際有限公司), a limited liability company incorporated on 25 October 2011 in accordance with the laws of the BVI and a direct whollyowned subsidiary of the Company
- "RMB" or "Renminbi" Renminbi, the lawful currency for the time being of the PRC
- "SFC" or "Securities and Futures the Securities and Futures Commission of Hong Kong Commission"

"SFO" or "Securities and Futures Ordinance" the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time

- "Shanghai Shining" 上海耀中貿易有限公司 (Shanghai Shining China Trading Company Limited*), a limited liability company established on 11 August 2004 in accordance with the laws of the PRC and an indirect wholly-owned subsidiary of the Company
- "Share(s)" ordinary share(s) with nominal value of HK\$0.1 each in the share capital of the Company, which are to be subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange

"Shareholder(s)"	holder(s) of the Share(s)
"Share Option Scheme"	the share option scheme conditionally adopted by the Company on 24 December 2012, the principal terms of which are summarised under the section headed "Other Information — 15. Share option scheme" in Appendix IV to this prospectus
"Shing Fun"	Shing Fun Knitting & Garment Limited (勝豐織造製衣有限公司), a limited liability company incorporated on 15 March 1994 in accordance with the laws of Hong Kong and owned as to 30% by Mr. Huang Chih Chien, 30% by Mr. Huang, 20% by Ms. Huang Li Hun, Serlina (a sister of Mr. Huang) and 20% by Ms. Huang Li Ming (a sister of Mr. Huang)
"Shining China"	Shining China Investment Holding Company Limited (耀中中 國投資控股有限公司), a company incorporated under the laws of Hong Kong with limited liability on 17 March 2004 and an indirect wholly-owned subsidiary of the Company
"Shining China Group"	means collectively, Shining China and its subsidiaries
"Sky Halo"	Sky Halo Holdings Limited (皓天控股有限公司), our corporate Controlling Shareholder which will hold approximately 68.65% in the Company immediately following completion of the Global Offering and Capitalisation Issue (assuming no Over-allotment Option will be exercised). It is a limited liability company incorporated on 14 September 2011 in accordance with the laws of the BVI and owned as to approximately 39.72% by Mr. Huang, approximately 39.72% by Mr. Huang Chih Chien, approximately 6.86% by Mr. Chan, approximately 6.52% by Mr. Au, approximately 3.75% by Ms. Tang and approximately 3.43% by Ms. Chang
"Smart Grain"	Smart Grain Enterprise Limited (駿禾企業有限公司), a limited liability company incorporated on 18 February 2004 in accordance with the laws of Hong Kong and owned as to 50% by Mr. Wong Yung (a senior management member of the Group) and 50% by Mr. Lam Chi Sum (a senior management member of the Group)
"Sole Global Coordinator" or "Sole Bookrunner" or "Sole Lead Manager"	Cinda International Securities Limited, a corporation licensed under the SFO permitted to carry on Type 1 (dealing in securities) of the regulated activities (as defined in the SFO), acting as the sole global coordinator, sole bookrunner and sole lead manager of the Global Offering
"Sole Sponsor"	Cinda International Capital Limited, a corporation licensed under the SFO permitted to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) of the regulated activities (as defined in the SFO), acting as the sole sponsor of the Listing

- "Speedy Dongguan"
 東莞迅捷環球製衣有限公司 (Dongguan Speedy Garment Manufacturing Company Limited*), a WFOE established on 9 October 2004 in accordance with the laws of the PRC and an indirect wholly-owned subsidiary of the Company
- "Speedy Garment" Speedy Garment Manufacturing (Hong Kong) Company Limited (迅捷環球製衣(香港)有限公司) (formerly known as Global Plus Holdings Limited (港潤控股有限公司)), a company incorporated under the laws of Hong Kong with limited liability on 18 June 2004 and an indirect whollyowned subsidiary of the Company

"Stabilising Manager" Cinda International Securities Limited

- "State Administration of Foreign Exchange" or "SAFE"
 the State Administration of Foreign Exchange of the PRC (中 華人民共和國國家外匯管理局), the PRC governmental agency responsible for matters relating to foreign exchange administration, including local branches, when applicable
- "State Administration of
Taxation"the State Administration of Taxation of the PRC (中華人民共
和國國家税務總局)

"State Council" the State Council of the PRC (中華人民共和國國務院)

- "State Environmental Protection Administration"
 the State Environmental Protection Administration of the PRC (中華人民共和國國家環境保護總局)
- "Stock Borrowing Agreement" the stock borrowing agreement expected to be entered into between Cinda International Securities Limited and Sky Halo on the Price Determination Date, pursuant to which Cinda International Securities Limited may borrow up to 22,500,000 Shares from Sky Halo to cover any over-allocation under the International Offer
- "Stock Exchange" The Stock Exchange of Hong Kong Limited
- "subsidiary(ies)" has the meaning ascribed thereto in section 2 of the Companies Ordinance
- "Substantial Shareholder(s)" has the meaning ascribed thereto under the Listing Rules
- "Track Record Period" the years ended 31 December 2009, 2010 and 2011 and the six months ended 30 June 2012
- "Underwriters" the Hong Kong Underwriters and the International Underwriters
- "Underwriting Agreements" the Hong Kong Underwriting Agreement and the International Underwriting Agreement

- "Unisex Brands" Our Unisex brand and sub-brands, including Unisex (優捷思) and UNX by Unisex, which are our in-house retail brands, the details of which are set out in the section headed "Business — Apparel retail segment — Products — Unisex brands" in this prospectus and the related trademarks are set out in the section headed "Further Information about the Business of the Company — 10. Intellectual property rights of the Group" in Appendix IV to this prospectus
- "Unisex Outlet(s)" physical locations where the sales of the Group's apparel retail products under the *Unisex* Brands occurs
- "Unisex Life Outlets" physical locations where the sales of the Group's apparel retail products under the Licensed Brands, the Unisex Brands as well as other suitable brands sourced by the Group from time to time occurs
- "United States" or "US" the United States of America, its territories, its possessions and all areas subject to its jurisdiction

"Unisex Trading" 優捷思貿易(惠州)有限公司 (Unisex Trading (Huizhou) Company Limited*), a WFOE established on 3 June 2010 in accordance with the laws of the PRC and an indirect whollyowned subsidiary of the Company

- "US dollar(s)" or "US\$" or "USD" United States dollars, the lawful currency for the time being of the United States
- "US Securities Act" the United States Securities Act of 1933, as amended from time to time
- "Vivach" Vivach Co., Ltd., a limited liability company incorporated on 6 May 2005 in accordance with the laws of Samoa and wholly-owned by Ms. Chang
- "WFOE" wholly-foreign owned enterprise within the meaning prescribed under the PRC laws
- "WRAP" Worldwide Responsible Accredited Production, an independent and non-profit organisation dedicated to the certification of lawful, humane and ethical manufacturing internationally

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.

In this prospectus, unless otherwise stated, certain amounts denominated in Renminbi have been translated into HK dollars or US dollars at an exchange rate of RMB0.81 = HK\$1.00 or US\$1.00 = HK\$7.78, respectively, for illustration purpose only. Such conversions shall not be construed as representations that amounts in Renminbi were or could have been or could be converted into HK dollars or US dollars at such rates or any other exchange rates on such date or any other date.

If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of company names in Chinese or another language which are marked with "*" and the Chinese translation of company names in English which are marked with "*" is for identification purpose only.

Unless otherwise specified, all relevant information in this prospectus assumes no exercise of the Over-allotment Option.