
DEFINITIONS

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

“affiliate(s)”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“American Express”	American Express Company, a global payments technology company which is listed in New York Stock Exchange (NYSE: AXP)
“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 Offering
“Articles” or “Articles of Association”	the articles of association of our Company adopted on 15 November 2013 which will become effective upon the Listing and as amended 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 our Company
“BOC”	Bank of China Limited, a joint stock company incorporated in the PRC with limited liability, whose shares are listed and traded on the Main Board of Hong Kong Stock Exchange under the stock code “3988” and the Shanghai Stock Exchange under the stock code “601988”
“BOCI”	BOCI Asia Limited, a licensed corporation under the SFO for Type 1 (dealing in securities) and Type 6 (advising in corporate finance) regulated activities
“BOCI Investment”	BOCI Investment Limited, a company incorporated under the laws of Hong Kong, an indirect subsidiary of BOC, and one of our Substantial Shareholders
“Business Day” or “business day”	a day (other than Saturday, Sunday and public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“CAGR”	compound annual growth rate
“Capitalisation Issue”	the issue of 598,823,000 Shares upon capitalisation of certain sums standing to the credit of the share premium account of our Company referred to in the section headed “Information about the Company — 3B. Resolutions in writing of the Shareholders passed on 15 November 2013” in Appendix IV to this prospectus

DEFINITIONS

“CBRC”	the China Banking Regulatory Commission (中國銀行業監督管理委員會)
“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
“Chairman Lu”	Lu Run Ting (盧閏霆), the chairman of the Board, an executive Director, our Controlling Shareholder and the elder brother of Mr. R.Y. Lu
“China” or “PRC”	People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended or supplemented from time to time
“Company” or “our Company”	Goldpac Group Limited (金邦達寶嘉控股有限公司) (formerly known as Gemplus Goldpac Group Limited and Great Steps Limited), a company incorporated under the laws of Hong Kong with limited liability on 8 October 2004
“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 unless the context requires otherwise, refers to Chairman Lu and GIHL
“Deed of Indemnity”	a deed of indemnity dated 15 November 2013 and entered into between the Controlling Shareholders and our Company (for itself and as trustee for its present subsidiaries), under which the Controlling Shareholders have given certain indemnities in favour of our Group containing, among others, the indemnities referred to in the section headed “Other Information — 16. Estate duty, tax and other indemnity” in Appendix IV to this prospectus
“Deed of Non-Competition”	a deed of non-competition dated 15 November 2013 and entered into by the Controlling Shareholders in favour of our Company, details of which are set out in the section headed “Relationship with Controlling Shareholders — Non-compete Undertakings By Controlling Shareholders” in this prospectus

DEFINITIONS

“Diners Club”	Diners Club International, a US company providing credit card operation services, it is owned by Discover Financial Services which is listed on the New York Stock Exchange under the stock code “DFS”
“Director(s)”	the director(s) of our Company as at the date of this prospectus
“EIT”	PRC Enterprise Income Tax* (企業所得稅)
“EIT Law”	PRC Enterprise Income Tax Law* (中華人民共和國企業所得稅法) adopted by the National People’s Congress on 16 March 2007 and became effective on 1 January 2008
“ERP”	enterprise resource planning, systems which integrate internal and external management information across an entire organisation, embracing finance/accounting, manufacturing, sales and service, customer relationship management, etc. ERP systems automate this activity with an integrated software application
“Euro”	the lawful currency of the European Union
“Exchange Participant”	has the meaning as ascribed to it in the Listing Rules
“Frost & Sullivan”	Frost & Sullivan, a global market research and consulting company and an Independent Third Party
“Frost & Sullivan Report”	an industry report prepared by Frost & Sullivan dated 22 November 2013
“GDP”	gross domestic product
“Gemalto”	Gemalto N.V., a company incorporated under the laws of the Netherlands, whose shares are listed and traded on NYSE Euronext Amsterdam and NYSE Euronext Paris with stock code “GTO”
“GIHL”	Goldpac International (Holding) Limited (金邦達國際(集團)有限公司) (formerly known as Chi Shing (Paoan Ping Wu) Industrial Co. Limited), a company incorporated under the laws of Hong Kong with limited liability on 18 June 1992, our corporate Controlling Shareholder and is wholly-owned by Chairman Lu
“GISA”	Gemplus International S.A. (formally known as MARS.SUN, S.à.r.l.), a Société Anonyme (public limited company) incorporated in Luxembourg on 6 December 1999 and a wholly-owned subsidiary of Gemalto
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Goldpac Datacard”	Goldpac Datacard Solutions Company Limited (金邦達數據有限公司), a company incorporated under the laws of Hong Kong with limited liability on 8 May 2000 and a wholly-owned subsidiary of our Company

DEFINITIONS

“Goldpac Guangzhou”	廣州市金邦達智能卡有限公司 (Goldpac Smart Card (Guangzhou) Limited*), a company established under the laws of the PRC with limited liability on 2 September 2010 and a wholly-owned subsidiary of Goldpac Secur-Card
“Goldpac Secur-Card”	珠海市金邦達保密卡有限公司 (Goldpac Secur-Card Zhuhai Limited*), a wholly foreign owned enterprise established under the laws of the PRC with limited liability on 21 June 1995 and a wholly-owned subsidiary of our Company
“Greater China”	the People’s Republic of China including the Hong Kong Special Administration Region and the Macao Special Administration Region, but excluding Taiwan
“GREEN Application Form(s)”	the application form(s) to be completed by HK eIPO White Form Service Provider
“Group Company(ies)”	any company(ies) of our Group as the context so requires
“Group”, “our Group”, “we” or “us”	our Company and its subsidiaries or, where the context so requires in respect of the period before our Company became the holding company of our present subsidiaries, the entities which carried on the business of the present Group at the relevant time
“HK eIPO White Form”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website at www.hkeipo.hk
“HK eIPO White Form Service Provider”	The Bank of East Asia, Limited
“HK\$”, “Hong Kong dollar(s)”, “HKD” or “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“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
“Hong Kong Public Offer Shares”	the 20,000,000 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 Offering
“Hong Kong Public Offering”	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 Share Registrar”	Tricor Investor Services Limited
“Hong Kong Underwriters”	the underwriters in respect of the Hong Kong Public Offering named in the section headed “Underwriting —Underwriters” in this prospectus

DEFINITIONS

“Hong Kong Underwriting Agreement”	the underwriting agreement dated 21 November 2013 relating to the Hong Kong Public Offering entered into by, among others, our Company, the Controlling Shareholders, the Sole Global Coordinator and the Hong Kong Underwriters
“Hong Kong”, “HKSAR” or “HK”	the Hong Kong Special Administrative Region of the PRC
“IFRS”	International Financial Reporting Standard(s) issued by the International Accounting Standards Board
“IMF”	International Monetary Fund
“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 our Company, its subsidiaries or any of their respective associates
“International Offer Shares”	the 180,000,000 new Shares initially being offered for subscription under the International Offering (subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus)
“International Offering”	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 Underwriters”	the underwriters in respect of the International Offering named in the paragraph headed “Underwriting — International Underwriters” in this prospectus
“International Underwriting Agreement”	the underwriting agreement to be entered into between, among others, our Company, the Controlling Shareholders, the Sole Global Coordinator and International Underwriters in respect of the International Offering
“Issuing Mandate”	the general unconditional mandate granted to the Directors by our Shareholders in relation to the issue of new Shares, further information on which is set forth in the section headed “Information about our Company — Resolutions in writing of all the Shareholders passed on 15 November 2013” in Appendix IV to this prospectus
“JCB”	JCB Co., Ltd., a Japanese company providing credit card operation services
“Joint Sponsors”	BOCI and Shenyin Wanguo
“Latest Practicable Date”	15 November 2013, being the latest practicable date for the purpose of ascertaining certain information in this prospectus prior to its publication
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange

DEFINITIONS

“Listing Date”	the date, expected to be on or about 4 December 2013, on which dealings in the Shares first commence on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Lock-up Undertaking”	the undertakings in respect of disposal restriction made by the Controlling Shareholders as set out in the section headed “Underwriting” in this prospectus
“Macao” or “Macau”	the Macao Special Administrative Region of the PRC
“Main Board”	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 Stock Exchange
“MasterCard”	MasterCard Incorporated, a global payments technology company which is listed on the New York Stock Exchange under the stock code “MA”
“Memorandum of Association”	the memorandum of association of our Company
“Ministry of Finance”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOEP”	the Ministry of Environmental Protection of the PRC (中華人民共和國環境保護部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“MOP”	Macao pataca, the lawful currency of Macao
“Mr. R.Y. Lu”	Lu Runyi (盧潤怡), an executive Director and a Senior Vice President of our Company and the younger brother of Chairman Lu
“National People’s Congress” or “NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“NBSC”	the National Bureau of Statistics of China (中華人民共和國國家統計局) an agency directly under the State Council which is in charge of the statistics and economic accounting in China. National Bureau of Statistics of China is independent of our Group
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“NFC”	near field communication
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) of not more than HK\$5.67 and expected to be not less than HK\$4.52, such price to be determined by agreement between the Sole Global Coordinator (on behalf of the Underwriters) and our Company on or before the Price Determination Date

DEFINITIONS

“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 expected to be granted by our Company to the Sole Global Coordinator, exercisable by the Sole Global Coordinator on behalf of the International Underwriters pursuant to which our Company may be required to allot and issue up to an aggregate of 30,000,000 additional Offer Shares, representing 15% of the initial size of the Global Offering, to, among other things, cover over-allocations in the International Offering as described in the section headed “Structure of the Global Offering” in this prospectus
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PBOC Rate(s)”	the exchange rate for foreign exchange transactions set daily by PBOC based on the China inter-bank foreign exchange market rate of the previous day and with reference to current exchange rates on the world financial markets
“per cent” or “%”	per centum or percentage
“PRC Company Law”	the Company Law of the PRC* (中華人民共和國公司法), adopted by the Standing Committee of the National People’s Congress (全國人民代表大會常務委員會) on 27 October 2005 and which became effective on 1 January 2006, as amended, supplemented or otherwise modified from time to time
“PRC Court”	means any court or arbitral tribunal of the PRC
“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 Share Option Scheme”	the Pre-IPO share option scheme conditionally adopted by our Company on 15 November 2013, the principal terms of which are summarised under the section headed “Other Information – 15. Share Option Schemes – B. Pre-IPO Share Option Scheme” under the section headed “Other Information” in Appendix IV to 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
“Regulation S”	Regulation S under the US Securities Act, as amended from time to time
“Reorganisation”	the corporate reorganisation of our 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

DEFINITIONS

“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 “Information about the Company — 7. Securities repurchase mandate” under the section headed “Information about the Company” in Appendix IV to this prospectus
“RMB” or “Renminbi”	the lawful currency of the PRC
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council (中華人民共和國國務院國有資產監督管理委員會)
“SEPA”	the State Environmental Protection Administration of the PRC (中華人民共和國國家環境保護總局)
“SFC” or “Securities and Futures Commission”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented, or otherwise modified from time to time
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 15 November 2013, the principal terms of which are summarised under the section headed “Other Information — 15. Share Option Schemes — A. Share Option Scheme” in Appendix IV to this prospectus
“Share(s)”	ordinary share(s) with nominal value of HK\$0.001 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Shares
“Shenyin Wanguo”	Shenyin Wanguo Capital (H.K.) Limited, a corporation licensed to carry on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
“Sole Global Coordinator”, “Sole Bookrunner” or “Sole Lead Manager”	BOCI
“sq.m.”	square metre(s)
“Stabilising Manager”	BOCI
“State Administration for Industry and Commerce” or “SAIC”	the State Administration for Industry and Commerce of the PRC (中華人民共和國工商行政管理總局)
“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)
“State Administration of Taxation” or “SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“State Council”	the State Council of the PRC (中華人民共和國國務院)

DEFINITIONS

“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between the Stabilising Manager and GIHL on the Price Determination Date
“Stock Exchange” or “Hong Kong 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 2010, 2011 and 2012 and the six months ended 30 June 2013
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“UnionPay ”	China UnionPay Co. Ltd* (中國銀聯股份有限公司), the national bankcard organisation in China
“United States” or “US”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US dollar(s)”, “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, and the rules and regulations promulgated thereunder
“Visa”	Visa Inc., a global payments technology company which is listed on the New York Stock Exchange under the stock code “V”
“WFOE”	wholly foreign-owned enterprise within the meaning prescribed under the PRC laws

In this prospectus, unless otherwise stated, certain amounts denominated in Renminbi have been translated into Hong Kong dollars at an exchange rate of RMB0.79 = HK\$1.00, 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 Hong Kong dollars at such rates or any other exchange rates on such date or any other date.