
DEFINITIONS

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

“Application Form(s)”	WHITE, YELLOW and GREEN application form(s), or where the context so requires, any of them, used in the Public Offer
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company, adopted on 19 February 2013 (conditional on Listing) and as amended from time to time, a summary of which is contained in Appendix III to this prospectus
“associate(s)”	has the same meaning ascribed thereto under the Listing Rules
“Board of Directors” or “Board”	the board of Directors
“Business Day”	any 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
“Capitalisation Issue”	the issue of new Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of our Company as referred to in the section headed “A. Further information about our Company — 3. Written resolutions of the sole Shareholder passed on 19 February 2013” in Appendix IV to this prospectus
“Cayman Share Registrar”	Appleby Trust (Cayman) Ltd.
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant(s)”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant(s)”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant(s)”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant(s)”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant

DEFINITIONS

“Chan Family”	Mr. Chan Chart Man and his family members, namely, Mr. Edward Chan, Ms. Chan Ying Yu, Ms. Chan Nga Yu, Ms. Chan Kit Yu, Ms. Chan Mei Fong and Ms. Mui
“Cheung Wah Pawnshop”	Cheung Wah Pawnshop (祥華大押), one of our Pawnshops and operated under Oi Wah HK
“Chun Wah Pawnshop”	Chun Wah Pawnshop (振華大押), one of our Pawnshops and operated under Oi Wah HK
“CICL” or “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) regulated activities for the purpose of the SFO
“CISL”	Cinda International Securities Limited, a corporation licensed under the SFO permitted to carry on Type 1 (dealing in securities) regulated activities for the purpose of the SFO
“Commissioner of Police”	the Commissioner of Police of Hong Kong
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented and/or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies Registry”	the companies registry of Hong Kong
“Company” or “our Company”	Oi Wah Pawnshop Credit Holdings Limited (靄華押業信貸控股有限公司), an exempted company incorporated in the Cayman Islands on 5 June 2012 with limited liability
“connected person(s)”	has the same meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and, in the context of our Company, means the Chan Family and Kwan Lik
“Customer Service Centre”	our customer service centre providing private and personalised customer service support in connection with pawn loans

DEFINITIONS

“Deed of Indemnity”	the deed of indemnity dated 21 February 2013 entered into between the Controlling Shareholders and our Company, particulars of which are set out in the section headed “E. Other Information — 1. Estate duty, tax and other indemnities” in Appendix IV to this prospectus
“Deed of Non-competition”	the deed of non-competition undertaking dated 21 February 2013 entered into by the Controlling Shareholders in favour of our Company (for ourselves and for the benefit of our subsidiaries)
“Director(s)”	the director(s) of our Company
“GREEN Application Form(s)”	the application form(s) to be completed by HK eIPO White Form Service Provider
“Group”, “our Group”, “we”, “our” or “us”	our Company and our subsidiaries or, where the context otherwise requires, in respect of the period before our Company becoming the holding company of our present subsidiaries, such subsidiaries and the businesses carried on by them or their predecessors (as the case may be)
“Heng Wah Pawnshop”	Heng Wah Pawnshop (恆華大押), one of our Pawnshops and operated under Oi Wah HK
“Hing Wah HK”	Hing Wah Pawnshop Credit Limited (興華押業信貸有限公司), a company incorporated in Hong Kong with limited liability on 12 April 2012 and a wholly-owned subsidiary of Oi Wah Holding
“Hing Wah Pawnshop”	Hing Wah Pawnshop (興華大押), one of our Pawnshops and operated under Hing Wah HK
“HK eIPO White Form”	the application of Public Offer Shares for issue in the applicant’s own name by submitting applications online through the designated website at www.hkeipo.hk
“HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by our Company, as specified on the designated website at www.hkeipo.hk
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKAS(s)”	Hong Kong Accounting Standards
“HKFRSs”	Hong Kong Financial Reporting Standards (which include HKASs) issued by HKICPA
“HKICPA”	Hong Kong Institute of Certified Public Accountants

DEFINITIONS

“HKKPA”	the Hong Kong and Kowloon Pawnbrokers’ Association Limited (港九押業商會)
“HKMA”	the Hong Kong Monetary Authority
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Ho Wah Pawnshop”	Ho Wah Pawnshop (豪華大押), one of our Pawnshops and operated under Oi Wah HK
“Hong Kong” or “HK”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“Hoo Chart Enterprise”	Hoo Chart Enterprise Limited (浩策企業有限公司), a company incorporated in Hong Kong with limited liability on 7 March 1978 whose issued share capital is owned as to 95% by Mr. Chan Chart Man and 5% by Ms. Mui
“Hung Wah Pawnshop”	Hung Wah Pawnshop (鴻華大押), one of our Pawnshops and operated under Oi Wah HK
“Independent Third Party(ies)”	person(s) or company(ies) which is/are independent of and not connected with any of the directors, chief executive, the controlling shareholders or the substantial shareholders of our Company or our subsidiaries or any of their respective associates within the meaning of the Listing Rules
“Ipsos Report”	the industry report prepared by Ipsos Hong Kong Ltd.
“Joint Bookrunners”	with respect to each of the Public Offer and the Placing, Cinda International Securities Limited and Haitong International Securities Company Limited
“Joint Lead Managers”	with respect to each of the Public Offer and the Placing, Cinda International Securities Limited and Haitong International Securities Company Limited
“Jones Lang LaSalle”	Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent property valuer
“Kei Wah Pawnshop”	Kei Wah Pawnshop (基華大押), one of our Pawnshops and operated under Oi Wah HK

DEFINITIONS

“Kwan Chart Estate”	Kwan Chart Estate Company Limited (羣策置業有限公司), a company incorporated in Hong Kong with limited liability on 17 December 1976 whose issued share capital is owned as to 95% by Mr. Chan Chart Man and 5% by Ms. Mui
“Kwan Chart Holding”	Kwan Chart (Holding) Company Limited (羣策集團有限公司), a company incorporated in Hong Kong with limited liability on 8 January 1980 whose issued share capital is owned as to 90% by Mr. Chan Chart Man and 10% by Ms. Mui
“Kwan Lik”	Kwan Lik Holding Limited, a company incorporated in the BVI with limited liability on 31 May 2012, all the issued shares of which are owned by the Chan Family
“Kwong Wah Pawnshop”	Kwong Wah Pawnshop (光華大押), one of our Pawnshops and operated under Oi Wah HK
“Land Registry”	the Land Registry of Hong Kong
“Latest Practicable Date”	18 February 2013, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Legal Counsel”	Mr. Bernard Mak, barrister-at-law and our legal counsel advising us on certain aspects of Hong Kong law
“Licensing Court”	a Magistrate sitting alone in a Magistrates’ Court in Hong Kong
“Listing”	the listing of the Shares on the Main Board
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
“Listing Date”	the date on which dealings in the Shares on the Main Board of the Stock Exchange first commence, which is expected to be on or about Tuesday, 12 March 2013
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange

DEFINITIONS

“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company, as amended from time to time, a summary of which is contained in Appendix III to this prospectus
“Money Lenders Licence”	the money lenders licence issued by the Licensing Court pursuant to the Money Lenders Ordinance and Money Lenders Regulations for carrying on money lending business in Hong Kong
“Money Lenders Ordinance”	the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Money Lenders Regulations”	the Money Lenders Regulations (Chapter 163A of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Mortgage Centre”	our customer mortgage centre located in Wan Chai providing private and personalised customer service support in connection with mortgage loans
“Mr. Chan Chart Man”	Mr. Chan Chart Man (陳策文), our executive Director, a shareholder of Kwan Lik, a Controlling Shareholder and the spouse of Ms. Mui
”Mr. Edward Chan”	Mr. Chan Kai Ho Edward (陳啟豪), our executive Director, a shareholder of Kwan Lik and a Controlling Shareholder
”Mr. Macksion Chan”	Mr. Chan Kai Kow Macksion (陳啟球), our non-executive Director
“Ms. Chan Mei Fong”	Ms. Chan Mei Fong (陳美芳), our executive Director, a shareholder of Kwan Lik and a Controlling Shareholder
“Ms. Chan Ying Yu”	Ms. Chan Ying Yu (陳英瑜), our executive Director, a shareholder of Kwan Lik and a Controlling Shareholder
“Ms. Mui”	Ms. Mui Hang Sin (梅杏仙), a shareholder of Kwan Lik, a Controlling Shareholder and the spouse of Mr. Chan Chart Man
“Offer Price”	the final price per Offer 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 Share Offer, to be determined as further described in the section headed “Structure of the Share Offer — Price determination of the Share Offer” in this Prospectus

DEFINITIONS

“Offer Shares”	the Public Offer Shares and the Placing Shares
“Oi Wah HK”	Oi Wah Pawnshop Credit Limited (靄華押業信貸有限公司), a company incorporated in Hong Kong with limited liability on 22 March 2000 and a wholly-owned subsidiary of Oi Wah Holding
“Oi Wah Holding”	Oi Wah Holding Limited, a company incorporated in the BVI with limited liability on 31 May 2012 and a wholly-owned subsidiary of our Company
“Oi Wah Investment”	Oi Wah Investment Company Limited (靄華置業有限公司), a company incorporated in Hong Kong with limited liability on 9 November 1971 whose issued share capital is owned as to 49% by Mr. Edward Chan, 49% by Mr. Macksion Chan and 2% by Mr. Chan Chart Man
“Pawnbrokers Licence”	pawnbrokers licence issued by the Commissioner of Police pursuant to the Pawnbrokers Ordinance and Pawnbrokers Regulations for operating pawn business in Hong Kong
“Pawnbrokers Ordinance”	the Pawnbrokers Ordinance (Chapter 166 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Pawnbrokers Regulations”	the Pawnbrokers Regulations (Chapter 166A of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Pawnshop(s)”	Cheung Wah Pawnshop, Chun Wah Pawnshop, Heng Wah Pawnshop, Hing Wah Pawnshop, Ho Wah Pawnshop, Hung Wah Pawnshop, Kei Wah Pawnshop, Kwong Wah Pawnshop, Po Wah Pawnshop, Sung Wah Pawnshop, Tak Wah Pawnshop and Wai Wah Pawnshop, being the 12 pawnshops operated by us at the respective addresses as shown in the section headed “Business — Property interest — Our Pawnshops” in this prospectus or any new pawnshop which our Group may operate in the future
“PDPO”	Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“per cent.” or “%”	per centum of percentage
“Placing”	the conditional offering of the Placing Shares for and on behalf of our Company (including professional, institutional and corporate investors and excluding retail investors in Hong Kong), subject to adjustment as further described under the section headed “Structure of the Share Offer” in this prospectus

DEFINITIONS

“Placing Agreement”	the conditional underwriting agreement expected to be entered into on or about the Price Determination Date by, among others, our Company, the Sole Sponsor, the Joint Bookrunners, the Joint Lead Managers and the Placing Underwriters relating to the Placing
“Placing Shares”	the 90,000,000 Shares initially offered by our Company for subscription under the Placing, subject to adjustment, as described under the section headed “Structure of the Share Offer” in this prospectus
“Placing Underwriters”	the Underwriters of the Placing
“Po Wah Pawnshop”	Po Wah Pawnshop (寶華大押), one of our Pawnshops and operated under Oi Wah HK
“Police Licensing Office”	the Police Licensing Office of the Hong Kong Police Force
“Police Notice”	Notice to Pawnbrokers of the Police Gazette by the police
“PRC” or “China”	People’s Republic of China, which for the purpose of this prospectus, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
“Price Determination Date”	on or about Tuesday, 5 March 2013 (Hong Kong time) and, in any event, not later than Monday, 11 March 2013, on which the Offer Price will be determined for the purposes of the Share Offer
“Public Offer”	the issue and offer of the Public Offer Shares for subscription in Hong Kong at the Offer Price (plus brokerage, Stock Exchange trading fee and SFC transaction levy) on and subject to the terms and conditions described in this prospectus and the Application Forms
“Public Offer Shares”	the 10,000,000 Shares (subject to adjustment) being initially offered by our Company for subscription in the Public Offer, as described under the section headed “Structure of the Share Offer”
“Public Offer Underwriters”	the Underwriters of the Public Offer, whose names are set out under the section headed “Underwriting — Public Offer Underwriters” in this prospectus
“Public Offer Underwriting Agreement”	the underwriting agreement dated 26 February 2013 and entered into by, among others, our Company, the Sole Sponsor, the Joint Bookrunners, the Joint Lead Managers and the Public Offer Underwriters relating to the Public Offer

DEFINITIONS

“Registrar of Money Lenders”	the person appointed under the Money Lenders Ordinance for the purposes of establishing and maintaining the register of money lenders, who currently is the Registrar of Companies in Hong Kong
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the pre-listing reorganisation of our Group, further details of which are described under the section headed “A. Further information about our Company — 4. Corporate reorganisation” in Appendix IV to this prospectus
“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
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of our Company
“Share Offer”	the Public Offer and the Placing
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 19 February 2013, a summary of the principal terms and conditions of which is set forth in the section headed “D. Share Option Scheme” in Appendix IV to this prospectus
“Shareholder(s)”	holder(s) of the Share(s)
“Sincere Treasure”	Sincere Treasure Limited (崇毅有限公司), a company incorporated in Hong Kong with limited liability on 27 February 1998 and was deregistered on 27 June 2003. Prior to its deregistration, its issued share capital was owned as to 60% by Mr. Chan Chart Man, 10% by Ms. Mui and 30% by Oi Wah Investment
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Sung Wah Pawnshop”	Sung Wah Pawnshop (崇華大押), one of our Pawnshops and operated under Oi Wah HK

DEFINITIONS

“Tak Wah Pawnshop”	Tak Wah Pawnshop (德華大押), one of our Pawnshops and operated under Oi Wah HK
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the SFC as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the two years ended 28 February 2011, the year ended 29 February 2012 and the nine months ended 30 November 2012
“Underwriters”	the Public Offer Underwriters and the Placing Underwriters
“Underwriting Agreements”	the Public Offer Underwriting Agreement and the Placing Agreement
“United States” or “U.S.”	the United States of America, its territories, its possessions subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“Wai Wah HK”	Wai Wah Pawnshop Credit Limited (偉華押業信貸有限公司), a company incorporated in Hong Kong with limited liability on 12 April 2012 and a wholly-owned subsidiary of Oi Wah Holding
“Wai Wah Pawnshop”	Wai Wah Pawnshop (偉華押), one of our Pawnshops and operated under Wai Wah HK
“ WHITE Application Form(s)”	the application form(s) 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 application form(s) for use by the public who require(s) such Public Offer Shares to be deposited directly into CCASS

Unless expressly stated or otherwise required by the context, all data contained in this prospectus are as at the Latest Practicable Date.

Unless otherwise specified, all references to any shareholding in our Company in this prospectus assume no exercise of any options which may be granted under the Share Option Scheme.

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.