
DEFINITIONS

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

“Application Form(s)”	WHITE application form(s), YELLOW application form(s), BLUE application form(s), PINK application form(s) and GREEN application form(s) or, where the context so requires, any of them, relating to the Hong Kong Public Offering
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Assured Entitlement”	the entitlement of a Qualifying VC Shareholder to apply for Reserved Shares under the Preferential Offering on the basis of an assured allotment of 40 Reserved Shares for every integral multiple of 2,000 VC Shares held by each Qualifying VC Shareholder as at 5:00 p.m. on the Record Date
“Board”	our board of Directors
“Business Day(s)”	any day(s) (excluding Saturday(s), Sunday(s) and public holiday(s)) in Hong Kong on which licensed banks in Hong Kong are open for banking business throughout their normal business hours
“BVI”	the British Virgin Islands
“Bye-laws”	the bye-laws of our Company adopted on 8 September 2010, as amended from time to time
“CAGR”	compound annual growth rate
“Capitalisation Issue”	the issue of Shares to be made upon the capitalisation of certain sums standing to the credit of the share premium account of our Company referred to in the sub-paragraph headed “Resolutions in writing of all Shareholders passed on 8 September 2010” in the paragraph headed “Further information about our Company and our subsidiaries” in Appendix V 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

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“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
“Companies Act”	the Companies Act 1981 of Bermuda, as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	Ford Glory Group Holdings Limited, an exempted company incorporated in Bermuda on 3 March 2010 under the Companies Act with limited liability
“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 unless the context requires otherwise, refers to Sure Strategy, Merlotte and VC Investments who together will control the exercise of 73.059% voting rights in the general meeting of our Company after completion of the Global Offering
“Cut-and-Sew”	a process by which knit fabrics in form of yardage (instead of fully-fashioned panels) are being cut and sew, which requires special attention in layout and cutting of the fabrics and special sewing equipment for construction and finishing
“Director(s)”	director(s) of our Company
“Eligible Employees”	full-time employees of member(s) of the Group that are incorporated in Hong Kong as at 8 September 2010 who are Hong Kong residents, excluding our Directors or directors of our subsidiaries and their respective associates, and any other connected persons of our Company
“Employee Preferential Offering”	the offer of up to 5,900,000 Hong Kong Offer Shares to Eligible Employees as described in the paragraph headed “Employee Preferential Offering” of the section headed “Structure and conditions of the Global Offering” in this prospectus

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“FG Holdings”	Ford Glory Holdings Limited, a company incorporated on 28 May 2002 in the BVI, being a direct wholly-owned subsidiary of our Company
“FG International”	Ford Glory International Limited, a company incorporated on 11 July 1996 in Hong Kong, being an indirect wholly-owned subsidiary of our Company
“FG Shanghai”	福之源貿易(上海)有限公司(Ford Glory Trading (Shanghai) Limited*), a company established on 7 February 2006 in the PRC, being an indirect wholly-owned subsidiary of our Company
“FG Shenzhen”	福源創業信息諮詢服務(深圳)有限公司(Ford Glory (Shenzhen) International Ltd.*), a company established on 15 December 2009 in the PRC, being an indirect wholly-owned subsidiary of our Company
“Fractional Shareholders”	holders of VC Shares, whose names appeared on the register of members of VC and were shown as holding fewer than 2,000 VC Shares as at 5:00 p.m. on the Record Date, other than the Overseas VC Shareholders
“Global Offering”	the Hong Kong Public Offering (which includes the Employee Preferential Offering and the Preferential Offering) and the International Placing
“GREEN Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider designated by our Company
“Group”, “we”, “our” or “us”	our Company and our subsidiaries or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of our present subsidiaries, the present subsidiaries of our Company and the businesses operated by such subsidiaries
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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“Hong Kong Offer Shares”	the 59,000,000 Offer Shares initially offered for subscription under the Hong Kong Public Offering subject to adjustment as described in the section headed “Structure and conditions of the Global Offering” in this prospectus. The 59,000,000 Offer Shares include the 21,281,983 Reserved Shares and 5,900,000 Offer Shares initially available for subscription by Eligible Employees
“Hong Kong Public Offering”	the conditional offer for subscription of the Hong Kong Offer Shares by our Company 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 Application Forms
“Hong Kong Share Registrar”	Tricor Secretaries Limited, our Hong Kong Share Registrar of our Company
“Hong Kong Underwriters”	the underwriters listed in the paragraph headed “Hong Kong Underwriters” of the section headed “Underwriting” in this prospectus, being the underwriters of the Hong Kong Public Offering
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 16 September 2010 relating to the Hong Kong Public Offering, which was entered into by, among others, the Sponsor, the Hong Kong Underwriters, our executive Directors, our Controlling Shareholders and our Company, as further described in the paragraph headed “Underwriting arrangements and expenses” of the section headed “Underwriting” in this prospectus
“Independent Third Party(ies)”	person(s) or company(ies) who/which is/are independent of and not connected with our Group, our Directors, the chief executives, Controlling Shareholders and Substantial Shareholders of our Company and our subsidiaries and any of their respective associates
“Indonesian Factory”	the factory located in Indonesia and operated by PT. Victory Apparel Semarang, an indirect wholly-owned subsidiary of our Company, for manufacturing of garment products
“Indonesian Legal Advisers”	DNC Advocates at Work, a qualified Indonesian law firm acting as the Indonesian legal advisers to our Company for the application for listing on the Main Board

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“International Placing”	the conditional placing of the International Placing Shares by the International Underwriters on behalf of our Company for cash at the Offer Price, with professional, institutional and/or other investors as described in the section headed “Structure and conditions of the Global Offering” in this prospectus
“International Placing Shares”	the 59,000,000 new Shares initially being offered for subscription under the International Placing subject to adjustment as described in the section headed “Structure and conditions of the Global Offering” in this prospectus
“International Underwriters”	the underwriters listed in the paragraph headed “International Underwriters” of the section headed “Underwriting” in this prospectus, being the underwriters of the International Placing
“International Underwriting Agreement”	the underwriting agreement relating to the International Placing to be entered into on or around Wednesday, 22 September 2010 by the Lead Manager, the International Underwriters, our executive Directors, our Controlling Shareholders and our Company, as further described in the paragraph headed “International Placing” of the section headed “Underwriting” in this prospectus
“Jiangmen Factory”	江門冠暉製衣有限公司 (Jiangmen V-Apparel Manufacturing LTD.), a company established on 31 May 2000 in the PRC, being an indirect wholly-owned subsidiary of our Company
“Jordan Factory”	the factory located in Jordan and operated by Victory Apparel (Jordan) Manufacturing Company Limited, an indirect wholly-owned subsidiary of our Company, which was leased to an Independent Third Party
“Kimberley”	加美(清遠)製衣有限公司 (Kimberley (Qing Yuan) Garment Limited), a company established in the PRC and indirectly owned as to 50% by Mr. Lau and as to 50% by his wife
“Knit-to-Shape”	a process by which major components of a knit garment are produced by panel knitting, linking the knitted panels and washing, so as to require minimal, if any, cutting or trimming
“Latest Practicable Date”	10 September 2010, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information in this prospectus
“Listing”	the listing of the Shares on the Main Board

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“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 Tuesday, 5 October 2010, on which dealings in the Shares on the Main Board first commence
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Macau”	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 operated in parallel with the Growth Enterprise Market of the Stock Exchange. For the avoidance of doubt, the Main Board excludes the Growth Enterprise Market of the Stock Exchange
“Mayer”	Mayer Apparel Limited, a company incorporated on 4 January 2006 in Hong Kong, being a non-wholly owned subsidiary of our Company and owned as to 51% by FG Holdings and as to 49% by Mr. Lau
“Merlotte”	Merlotte Enterprise Limited, a company incorporated on 19 April 2002 in the BVI and wholly-owned by Mr. Choi
“Mr. Chen”	Mr. Chen Tien Tui, our non-executive Director and an executive director and a Substantial Shareholder of VC
“Mr. Choi”	Mr. Choi Lin Hung, our chairman and chief executive officer and our executive Director
“Mr. Lau”	Mr. Lau Kwok Wa, Stanley, our executive Director, a Substantial Shareholder and a director of Mayer
“Mr. Li”	Mr. Li Ming Hung, our non-executive Director and an executive director and a Substantial Shareholder of VC
“Offer Price”	the final price per Offer Share (exclusive of the brokerage fee of 1.0%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%) of not more than HK\$0.60 per Offer Share and is expected to be not less than HK\$0.50 per Offer Share at which the Offer Shares are to be offered for subscription pursuant to the Global Offering

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“Offer Share(s)”	the Hong Kong Offer Shares and the International Placing Share(s)
“Overseas VC Shareholders”	registered holders of VC Shares, whose addresses on the register of members of VC were outside Hong Kong at 5:00 p.m. on the Record Date
“PRC” or “China”	the People’s Republic of China which, for the purpose of this prospectus and for geographical references only and except where the context requires, references in this prospectus to “PRC” or “China” excludes Hong Kong, Macau and Taiwan
“PRC Factory”	the factory located in the PRC and operated by Jiangmen Factory for manufacturing of garment products
“PRC Legal Advisers”	GFE Law Office, a qualified PRC law firm acting as the PRC legal advisers to our Company for the application for listing on the Main Board
“Preferential Offering”	the preferential offer to the Qualifying VC Shareholders of up to 21,281,983 Reserved Shares as further described in the section headed “Structure and conditions of the Global Offering” in this prospectus
“Price Determination Agreement”	the agreement to be entered into between our Company and the Lead Manager (for itself and on behalf of the Underwriters) on or before the Price Determination Date to fix and record the Offer Price
“Price Determination Date”	the date, expected to be on or about Wednesday, 22 September 2010 and, in any event, no later than Monday, 27 September 2010, on which the Offer Price is fixed for the purposes of the Global Offering
“Qualifying VC Shareholders”	holders of VC Shares whose names appear on the register of members of VC as holding 2,000 or more VC Shares at 5:00 p.m. on the Record Date, other than the Overseas VC Shareholder(s)
“Record Date”	15 September 2010, being the record date for ascertaining the Assured Entitlement
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the corporate reorganisation of our Group in preparation for the Listing as described under the section headed “Reorganisation” in this prospectus

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“Reserved Shares”	the 21,281,983 Offer Shares (representing approximately 18.04% of the Offer Shares initially available under the Global Offering) available in the Preferential Offering and which are to be allocated out of the Hong Kong Offer Shares under the Hong Kong Public Offering
“RFID”	Radio frequency identification, the use of a tag applied to or incorporated into another object for the purpose of identification and tracking using radio waves
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“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 adopted by our Company and approved by the shareholders of VC on 28 July 2010, a summary of the principal terms of which is set out under the paragraph headed “Share Option Scheme” in Appendix V to this prospectus
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Share(s)
“Spin-off”	the separate listing of the Shares on the Main Board
“Sponsor” or “Bookrunner” or “Lead Manager” or “CIMB”	CIMB Securities (HK) Limited, a licensed corporation registered under the SFO to carry on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities as defined in the SFO, being the sole sponsor, lead manager and bookrunner of the Global Offering
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Companies Ordinance
“Substantial Shareholder(s)”	has/have the meaning ascribed to it under the Listing Rules

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“Sure Strategy”	Sure Strategy Limited, a company incorporated on 25 March 2010 in the BVI and owned as to 49% by Merlotte and 51% by VC Investments
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the period comprising the three financial years ended 31 March 2010
“U.K.”	the United Kingdom of Great Britain and Northern Ireland
“Underwriters”	collectively, the International Underwriters and the Hong Kong Underwriters
“Underwriting Agreements”	collectively, the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdictions
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“VC”	Victory City International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board
“VC Group”	VC and its subsidiaries, which, for the purpose of this prospectus, excludes our Group
“VC Holdings”	Victory City Holdings Limited, a company incorporated on 28 October 1993 in the BVI, being a direct wholly-owned subsidiary of VC
“VC Investments”	Victory City Investments Limited, a company incorporated on 28 May 2002 in the BVI, being a direct wholly-owned subsidiary of VC, and our Controlling Shareholder
“VC Shares”	ordinary shares of HK\$0.01 each in the share capital of VC
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of the White Form eIPO Service Provider at www.hkeipo.hk

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“White Form eIPO Service Provider”	the White Form eIPO service provider designated by our Company, as specified on the designated website at www.hkeipo.hk
“Yoko Sun”	Yoko Sun Limited, a company incorporated on 20 July 2007 in Hong Kong, which is owned by three Independent Third Parties and operates its business under the name “teelocker”
“CAD”	Canadian dollars, the lawful currency of Canada
“EUR”	Euro, the lawful currency of the European Union
“GBP” or “£”	British pound sterling, the lawful currency of the UK
“HK\$” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“IDR”	Indonesian Rupiah, the lawful currency of Indonesia
“MXN”	Mexican Peso, the lawful currency of Mexico
“RMB”	Renminbi, the lawful currency of the PRC
“US\$” or “USD”	United States dollars, the lawful currency of the U.S.
“sq.m.” or “m ² ”	square metres
“%”	per cent.

Unless otherwise specified, for the purpose of this prospectus and for the purpose of illustration only, Hong Kong dollar amounts have been translated using the following rates:

US\$1: HK\$7.755

RMB1: HK\$1.135

No representation is made that any amounts in US\$, RMB or HK\$ were or could have been converted at the above rate or at any other rates or at all.

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown in totals in certain tables may not be arithmetic aggregation of the figures preceding them.

All times refer to Hong Kong time.

The names of certain PRC laws and regulations and the companies or entities established in the PRC have been included in this prospectus in both the Chinese and English languages. The English names of these laws and regulations and companies and entities are only English translation of their respective official Chinese names and they are denoted with “”. In the event of any inconsistency, the Chinese version shall prevail.*