
DEFINITIONS

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

“Application Form(s)”	white application form(s) and yellow application form(s), or where the context so requires, any one or both of them, relating to the Share Offer
“Application Lists”	the application lists for the Public Offer
“Articles of Association”	the articles of association of our Company adopted on 23 June 2010 and as amended from time to time, a summary of which is set out in Appendix IV to this prospectus
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board” or “Board of Directors”	the board of Directors as at the date of this prospectus
“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”	the British Virgin Islands
“Call Option Deed”	a call option deed dated 3 November 2008 whereby CFS was granted call options to purchase shares of two insurance intermediary companies
“CAM”	Convoy Asset Management Limited (康宏資產管理有限公司), a company incorporated in Hong Kong with limited liability on 24 November 1999, which is wholly-owned by CFG and is licensed by SFC to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO
“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
“CFG”	Convoy Financial Group Limited (康宏理財集團有限公司) (formally known as Advance All Enterprises Limited), a

DEFINITIONS

	company incorporated in the BVI with limited liability on 2 September 2002 and owned as to approximately 56.2% by Perfect Team and 43.8% by Convoy Inc
“CFG Group”	CFG and its subsidiaries, save for our Group
“CFS”	Convoy Financial Services Limited (康宏理財服務有限公司) (formerly known as Wardley Shipping Limited (和利船務有限公司), Equitable Insurance Management Limited (公正保險管理有限公司), Convoy Insurance Brokers Limited (康威保險經紀行有限公司) and Convoy NPL Financial Services Limited (康宏理財服務有限公司)), a company incorporated in Hong Kong with limited liability on 12 March 1992, an indirect wholly-owned subsidiary of our Company and a registered member of PIBA and corporate intermediary of MPFA
“CIS”	Convoy Investment Services Limited (康宏証券投資服務有限公司), a company incorporated in Hong Kong with limited liability on 23 February 2007 and is wholly-owned by CFG, and is licensed by the SFC to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts) and type 4 (advising on securities) regulated activities under the SFO, and one of the Joint Lead Managers
“Companies Law”	the Companies Law, Chapter 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” or “our Company”	Convoy Financial Services Holdings Limited (康宏理財控股有限公司), an exempted company incorporated in the Cayman Islands on 12 March 2010 with limited liability
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Consultant(s)”	individual(s) registered with PIBA as technical representative(s) and accredited to CFS, and engaged by CFS to provide services to customers and potential customers in negotiating contracts of insurance and, in some cases, MPF schemes
“Controlling Shareholder(s)”	any person who is or a group of persons who are together entitled to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) or more of the power at general meetings of our Company or who is or are in a position to

DEFINITIONS

	control the composition of a majority of the Board, and, for the purpose of this prospectus, refers to Convoy Inc, Perfect Team, CFG, and the respective individual shareholders of Convoy Inc, and Mr. Sin Kin Chung (the cousin of Mr. Shin Kin Man who is a shareholder of Convoy Inc)
“Convoy Inc”	Convoy Inc., a company incorporated in the BVI with limited liability on 29 January 2001, which is owned by Mr. Lee Kwok Yin, Denthur, Mr. Chan Chi Keung, Ms. Fong, Mr. Wong, Mr. Mak, Mr. Ng Ka Wai, Eric, Mr. Chan Tsz Kin, Ernest and Mr. Shin Kin Man as to approximately 20.1%, 19.7%, 19.7%, 19.7%, 5.4%, 5.4%, 5.1% and 4.9% respectively, and one of the Controlling Shareholders
“CTL”	Convoy (Trademarks) Limited (康宏 (商標) 有限公司), a company incorporated in the BVI with limited liability on 30 October 2009 and a wholly-owned subsidiary of CFG
“Convoy”, “康宏” and “康宏理財”	brand names adopted by our Group in engaging in our business
“Development Model”	a development model for the Consultants, in which the Consultants and trainees are specially trained, monitored and educated in accordance with our Group’s defined policies, details of which are described under the paragraph headed “The Development Model” in the section headed “Business” in this prospectus
“Director(s)”	the director(s) of our Company
“Group”, “we” or “us”	our Company and our subsidiaries or any of them or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, such subsidiaries as if they were the subsidiaries of our Company at the time
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HK cents”	Hong Kong cents, the lawful currency of Hong Kong
“HKCIB”	The Hong Kong Confederation of Insurance Brokers, a body of insurance brokers which is approved by the IA under the Insurance Companies Ordinance
“HKFRSs”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC

DEFINITIONS

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“IA”	the public officer appointed as the Insurance Authority pursuant to the Insurance Companies Ordinance
“IFPHK”	Institute of Financial Planners of Hong Kong, a non-profit, self-regulatory organisation representing over 10,000 financial services practitioner from the financial planning and wealth management industry in Hong Kong
“ILAS Issuer(s)”	authorised insurer(s) that provide(s) Investment-linked Assurance Scheme, an insurance policy of the “linked long-term” class as defined in the First Schedule, Part 2 of the ICO, to our Group
“Independent Third Party(ies)”	independent third party or parties who is/are not connected with any members of our Group, our Directors, the chief executives and the substantial shareholders of our Company and our subsidiaries and/or any of their respective associates
“Insurance Companies Ordinance” or “ICO”	the Insurance Companies Ordinance (Chapter 41 of the Laws of Hong Kong), as amended and supplemented from time to time
“Joint Lead Managers”	Quam Securities and CIS
“Latest Practicable Date”	22 June 2010, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information referred to in this prospectus
“Listing”	the listing of our Shares on the Main Board
“Listing Date”	the date on which dealings in our Shares first commence on the Main Board, which is expected to be on or around Tuesday, 13 July 2010
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Main Board”	the main board of the Stock Exchange
“Memorandum of Association”	the memorandum of association of our Company
“MPF”	Mandatory Provident Fund
“MPF Provider(s)”	company(ies) that provide(s) MPF schemes to our Group
“MPFA”	Mandatory Provident Fund Schemes Authority



DEFINITIONS

“Ms. Fong”	Fong Sut Sam, an executive Director and one of the Controlling Shareholders
“Mr. Mak”	Mak Kwong Yiu, an executive Director and one of the Controlling Shareholders
“Mr. Wong”	Wong Lee Man, an executive Director and one of the Controlling Shareholders
“OCI”	the Office of the Commissioner of Insurance of the Government of Hong Kong, which is the office for the IA
“Offer Price”	the final HK dollars offer price per Offer Share (excluding brokerage fee of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%) at which the Offer Shares are to be subscribed, such price is expected to be not more than HK\$1.20 and not less than HK\$1.00 and to be determined on or before Tuesday, 6 July 2010, or such later date as may be agreed between our Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters)
“Offer Share(s)”	the Placing Share(s) and the Public Offer Share(s)
“Perfect Team”	Perfect Team Group Limited, a company incorporated in the BVI with limited liability on 2 September 2002 and one of the Controlling Shareholders
“PIBA”	Professional Insurance Brokers Association, a body of insurance brokers which is approved by the IA under the Insurance Companies Ordinance
“Placing”	the conditional placing of initially 90,000,000 Placing Shares at the Offer Price on and subject to the terms and conditions described in this prospectus as further described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Placing Shares”	the 90,000,000 new Shares being offered for subscription under the Placing
“Placing Underwriters”	the underwriters in respect of the Placing named under the paragraph headed “Placing Underwriters” in the section headed “Underwriting” in this prospectus
“PRC”	the People’s Republic of China which, for the purposes of this prospectus, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Price Determination Date”	the date on which the final Offer Price is determined by our Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters), which is expected to be on

DEFINITIONS

	or before Tuesday, 6 July 2010, or such later date as may be agreed between our Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters)
“Product Issuer(s)”	company(ies) that provide(s) insurance products (including ILAS) and/or MPF schemes to our Group
“Public Offer”	the offer to the public in Hong Kong for subscription of the Public Offer Shares at the Offer Price, on and subject to the terms and conditions stated in this prospectus and in the Application Forms
“Public Offer Shares”	the 10,000,000 new Shares initially being offered by our Company for subscription at the Offer Price under the Public Offer
“Public Offer Underwriters”	the underwriters in respect of the Public Offer named under the paragraph headed “Public Offer Underwriters” in the section headed “Underwriting” in this prospectus
“Quam Capital” or “Sponsor”	Quam Capital Limited, a corporation licensed by the SFC to carry out type 6 (advising on corporate finance) regulated activity under the SFO
“Quam Securities”	Quam Securities Company Limited, a corporation licensed by the SFC to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO, one of the Joint Lead Managers
“Reorganisation”	the reorganisation of group of companies now comprising our Group in preparation for the Listing completed on 21 June 2010, details of which are set forth under the paragraph headed “History and development” in the section headed “Corporate history, development and Reorganisation” and under the paragraph headed “Corporate Reorganisation” in Appendix V to this prospectus
“Securities Ordinance (repealed)”	the Securities Ordinance (Chapter 333 of the Laws of Hong Kong), which was repealed with effect from 1 April 2003
“SFC”	the Securities and Futures Commission of Hong Kong
“SFC Circular”	the circular entitled “Circular Clarifying the Licensing Requirements arising out of the Promotion Offering or Sale of Investment-linked Assurance Schemes to the Public” dated 13 August 2009 published by the SFC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) with a nominal value of HK\$0.10 each in the share capital of our Company
“Share Offer”	the Placing and the Public Offer
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 23 June 2010, the principal terms of which have been summarised under the paragraph headed “Share Option Scheme” in Appendix V to this prospectus
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“Track Record Period”	the period comprising the three years ended 31 December 2007, 2008 and 2009
“Trademarks”	 , CONVOY, 康宏理财, 康宏 and  , being trademarks owned by CTL
“Trademarks Agreement”	a trademarks agreement entered into between CTL and our Company on 21 June 2010, details of which are disclosed under the paragraph headed “Connected transactions” in the section headed “Relationship with the Controlling Shareholders and connected transactions” in this prospectus;
“Underwriters”	the Placing Underwriters and the Public Offer Underwriters
“Underwriting Agreement”	the underwriting agreement dated 28 June 2010 entered into between, among others, our Company, the Controlling Shareholders, the Sponsor, the Joint Lead Managers and the Underwriters relating to the Share Offer, details of which are set out in the section headed “Underwriting” in this prospectus.
“United States” or “US” or “USA”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “US dollar(s)”	United States dollar(s), the lawful currency of the United States
“%”	per cent.

Certain amounts and percentage figures 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 preceding them.