
DEFINITIONS

Unless the context otherwise requires, the following expressions have the following meanings in this prospectus. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this prospectus.

“Application Form(s)”	WHITE application form(s), YELLOW application form(s) and GREEN application form(s), individually or collectively, as the context may require, used in the Hong Kong Public Offering
“Articles of Association” or “Articles”	our articles of association, as adopted on 11 January 2013, and as amended from time to time, a summary of which is contained in Appendix IV to this prospectus
“associate”	has the meaning ascribed thereto under the Listing Rules
“Balco”	our proprietary brand of Swiss-made watches, which has been exclusively owned and used by us during the Track Record Period and up to the Latest Practicable Date and was also licensed by us for use by our outsourced manufacturer of Balco watches and our distributors during the Track Record Period and up to the Latest Practicable Date
“Balco Agreement”	the master production agreement dated 1 September 2011 entered into between our Group and FM Swiss, whereby, among other things, we outsourced and licensed the rights of the production of Balco watches to FM Swiss
“Balco Switzerland”	Balco Switzerland SAGL, a limited liability company incorporated in Switzerland on 31 March 2009 and an indirect wholly-owned subsidiary of our Company. Balco Switzerland is our internal sourcing arm of our Balco watches in Switzerland and the holder of our Balco trademarks
“Board”	our board of Directors
“Business Day”	a day (other than a Saturday or a Sunday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands

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“CAGR”	compound annual growth rate
“Capitalisation Issue”	the issuance of Shares to be made upon the capitalisation of the share premium account of our Company as referred to in the section headed “Appendix V – Statutory and General Information – Further Information about our Group – Resolutions in writing of the sole Shareholder passed on 11 January 2013” in 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
“chief executive”	the chief executive (as defined in the SFO) of our Company
“China” or “PRC”	the People’s Republic of China, which for the purpose of this prospectus and for geographical reference only, excludes Hong Kong, Macau and Taiwan
“CNCIC”	the Chinese National Commercial Information Center (中華全國商業信息中心), a MOFCOM-governed agency focusing on the collection, processing, analyses and consultation of industry and market statistical information in the PRC
“Companies Law”	the Companies Law of the Cayman Islands, as amended 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

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“Company,” “the Company” or “our Company”	Time Watch Investments Limited (時計寶投資有限公司), a limited liability company incorporated in the Cayman Islands on 21 September 2011
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Michael Tung, Red Rewarding, Time Watch Singapore, WMP and Red Glory
“Cornerstone Investor Agreement”	a corporate investor agreement dated 16 January 2013 and entered into among our Company, Orchid Asia V, L.P., Orchid Asia V Co-Investment, Limited and DBS Asia Capital Limited, information on which is set forth in the section headed “Cornerstone Investors” in this prospectus
“Dabu Production Facilities”	our production facilities located at 2/F, 48 Zhenhu Road Central, Huliao, Dabu, PRC (中國大埔縣湖寮鎮虎中路48號2樓)
“Department Store(s)”	the department store(s), or in some cases the shopping mall(s), at which our Sales Counters are located
“Director(s)”	the director(s) of our Company or any one of them
“Dr. Tam”	Dr. Tam Hok Lam Tommy (譚學林), our independent non-executive Director
“East Base”	East Base Limited (意博有限公司), a company incorporated in Hong Kong on 30 October 2002 with limited liability which is indirectly owned as to 75% by Stategrace Group Limited (a company which is owned as to 7.5% by Mr. Michael Tung) and 25% by an Independent Third-Party. East Base is principally engaged in supply of third party brands of watches on OEM basis and obtaining license to produce and distribute a third party brand of watches
“EIT Law”	the Enterprise Income Tax Law promulgated by the National People’s Congress on 16 March 2007 which became effective on 1 January 2008

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“EU”	The European Union
“Euromonitor”	Euromonitor International Limited, an independent market research firm which we have engaged to conduct detailed market analyses of, and provide reports on, the PRC watch industry in connection with the Global Offering
“FM Swiss”	FM Swiss Logistic SA, an OEM manufacturer of watches and a limited liability company incorporated in Switzerland, being our outsourced manufacturer of Balco watches, is a connected person (within the meaning of Chapter 14A of the Listing Rules) of our Company upon Listing and at any time prior to 1 August 2013, because Mr. Antonello Miserino (“ Mr. Antonello ”), a former director of Balco Switzerland before his resignation on 1 August 2012, is the sole director of FM Swiss
“Fortune Silver”	Fortune Silver Holdings Limited (瑞士集團有限公司), a company incorporated in Hong Kong on 2 August 2007 with limited liability which is indirectly owned as to 51% by a direct wholly-owned subsidiary of WMP and as to the remaining 49% by an individual and a company which are Independent Third-Parties save for their interests in Fortune Silver. Fortune Silver is principally engaged in the operation of a retail shop in Hong Kong for sales and distribution of multiple brands of watches in Hong Kong
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Placing
“GREEN application form(s)”	the application form(s) to be completed by the HK eIPO White Form Service Provider
“Group,” “the Group,” “our Group,” “we,” “our” or “us”	our Company and its subsidiaries or, where the context so requires, with respect to the period before which our Company became the holding company of its current subsidiaries, our Company’s current subsidiaries or the businesses operated by such subsidiaries or their predecessors (as the case may be)

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“Gold Joy”	Gold Joy Investments Limited (金愉投資有限公司), a limited liability company incorporated in Hong Kong on 2 November 2007 and an indirect wholly-owned subsidiary of our Company. Gold Joy is principally engaged in investment holding
“Gold Reach”	Gold Reach Investments Limited (金達投資有限公司), a limited liability company incorporated in Hong Kong on 26 February 2009 and an indirect wholly-owned subsidiary of our Company. Gold Reach is principally engaged in investment holding and is the holder of our Tian Wang trademarks
“GOMC Circular”	Circular of the General Office of the Ministry of Commerce on Issues Concerning Examination and Approval of Foreign-Invested Projects of Selling Goods via the Internet and Automat (商務部辦公廳關於外商投資互聯網、自動售貨機方式銷售項目審批管理有關問題的通知) (Shang Zi Zi (2010) No. 272) which was released on 19 August 2010
“Hefei De Sheng Li”	Hefei De Sheng Li Timepieces Company Limited* (合肥德盛利鐘錶有限公司), a limited liability company incorporated in the PRC on 24 August 2011 which is owned as to 40%, 30% and 30% by Mr. Mao, Ms. Mao Rong Yu (毛榮玉) and Ms. Mao Rong Xia (毛榮俠) respectively. Ms. Mao Rong Yu (毛榮玉) and Ms. Mao Rong Xia (毛榮俠) are the sisters of Mr. Mao. Mr. Mao, Ms. Mao Rong Yu (毛榮玉) and Ms. Mao Rong Xia (毛榮俠) are Independent Third-Parties save for their interests in Time Watch Hefei and Hefei De Sheng Li. Hefei De Sheng Li is our JV Partner in respect of the Hefei Joint Venture
“Hefei Joint Venture”	our business of the retail of watches under Tian Wang, Balco and the Other Brands in Hefei, the PRC, which is operated by Time Watch Hefei
“high-end watches”	watches with a retail price (before discounts) equal to or above RMB5,000
“HK\$,” “HKD” or “Hong Kong dollars”	Hong Kong dollars, the legal currency of Hong Kong

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“HK eIPO White Form”	applying for Hong Kong Public Offer Shares to be issued in your own name by submitting applications online through the designated website at www.hkeipo.hk
“HK eIPO White Form Service Provider”	The Bank of East Asia, Limited
“HKFRS”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company 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 Public Offer Shares”	the 60,000,000 new Shares initially being offered for subscription by our Company at the Offer Price under the Hong Kong Public Offering (subject to adjustment as described in the section headed “Structure and Conditions of the Global Offering” in this prospectus)
“Hong Kong Public Offering”	the issue and offer by our Company of the Hong Kong Public Offer Shares for subscription by the public in Hong Kong as described in the section headed “Structure and Conditions of the Global Offering” in this prospectus at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% of the Offer Price) and on and subject to the terms and conditions stated herein and in the Application Forms relating thereto
“Hong Kong Branch Share Registrar”	Tricor Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering named in the section headed “Underwriting – Hong Kong Underwriters” in this prospectus

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“Hong Kong Underwriting Agreement”	the conditional Hong Kong underwriting agreement dated 23 January 2013 relating to the Hong Kong Public Offering entered into among our Company, the Selling Shareholder, our Controlling Shareholders, our executive Directors, the Sole Global Coordinator, the Joint Sponsors and the Hong Kong Underwriters
“Immense Ocean”	Immense Ocean Investments Limited, a limited liability company incorporated in the BVI on 21 September 2011 and a direct wholly-owned subsidiary of our Company. Immense Ocean is principally engaged in investment holding
“Independent Third-Party”	an individual or a company who is independent of and not connected with (within the meaning of the Listing Rules) any directors, chief executive or substantial shareholders of our Company, our subsidiaries or their respective associates
“International Placing Shares”	the 540,000,000 Offer Shares, comprising 440,000,000 New Shares and 100,000,000 Sale Shares, initially being offered for subscription and purchase by our Company and the Selling Shareholder, respectively, at the Offer Price under the International Placing (subject to adjustment as described in the section headed “Structure and Conditions of the Global Offering” in this prospectus) together with (unless the context otherwise requires) any Shares issued pursuant to any exercise of the Over-allotment Option
“International Placing”	the conditional placing by the International Underwriters of the International Placing Shares for cash at the Offer Price plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% of the Offer Price, details of which are described in the section headed “Structure and Conditions of the Global Offering” in this prospectus on and subject to the terms and conditions stated herein and in the International Underwriting Agreement

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“International Underwriting Agreement”	the conditional placing and purchase agreement relating to the International Placing and to be entered into among our Company, the Selling Shareholder, our Controlling Shareholders, our executive Directors, the Sole Global Coordinator, the Joint Sponsors and the International Underwriters on or about the Price Determination Date
“International Underwriters”	the group of underwriters led by the Sole Global Coordinator, who are expected to enter into the International Underwriting Agreement
“Issuing Mandate”	the general unconditional mandate granted to our Directors by our Shareholders in relation to the issue of new Shares, further information on which is set forth in the section headed “Appendix V – Statutory and General Information – Further information about our Company – Resolutions in writing of the sole Shareholder passed on 11 January 2013” in this prospectus
“Joint Sponsors”	DBS Asia Capital Limited and CIMB Securities Limited
“JV Companies”	Suzhou Paragon, Time Watch Hefei, Time Watch Shanghai and Time Watch Sichuan. As our Group holds 51% equity interests, that is, more than half of equity interests in each of these four JV Companies, and controls the composition of the board of each of these four JV Companies, and thus, has the power to govern the financial and operating policies of these four JV Companies. These four JV Companies are subsidiaries of our Company during the Track Record Period and up to the Latest Practicable Date
“JV Partners”	Ruiyunda, Hefei De Sheng Li, Shanghai Shi Ji Tang and Mian Yang Qian Da, which hold 49% of the equity interest in Suzhou Paragon, Time Watch Hefei, Time Watch Shanghai and Time Watch Sichuan, respectively
“JV POS”	POS operated by any of the JV Companies
“JV Sales Network”	the network of JV POS from time to time

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“Latest Practicable Date”	14 January 2013, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Listing”	listing of the Shares on the Main Board of the Stock Exchange
“Listing Date”	the date expected to be on or around 5 February 2013 on which the Shares are 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 of Hong Kong Limited (as amended from time to time)
“low-end and mid-end watches”	watches with a retail price (before discounts) below RMB5,000
“low-end watches”	watches with a retail price (before discounts) equal to or below RMB1,500
“low-income consumers”	consumers with monthly household income below RMB5,000
“Macau”	the Macau Special Administrative Region of the PRC
“Mian Yang Qian Da”	Mian Yang Qian Da Watch Company Limited* (綿陽千達鐘錶有限責任公司), a limited liability company incorporated in the PRC on 28 May 2012 which is owned as to 51% by Mr. Li and 49% by Ms. Huang Lan Ying (黃蘭英), the spouse of Mr. Li, all of whom are Independent Third-Parties save for their interests in Time Watch Sichuan and Mian Yang Qian Da. Mian Yang Qian Da is our JV Partner in respect of Time Watch Sichuan
“mid-end watches”	watches with a retail price (before discounts) between RMB1,500 to RMB5,000
“mid-income consumers”	consumers with monthly household income within the range of RMB5,000 and RMB10,000
“Ministry of Commerce” or “MOFCOM”	the Ministry of Commerce of the People’s Republic of China (中華人民共和國商務部)

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“Mr. Deng”	Mr. Deng Guanglei (鄧光磊), our sales and marketing general manager overseeing the operations of our sales and marketing departments and our Sales Network
“Mr. Hou”	Mr. Hou Qinghai (侯慶海), our executive Director
“Mr. Li”	Mr. Li Yong (李勇), one of the shareholders of Mian Yang Qian Da holding 51% equity interest therein
“Mr. Lo”	Mr. Lo Wing Sang (勞永生), our executive Director
“Mr. Ma”	Mr. Ma Ching Nam (馬清楠), our independent non-executive Director
“Mr. Mao”	Mr. Mao Rongchun (毛榮春), a director of our Time Watch Hefei and is one of the shareholders of Hefei De Sheng Li holding 40% equity interest therein
“Mr. Michael Tung”	Mr. Tung Koon Ming (董觀明), our chairman, chief executive officer, executive Director and one of our Controlling Shareholders
“Mr. Ricky Tung”	Mr. Tung Wai Kit (董偉傑), our executive Director
“Mr. Wang”	Mr. Wang Yi Ming (王益銘), a director of our Suzhou Paragon and is one of the shareholders of Ruiyunda holding 51% equity interest therein
“Mr. Wong”	Mr. Wong Wing Keung Meyrick (王泳強), our independent non-executive Director
“Ms. Zhao”	Ms. Zhao Xiaojun (趙小軍), a director of our Time Watch Shanghai
“NDRC”	the National Development and Reform Commission (中華人民共和國國家發展和改革委員會)
“New Shares”	the new Shares being offered by our Company at the Offer Price under the Global Offering

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“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) at which Shares are to be subscribed or purchased pursuant to the Global Offering, which will be not more than HK\$1.35 and is expected to be not less than HK\$1.11, to be determined on the Price Determination Date as described in the section headed “Structure and Conditions of the Global Offering – Determination of the Offer Price” in this prospectus
“Offer Shares”	the Hong Kong Public Offer Shares and the International Placing Shares, together, where relevant, with any additional Shares to be issued by our Company pursuant to the Over-allotment Option
“Online Distributors”	the Independent Third-Party online distributors which operate the Online Stores which sell our Tian Wang watches on non-exclusive basis
“Online Platform”	an online platform which is directly operated and maintained by us to market our Tian Wang watches
“Online Stores”	online stores operated by the Online Distributors, where our Tian Wang watches are displayed and promoted
“Other Brands”	brands of watches, other than our proprietary Tian Wang and Balco brands, which are sold through our JV Sales Network from time to time
“Over-allotment Option”	the option, exercisable in whole or in part at any time from the Listing Date up to and including the date which is the 30th day after the last day for the lodging of Application Forms under the Hong Kong Public Offering, to be granted by our Company to the Sole Global Coordinator under the International Underwriting Agreement pursuant to which our Company may be required by the Sole Global Coordinator (on behalf of the International Underwriters), provided that timely notification will be provided by the Sole Global Coordinator to the Joint Sponsors to allot and issue up to 90,000,000 additional new Shares, representing 15% of the Offer Shares initially available under the Global Offering, at the Offer Price to, among other things, cover over-allocations in the International Placing, if any

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“Over-allotment Shares”	up to 90,000,000 Shares, representing 15% of the Offer Shares initially available under the Global Offering, which our Company may be required to issue at the Offer Price pursuant to the exercise of the Over-allotment Option
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“POS”	point of sales which is operated for sale of watches of our proprietary Tian Wang and Balco brands and the Other Brands, excluding our Online Stores and Online Platform. Except for the JV POS which carry multiple brands, each of our other POS only carries one of our Tian Wang or Balco brands
“PRC Company Law”	the Company Law of the People’s Republic of China (中華人民共和國公司法), as amended at the Eighteenth Session of the Standing Committee of the Tenth NPC on 27 October 2005, effective from 1 January 2006 (2005 Amendment), as amended, supplemented or otherwise modified from time to time
“PRC Legal Advisers”	Jingtian & Gongcheng, our Company’s legal advisers as to PRC laws
“Price Determination Date”	the date, expected to be on or around 29 January 2013 but no later than 4 February 2013, on which the Offer Price is fixed for the purposes of the Global Offering
“Province”	a province or, where the context requires, a provincial level autonomous region or a provincial-level city under the direct supervision of the central government of the PRC
“Red Glory”	Red Glory Investments Limited, a company incorporated in BVI on 16 August 2011 and is wholly-owned by WMP, one of our Controlling Shareholders
“Red Rewarding”	Red Rewarding Limited, a company incorporated in BVI on 3 May 2010 and wholly-owned by Mr. Michael Tung, one of our Controlling Shareholders

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“Regional Managers”	managers of our Sales Regions and general managers of our JV Companies
“Regulation S”	Regulation S under the US Securities Act
“Reorganisation”	the corporate reorganisation undertaken by our Group in preparation for the Listing, which are described in more details in the section headed “History, Reorganisation and Corporate Structure – Reorganisation” in this prospectus
“Repurchase Mandate”	the general unconditional mandate granted to the Directors by our Shareholders in relation to the repurchase of our Shares, further information on which is set forth in the section headed “Appendix V – Statutory and General Information – Further information about our Group – Resolutions in writing of the sole Shareholder passed on 11 January 2013” in this prospectus
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Ruiyunda”	Suzhou Ruiyunda Trading Company Limited* (蘇州瑞運達貿易有限公司), a company with limited liabilities incorporated in the PRC on 27 June 2008 which is owned as to 52.9%, 24.3% and 22.8% by Mr. Wang, Mr. Qiu Xiao Wei (邱小衛) and Ms. Zhang Hong (張紅), respectively, all of whom are Independent Third-Parties save for their interests in Suzhou Paragon and Ruiyunda. Ruiyunda is our JV Partner in respect of Suzhou Paragon
“SAFE”	the State Administration for Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAFE Notice”	the Notice on Relevant Issues Relating to the Administration for Foreign Exchange in Corporate Financing by Domestic Residents Through Overseas Special Purpose Vehicles and Return Investments (關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知) issued by SAFE on 21 October 2005 and effective from 1 November 2005

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“Sale Shares”	the Shares to be offered for purchase by the Selling Shareholder at the Offer Price under the Global Offering
“Sales Counter”	a POS which is a retail counter for display and sale of watches located at a department store or shopping mall
“Sales Network”	the network of all of our POS, including the JV POS from time to time
“Sales Regions”	local sales offices that manage and oversee our Tian Wang and Balco POS within their respective geographical regions
“same-store sales”	same-store sales for the years ended 30 June 2010, 2011 and 2012 refers to the revenue generated from our POS existing as at the end of the relevant financial year and which have been operating for at least 24 months immediately prior to the end of that financial year; same-store sales for the three months ended 30 September 2012 refers to the revenue generated for our POS existing as at 30 September 2012 and which have been operating in the last 15 months
“Selling Shareholder”	Red Glory
“SFC”	the 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

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“Shanghai Shi Ji Tang”	Shanghai Shi Ji Tang Trading Company Limited* (上海時計堂貿易有限公司), a limited liability company incorporated in the PRC on 20 May 2010 which is owned as to 50%, 20%, 20% and 10% by Ms. Lu Fu Zhen (盧富珍), Mr. Zhao Xiao Gang (趙小剛), Ms. Li Jian (李健) and Mr. Jiang Chao (江超), respectively. Mr. Zhao Xiao Gang (趙小剛), Ms. Li Jian (李健) and Mr. Jiang Chao (江超) are the brother, cousin and nephew of Ms. Zhao, respectively. Ms. Lu Fu Zhen (盧富珍), Mr. Zhao Xiao Gang (趙小剛), Ms. Li Jian (李健) and Mr. Jiang Chao (江超) are Independent Third-Parties save for their interests in Time Watch Shanghai and Shanghai Shi Ji Tang. Each of Mr. Zhao Xiao Gang (趙小剛), Ms. Li Jian (李健) and Mr. Jiang Chao (江超) is a connected person (within the meaning of Chapter 14A of the Listing Rules) of our Company. Shanghai Shi Ji Tang is our JV Partner in respect of Time Watch Shanghai
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of our Company
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 11 January 2013, the principal terms of which are summarised in the section headed “Appendix V – Statutory and General Information – Other Information – Share Option Scheme” in this prospectus
“Shareholder(s)”	holder(s) of Shares
“Shenzhen Headquarters”	our headquarters in Shenzhen, which is mainly responsible for management of our production and sales functions
“Shenzhen Production Facilities”	the production facilities located at 中國深圳市寶安區龍華街道工業東路利金城科技工業園第4棟第4-5層 (4-5/F, Block 4, Lijincheng Technology Industrial Park, Gongye Street East, Longhua Road, Bao’an, Shenzhen, PRC)

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“Shenzhen Time Watch Management Consulting”	Shenzhen Time Watch Management Consulting Limited* (深圳時計寶管理諮詢有限公司), a limited liability company incorporated in the PRC on 24 September 2012 and a wholly-owned subsidiary of Tian Wang Shenzhen which is principally engaged in the sales and promotion of watches and related parts, brand marketing, administration of our sales staff in the PRC
“Shop-in-Shop”	a POS which is a separate shop unit within a shopping mall
“Singapore”	the Republic of Singapore
“Sky Sun”	Sky Sun Investments Limited (天新投資有限公司), a limited liability company incorporated in Hong Kong on 10 September 2007 and an indirect wholly-owned subsidiary of our Company. Sky Sun is principally engaged in investment holding
“Sole Global Coordinator” and “Sole Bookrunner”	DBS Asia Capital Limited
“Stabilising Manager”	DBS Asia Capital Limited
“State,” “state,” “PRC Government” or “government”	the government of the PRC including all political subdivisions (including provincial, municipal and other regional or local government entities) and their instrumentalities thereof or, where the context requires, any of them
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between Red Glory and the Sole Global Coordinator pursuant to which the Sole Global Coordinator may borrow up to an aggregate of 90,000,000 Shares from Red Glory for the purpose of covering over-allocations in the International Placing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Store Operator(s)”	the owner(s) and/or operator(s) of the Department Store(s) at which our Sales Counter is located

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“Street Store”	a POS which is a directly operated and managed store in and with entrance from the streets
“subsidiary(ies)”	has the meaning ascribed thereto under section 2 of the Companies Ordinance
“substantial Shareholder”	has the meaning ascribed thereto under the Listing Rules
“Suzhou Joint Venture”	our business of the retail of watches under the Other Brands in Suzhou, the PRC, which is operated by Suzhou Paragon
“Suzhou JV Agreement”	the joint venture agreement entered into between Gold Joy and Ruiyunda on 1 July 2008 (as supplemented and amended) in respect of the establishment, operation and management of Suzhou Paragon. Please refer to the section headed “History, Reorganisation and Corporate Structure – History – Our Corporate History” in this prospectus for further details
“Suzhou Paragon”	Suzhou Paragon Watch Company Limited* (蘇州寶利辰錶行有限公司), a sino-foreign joint venture established under the laws of the PRC on 17 July 2008 which is owned as to 51% by Gold Joy and as to 49% by Ruiyunda. Suzhou Paragon is principally engaged in operating JV POS in Jiangsu, Anhui, Shandong and Hubei for sale of Tian Wang and Balco watches and watches of the Other Brands
“Swiss Francs” or “CHF”	Swiss francs, the legal currency in Switzerland
“S\$”	Singapore dollars, being the lawful currency of the Republic of Singapore
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Tian Wang”	our proprietary watch brand which is a leading national watch brand in the PRC, for details of which please refer to the section headed “Our Business – Brands and Products – Our proprietary brands – Tian Wang” in this prospectus

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“Tian Wang and Balco POS”	POS operated by our Group which sells Tian Wang or Balco watches, excluding the JV POS operated by our JV Companies. Each of these POS only carries either one of our Tian Wang or Balco brands
“Tian Wang and Balco Sales Network”	the network of all Tian Wang and Balco POS from time to time
“Tian Wang Electronics”	Tian Wang Electronics Co., Ltd.* (天王電子有限公司), a limited liability company incorporated in the PRC on 30 August 1988 and was dissolved on 1 December 2009. It was indirectly owned as to approximately 98.17% by WMP before dissolution
“Tian Wang Shenzhen”	Tian Wang Electronics (Shenzhen) Co., Ltd.* (天王電子(深圳)有限公司) (formerly known as Rui An Electronics (Shenzhen) Co., Ltd* (瑞安電子(深圳)有限公司), a limited liability company incorporated in the PRC on 17 December 2001 and a wholly-owned subsidiary of our Company which is principally engaged in the manufacturing and trading of our Tian Wang brand of watches
“Time Watch Hefei”	Time Watch (Hefei) Timepieces Company Limited* (時計寶(合肥)鐘錶有限公司), a sino-foreign equity joint venture established under the laws of the PRC on 29 November 2011, which is owned as to 51% by Gold Joy and as to 49% by Hefei De Sheng Li. Time Watch Hefei is principally engaged in operating retail outlets in Jiangsu and Anhui for sale of Tian Wang and Balco watches and watches of the Other Brands
“Time Watch Hefei JV Agreement”	the joint venture agreement entered into between Gold Joy and Hefei De Sheng Li dated 17 November 2011 (as supplemented and amended) in respect of the establishment, operation and management of Time Watch Hefei. Please refer to the section headed “History, Reorganisation and Corporate Structure – History – Our Corporate History” in this prospectus for further details

DEFINITIONS

“Time Watch Shanghai”	Time Watch (Shanghai) Timepieces Company Limited* (時計寶(上海)鐘錶有限公司), a sino-foreign equity joint venture established under the laws of the PRC on 29 January 2012, which is owned as to 51% by Gold Joy and as to 49% by Shanghai Shi Ji Tang. Time Watch Shanghai is principally engaged in operating retail points in Shanghai, Jiangsu and Shandong for sale of Tian Wang and Balco watches and watches of the Other Brands
“Time Watch Shanghai JV Agreement”	the joint venture agreement entered into between Gold Joy and Shanghai Shi Ji Tang dated 1 December 2011 in respect of the establishment, operation and management of Time Watch Shanghai. Please refer to the section headed “History, Reorganisation and Corporate Structure – History – Our Corporate History” in this prospectus for further details
“Time Watch Sichuan”	Time Watch (Sichuan) Company Limited* (時計寶(四川)鐘錶有限公司), a sino-foreign equity joint venture established under the laws of the PRC on 4 December 2012, which is owned as to 51% by Gold Joy and as to 49% by Mian Yang Qian Da. It is expected that Time Watch Sichuan will be principally engaged in operating retail points in Sichuan for sale of Tian Wang and Balco watches and watches of the Other Brands. As at the Latest Practicable Date, Time Watch Sichuan has not commenced operation
“Time Watch Sichuan JV Agreement”	the joint venture agreement entered into between Gold Joy and Mian Yang Qian Da dated 20 July 2012 in respect of the establishment, operation and management of Time Watch Sichuan. Please refer to the section headed “History, Reorganisation and Corporate Structure – History – Our Corporate History” in this prospectus for further details
“Time Watch Singapore”	Time Watch Investments Private Limited (formerly known as Time Watch Investments Limited and Wee Poh Holdings Limited), a company incorporated in Singapore on 5 April 1995 with limited liability which is wholly-owned by Red Rewarding, one of our Controlling Shareholders

DEFINITIONS

“Time Watch Taiwan”	Time Watch Enterprise Company Limited (寶時鐘錶企業有限公司), a company incorporated in Hong Kong with limited liability on 2 February 2011, and (where the context so requires) its Taiwan Branch. Time Watch Taiwan is indirectly and beneficially owned as to approximately 21.4% by Mr. Michael Tung through an indirect non-wholly-owned subsidiary (which owned 51% of direct interest in Time Watch Taiwan) of a company (in which Mr. Michael Tung is beneficially interested as to 42%) and is directly owned as to the remaining 49% by an individual and a company which are Independent Third-Parties save for their interests in Time Watch Taiwan. Time Watch Taiwan is principally engaged in retail sale of watches at, and the operation of, a shop in Taiwan
“Top World”	Top World Trading Limited (上華貿易有限公司), a limited liability company incorporated in Hong Kong on 5 March 2009 and an indirect wholly-owned subsidiary of our Company. Top World is operating as the purchase arms of our Group to purchase Balco Watch accessories and spare parts for manufacturing of watches in Switzerland
“Track Record Period”	the period consisting of the three years ended 30 June 2012 and the three months ended 30 September 2012
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “US”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US Person”	has the meaning given to it in Regulation S
“US Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“USD,” “US\$” or “US Dollars”	United States dollars, the lawful currency of the United States

DEFINITIONS

“VAT”	value-added tax of the PRC
“Watch Distributors”	multi-brand distributors and watch and jewelry chain stores to which we sell our Tian Wang and Balco watches on wholesale or consignment basis
“Winning Asia”	Winning Asia Holdings Group Limited (偉明亞洲控股集團有限公司), a company incorporated in the BVI with limited liability on 18 September 2007 and a direct wholly-owned subsidiary of WMP
“Win Source”	Win Source Trading Limited (偉鑫貿易有限公司), a limited liability company incorporated in Hong Kong on 1 June 2011 and an indirect wholly-owned subsidiary of our Company. Win Source is principally engaged in the trading of watch movements
“Win Sun”	Win Sun International Limited (捷新國際有限公司), a limited liability company incorporated in Hong Kong on 10 September 2007 and an indirect wholly-owned subsidiary of our Company. Win Sun is principally engaged in investment holding and trading of watches
“WMP”	Winning Metal Products Manufacturing Company Limited (偉明五金製品廠有限公司), a limited liability company incorporated in Hong Kong on 13 May 1980 and is wholly-owned by Time Watch Singapore, one of our Controlling Shareholders
“WMP Group”	WMP and its subsidiaries which, for the purpose of this prospectus, excludes our Company and companies comprising our Group after the Reorganisation
“WTO”	World Trade Organisation
“Ye Guang Li”	Ye Guang Li Electronics (Meizhou) Company Limited* (業廣利電子(梅州)有限公司), a wholly foreign-owned enterprise established under the laws of the PRC on 17 June 2005 and an indirect wholly-owned subsidiary of our Company. Ye Guang Li is mainly engaged in operating POS in the PRC for sale of our Balco watches
“%”	per cent.

DEFINITIONS

- * *The English names of the PRC nationals, entities, departments, facilities, certificate, titles and regulations etc. mentioned in this prospectus are translations from their Chinese names and are for identification purpose only. If there is any inconsistency, the Chinese name shall prevail.*

- *Unless otherwise specified, statements contained in this prospectus assume no exercise of the Over-allotment Option or any option which have been or may be granted under our Share Option Scheme.*

- *All times refer to Hong Kong time.*

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

- *Unless otherwise specified, discussions on and disclosure of financial data under the consolidated statements of comprehensive income are in relation to continuing operations.*