

DEFINITIONS

In this prospectus, unless the context otherwise requires, the following words and expressions shall have the following meanings:

“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of Shares to be made upon the capitalisation of part of the sum standing to the credit of the share premium account of the Company referred to in the paragraph headed “Resolutions of the sole shareholder of the Company passed on 22nd October, 2002” in Appendix 6 to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Code”	the Group’s code of vendor conduct
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Grandtop International Holdings Limited, a company incorporated in the Cayman Islands with limited liability on 21st June, 2002
“CSR”	corporate social responsibility
“CSC Asia”	CSC Asia Limited, an investment adviser registered under the Securities Ordinance (Chapter 333 of the Laws of Hong Kong), the sponsor of the Offer
“Director(s)”	the director(s) of the Company
“Dragon City”	Dragon City Limited, a wholly-owned subsidiary of the Company incorporated in Samoa on 31st August, 1998
“First Asia”	First Asia Finance Group Limited, an investment adviser registered under the Securities Ordinance (Chapter 333 of the Laws of Hong Kong), the co-sponsor of the Offer
“GEM”	the Growth Enterprise Market of the Stock Exchange
“Group”	the Company and its subsidiaries or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, such subsidiaries or the business which has since been acquired or carried on by them

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“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huge Gain” or “Vendor”	Huge Gain Development Limited, a company incorporated in the BVI and the controlling shareholder of the Company which will be interested in 75% of the issued share capital of the Company immediately following the completion of the Offer and Capitalisation Issue
“Latest Practicable Date”	23rd October, 2002 being the latest practicable date for the purposes of ascertaining certain information contained herein prior to the printing of this prospectus
“Lead Managers”	Ever-Long Securities Company Limited and Taiwan Concord Capital Securities (Hong Kong) Limited, each of which is a dealer registered under the Securities Ordinance (Chapter 333 of the Laws of Hong Kong), being the lead managers and bookrunners of the Offer
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Edmund Siu”	Mr. Edmund Siu (formerly known as Siu Chun Man), an executive Director and company secretary of the Company. He is the nephew of both Mr. Garry Siu and Mr. Shamson Zeall
“Mr. Edvon Sze”	Mr. Sze Edvon Yeung Lung, an executive Director of the Company
“Mr. Garry Siu”	Mr. Siu Kwok Kin, Garry, the chairman of the Company. He is the younger brother and uncle of Mr. Shamson Zeall and Mr. Edmund Siu respectively
“Mr. Shamson Zeall”	Mr. Zeall Shamson KH, the legal compliance consultant of the Group. He is the elder brother and uncle of Mr. Garry Siu and Mr. Edmund Siu respectively
“New Shares”	the 36,000,000 new Shares to be issued and offered to the public for subscription by the Company under the Offer
“Offer”	the Placing and the Public Offer
“Offer for Sale”	the offer for sale of the Sale Shares by the Vendor for cash at the Offer Price pursuant to the Placing
“Offer Price”	the price of \$1.00 per Offer Share under the Offer
“Offer Shares”	the Placing Shares and the Public Offer Shares

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“OPA”	the outward processing arrangements which enable manufacturers registered with the Trade and Industry Department of Hong Kong to subcontract outside Hong Kong the subsidiary or minor finishing processes without affecting the eligibility of such goods for obtaining Hong Kong origin status
“Over-allotment Option”	the option granted by the Company to the Underwriters exercisable by the Lead Managers on behalf of the Underwriters pursuant to the Underwriting Agreement, pursuant to which the Company may be required to allot and issue up to 9,000,000 additional new Shares (representing approximately 15% of the number of Offer Shares initially available under the Offer) at the Offer Price solely to cover over-allocations in the Placing
“Placing”	the conditional placing of the Placing Shares by the Placing Underwriters on behalf of the Company and the Vendor for cash at the Offer Price to professional, institutional and other investors as described in the section headed “Structure of the Offer” in this prospectus
“Placing Shares”	a total of 51,000,000 Shares which consist of 27,000,000 New Shares and 24,000,000 Sale Shares initially being offered for subscription or purchase pursuant to the Placing, subject to reallocation as described in the section headed “Structure of the Offer” in this prospectus
“Placing Underwriters”	Emperor Securities Limited, Ever-Long Securities Company Limited, Kingston Securities Limited, Koffman Securities Limited, Shenyin Wanguo Capital (H.K.) Limited, South China Securities Limited, Taiwan Concord Capital Securities (Hong Kong) Limited and Vermont Securities Co., Ltd.
“PRC”	the People’s Republic of China which, for the purposes of this prospectus, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Public Offer”	the offer for subscription of the Public Offer Shares to the public in Hong Kong for cash at the Offer Price, payable in full on application, on and subject to the terms and conditions stated in this prospectus and in the related application forms
“Public Offer Shares”	the 9,000,000 New Shares initially being offered for subscription pursuant to the Public Offer, subject to reallocation as described in the section headed “Structure of the Offer” in this prospectus

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“Public Offer Underwriter”	Ever-Long Securities Company Limited
“Sale Shares”	the 24,000,000 Shares being offered for sale by the Vendor for cash at the Offer Price pursuant to the Placing
“SDI Ordinance”	the Securities (Disclosure of Interests) Ordinance (Chapter 396 of the Laws of Hong Kong)
“SFC”	Securities and Futures Commission of Hong Kong
“Share(s)”	share(s) of nominal value of \$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 22nd October, 2002 the principal terms of which are summarised in the section headed “Share Option Scheme” in Appendix 6 to this prospectus
“Sponsors”	CSC Asia and First Asia
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sun Ace”	Sun Ace Group Limited, a wholly-owned subsidiary of the Company incorporated in the BVI on 18th January, 2002
“Sun Tai Hing”	Sun Tai Hing Garment Making Company Limited, a wholly-owned subsidiary of the Company incorporated in Hong Kong on 10th March, 1966
“Track Record Period”	the period of three years ended 31st March, 2002
“Underwriters”	the Placing Underwriters and the Public Offer Underwriter
“Underwriting Agreement”	the conditional underwriting and placing agreement relating to the Offer dated 29th October, 2002 entered into between the Company, the executive Directors, Huge Gain, the covenantors named therein (namely Mr. Garry Siu, Mr. Edmund Siu and Huge Gain), the Sponsors, the Lead Managers and the Underwriters, particulars of which are set forth in the section headed “Underwriting” of this prospectus
“US”	the United States of America
“US Buyers”	the existing six US buyers who concur with the Group’s compliance monitoring program and are willing to place orders with the Group’s garment and fashion manufacturing clients who have passed the Group’s compliance monitoring program

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“US\$”	United States dollars, the lawful currency of the US
“sq.ft.”	square feet
“sq.m.”	square metres
“kg”	kilograms
“\$” and “¢”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“%”	per cent.

Unless otherwise specified, the conversion of United States dollars into Hong Kong dollars in this prospectus is based on the approximate exchange rate of \$7.8 to US\$1.0. Such exchange rate has been used, where applicable, for purposes of illustration only and does not constitute a representation that any amounts have been, could have been or may be exchanged at this or any other rates.