

DEFINITIONS

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

[REDACTED]

“Articles of Association” or “Articles”	the articles of association of our Company adopted on August 22, 2016 and which will become effective upon the [REDACTED], as amended from time to time, a summary of which is set out in the section headed “Summary of the constitution of the Company and Cayman Islands Company Law” in Appendix IV to this document
“associate(s)”	has the meaning ascribed thereto under the [REDACTED]
“Board”	the board of Directors
“business day”	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	British Virgin Islands
“CAGR”	compound annual growth rate, a method of assessing the average growth of a value over a certain time period

[REDACTED]

DEFINITIONS

“Client A”	a British-based luxury fashion brand founded in 1992 and a group company of a French luxury goods conglomerate, one of our top five clients during the Track Record Period
“Client B”	a French-based high-end jeweler and watchmaker found in 1858 and a group company of a French luxury goods conglomerate, one of our top five clients during the Track Record Period
“Client CT”	a French-based luxury jewelry and watchmaker founded in 1847 and a group company of a Swiss-based luxury goods conglomerate, not one of our top five clients during the Track Record Period
“Client D”	a multinational luxury travel retailer established in Hong Kong in 1960 and a group company of a French-based conglomerate, one of our top five clients during the Track Record Period
“Client GG”	an Italian luxury brand of fashion and leather goods established in 1921 and a group company of a French-based conglomerate, not one of our top five clients during the Track Record Period
“Client M”	a high-end Italian childrenswear brand, not one of our top five clients during the Track Record Period
“Client T”	a New York-based jeweler and specialty retailer established in 1837, one of our top five clients during the Track Record Period
“Client V”	a prestigious watchmaker founded in 1755 and a group company of a Swiss-based luxury goods conglomerate, one of our top five clients during the Track Record Period
[REDACTED]	
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), 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

DEFINITIONS

“Company”, “our Company” or “Crosstec”	CROSSTEC Group Holdings Limited (易緯集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on March 18, 2016, and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on June 13, 2016
“connected person(s)”	has the meaning ascribed to it under the [REDACTED]
“Controlling Shareholders”	has the meaning ascribed to it under the [REDACTED] and, in the context of our Company, means the controlling shareholders of our Company, namely, Mr. Lee, Ms. Leung and CGH (BVI)
“Crosstec (BVI)”	CROSSTEC (BVI) Limited, a company established in the BVI with limited liability on March 21, 2016 and wholly-owned subsidiary of our Company
“Crosstec Group”	CROSSTEC Group Limited (易緯集團有限公司) (formerly known as CROSSMAX GROUP LIMITED (宏緯控股有限公司)), a limited liability company incorporated in Hong Kong on May 10, 2007 and an indirect wholly-owned subsidiary of our Company
“Crosstec Interiors”	CROSSTEC Interiors Limited (易緯設計工程有限公司) (formerly known as CROSS MAX INTERIORS LIMITED (宏緯設計工程有限公司)), a limited liability company incorporated in Hong Kong on April 21, 1999 and an indirect wholly-owned subsidiary of our Company
“Crosstec International”	CROSSTEC International Limited (易緯國際有限公司) (formerly known as CROSSMAX INTERNATIONAL LIMITED (宏緯國際有限公司)), a limited liability company incorporated in Hong Kong on May 17, 2007 and an indirect wholly-owned subsidiary of our Company
“Crosstec (Shenzhen)”	Crosstec Trading Shenzhen Company Limited (宏經緯貿易(深圳)有限公司), a wholly foreign-owned limited liability company (有限責任公司(台港澳法人獨資)) established in the PRC on December 4, 2009 and an indirect wholly-owned subsidiary of our Company
“CX (Macau)”	CX (MACAU) LIMITED (宏經緯(澳門)一人有限公司), a company incorporated in Macau on December 17, 2013 and an indirect wholly-owned subsidiary of our Company
“Deed of Non-competition”	the deed of non-competition dated August 22, 2016 given by each of our Controlling Shareholders in favour of our Company, details of which are set forth in the section headed “Relationship with our Controlling Shareholders” in this document

DEFINITIONS

“Director(s)”	the director(s) of our Company
“EU”	the European Union
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company
“Frost & Sullivan Report”	an industry report commissioned by us and issued by Frost & Sullivan
“GDP”	gross domestic product
	[REDACTED]
“Group”, “our Group”, “we” or “us”	our Company and its subsidiaries or, where the context requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“HK\$” or “Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
	[REDACTED]
“HKFRS” or “HKFRSs”	Hong Kong Financial Reporting Standards
	[REDACTED]
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
	[REDACTED]
“independent third party(ies)”	an individual or a company which is independent from and not connected with (within the meaning of [REDACTED]) any directors, chief executive, substantial shareholders of our Company, its subsidiaries or any of their respective associates
“International Sanctions”	sanction-related laws and regulations issued by the U.S., the EU, Australia or the United Nations

DEFINITIONS

“Kingsway Capital” or “Sole Sponsor”	Kingsway Capital Limited, the sponsor for the [REDACTED] and a corporation licensed under the SFO to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities
“Kingsway Financial” or “[REDACTED]” or “[REDACTED]”	Kingsway Financial Services Group Limited, the [REDACTED] and the [REDACTED] for the [REDACTED] and a corporation licensed under the SFO to engage in type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities) and type 9 (asset management) regulated activities
“Koala Securities” or “[REDACTED]”	Koala Securities Limited, the [REDACTED] for the [REDACTED] and a corporation licensed under the SFO to engage in type I (dealing in securities) and type 4 (advising on securities) regulated activities
“Latest Practicable Date”	August 20, 2016, being the latest practicable date prior to the printing of this document for ascertaining certain information contained herein
	[REDACTED]
“Macau”	Macau Special Administrative Region of the PRC
	[REDACTED]
“Max Contracting”	Max Contracting Limited (宏大設計工程有限公司), a limited liability company incorporated in Hong Kong on September 21, 1998 and is owned as to approximately 33.3% by Mr. Lee, and approximately 33.3% by each of Mr. Wong Ping Kwan (黃炳坤), Mr. So Kam Kong (蘇錦曠), both of which are independent third parties
“MOP”	Macau Pataca, the lawful currency of Macau

DEFINITIONS

“Mr. Lee”	Mr. Lee Wai Sang (李偉生), our chairman, executive Director and chief executive officer, the spouse of Ms. Leung and a Controlling Shareholder
“Ms. Leung”	Ms. Leung Mo Shan Jackie (梁慕珊), the spouse of Mr. Lee and a Controlling Shareholder
“OFAC”	the United States Department of Treasury’s Office of Foreign Assets Control
	[REDACTED]
“PRC” or “China”	People’s Republic of China which, for the purposes of this document only, excludes Hong Kong, Macau and Taiwan

DEFINITIONS

[REDACTED]

“Reorganization”	the corporate reorganization of our Group in preparation for the [REDACTED] as described in the section headed “History and Reorganization — Reorganization” in this document and the section headed “Statutory and General Information — Corporate Reorganization” in Appendix V to this document
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares given to our Directors by our Shareholders, further details of which are contained in the section headed “Statutory and General Information — Further information about our Company” in Appendix V to this document
“RMB”	Renminbi, the lawful currency of the PRC
“Sanctioned Countries”	countries which are the targets of economic sanctions as administered by the U.S., the EU, the United Nations and Australia

DEFINITIONS

“Sanctioned Person(s)”	certain person(s) and entity(ies) listed on OFAC’s Specially Designated Nationals and Blocked Persons List or other restricted parties lists maintained by the EU, the United Nations or Australia
“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 share(s) with nominal value of HK\$0.01 each in the share capital of our Company
	[REDACTED]
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on August 22, 2016, a summary of the principal terms and conditions of which is set forth in the section headed “Statutory and general information — Share Option Scheme” in Appendix V to this document
“Shareholder(s)”	holder(s) of the Share(s)
	[REDACTED]
“Sole Sponsor”	Kingsway Capital
“sq.ft.”	square feet
	[REDACTED]
“subsidiary(ies)”	has the meaning ascribed to it under the [REDACTED]
“substantial shareholder(s)”	has the meaning ascribed to it under the [REDACTED]
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the period comprising the three financial years ended June 30, 2013, 2014, 2015 and the 10 months ended April 30, 2016
	[REDACTED]

DEFINITIONS

“US” or “U.S.” or “United States” United States of America

“US\$” or “US Dollars” United States dollars, the lawful currency of the United States

[REDACTED]

“Wealthmood” Wealthmood Limited (福濠有限公司), a limited liability company incorporated in Hong Kong on April 11, 2006 and is wholly-owned by Mr. Lee

[REDACTED]

“%” per cent.

If there is any inconsistency between the Chinese name of the PRC laws and regulations or PRC entities mentioned in this document and their English translation, the Chinese version shall prevail.

Translated English names of Chinese natural persons, legal persons, governmental authorities, institutions or other entities for which no official English translation exist are unofficial translations for identification purposes only.