
DEFINITIONS

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

“1010 Group”	1010 Group Limited, a wholly-owned subsidiary of the Company
“1010 PIL”	1010 Printing International Limited, a wholly-owned subsidiary of the Company
“Accountants’ Report”	the accountants’ report on the Group for the three years ended 31 December 2010 prepared by BDO Limited, the text of which is set out in Appendix I to this prospectus
“Application Form(s)”	WHITE, YELLOW, GREEN and BLUE application form(s), or, where the context so requires, any of them
“associates”	has the meaning ascribed to it under the Listing Rules
“Assured Entitlement(s)”	the entitlement of a Qualifying Recruit Shareholder to apply for Reserved Shares under the Preferential Offer on the basis of 236 Reserved Shares for every whole multiple of 6,000 Recruit Shares (one board lot of Recruit Shares) held by such Qualifying Recruit Shareholder as at 4:30 p.m. on the Record Date
“BLUE Application Form”	the form of application for the Reserved Shares for use by the Qualifying Recruit Shareholder under the Preferential Offer
“BMI Appraisals”	BMI Appraisals Limited
“Board”	the board of Directors
“Business Agent”	博羅縣對外加工裝配服務公司(Boluo County Foreign Subcontracting Service Company), an Independent Third Party
“Business Day(s)”	any day(s) (excluding Saturdays, Sundays and public holidays) on which licensed banks in Hong Kong are generally open for normal banking business to the public
“BVI”	the British Virgin Islands
“Bye-Laws”	the bye-laws of the Company adopted on 23 June 2011 and as amended from time to time, a summary of which is set out in Appendix IV to this prospectus
“CAGR”	the compound annual growth rate

DEFINITIONS

“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant(s)”	person(s) admitted to participate in CCASS as direct clearing participant(s) or general clearing participant(s)
“CCASS Custodian Participant(s)”	person(s) admitted to participate in CCASS as custodian participant(s)
“CCASS Internet System”	the website operated by HKSCC to enable CCASS Investor Participants and, upon authorisation by a CCASS Clearing Participant or a CCASS Custodian Participant, stock segregated account statement recipients of that CCASS Clearing Participant or CCASS Custodian Participant to access CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures in effect from time to time
“CCASS Investor Participant(s)”	person(s) admitted to participate in CCASS as investor participant(s) who may be individual(s) or joint individual or a corporation
“CCASS Participant(s)”	CCASS Clearing Participant(s), CCASS Custodian Participant(s), or CCASS Investor Participant(s)
“CCASS Phone System”	the interactive voice response system operated by HKSCC for enabling CCASS Investor Participants and, upon authorisation by a CCASS Clearing Participant or a CCASS Custodian Participant, statement recipients of that CCASS Clearing Participant or CCASS Custodian Participant to access CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures in effect from time to time
“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”	1010 Printing Group Limited (匯星印刷集團有限公司), an exempted company incorporated under the laws of Bermuda with limited liability on 9 March 2011
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules, and unless the context requires otherwise, refers to Recruit and Recruit (BVI)

DEFINITIONS

“DIPN 21”	Departmental Interpretation and Practice Note No. 21 issued by the IRD
“Director(s)”	the director(s) of the Company
“GREEN Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group”	the Company and its subsidiaries or, where the context so requires, in respect of the period prior to the Company becoming the holding company of its present subsidiaries, the present subsidiaries of the Company or their predecessors (as the case may be)
“Haitong”	Haitong International Securities Company Limited, a corporation licensed to carry on type 1 (dealing in securities), type 3 (leveraged foreign exchange trading) and type 4 (advising on securities) regulated activities under the SFO and an Independent Third Party
“HKFRS”	the 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” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Independent Third Party(ies)”	a person(s) or company(ies) which is/are independent of and not connected persons (within the meaning of the Listing Rules) of any directors, chief executives or substantial shareholders of the Group, its subsidiaries or any of their respective associates
“Investec” or “Sponsor”	Investec Capital Asia Limited, a corporation licensed to carry on type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO, being the sponsor in connection with the Share Offer and an Independent Third Party
“IRD”	Inland Revenue Department of Hong Kong

DEFINITIONS

“Joint Bookrunners” or “Joint Lead Managers”	Investec and Haitong
“Latest Practicable Date”	24 June 2011, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information contained herein
“Listing”	the listing of Shares on the Main Board by way of the Share Offer
“Listing Committee”	the listing sub-committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about Monday, 25 July 2011, on which dealings of the Shares on the Stock Exchange commence
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel to the Growth Enterprise Market of the Stock Exchange
“Memorandum”	the memorandum of association of the Company, as amended from time to time
“Non-competition Deed”	the deed of non-competition undertaking dated 29 June 2011 entered into between the Company and Recruit
“Offer Price”	the Hong Kong dollar price per Offer Share (exclusive of 1% brokerage, 0.003% SFC transaction levy and 0.005% Stock Exchange trading fee) of not more than HK\$0.90 and expected to be not less than HK\$0.70 at which the Offer Shares are to be subscribed for and issued pursuant to the Share Offer, such price is to be agreed between the Company and the Joint Bookrunners and Joint Lead Managers (for themselves and on behalf of the Underwriters) at or before the Price Determination Date
“Offer Shares”	the Public Offer Shares, the Placing Shares and the Reserved Shares
“Placing”	the conditional placing of the Placing Shares at the Offer Price to selected professional, institutional and private investors, details of which are described in the section headed “Structure and conditions of the Share Offer” in this prospectus

DEFINITIONS

“Placing Shares”	the 99,964,164 new Shares initially being offered by the Company for subscription under the Placing, subject to reallocation as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Placing Underwriter(s)”	the underwriter(s) of the Placing which are expected to enter into the Placing Underwriting Agreement
“Placing Underwriting Agreement”	the conditional placing underwriting agreement relating to the Placing to be entered into on or about the Price Determination Date by, among others, the Lead Managers, the Placing Underwriters, the Company and the Controlling Shareholders, as further described in the section headed “Underwriting – Underwriting arrangements and expenses – Placing” in this prospectus
“PRC” or “China”	the People’s Republic of China which, for the purposes of this prospectus, excludes Hong Kong, Macau and Taiwan
“PRC Legal Advisers”	Zhong Lun Law Firm, the legal advisers of the Company as to PRC law in connection with the Listing
“Preferential Offer”	the preferential offer to Qualifying Recruit Shareholders for subscription for the Reserved Shares on an assured basis at the Offer Price on and subject to the terms and conditions stated herein and in the BLUE Application Form
“Price Determination Date”	the date, expected to be on or before Friday, 15 July 2011, and no later than Thursday, 21 July 2011 (or such other time and date as may be agreed between the Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters)), on which the Offer Price is fixed
“Printing Licence”	the Print Operation Permission (印刷經營許可證) issued by the Guangdong Province News and Press Bureau (廣東省新聞出版局)
“Processing Agreement”	the processing agreement dated 7 March 2005 entered into between 1010 PIL, the Processing Partner and the Business Agent in relation to the processing arrangement for manufacturing of printed products, details of which are set out in the section headed “Business – Processing Arrangement” in this prospectus, and all supplements and amendments thereto from time to time

DEFINITIONS

“Processing Facility”	博羅縣園洲匯星印刷廠 (Boluo County Yuanzhou 1010 Printing Factory), a production facility situated at Xianan Industrial Area, Nangang Road, Yuanzhou Town, Boluo County, Huizhou City, Guangdong Province, the PRC, owned by the Processing Partner which is used for manufacturing of printed products for the Group and operating under the Processing Agreement
“Processing Partner”	博羅縣園洲鎮下南實業發展公司 (Boluo County Yuanzhou Town Xianan Industrial Development Company), an Independent Third Party
“Public Offer”	the offer of the Public Offer Shares for subscription by the public in Hong Kong at the Offer Price on and subject to the terms and conditions stated in this prospectus and in the related Application Forms
“Public Offer Shares”	the 12,504,000 new Shares initially offered by the Company for subscription at the Offer Price under the Public Offer (subject to reallocation as described in the section headed “Structure and conditions of the Share Offer” in this prospectus)
“Public Offer Underwriter(s)”	the underwriter(s) of the Public Offer listed in the paragraph headed “Public Offer Underwriters” under the section headed “Underwriting” in this prospectus
“Public Offer Underwriting Agreement”	the conditional public offer underwriting agreement dated 29 June 2011 relating to the Public Offer and entered into by, among others, the Joint Lead Managers, the Public Offer Underwriters, the Company and the Controlling Shareholders, as further described in the section headed “Underwriting – Underwriting arrangements and expenses – Public Offer” in this prospectus
“Qualifying Recruit Shareholders”	registered holders of Recruit Shares, whose shareholders’ names appear on the register of members of Recruit as holding 26 or more Recruit Shares as at 4:30 p.m. on the Record Date
“Record Date”	5 July 2011 being the record date for ascertaining the Assured Entitlements
“Recruit”	Recruit Holdings Limited, a company continued in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 550), and a Controlling Shareholder
“Recruit (BVI)”	Recruit (BVI) Limited, a company incorporated in the BVI with limited liability and a directly wholly owned subsidiary of Recruit and a Controlling Shareholder

DEFINITIONS

“Recruit Group”	Recruit and its subsidiaries but for the avoidance of doubt, excluding the Group upon completion of the Listing
“Recruit Shares”	ordinary shares of nominal value HK\$0.20 each in the share capital of Recruit
“Reorganisation”	the corporate reorganisation which the Group underwent prior to the issue of this prospectus, details of which are described under the paragraph headed “A. Further information about the Company – 4. Corporate reorganisation” in Appendix V to this prospectus
“Reserved Shares”	the 12,531,836 new Shares being offered pursuant to the Preferential Offer, representing approximately 10.0% of the Shares initially available under the Share Offer, subject to re-allocation to the Placing as described in the section headed “Structure and conditions of the Share Offer – The Preferential Offer” in 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(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Offer”	the Placing, the Public Offer and the Preferential Offer
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of the Hong Kong Exchanges and Clearing Limited
“subsidiary(ies)”	has the meanings ascribed to it in section 2 of the Companies Ordinance
“substantial shareholder(s)”	has the meanings ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Repurchases issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the three financial years ended 31 December 2010

DEFINITIONS

“U.K.” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“U.S.” or “United States”	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
“Underwriters”	the Public Offer Underwriters and the Placing Underwriters
“Underwriting Agreements”	the Public Offer Underwriting Agreement and the Placing Underwriting Agreement
“White Form eIPO”	the application for Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO (www.eipo.com.hk)
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“A\$”, “AUD” or “Australian dollar(s)”	Australian dollar(s), the lawful currency of Australia
“€”, “EUR” or “Euro(s)”	Euro(s), the lawful currency of the member states of the European Union that adopted the single currency in accordance with the Treaty on the Functioning of the European Union (signed on 13 December 2007)
“HK\$”, “HKD” or “Hong Kong dollar(s)” and “HK cent(s)”	Hong Kong dollar(s) and cent(s) respectively, the lawful currency of Hong Kong
“NZ\$”, “NZD” or “New Zealand dollar(s)”	New Zealand dollar(s), the lawful currency of New Zealand
“£”, “GBP” or “Pound(s) Sterling”	Pound(s) sterling, the lawful currency of the U.K.
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“US\$”, “USD” or “US dollar(s)”	United States dollar(s), the lawful currency of the U.S.
“sq.ft.”	square feet
“sq.m.”	square metre
“%”	per cent.

DEFINITIONS

In this prospectus, if there is any inconsistency between the official Chinese name of the PRC laws or regulations or the PRC government authorities or the PRC entities and their English translation, the Chinese version shall prevail. English translations of official Chinese names are for identification purposes only.

In this prospectus, unless otherwise specified, conversion of Australian dollars, Euros, New Zealand dollars, Pounds Sterling, Renminbi, or US dollars have been translated into HK\$ at an exchange rate of A\$0.12 to HK\$1.00, €0.09 to HK\$1.00, NZ\$0.16 to HK\$1.00, £0.08 to HK\$1.00, RMB0.84 to HK\$1.00 and US\$1.00 to HK\$7.78. No representation is made that any amount in Australian dollars, Euros, New Zealand dollars, Pounds Sterling, Renminbi, or US dollars can be or could have been converted into HK dollars at the relevant dates at the above rates or at any other rates at all.

All figures are converted (where relevant) for the purposes of this prospectus from square metres to square feet at 1 square metre = 10.7639 square feet.

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