
DEFINITIONS

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

“Application Form(s)”	WHITE application form(s), YELLOW application form(s), PINK application form(s) and GREEN application form(s), or where the context so requires, any of them which is used in relation to the Public Offer
“Articles” or “Articles of Association”	the articles of association of our Company, adopted on 3 August 2009, and as amended from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board” or “Board of Directors”	the board of Directors
“business day”	any day (other than a Saturday or Sunday) on which licensed banks in Hong Kong are generally open for business
“BVI”	British Virgin Islands
“Capitalisation Issue”	the issue of Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of our Company as referred to in the section headed “Further information about our Company – Written resolutions of all the Shareholders passed on 3 August 2009” in Appendix VI 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 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

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“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), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Sundart International Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 27 April 2009
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules, and in the context of our Company, means Tiger Crown, Mr. Chan, Scenemay Holdings, Mr. Li and Ms. Li
“Deed of Indemnity”	the deed of indemnity dated 10 August 2009 and executed by the Controlling Shareholders, Mr. Ng, Mr. Leung and Mr. Wong in favour of our Company, particulars of which are set out in the section headed “Other information – Estate duty, tax and other indemnity” in Appendix VI to this prospectus
“Deed of Non-competition”	the deed of non-competition dated 3 August 2009 and executed by the Controlling Shareholders, Mr. Ng, Mr. Leung and Mr. Wong in favour of our Company, particulars of which are set out in the section headed “Relationships with the Controlling Shareholders – Deed of Non-competition” in this prospectus
“Director(s)” or “our Director(s)”	the director(s) of our Company
“DSTP”	東莞承達木材制品有限公司 (Dongguan Sundart Timber Products Co., Ltd.), a wholly foreign-owned enterprise established in the PRC on 23 September 1992 and a wholly-owned subsidiary of Sundart Living, which in turn is a wholly-owned subsidiary of SPG. It is principally engaged in manufacturing of timber products, which principally include timber doors, wall panels and furniture

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“DSTP Agreement”	the manufacturing and supply agreement dated 14 March 2009 and entered into between Sundart Holdings, DSTP and SPG in relation to the supply of timber products, which principally include timber doors, wall panels and furniture, by DSTP to our Group
“DYBM”	東莞宜居建材有限公司 (Dongguan Yoho Building Materials Limited), a wholly foreign-owned enterprise established in the PRC on 29 September 2004 and a past member of the Sundart Living Group before its deregistration in May 2008. It was principally engaged in the manufacturing of timber products at the time of its deregistration
“eIPO Service Provider”	the White Form eIPO service provider designated by our Company
“First Six-month Period”	the period commencing on the date of this prospectus and ending on the date which is six months from the Listing Date
“Global Offering”	the Public Offer and the International Placing
“Golden Tiger”	Golden Tiger Group Limited, an investment holding company incorporated in the BVI with limited liability on 21 January 2008, whose entire issued share capital is owned by Tiger Crown and Scenemay Holdings in equal shares
“ GREEN Application Form(s)”	the application form(s) to be completed by the eIPO Service Provider
“Group” or “our Group” or “we” or “our” or “us”	our Company and its subsidiaries and jointly-controlled entity, or where the context refers to any time prior to our Company becoming the holding company of its present subsidiaries and jointly-controlled entity, the present subsidiaries and jointly-controlled entity of our Company and their past subsidiaries (if any) and the businesses operated by them
“HKFRS”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC

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“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Government”	the Government of Hong Kong
“ICBCI” or “Sponsor” or “Bookrunner” or “Global Coordinator”	ICBC International Capital Limited, a licensed corporation to conduct types 1 (dealing in securities) and 6 (advising on corporate finance) of the regulated activities under the SFO, acting as the global coordinator and bookrunner of the Global Offering, and the sponsor to the Listing
“Independent Third Parties”	persons or companies which are independent of and not connected with any of the directors, chief executive and substantial shareholders of our Company or any of its subsidiaries and their respective associates, and an “Independent Third Party” means any of them
“International Placing”	the conditional placing of the International Placing Shares, at the Offer Price with professional, institutional and other investors by the International Placing Underwriters on behalf of our Company and the Selling Shareholders as described in the section headed “Structure and conditions of the Global Offering” in this prospectus
“International Placing Shares”	the 129,600,000 Offer Shares (comprising 105,600,000 New Shares and 24,000,000 Sale Shares) initially being offered at the Offer Price under the International Placing together with, where relevant, any additional New Shares or Sale Shares which may fall to be issued or sold by the Over-allotment Option Grantors (as the case may be) pursuant to the exercise of the Over-allotment Option, but subject to adjustment as described in the section headed “Structure and conditions of the Global Offering” in this prospectus
“International Placing Underwriters”	the underwriters of the International Placing
“International Placing Underwriting Agreement”	the underwriting agreement in relation to the International Placing expected to be entered into on the Price Determination Date between our Company, our executive Directors, the Controlling Shareholders, the Selling Shareholders, the International Placing Underwriters and the Global Coordinator

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“JV Partners”	Mr. Jubin Kodinjyil Thomas, Ms. Anastasia Chistyakova and Mr. Abdullatteeef Mohammed A Al-Kuwari, who are, to the best of the knowledge of the Directors, save for their relationship as being business partners, independent from each other, and save for their interest in Sundart Interior, independent from our Group
“Latest Practicable Date”	3 August 2009, being the latest practicable date for the inclusion of information in this prospectus prior to the printing of this prospectus
“Lead Manager”	ICBC International Securities Limited, a licensed corporation to conduct type 1 (dealing in securities) of the regulated activities under the SFO, and appointed as the lead manager of the Global Offering
“Listing”	listing of the 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 on which dealings of the Shares on the Main Board of the Stock Exchange first commence, which is expected to be on 21 August 2009
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“LPI”	L P I (HK) Limited, a company incorporated in Hong Kong with limited liability on 15 April 2004 which was then owned as to 51% by Win Venture and a past member of our Group before we disposed of our interest in it in 2006. It was principally engaged in the business of sourcing and distribution of building materials at the time when we disposed of our interest in it in 2006
“Macau”	the Macau 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 operating in parallel with the Growth Enterprise Market of the Stock Exchange

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“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, adopted on 27 April 2009 and as amended from time to time
“Mr. Chan”	Mr. Chan William, an executive Director and one of the Controlling Shareholders
“Mr. Leung”	Mr. Leung Kai Ming, an executive Director and our Chief Operating Officer
“Mr. Li”	Mr. Li Chu Kwan, one of the Controlling Shareholders and Ms. Li’s brother
“Mr. Ng”	Mr. Ng Tak Kwan, an executive Director, our Chief Executive Officer and a substantial shareholder of our Company
“Mr. Wong”	Mr. Wong Kim Hung, Patrick, an executive Director
“Mr. Yip”	Mr. Yip Chun Kwok, an executive Director
“Ms. Li”	Ms. Li Wing Yin, one of the Controlling Shareholders and Mr. Li’s sister
“New Shares”	120,000,000 new Shares being offered for subscription at the Offer Price under the Global Offering which shall include the new Shares that may be issued pursuant to the exercise of the Over-allotment Option
“Offer Price”	the final price per Offer Share in Hong Kong dollars (exclusive of brokerage, SFC transaction levy and the Stock Exchange trading fee) under the Global Offering which is expected to be determined as further described in the section headed “Structure and conditions of the Global Offering – Pricing and allocation – Determining the Offer Price” in this prospectus
“Offer Shares”	the Public Offer Shares and the International Placing Shares, together with, where relevant, any additional New Shares to be issued or Sale Shares to be sold pursuant to the exercise of the Over-allotment Option

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“Over-allotment Option”	the option expected to be granted by the Over-allotment Option Grantors to the International Placing Underwriters and exercisable by the Lead Manager on their behalf, subject to the terms and conditions of the International Placing Underwriting Agreement pursuant to which (i) our Company may be required to allot and issue up to an aggregate of 10,800,000 additional New Shares; and (ii) the Selling Shareholders may be required to sell up to an aggregate of 10,800,000 additional Sale Shares (in aggregate representing 15% of the Offer Shares initially offered under the Global Offering) to cover, among other things, over-allocations in the International Placing and/or the obligations of the Lead Manager to return Shares which it may borrow under the Stock Borrowing Agreement, particulars of which are set out in the section headed “Structure and conditions of the Global Offering” in this prospectus
“Over-allotment Option Grantors”	our Company and the Selling Shareholders
“PRC” or “China”	the People’s Republic of China which for the purpose of this prospectus does not include Hong Kong, Macau and Taiwan
“PRC Government”	the central government of the PRC including all political subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof
“Price Determination Date”	the date, expected to be on or around Friday, 14 August 2009 but no later than Wednesday, 19 August 2009, on which the Offer Price is fixed for the purpose of the Global Offering
“Public Offer”	the conditional offering by our Company of the Public Offer Shares for subscription by the public in Hong Kong for cash at the Offer Price, on and subject to the terms and conditions described in this prospectus and the Application Forms
“Public Offer Shares”	the 14,400,000 New Shares initially being offered for subscription at the Offer Price in the Public Offer, subject to adjustment
“Public Offer Underwriters”	the underwriters of the Public Offer listed in the section headed “Underwriting – Public Offer Underwriters” in this prospectus

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“Public Offer Underwriting Agreement”	the underwriting agreement dated 10 August 2009 in relation to the Public Offer entered into between our Company, our executive Directors, the Controlling Shareholders, the Public Offer Underwriters and the Global Coordinator
“Qatar”	the State of Qatar
“Reorganisation”	the reorganisation arrangements undergone by our Group in preparation for the Listing, which is more particularly described in the section headed “History, Reorganisation and Group structure” in this prospectus
“Sale Shares”	24,000,000 Shares to be offered for purchase by the Selling Shareholders at the Offer Price under the International Placing, and to the extent the Over-allotment Option is exercised, together with up to an aggregate of 10,800,000 additional Sale Shares
“Scenemay Holdings”	Scenemay Holdings Limited, an investment holding company incorporated in the BVI with limited liability on 18 December 2007, whose entire issued share capital is owned by Mr. Li and Ms. Li in equal shares
“Second Six-month Period”	the period of six months commencing from the expiry of the First Six-month Period expires
“Selling Shareholders”	Tiger Crown, Scenemay Holdings, Mr. Ng, Mr. Leung and Mr. Wong, the Shareholders who offer Shares for purchase in the International Placing with their particulars set out in the section headed “Other information – Particulars of the Selling Shareholders” in Appendix VI to this prospectus
“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 3 August 2009, a summary of its principal terms is set out under the section headed “Share Option Scheme” in Appendix VI to this prospectus

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“Share Repurchase Mandate”	the general unconditional mandate to repurchase Shares granted to our Directors pursuant to the written resolutions of all the Shareholders passed on 3 August 2009 as described in the section headed “Share capital – General mandate to repurchase Shares” in this prospectus
“Share(s)”	ordinary share(s) of our Company with a nominal value of HK\$0.01 each
“Shareholder(s)”	holder(s) of Share(s)
“SI-JV Agreement”	the joint venture agreement dated 14 May 2009 and entered into between Sundart (Middle East) and the JV Partners relating to the establishment and operation of Sundart Interior and as amended by an amendment agreement dated 15 July 2009 entered into between the same parties
“SIL”	Sundart International Limited, a company incorporated in Hong Kong with limited liability on 3 September 2003, a wholly-owned subsidiary of SPG and a past member of our Group before we disposed of our interest in it in 2006. It was principally engaged in the business of sourcing and distribution of timber products at the time when we disposed of our interest in it in 2006
“SI (Macau)”	Sundart International (Macau) Limited, a company incorporated in Macau with limited liability on 16 January 2008 and an indirect wholly-owned subsidiary of SPG. It is principally engaged in the business of sourcing and distribution of timber products
“SPG”	Sundart Products Group Limited (formerly known as Wenwick Group Limited), an investment holding company incorporated in the BVI with limited liability on 8 May 2006, whose entire issued share capital is owned by Mr. Leung
“Stock Borrowing Agreement”	the stock borrowing agreement to be entered into between the Lead Manager, Tiger Crown and Mr. Ng on or about the Price Determination Date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules

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“Sundart (Beijing)”	北京承達創建裝飾工程有限公司 (Sundart Engineering & Contracting (Beijing) Limited), a wholly foreign-owned enterprise established in the PRC on 19 September 2003 and a wholly-owned subsidiary of Sundart Timber. It is principally engaged in interior fitting-out works
“Sundart (Macau)”	Sundart Engineering Services (Macau) Limited, a company incorporated in Macau with limited liability on 18 March 2005, which is owned as to 90% by Sundart Timber and 10% by Sundart Holdings. It is principally engaged in interior fitting-out works
“Sundart (Middle East)”	Sundart Investments (Middle East) Limited, an investment holding company incorporated in Hong Kong with limited liability on 4 November 2002 and a wholly-owned subsidiary of Sundart Development
“Sundart Build Idea”	Sundart Build Idea Limited, an inactive company incorporated in Hong Kong with limited liability on 15 August 2007, which was owned as to 65% by Sundart Investments and 35% by an Independent Third Party and a past member of our Group before its deregistration in 2008
“Sundart Creation”	Sundart Creation Limited, a company incorporated in Hong Kong with limited liability on 20 May 2005 and a past member of our Group before we disposed of our interest in it to an Independent Third Party in 2007. It was principally engaged in property investment at the time when we disposed of our interest in it in 2007
“Sundart Development”	Sundart Development Limited, an investment holding company incorporated in the BVI with limited liability on 21 May 2008 and a wholly-owned subsidiary of Sundart Holdings
“Sundart Engineering”	Sundart Engineering Limited, a company incorporated in Hong Kong with limited liability on 12 September 1986, which was a wholly-owned subsidiary of Sundart Holdings prior to its disposal to Mr. Leung Chung Lim, who is the son of Mr. Leung, on 28 March 2008. It was principally engaged in supply and installation of timber doors and floorsets and interior fitting-out works at the time when we disposed of our interest in it in 2008

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“Sundart Holdings”	Sundart Holdings Limited, an investment holding company incorporated in the BVI with limited liability on 21 May 2001 and a wholly-owned subsidiary of our Company
“Sundart Interior”	Sundart Interior Contracting (Middle East) L.L.C., a company incorporated in Qatar with limited liability on 17 May 2009, which Sundart (Middle East) holds 47% of its share capital and is entitled to share 51% of its profit pursuant to the SI-JV Agreement and its articles of association and which is a jointly-controlled entity of our Company. It is principally engaged in interior fitting-out works
“Sundart International”	Sundart International Supply Limited, a company incorporated in Hong Kong with limited liability on 4 November 2002 and a wholly-owned subsidiary of Sundart Products. It is principally engaged in the business of sourcing and distribution of interior decorative materials
“Sundart Investments”	Sundart Investments Limited, an investment holding company incorporated in Hong Kong with limited liability on 7 April 2005 and a wholly-owned subsidiary of Sundart Holdings
“Sundart Living”	Sundart Living Limited, a company incorporated in Hong Kong with limited liability on 11 August 1994, a wholly-owned subsidiary of SPG and a past member of our Group before we disposed of our interest in it in 2005
“Sundart Living Group”	SPG and its subsidiaries including DSTP, Win Venture and SI (Macau) and, where the context refers to any time when DYBM was a subsidiary of SPG, also includes DYBM
“Sundart Products”	Sundart Products Limited, an investment holding company incorporated in the BVI with limited liability on 11 November 2008 and a wholly-owned subsidiary of Sundart Holdings
“Sundart Timber”	Sundart Timber Products Company Limited, a company incorporated in Hong Kong with limited liability on 10 January 1995 and a wholly-owned subsidiary of Sundart Investments. It is principally engaged in investment holding and interior fitting-out works

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“Synovate Report”	a report in respect of, among others, the fitting-out industry issued by the business consulting unit of Synovate Limited dated 31 July 2009 and commissioned by us
“Taishan Sundart”	台山承達建材有限公司 (Taishan Sundart Building Materials Co., Ltd.), a wholly foreign-owned enterprise established in the PRC on 13 June 2003, a wholly-owned subsidiary of Sundart Creation at the time when we disposed of our interest in it to an Independent Third Party in 2007 and a past member of our Group before we disposed of our interest in it in 2007. It was principally engaged in property investment at the time when we disposed of our interest in it in 2007
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong
“Tiger Crown”	Tiger Crown Limited, an investment holding company incorporated in the BVI with limited liability on 2 March 2004, the entire issued share capital of which is owned by Mr. Chan
“Track Record Period”	the three financial years ended 31 March 2009
“Underwriters”	the Public Offer Underwriters and the International Placing Underwriters
“Underwriting Agreements”	the Public Offer Underwriting Agreement and the International Placing Underwriting Agreement
“United States” or “U.S.”	the United States of America
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“White Form eIPO”	the application for the Public Offer Shares to be issued in the own name of the applicant by submitting application online at the designated website of the eIPO Service Provider at www.eipo.com.hk
“Win Venture”	Win Venture Trading Limited, a company incorporated in Hong Kong with limited liability on 20 March 2002, a wholly-owned subsidiary of SPG and a past member of our Group before we disposed of our interest in it in 2006. It was principally engaged in the business of sourcing and distribution of timber products at the time when we disposed of our interest in it in 2006

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“HK\$” or “HK dollars” or “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“MOP” or “Pataca”	Macau Pataca, the lawful currency of Macau
“QAR” or “Qatar Riyals”	Qatar Riyals, the lawful currency of Qatar
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“sq.m.” or “m ² ”	square metres
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“£”	pound sterling, the lawful currency of the United Kingdom
“%”	per cent.

The English names of the PRC entities mentioned in this prospectus are translations of their Chinese names. If there is any inconsistency, the Chinese names shall prevail.

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

Certain monetary amounts included in this prospectus have been subject to rounding adjustments; accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them.

For the purpose of illustration only and unless otherwise specified in this prospectus, amounts denominated in MOP, QAR, RMB and US\$ have been translated into HK\$ at the rates of MOP1.03 = HK\$1, QAR0.47 = HK\$1, RMB0.88 = HK\$1 and US\$1 = HK\$7.76. No representation is made that the MOP, QAR, RMB and US\$ amounts could have been, or could be, converted into HK\$ at such rates or at any other rate on such date or on any other date. Unless otherwise specified, all references to any shareholdings in our Company assume no exercise of the Over-allotment Option.