
DEFINITIONS

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

“Application Form(s)”	WHITE and YELLOW and GREEN application form(s) or, where the context so requires, any of them, relating to the Hong Kong Offer Shares
“Articles of Association” or “Articles”	the articles of association of our Company, conditionally adopted on 29 November 2013 (to take effect on the Listing Date), a summary of which is set out in Appendix III to this prospectus
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Board”	our board of Directors
“business day”	a day (other than a Saturday, a Sunday or public holiday) on which banks in Hong Kong are open for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalisation Issue”	the issue of 599,910,000 Shares to be made on the capitalisation of certain sums standing to the credit of the share premium account of our Company referred to in the paragraph headed “Resolutions in writing of all the Shareholders passed on 29 November 2013” under the section headed “Further Information About the Business of our Group” in Appendix IV to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant

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“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual, joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, CCASS Custodian Participant or CCASS Investor Participant
“Cheer Union”	Cheer Union Development Ltd (興邦發展有限公司), a company incorporated in BVI on 12 March 2013, which was wholly-owned by Mr. Yung and was a Shareholder interested in 8.96% of the Company as at the Latest Practicable Date
“China” or “PRC”	People’s Republic of China, which for the purpose of this prospectus/references excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“CMS (HK)”	China Merchants Securities (HK) Co., Limited, a corporation licensed under the SFO to conduct type 1 (dealing in securities), type 2 (dealing in future contracts), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) of the regulated activities (as defined under the SFO)
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented 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
“Company”	TK Group (Holdings) Limited (東江集團(控股)有限公司), an exempted company incorporated in the Cayman Islands under the Companies Law with limited liability on 28 March 2013 and, except where the context otherwise requires, includes all of its subsidiaries and the predecessors of the subsidiaries. The expression “we”, “us” or “our Company” may be used to refer to our Company or our Group as the context may require
“connected person(s)”	has the meaning ascribed to it under the Listing Rules

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“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. Li, Lead Smart and Eastern Mix
“Deed of Non-competition”	the deed of non-competition undertaking given by the Controlling Shareholders in favour of our Company dated 29 November 2013, details of which are disclosed in the section headed “Relationship with Our Controlling Shareholders” in this prospectus
“Director(s)”	the director(s) of our Company
“Eastern Mix”	Eastern Mix Company Limited (集東有限公司), a company incorporated in BVI on 7 December 2012, which was owned as to 45.0%, 28.0% and 27.0% by Mr. Li, Mr. Yung and Mr. Lee, respectively and a Controlling Shareholder interested in 68.0% of the Company as at the Latest Practicable Date
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offer and the International Placing
“GREEN application form(s)”	the application form(s) to be completed by HK eIPO White Form Service Provider designated by our Company
“Group”	our Company and its subsidiaries, or where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the present subsidiaries of our Company or the businesses operated by its present subsidiaries or (as the case may be) their predecessors
“HK eIPO White Form”	the application for Hong Kong Offer Shares to be issued in applicant’s own name by submitting applications online through the designated website of HK eIPO White Form www.hkeipo.hk
“HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by us, as specified on the designated website www.hkeipo.hk

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“HKFRS”	Hong Kong Financial Reporting Standards, which include Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and their interpretations issued by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“HL Mold”	HL Mold Limited (協利模具有限公司), a company incorporated in BVI on 30 November 2009, which was ultimately beneficially interested as to 45.0% by Mr. Li, 28.0% by Mr. Yung and 27.0% by Mr. Lee as at the Latest Practicable Date, and is an Old Group Company
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong Offer Shares”	the 20,000,000 new Shares (subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus) being initially offered by us for subscription at the Offer Price under the Hong Kong Public Offer
“Hong Kong Public Offer”	the conditional offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong for cash at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), on the terms and subject to the conditions described in the section headed “How to Apply for Hong Kong Offer Shares” in this prospectus and the Application Forms
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offer listed in the section headed “Underwriting—Hong Kong Underwriters” in this prospectus

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“Hong Kong Underwriting Agreement”	the underwriting agreement dated 10 December 2013 relating to the Hong Kong Public Offer entered into by, among others, the Sole Bookrunner, the Hong Kong Underwriters and us, particulars of which are set out in the section headed “Underwriting” in this prospectus
“Independent Third Party/Parties”	a person, persons, company or companies which is or are independent of, and not connected with (within the meaning under the Listing Rules), any directors, chief executive or substantial shareholders of our Company, any of its subsidiaries or any of their respective associate(s)
“International Placing”	the conditional placing of the International Placing Shares at the Offer Price to institutional, professional and other investors as set out under the section headed “Structure of the Global Offering” in this prospectus
“International Placing Agreement”	the underwriting agreement relating to the International Placing which is expected to be entered into, among others, the Sole Bookrunner, the International Underwriters and us on or around 16 December 2013
“International Placing Shares”	the 180,000,000 new Shares (subject to adjustment and the Over-allotment Option) to be offered by us for subscription under the International Placing as described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the underwriters of the International Placing, who are expected to enter into the International Placing Agreement to underwrite the International Placing
“Ipsos”	Ipsos Hong Kong Limited, a market research and consulting company, which is an Independent Third Party
“Ipsos Report”	An industry report prepared by Ipsos, dated 11 December 2013 which we commissioned

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“Issuing Mandate”	the general unconditional mandate given to our Directors relating to the issue of new Shares, further details of which are set out in the section headed “Further Information about our Company and its Subsidiaries—Resolutions in writing of all the Shareholders passed on 29 November 2013” in Appendix IV to this prospectus
“Joint Lead Managers”	CMS (HK) and Oriental Patron
“Latest Practicable Date”	5 December 2013, being the latest practicable date before the printing of this prospectus for ascertaining certain information in this prospectus
“Lead Smart”	Lead Smart Development Limited (安領發展有限公司), a company incorporated in BVI on 14 March 2013 wholly-owned by Mr. Li and was a Controlling Shareholder interested in 14.40% of the Company as at the Latest Practicable Date
“Listing”	the listing of our Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about Friday, 20 December 2013, on which our Offer Shares are listed on the Main Board
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended, supplemented or otherwise modified from time to time)
“Loan Capitalisation”	capitalisation of the indebtedness in the amount of HK\$228,661,344 owed by the Company to Eastern Mix pursuant to the Capitalisation Agreements by allotment and issue of 70,000 Shares to Eastern Mix, Lead Smart, Cheer Union and Normal Times respectively, details of which are disclosed in the section headed “History, Reorganisation and Corporate Structure” in this prospectus

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“Main Board”	the stock market operated by the Stock Exchange before the establishment of the Growth Enterprise Market of the Stock Exchange (excluding the options market) and which continues to be operated by the Stock Exchange in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company
“MOFCOM”	the Ministry of Commerce of the PRC (中國商務部)
“Mr. Cheung”	Cheung Fong Wa (張芳華), our executive Director, company secretary and chief financial officer
“Mr. Lee”	Lee Leung Yiu (李良耀), our Ultimate Shareholder and executive Director, the younger brother of Mr. Li
“Mr. Li”	Li Pui Leung (formerly named as Li Leung Pui) (李沛良), our Controlling Shareholder, Ultimate Shareholder, executive Director and chairman, the elder brother of Mr. Lee
“Mr. Yung”	Yung Kin Cheung Michael (翁建翔), our Ultimate Shareholder, executive Director and chief executive officer
“National People’s Congress”	the legislative apparatus of the PRC, including the National People’s Congress and all the local people’s congresses (including provincial, municipal and other regional or local people’s congresses) as the context may require, or any of them (人民代表大會)
“Normal Times”	Normal Times International Limited (適時國際有限公司), a company incorporated in BVI on 20 February 2013 wholly-owned by Mr. Lee and was a Shareholder interested in 8.64% of the Company as at the Latest Practicable Date

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“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee) at which the Offer Shares are to be subscribed under the Global Offering Shares are to be offered under the International Placing, to be determined in the manner further described in the section headed “Structure of the Global Offering—Pricing and Allocation”
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares together, where relevant, with any additional Shares to be issued under the exercise of the Over-allotment Option
“Old Group Companies”	TK Plastics (Shenzhen), TK Technology (Shenzhen), Shenzhen Dongbo, HL Mold, TK Plastics Limited, TK Mold Limited and TK Industrial, each an “Old Group Company”; the expression “Old Group” may be used to refer to these companies as the context may require
“Oriental Patron”	Oriental Patron Securities Limited, a corporation licensed under the SFO to conduct type 1 (dealing in securities) and type 4 (advising on securities) of the regulated activities (as defined under the SFO)
“Over-allotment Option”	the option to be granted by us to the International Underwriters exercisable by the Sole Global Coordinator on behalf of the International Underwriters under the International Placing Agreement under which we may be required to issue up to 30,000,000 additional Shares at the final Offer Price, to over-allocations in the International Placing
“PRC GAAP”	the generally accepted accounting principles of the PRC
“PRC government” or “State”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and their instrumentalities or, where the context requires, any of them
“Price Determination Date”	the date on which the Offer Price is fixed for the purpose of the Global Offering

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“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of our Board
“Reorganisation”	the reorganisation of our group of companies now comprising our Group conducted in preparation for the Listing, details of which are set out in the section headed “History, Reorganisation and Corporate Structure” in this prospectus/“Further Information about our Company and its Subsidiaries—Corporate reorganisation” in Appendix IV to this prospectus
“Repurchase Mandate”	the general unconditional mandate relating to the repurchase of the Shares granted to our Directors, further details of which are set out in the section headed “Further Information about our Company and its Subsidiaries—Repurchase of Shares by our Company” in Appendix IV to this prospectus
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC (中國國家外匯管理局)
“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)
“Shareholder(s)”	holder(s) of Shares(s)
“Share Option Scheme”	the share option scheme conditionally adopted by us on 29 November 2013, the principal terms of which are summarised in the section headed “Other Information—Share Option Scheme” in Appendix IV to this prospectus
“Share Registrar”	Codan Trust Company (Cayman) Limited
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.10 each in our share capital

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“Shenzhen Dangli”	深圳當立貿易發展有限公司 (Shenzhen Dangli Trading Development Limited*), a company established in the PRC on 9 October 2009, which was owned as to 45.0% by Mr. Li, 28.0% by Mr. Yung and 27.0% by Mr. Lee and was the holding company of Shenzhen Dongbo as at the Latest Practicable Date
“Shenzhen Dongbo”	深圳市東博模具有限公司 (Shenzhen Dongbo Mold Limited*), a company established in the PRC on 24 September 2001, which was ultimately wholly-owned by Mr. Li, Mr. Yung and Mr. Lee as to 45.0%, 28.0% and 27.0% as at the Latest Practicable Date, and is an Old Group Company
“Shenzhen Tangjia Land”	the piece of industrial land situated at TK Technology Park, Tangjia Community, Gongming Sub-district Office, Guangming New District, Shenzhen, the PRC with a total gross site area of 182,219.89 sq.m. for use in high-technology
“Shenzhen Tangjia Plants”	Shenzhen Tangjia Plant I, Shenzhen Tangjia Plant II and Shenzhen Tangjia Plant III
“Shenzhen Tangjia Plant I”	our production base in Shenzhen, the PRC, and more particularly Workshops A, B & C, Phase 1 of TK Technology Park, Tangjia Community, Gongming Sub-district Office, Guangming New District, Shenzhen, the PRC and Area No. 2, Workshop D, Phase 1 of TK Technology Park, Tangjia Community, Gongming Sub-district Office, Guangming New District, Shenzhen, the PRC, which is built on the Shenzhen Tangjia Land
“Shenzhen Tangjia Plant II”	our production base in Shenzhen, the PRC, and more particularly Workshop G, TK Technology Park, Tangjia Community, Gongming Sub-district Office, Guangming New District, Shenzhen, the PRC, which is built on the Shenzhen Tangjia Land
“Shenzhen Tangjia Plant III”	our production base in Shenzhen, the PRC, and more particularly Area No. 9, Workshop H, TK Technology Park, Tangjia Community, Gongming Sub-district Office, Guangming New District, Shenzhen, the PRC, which is built on the Shenzhen Tangjia Land

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“Shenzhen Yulu Land”	the piece of land (no. A603-0004) situated at Yulu Village of Guangming Town, Shenzhen, the PRC, with a total gross site area of 10,014.3 sq.m.
“Shenzhen Yulu Plant A”	our production base at Yulu Village of Guangming Town, Shenzhen, the PRC, with a gross floor area of 16,300 sq.m.
“Shenzhen Yulu Plant B”	our production base on Shenzhen Yulu Land with a gross site area of 4,424 sq.m.
“Sole Global Coordinator”, “Sole Sponsor” and/or “Sole Bookrunner”	CMS (HK), being the Sole Global Coordinator, Sole Sponsor and Sole Bookrunner
“sq.m.”	square metre(s)
“sq.ft.”	square feet
“Stabilising Manager”	China Merchants Securities (HK) Co., Limited
“State Administration of Taxation”	the State Administration of Taxation of the PRC (中國國家稅務總局)
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Borrowing Agreement”	a stock borrowing agreement to be entered into on or about 16 December 2013 between Eastern Mix and the Sole Global Coordinator
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Repurchases
“TK Group Limited”	TK Group Limited, a company incorporated in BVI on 6 February 2001, which was ultimately beneficially interested as to 45.0% by Mr. Li, 28.0% by Mr. Yung and 27.0% by Mr. Lee and was the intermediate holding company of the Old Group Companies (save for Shenzhen Dongbo) as at the Latest Practicable Date and a connected person of the Company

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“TK Industrial”	TK Industrial Ltd., a company incorporated in BVI on 30 September 2004, which is ultimately beneficially interested as to 45.0% by Mr. Li, 28.0% by Mr. Yung and 27.0% by Mr. Lee and is an Old Group Company
“TK Industrial Holdings”	TK Industrial Holdings Limited, formerly known as TK Group Holdings Limited (東江集團控股有限公司), a company incorporated in BVI on 20 November 2012 and a wholly-owned subsidiary of our Company as at the Latest Practicable Date
“TK International BVI”	TK International (BVI) Limited, a company incorporated in BVI on 10 April 2007, which was wholly-owned by TK Industrial Holdings and an indirect wholly-owned subsidiary of our Company as at the Latest Practicable Date
“TK Mold (HK)”	TK Mold (Hong Kong) Limited (東江模具(香港)有限公司), a company incorporated in Hong Kong on 7 December 2012, which was wholly-owned by TK Industrial Holdings and an indirect wholly-owned subsidiary of our Company as at the Latest Practicable Date
“TK Mold (Shenzhen)”	東江模具(深圳)有限公司 (TK Mold (SZ) Limited*), a WFOE established in the PRC on 5 March 2012, which was wholly-owned by TK Mold (HK) and an indirect wholly-owned subsidiary of our Company as at the Latest Practicable Date
“TK Mold Limited”	TK Mold Limited (東江模具有限公司), a company incorporated in Hong Kong on 30 October 2000, which was ultimately beneficially interested as to 45.0% by Mr. Li, 28.0% by Mr. Yung and 27.0% by Mr. Lee as at the Latest Practicable Date, and is an Old Group Company
“TK Plastics (HK)”	TK Plastics (Hong Kong) Limited (東江注塑(香港)有限公司), a company incorporated in Hong Kong on 7 December 2012, which was wholly-owned by TK Industrial Holdings and an indirect wholly-owned subsidiary of our Company as at the Latest Practicable Date

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“TK Plastics Limited”	TK Plastics Limited (東江塑膠有限公司), a company incorporated in Hong Kong on 26 March 2001, which was ultimately beneficially interested as to 45.0% by Mr. Li, 28.0% by Mr. Yung and 27.0% by Mr. Lee as at the Latest Practicable Date, and is an Old Group Company
“TK Plastics Products (Suzhou)”	東江塑膠製品(蘇州)有限公司 (TK Plastics (Suzhou) Limited), a WFOE established in the PRC on 1 March 2010, which was wholly-owned by TK Plastics (Suzhou) and an indirect wholly-owned subsidiary of our Company as at the Latest Practicable Date
“TK Plastics (Shenzhen)”	新東江塑膠(深圳)有限公司 (TK Plastics (Shenzhen) Ltd.*), a company established in the PRC on 26 June 2002, which was indirectly wholly-owned as to 45.0% by Mr. Li, 28.0% by Mr. Yung and 27.0% by Mr. Lee as at the Latest Practicable Date, and is an Old Group Company and a connected person of the Company
“TK Plastics (Suzhou)”	TK Plastics (Su Zhou) Limited (東江注塑(蘇州)有限公司), a company incorporated in Hong Kong on 7 December 2012, which was wholly-owned by TK Industrial Holdings and an indirect wholly-owned subsidiary of our Company as at the Latest Practicable Date
“TK Precision Plastics”	東江精創注塑(深圳)有限公司 (TK Precision Plastics (SZ) Limited*), a WFOE established in the PRC on 1 March 2013, which was wholly-owned by TK Plastics (HK) and an indirect wholly-owned subsidiary of our Company as at the Latest Practicable Date
“TK Technology Holdings”	TK Technology Holdings Limited (東江科技集團有限公司), a company incorporated in Hong Kong on 2 March 1990, which was ultimately beneficially interested as to 45.0% by Mr. Li, 28.0% by Mr. Yung and 27.0% by Mr. Lee as at the Latest Practicable Date and a connected person of the Company

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“TK Technology (Shenzhen)”	東江科技(深圳)有限公司 (TK Technology (Shenzhen) Ltd.*), a company established in the PRC on 28 March 2001, which was indirectly wholly-owned as to 45.0% by Mr. Li, 28.0% by Mr. Yung and 27.0% by Mr. Lee as at the Latest Practicable Date, and is an Old Group Company and a connected person of the Company
“Track Record Period”	the three years ended 31 December 2012 and the six months ended 30 June 2013
“Ultimate Shareholders”	Mr. Li, Mr Yung and Mr. Lee and “Ultimate Shareholder” means any one of them
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Placing Agreement
“United States” or “U.S.”	the United States of America
“U.S. dollars” or “USD”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended from time to time, and the rules and regulations promulgated under it
“VAT”	value-added tax
“Warranting Shareholders”	Eastern Mix, Lead Smart, Cheer Union and Normal Times
“WFOE”	wholly foreign-owned enterprise established in the PRC
“YD Mold”	佑東模具(深圳)有限公司 (YD Mold (SZ) Limited*), a WFOE established in the PRC on 18 November 2010, which was wholly-owned by YD Trading and an indirect wholly-owned subsidiary of our Company as at the Latest Practicable Date

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“YD Trading”	YD Trading (Hong Kong) Limited (佑東貿易(香港)有限公司), a company incorporated in Hong Kong on 7 December 2012, which was wholly-owned by TK Industrial Holdings and an indirect wholly-owned subsidiary of our Company as at the Latest Practicable Date
“%”	per cent

Note:

- * denotes English translation of the name of a Chinese company or entity, or vice versa, and is provided for identification purposes only

The terms “associate(s)”, “connected person(s)”, “connected transaction(s)”, “controlling shareholder(s)”, “subsidiary(ies)” and “substantial shareholder(s)” have the meanings given to such terms under the Listing Rules, unless the context otherwise requires.

Unless otherwise specified, statements contained in this prospectus assume no exercise of the Over-allotment Option.

If there is any inconsistency between the official Chinese names of the PRC laws or regulations, PRC government authorities or PRC entities mentioned in this prospectus and their English translations, the Chinese version shall prevail. The English translation of official Chinese names are for identification purposes only.