
DEFINITIONS

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

“Application Form(s)”	WHITE, YELLOW and GREEN application form(s), or where the context so requires, any of them
“Application Lists”	the application lists for the Hong Kong Public Offering
“Articles of Association” or “Articles”	the amended and restated articles of association of our Company conditionally adopted on 8 May 2014 which shall become effective upon commencement of trading of our Shares on the Stock Exchange and as amended, supplemented or otherwise modified from time to time, a summary of which is set out in the section headed “Summary of the Constitution of our Company and Cayman Islands Companies Law” in Appendix IV to this prospectus
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board of Directors” or “Board”	our board of Directors
“BP Investment”	Best Pacific Investment (Hong Kong) Limited (超盈投資(香港)有限公司), a limited liability company incorporated in Hong Kong on 19 October 2010 and an indirect wholly-owned subsidiary of our Company
“BPT”	Best Pacific Textile Limited (超盈紡織有限公司), a limited liability company incorporated in Hong Kong on 13 March 2003 and an indirect wholly-owned subsidiary of our Company
“BPT (HK)”	Best Pacific Textile (Hong Kong) Limited (超盈紡織(香港)有限公司), a limited liability company incorporated in Hong Kong on 19 October 2010 and an indirect wholly-owned subsidiary of our Company
“BPT Holdings”	Best Pacific Textile Holdings Limited (超盈紡織控股有限公司), formerly known as Texbrilliant Holdings Limited, a limited liability company incorporated in the BVI on 11 September 2006 and a direct wholly-owned subsidiary of our Company
“BPT International”	Best Pacific Textile International Limited (超盈紡織國際有限公司), a limited liability company incorporated in the BVI on 22 September 2010 and an indirect wholly-owned subsidiary of our Company
“Business Day” or “business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business to the public
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate

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“Capitalisation Issue”	the issue of Shares to be made upon capitalisation of the share premium account of our Company as referred to in the section headed “Statutory and General Information — A. Further information about our Company and our subsidiaries — Resolutions in writing of all Shareholders passed on 8 May 2014” in Appendix V to this prospectus
“Cayman Islands Companies Law”	the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“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
“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 Operational Procedures”	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to the operations and functions of CCASS, as from time to time in force
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CCBI”, “Sole Global Coordinator” or “Sole Sponsor”	CCB International Capital Limited, a licensed corporation under the SFO permitted to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities (as defined under the SFO)
“China” or “the PRC”	the People’s Republic of China and, except where the context otherwise requires and only for the purpose of this prospectus, references in this prospectus to China or the PRC exclude Hong Kong and Macau Special Administration Region and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) which took effect from 3 March 2014, as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” and “our Company”	Best Pacific International Holdings Limited (超盈國際控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 14 June 2013
“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 Grandview and Mr. Lu

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“DBS”	DBS Asia Capital Limited, a licensed corporation under the SFO permitted to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities (as defined under the SFO)
“Deed of Indemnity”	the deed of indemnity dated 8 May 2014 executed by our Controlling Shareholders in favour of our Company (for itself and as trustee for each of its subsidiaries), as further described under the section headed “Statutory and General Information — E. Other information — 1. Estate duty, tax and other indemnities” in this prospectus
“Deed of Non-Competition”	the deed of non-competition dated 8 May 2014 executed by our Controlling Shareholders in favour of our Company, as further described under the section headed “Relationship with our Controlling Shareholders — Deed of Non-competition” in this prospectus
“Deluxe Royal”	Deluxe Royal Limited (多御有限公司), a limited liability company incorporated in Hong Kong on 24 March 2009 and wholly-owned by Mr. Lu Huigen (盧惠根), Mr. Lu’s elder brother
“Director(s)”	the director(s) of our Company
“Dongguan BPT”	Dongguan Best Pacific Textile Company Limited* (東莞超盈紡織有限公司), a limited liability company established in the PRC on 24 February 2003 and an indirect wholly-owned subsidiary of our Company
“Dongguan NHE”	Dongguan New Horizon Elastic Fabric Company Limited* (東莞潤信彈性織物有限公司), a limited liability company established in the PRC on 18 May 2010 and an indirect wholly-owned subsidiary of our Company
“Dongguan Runda”	Dongguan Runda Elastic Weaving Company Limited* (東莞潤達彈性織造有限公司), a limited liability company established in the PRC on 14 August 1994 and subsequently de-registered in August 2013
“EIT”	the enterprise income tax of the PRC (中華人民共和國企業所得稅)
“EIT Law”	the Enterprise Income Tax Law of the PRC* (中華人民共和國企業所得稅法)
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.
“Frost & Sullivan Report”	an independent market research report dated 24 January 2014 commissioned by our Company on the global lingerie materials market and was prepared by Frost & Sullivan
“GDP”	an acronym for gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Grandview”	Grandview Capital Investment Limited, a limited liability company incorporated in the BVI on 28 September 2010 and wholly-owned by Mr. Lu

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“GREEN application form(s)”	the application form(s) to be completed by White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group” or “our Group”	our Company and our subsidiaries at the relevant time, or where the context refers to any time prior to our Company becoming the holding company of our present subsidiaries, our present subsidiaries
“HK\$” or “Hong Kong dollars” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards promulgated by the Hong Kong Institute of Certified Public Accountants, which includes the Hong Kong Accounting Standards and their interpretations
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing 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 Offer Shares”	the 25,000,000 Shares being initially offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering subject to reallocation as described in the section headed “Structure of the Global Offering” in this prospectus
“Hong Kong Public Offering”	the offer for subscription or for sale of Offer Shares to the public in Hong Kong (subject to adjustment as described in the section headed “Structure of the Global Offering”) at the Offer Price (plus brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) and on and subject to the terms and conditions described in this prospectus and the Application Forms, as further described in the section headed “Structure of the Global Offering” in this prospectus
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering whose names are set out in the section headed “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 12 May 2014 relating to the Hong Kong Public Offering entered into among our Company, our Controlling Shareholders and the Hong Kong Underwriters
“Independent Third Party(ies)”	an individual or a company which is not connected (as defined in the Listing Rules) to our Directors, substantial shareholders or chief executive of our Company or our subsidiaries and their respective associates

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“International Offer Shares”	the 225,000,000 Shares being initially offered by our Company for subscription at the Offer Price pursuant to the International Offering together, where relevant, with any additional Shares issued or sold pursuant to the exercise of the Over-allotment Option, the number of which is further subject to reallocation as described in the section headed “Structure of the Global Offering” in this prospectus
“International Offering”	the conditional offering of the International Offer Shares by the International Underwriters, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the underwriters of the International Offering, who are expected to enter into the International Underwriting Agreement
“International Underwriting Agreement”	the underwriting agreement relating to the International Offering and to be entered into among our Company, our Controlling Shareholders, our executive Directors, the Sole Global Coordinator and the International Underwriters on or about 16 May 2014
“Joint Bookrunners” or “Joint Lead Managers”	CCBI and DBS
“Lakefront”	Lakefront Capital Investment Limited, a limited liability company incorporated in the BVI on 28 September 2010 and is wholly-owned by Mr. Wu
“Latest Practicable Date”	5 May 2014, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information contained in this prospectus
“Listing”	the listing of our Shares on the Main Board of the Stock Exchange
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
“Listing Date”	the date, expected to be on or about 23 May 2014, on which dealings in our Shares first commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“M&A Provisions”	the Regulation on Mergers and Acquisitions of Domestic Companies by Foreign Investors* (關於外國投資者併購境內企業的規定)
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company adopted on 8 May 2014 with immediate effect and as amended from time to time, a summary of which is set out in the section headed “Summary of the Constitution of our Company and Cayman Islands Companies Law” in Appendix IV to this prospectus

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“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Lu”	Mr. Lu Yuguang (盧煜光), our chairman and executive Director and one of our Controlling Shareholders
“Mr. Wu”	Mr. Wu Shaolun (吳少倫), our executive Director
“Mr. Zhang”	Mr. Zhang Haitao (張海濤), our executive Director and the chief executive officer of our Group
“New Horizon Elastic”	New Horizon Elastic Fabric (Hong Kong) Limited (潤達彈性織物(香港)有限公司), a limited liability company incorporated in Hong Kong on 19 October 2010 and an indirect wholly-owned subsidiary of our Company
“New Horizon Investment”	New Horizon Investment (Hong Kong) Limited (潤達投資(香港)有限公司), formerly known as New Horizon Elastic Fabric Co. Limited (潤達彈性織物有限公司), a limited liability company incorporated in Hong Kong on 9 October 2006 and an indirect wholly-owned subsidiary of our Company
“Offer Price”	the final price per Offer Share in Hong Kong dollars (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.004%) of not more than HK\$2.50 and expected to be not less than HK\$1.85, such price to be agreed upon by us and the Sole Global Coordinator (on behalf of the Underwriters) on or before the Price Determination Date
“Offer Share(s)”	the Hong Kong Offer Share(s) and the International Offer Share(s) including, where relevant, any additional Shares allotted and issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option granted by our Company to the Sole Global Coordinator pursuant to which our Company may be required to allot and issue up to an aggregate of 37,500,000 additional Shares (in aggregate representing 15% of our Shares initially being offered under the Global Offering) to cover, among other things, over-allocation in the International Offering, details of which are 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
“PRC Company Law”	the Company Law of the PRC* (中華人民共和國公司法) as enacted by the Standing Committee of the Tenth National People’s Congress on 27 October 2005 and effective on 1 January 2006, as amended, supplemented or otherwise modified from time to time
“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 instrumentalities thereof or, where the context requires, any of them

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“PRC Legal Adviser”	Jingtian & Gongcheng Law Firm, the legal adviser to our Company as to the laws of the PRC
“Pre-IPO Share Option Scheme”	the share option scheme conditionally approved and adopted by our Company on 8 May 2014, the principal terms of which are summarised under the section headed “Statutory and General Information — D. Pre-IPO Share Option Scheme and Share Option Scheme — (A) Share Option Scheme” in Appendix V to this prospectus
“predecessor Companies Ordinance”	the predecessor Companies Ordinance (Chapter 32 of the Laws of Hong Kong), which was in operation before the implementation of the Companies Ordinance
“Price Determination Date”	the date, expected to be on or about 16 May 2014 but in any event no later than 21 May 2014, on which the Offer Price is to be fixed by agreement between us and the Sole Global Coordinator (on behalf of the Underwriters) for the purpose of the Global Offering
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the reorganisation arrangements undergone by us in preparation for the Listing which are more particularly described in the section headed “History, Reorganisation and Corporate Structure — Reorganisation” in this prospectus
“Rich Chest”	Rich Chest Industrial Limited (富綽實業有限公司), a limited liability company incorporated in Hong Kong on 13 January 1997 and beneficially owned by Mr. Lu
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAFE Circular 75”	Circular of the SAFE on Foreign Exchange Issues Related to Equity Finance and Round-Trip Investments by Domestic Residents through Offshore Special Purpose Vehicles* promulgated on 21 October 2005 and effective from 1 November 2005 (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)
“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 Option Scheme”	the share option scheme conditionally approved and adopted by our Company on 8 May 2014, the principal terms of which are summarised under the section headed “Statutory and General Information — D. Pre-IPO Share Option Scheme and Share Option Scheme — (B) The Share Option Scheme” in Appendix V to this prospectus

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“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of our Share(s) from time to time
“Stabilising Manager”	CCBI, as the stabilising manager of the Global Offering
“Stock Borrowing Agreement”	the stock borrowing agreement to be entered into between the Stabilising Manager and Grandview on or about the Price Determination Date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Sunbrilliant”	Sunbrilliant Capital Investment Limited, a limited liability company incorporated in the BVI on 28 September 2010 and is wholly-owned by Mr. Zhang
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Track Record Period”	the years ended 31 December 2011, 2012 and 2013
“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “U.S.”	the United States of America
“we”, “us” or “our”	our Company or our Group (as the context may require)
“ White Form eIPO ”	the application process for Hong Kong Offer Shares with applications issued in the applicant’s own name and submitted online through the designated website of www.eipo.com.hk
“ White Form eIPO Service Provider”	Computershare Hong Kong Investor Service Limited
“ YELLOW Application Form(s)”	the form(s) of application for the Hong Kong Offer Shares for use by the public who require such Hong Kong Public Offer Shares to be deposited directly into CCASS
“%”	percentage or per cent

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Unless expressly stated or the context otherwise requires, all data in this prospectus is as at the date of this prospectus.

Unless otherwise specified, all references to any shareholdings in our Company are based on the assumption that the Over-allotment Option is not exercised.

Translated English names of Chinese laws and regulations, government authorities, departments, entities (including certain of our subsidiaries), institutions, natural persons, facilities, certificates, titles and the like included in this prospectus and for which no official English translation exists are unofficial translations for identification purposes only. The English translation of company names in Chinese which are marked with “*” is for identification purposes only. In the event of any inconsistency, the Chinese name prevails.