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## DEFINITIONS

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

“Application Form(s)”	<b>WHITE</b> Applications Form(s), <b>YELLOW</b> Application Form(s) and <b>GREEN</b> Applications Form(s), individually or collectively, as the context may require
“Articles” or “Articles of Association”	our articles of association, a summary of which is contained in Appendix III to this prospectus
“associate”	has the meaning ascribed to it under the Listing Rules
“Board” or “Board of Directors” or “our Board”	the board of directors of our Company
“BOCI Asia Limited”	BOCI Asia Limited, a licensed corporation under the SFO for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalisation Issue”	the issue of 530,000,000 Shares upon capitalisation of certain sums standing to the credit of the share premium account of the Company in connection with the Listing
“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 Internet System”	the website operated by HKSCC to enable CCASS Investor Participants and, upon authorization by a CCASS Clearing Participant or a CCASS Custodian Participant, stock segregated account statement recipients of that CCASS Clearing Participant or CCASS Custodian Participant to access CCASS

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## DEFINITIONS

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“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 or a CCASS Custodian Participant or a CCASS Investor Participant
“CCASS Phone System”	the interactive voice response system operated by HKSCC for enabling CCASS Investor Participants and, upon authorization by a CCASS Clearing Participant or a CCASS Custodian Participant, statement recipients of that CCASS Clearing Participant or CCASS Custodian Participant to access CCASS
“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”, “our”, “we”, or “us”	International Housewares Retail Company Limited (國際家居零售有限公司), a company incorporated under the laws of the Cayman Islands on 18 April 2013 as an exempted company with limited liability and, except where the context otherwise requires, all of its subsidiaries
“comparable store sales growth”	a comparison between the store sales of those stores that were open throughout the years being compared
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the context of this prospectus, means the controlling Shareholders of our Company, namely Mr. Lau, Ms. Ngai and Hiluleka. See the section headed “Relationship with Controlling Shareholders” of this prospectus
“Cornerstone Investor”	has the meaning ascribed to it under the section headed “Cornerstone Investor” of this prospectus
“Cornerstone Placing”	has the meaning ascribed to it under the section headed “Cornerstone Investor” of this prospectus
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules

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## DEFINITIONS

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“Director(s)” or “our Director(s)”	the director(s) of our Company or any one of them
“EQT”	EQT Holdings AB and/or the general partners and managers of the various EQT branded funds (as the context requires)
“EQT Greater China II”	EQT Greater China II Limited, a limited liability company organised under the laws of the Island of Guernsey on 23 September 2005, with its registered office at National Westminster House, Le Truchot, St Peter Port, Guernsey GY1 3RA, Channel Islands, acting in its capacity as general partner of EQT GC II GP LP, in turn acting in its capacity as (1) general partner of EQT Greater China II Limited Partnership and (2) manager of the EQT Greater China II Co-Investment Scheme (together, the “EQT GC II Fund”). The EQT GC II Fund is the ultimate beneficial owner and controller of Red Home
“EQT Partners”	EQT Partners AB and certain of its subsidiaries which act as investment advisers to EQT
“Familj”	Familj (China) Limited, a company incorporated in Hong Kong with limited liability on 7 November 2011 and an indirect subsidiary of our Company which is owned as to 85.6% by JHC (Management)
“Frost & Sullivan Report”	an independent market research report commissioned by the Company on the housewares retail chains markets in Hong Kong, Singapore, Malaysia, the PRC and Macau dated 9 September 2013
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Placing
“Greater China”	the PRC, Hong Kong, Macau and Taiwan
“GREEN application form(s)”	the application form(s) to be completed by the <b>White Form eIPO</b> Service Provider, Computershare Hong Kong Investor Services Limited, designated by the Company
“Group” or “our Group”	our Company and its subsidiaries
“HIBOR”	Hong Kong Interbank Offered Rate

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## DEFINITIONS

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“Hiluleka”	Hiluleka Limited, a limited liability company incorporated under the laws of the BVI on 11 August 2006, which is owned as to 50% by Mr. Lau and 50% by Ms. Ngai
“HK\$”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“HKFRS”	the Hong Kong Financial Reporting Standards issued by the 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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Public Offer Shares”	the 21,600,000 Shares being initially offered by our Company for subscription under the Hong Kong Public Offering (subject to adjustment and reallocation as described in the section headed “Structure of the Global Offering” of this prospectus)
“Hong Kong Public Offering”	the 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 of the Global Offering” of 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 in this prospectus and the Application Forms
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong sourced products”	products that we purchase from Hong Kong suppliers, including distributors, brand agents and direct representatives of international brands
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriter”	the underwriter of the Hong Kong Public Offering named in the section headed “Underwriting – Hong Kong Underwriter” of this prospectus

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## DEFINITIONS

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“Hong Kong Underwriting Agreement”	the conditional underwriting agreement dated 11 September 2013 relating to the Hong Kong Public Offering entered into by, among others, our Company and the Hong Kong Underwriter
“Independent Third Party(ies)”	a party or parties which is or are not connected (as defined in the Listing Rules) to our Directors, substantial shareholders or chief executives of our Company, our subsidiaries or any of their respective associates
“in-house manufactured products”	products that we design and manufacture in-house at our manufacturing facilities in Hong Kong
“International Placing”	the conditional placing by the International Underwriter of the International Placing Shares outside the United States in offshore transactions in reliance on Regulation S, including to professional and institutional investors in Hong Kong, details of which are described in the section headed “Structure of the Global Offering” of this prospectus and on and subject to the terms and conditions stated in the International Placing Agreement
“International Placing Agreement”	the conditional placing agreement related to the International Placing to be entered into by, among others, our Company, the Selling Shareholder and the International Underwriter on or about the Price Determination Date
“International Placing Shares”	the 194,400,000 Shares, comprising 158,400,000 New Shares being initially offered by our Company for subscription and 36,000,000 Sales Shares being initially offered by the Selling Shareholder for purchase at the Offer Price under the International Placing (subject to adjustment and reallocation as described in the section headed “Structure of the Global Offering” of this prospectus) together with (unless the context otherwise requires) any Sale Shares as may be offered pursuant to any exercise of the Over-Allotment Option
“International Underwriter”	the underwriter of the International Placing, who is expected to enter into the International Placing Agreement

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## DEFINITIONS

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“internationally sourced products”	products that we purchase from our global suppliers, including international manufacturers and brand owners in jurisdictions such as Japan, Korea, Thailand, Taiwan, Malaysia, the PRC, Europe and the Americas
“JHC (China)”	JHC (China) Limited, a company incorporated in Hong Kong with limited liability on 24 October 2011 and an indirect wholly-owned subsidiary of our Company
“JHC (HK)”	Japan Home Centre (H.K.) Limited, a company incorporated in Hong Kong with limited liability on 16 May 1995 and an indirect wholly-owned subsidiary of our Company
“JHC (International)”	JHC (International) Limited, a company incorporated in Hong Kong with limited liability on 17 May 2000 and an indirect wholly-owned subsidiary of our Company
“JHC (Macau)”	Japan Home Centre (Macau) Single-Member Company Limited (formerly known as Japan Home Centre (Macau) Company Limited), a single member company incorporated in Macau on 12 September 1996 and an indirect wholly-owned subsidiary of our Company
“JHC (Malaysia)”	JHC Retail (M) Sdn Bhd, a company incorporated in Malaysia on 12 August 2011 and an indirect subsidiary of our Company which is owned as to 58.25% by JHC (Management)
“JHC (Management)”	Japan Home Centre (Management) Limited, a company incorporated in Hong Kong with limited liability on 16 May 1995 and an indirect wholly-owned subsidiary of our Company
“JHC (Mirror)”	JHC (Mirror) Limited, a company incorporated in Hong Kong with limited liability on 21 October 2009 and an indirect subsidiary of our Company which is owned as to 60% by Matusadona
“JHC (Plastics)”	JHC (Plastics) Limited, a company incorporated in Hong Kong with limited liability on 9 November 2006 and an indirect subsidiary of our Company which is owned as to 60% by Matusadona
“JHC (Singapore)”	Japan Home (Retail) Pte. Ltd., a company incorporated in Singapore on 8 September 2011 and an indirect subsidiary of our Company which is owned as to 60% by JHC (Management)

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## DEFINITIONS

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“JHC (Taiwan)”	JHC (Taiwan) Limited, a company incorporated in Taiwan on 2 November 2009 and an indirect wholly-owned subsidiary of our Company
“Latest Practicable Date”	4 September 2013, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“LIBOR”	London Interbank Offered Rate
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about 25 September 2013, on which the Shares are listed and from which dealings in the Shares 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, supplemented or otherwise modified from time to time
“Living Plus (Nanjing)”	Living Plus (Nanjing) Limited (易生活(南京)百貨有限公司), a wholly foreign owned enterprise established under the laws of the PRC on 2 March 2012 which is a subsidiary of the Company indirectly owned as to 85.6% by the Company
“Macau”	the Macau Special Administrative Region of the People’s Republic of China
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent of and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Matusadona”	Matusadona Investments Limited, a limited liability company incorporated under the laws of the BVI on 15 August 2006, which is a wholly-owned subsidiary of the Company
“Memorandum” or “Memorandum of Association”	our memorandum of association
“MOP”	Macanese pataca, the lawful currency of Macau

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## DEFINITIONS

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“Mr. Lau”	Mr. Lau Pak Fai Peter, our co-founder, chief executive officer, chairman and an executive Director
“Ms. Ngai”	Ms. Ngai Lai Ha, our co-founder, vice chairman and an executive Director
“MYR”	Malaysian ringgit, the lawful currency of Malaysia
“New Shares”	the 180,000,000 new Shares being initially offered by our Company for subscription under the Global Offering
“Nippon Warehouse Limited”	Nippon Warehouse Limited (日之城發展有限公司) a limited company incorporated in Hong Kong on 9 May 1997, from which we acquired its business in 2000
“NT\$”	New Taiwan dollar, the lawful currency of Taiwan
“ODM”	original design manufactured products, which are manufactured by third parties to the Company’s specifications for sale under the Company’s brand(s)
“OEM”	original equipment manufactured products, which are manufactured by third parties for sale under the Company’s brand(s)
“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) at which Offer Shares are to be subscribed for or sold pursuant to the Global Offering, which is expected to be not more than HK\$2.81 but not less than HK\$2.22, to be determined as described in the section headed “Structure of the Global Offering – Pricing and Allocation” of this prospectus
“Offer Shares”	the Hong Kong Public Offer Shares and the International Placing Shares including, where relevant, any additional Shares offered pursuant to any exercise of the Over-Allotment Option
“Over-Allotment Option”	the option to be granted by the Selling Shareholder to the International Underwriter under the International Placing Agreement, exercisable by the Sole Global Coordinator on behalf of the International Underwriter, pursuant to which the Selling Shareholder may be required by the Sole Global Coordinator to sell up to 32,400,000 additional Shares, representing 15% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price



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## DEFINITIONS

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“Over-Allotment Shares”	up to 32,400,000 Shares which the Selling Shareholder may be required to sell at the Offer Price pursuant to exercise of the Over-Allotment Option
“PBOC”	People’s Bank of China
“PRC” or “China”	The People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, Macau and Taiwan
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme conditionally adopted by our Company pursuant to a resolution passed by all the Shareholders on 4 September 2013 as described in the paragraph headed “Pre-IPO Share Option Scheme” in Appendix IV to this prospectus
“Price Determination Agreement”	the agreement to be entered into among our Company, the Selling Shareholder and the Sole Global Coordinator (for itself and on behalf of the Underwriters) at or about the Price Determination Date to fix the Offer Price
“Price Determination Date”	the date, expected to be on or about Tuesday, 17 September 2013 (Hong Kong time), when the Offer Price is determined, and in any event no later than Thursday, 19 September 2013
“private label products”	products custom manufactured for us by various manufacturers in accordance with our requests and specifications and for sale exclusively in our stores
“Quality Housewares”	Quality Housewares* (家之良品), an operator of retail stores in Hong Kong, from which we acquired its business in 2007
“Red Home”	Red Home Holding Limited, a company incorporated in the Cayman Islands with limited liability on 10 February 2010, which is a Shareholder and a substantial shareholder of the Company
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the reorganisation of our Group in preparation for the Listing, details of which are set out in the section headed “History and Development, Reorganisation and Group Structure” of this prospectus

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## DEFINITIONS

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“Repurchase Mandate”	the general unconditional mandate to repurchase Shares granted to our Directors pursuant to the written resolutions of all the Shareholders passed on 4 September 2013 as described in the paragraph headed “Share Capital – General Mandate to Repurchase Shares” in Appendix IV to this prospectus
“RMB”	Renminbi, the lawful currency of the PRC
“Sale Shares”	the 36,000,000 Shares being initially offered by the Selling Shareholder for purchase under the Global Offering and the Over-Allotment Shares
“Selling Shareholder”	Red Home
“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
“SGD”	Singapore dollar, the lawful currency of Singapore
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of our Company
“Shareholder(s)”	holder(s) of Shares
“Share Option Scheme”	the share option scheme conditionally adopted by our Company pursuant to a resolution passed by all the Shareholders on 4 September 2013 as described in the paragraph headed “Share Option Scheme” in Appendix IV to this prospectus
“SIBOR”	Singapore Interbank Offered Rate
“Sole Bookrunner”	BOCI Asia Limited
“Sole Global Coordinator”	BOCI Asia Limited
“Sole Lead Manager”	BOCI Asia Limited
“Sole Sponsor”	BOCI Asia Limited
“sq.ft.”	square foot
“sq.m.”	square metre
“Stabilising Manager”	the Sole Global Coordinator

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## DEFINITIONS

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“Stamp Duty Ordinance”	the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between Hiluleka and the Stabilising Manager, as further described in the section headed “Structure of the Global Offering – Stock Borrowing Arrangement” of this prospectus
“subsidiary(ies)”	has the meaning ascribed to it under Section 2 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Track Record Period”	the period comprising the financial years of our Company ended 30 April 2011, 2012 and 2013
“Underwriters”	the Hong Kong Underwriter and the International Underwriter
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Placing Agreement
“United States” or “U.S.”	the United States of America, including its territories and possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“US\$” or “U.S. dollars”	the lawful currency of the United States
“ <b>White Form eIPO</b> ”	the application for Hong Kong Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of <b>White Form eIPO</b> at <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“ <b>White Form eIPO</b> Service Provider”	Computershare Hong Kong Investor Services Limited
“%”	per cent

In this prospectus, unless otherwise stated, amounts denominated in US\$ have been translated into HK\$ at an exchange rate of US\$1.00 = HK\$7.755, for illustrative purposes only. Such conversions shall not be construed as representations that amounts in HK\$ or US\$ were or could have been or could be converted into HK\$ or US\$ (as the case may be) at such rates or any other exchange rates on such date or any other date.

\* *The English names of entities for which no official English translation exists are unofficial translations for identification purposes only.*