

## DEFINITIONS

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

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| “Application Form(s)”                      | <b>WHITE</b> application form(s), <b>YELLOW</b> application form(s) and <b>GREEN</b> application form(s), or where the context so requires, any of them, to be used in relation to the Public Offer                      |
| “Articles of Association”<br>or “Articles” | the articles of association of our Company, conditionally adopted on 25 June 2011 to become effective upon the Listing, and as amended from time to time, a summary of which is set out in Appendix V to this prospectus |
| “associate(s)”                             | has the meaning ascribed thereto under the Listing Rules   |
| “Board”                                    | the board of Directors   |
| “Business Day”                             | a day (other than a Saturday, Sunday or public holiday) in Hong Kong on which banks in Hong Kong are open generally for normal banking business  |
| “BVI”                                      | the British Virgin Islands   |
| “Cayman Islands<br>Companies Law”          | the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands  |
| “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(s)”            | a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation  |
| “CCASS Participant(s)”                     | a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant  |
| “Companies Ordinance”                      | the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time  |

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| “Company” or “our Company”                | Winox Holdings Limited (盈利時控股有限公司), an exempted company with limited liability incorporated in the Cayman Islands on 28 January 2010 under the Cayman Islands Companies Law  |
| “Controlling Shareholder(s)”              | Mr. Yiu and Ms. Law Wai Ping and, where the context otherwise requires, Ming Fung BVI and/or Ming Fung Investment  |
| “Dalang Factory”                          | our manufacturing factory located in Dalang Town, Dongguan, Guangdong Province, the PRC  |
| “Director(s)”                             | director(s) of our Company   |
| “Dongfengcun Factory”                     | our factory located in Dongfengcun, Boluo County, Huizhou, Guangdong Province, the PRC and operated by Huizhou WFOE  |
| “Feng Cai”                                | Feng Cai Limited (豐采有限公司), a company with limited liability incorporated in the BVI on 2 December 2009, and a direct wholly-owned subsidiary of our Company  |
| “Glorify Land”                            | Glorify Land Management Limited (榮田管理有限公司), a company with limited liability incorporated in the BVI on 13 November 2007, and a direct wholly-owned subsidiary of our Company  |
| “Good Effect”                             | Good Effect Limited, a company with limited liability incorporated in the BVI on 6 August 1999   |
| “Green application form(s)”               | the application form(s) to be completed by the HK eIPO White Form Service Provider designated by our Company   |
| “Group”, “our Group”, “we”, “our” or “us” | our Company and our subsidiaries or, where the context otherwise requires, in respect of the period before our Company became the holding company of our present subsidiaries, the present subsidiaries of our Company, some or any of them and the businesses carried on by such subsidiaries |
| “Haitong Int’l Capital” or “Sole Sponsor” | Haitong International Capital Limited, a licensed corporation to carry on Type 6 (advising on corporate finance) regulated activity for the purpose of SFO, being the sole sponsor to the Share Offer  |

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| “Haitong Int’l Securities” or “Sole Bookrunner” or “Sole Lead Manager” | Haitong International Securities Company Limited, a licensed corporation to carry on Type 1 (dealing in securities), Type 3 (leveraged foreign exchange trading) and Type 4 (advising on securities) regulated activities for the purpose of SFO, being the sole bookrunner and the sole lead manager of the Share Offer |
| “HK eIPO White Form”   | the application for Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of the HK eIPO White Form Service Provider at <a href="http://www.hkeipo.hk">www.hkeipo.hk</a>   |
| “HK eIPO White Form Service Provider”                                  | the HK eIPO White Form service provider designated by our Company as specified on the designated website at <a href="http://www.hkeipo.hk">www.hkeipo.hk</a>   |
| “HKFRS(s)”   | Hong Kong Financial Reporting Standard(s)  |
| “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   |
| “Hong Kong Branch Share Registrar”                                     | Tricor Investor Services Limited, the Hong Kong branch share registrar of our Company  |
| “Huizhou WFOE”   | 惠州豐采貴金屬製造有限公司 (Huizhou Fengcai Precious Metal Manufacturing Limited*), formerly known as 惠州豐采置業有限公司 (Huizhou Fengcai Zhiye Limited*), a wholly-foreign owned enterprise with limited liability established in the PRC on 10 June 2010, and an indirect wholly-owned subsidiary of our Company                            |
| “Huzhen Factory”   | our planned new production facilities to be established in Huzhen, Boluo County, Huizhou, Guangdong Province, the PRC  |
| “Huzhen Site”  | the site located in Huzhen, Boluo County, Huizhou, Guangdong Province, the PRC   |

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| “Independent Third Party(ies)” | a person(s) or company(ies) which is/are independent of and not connected with any member of our Group, the Directors, the chief executives and the substantial shareholders of our Company and our subsidiaries and their respective associates |
| “Latest Practicable Date”      | 24 June 2011, 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  |
| “Listing Committee”            | the listing sub-committee of the board of directors of the Stock Exchange  |
| “Listing Date”                 | the date on which trading of the Shares on the Main Board first commences, which is currently expected to be Wednesday, 20 July 2011   |
| “Listing Rules”                | the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time  |
| “Main Board”                   | the stock market operated by the Stock Exchange, which excludes Growth Enterprises Market of the Stock Exchange and the options market   |
| “Mark Yiu”                     | Mark Yiu (姚景康), brother of Mr. Yiu   |
| “Max Surplus”                  | Max Surplus Corporation Limited (盈豐興業有限公司), a company with limited liability incorporated in Hong Kong on 3 December 2009, and an indirect wholly-owned subsidiary of our Company  |
| “Ming Fung BVI”                | Ming Fung Holdings (Hong Kong) Limited (明豐集團(香港)有限公司), a company with limited liability incorporated in the BVI on 23 August 2005 and a Controlling Shareholder  |
| “Ming Fung Investment”         | Ming Fung Investment Limited, a company with limited liability incorporated in the BVI on 17 February 2011 and a Controlling Shareholder   |

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| “Ming Fung Kitchen” | 博羅明豐廚具製造有限公司 (Bo Luo Ming Fung Kitchen Appliance Manufacturing Limited*), a company with limited liability established in the PRC on 31 December 2010, and a connected person of our Company under the Listing Rules. Details of the background of Ming Fung Kitchen and its relationship with our Group are set out in the paragraph headed “Continuing connected transactions – 3. Exempt continuing connected transaction – PRC lease agreement” in the “Relationship with the Controlling Shareholders” section of this prospectus |
| “Mr. Chan”          | Chan Kai Ming (陳啟明), a member of the senior management of our Group  |
| “Mr. Li”            | Li Chin Keung (李展強), the chief executive officer of our Company and the general manager of Winox Enterprise and Winox WFOE   |
| “Mr. Mak”           | Mak Kin Man (麥健文), an Independent Third Party, is a long time trading partner of Mr. Yiu. Mr. Mak does not hold any position in our Group  |
| “Mr. Ng”            | Ng Woon Kiu (吳煥僑), a former member of the senior management of our Group and retired in 2005   |
| “Mr. Yiu”           | Yiu Hon Ming (姚漢明), the chairman and managing director of our Group, an executive Director and a Controlling Shareholder   |
| “Ms. Tang”          | Tang Wai Fong (鄧惠芳), the wife of the late Mr. So Bing Jo (previously a member of the senior management of our Group)   |
| “Ms. Yiu”           | Yiu Wai Sheung (姚惠嫦), sister of Mr. Yiu  |
| “Offer Price”       | the final price for each Offer Share (excluding the Stock Exchange trading fee, transaction levy imposed by the SFC and brokerage fee payable thereon) at which the Offer Shares are to be offered for subscription pursuant to the Share Offer, particulars of which are described under “Price payable on application” in the section headed “Structure and conditions of the Share Offer” in this prospectus  |
| “Offer Shares”      | the Public Offer Shares and the Placing Shares   |

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| “Over-allotment Option”          | the option expected to be granted by the Company to the Sole Bookrunner, at any time within a period commencing from the Listing Date and ending on the 30th day after the last date for lodging of applications under the Public Offer, to require our Company to allot and issue the Over-allotment Shares at the Offer Price to cover over-allocations in the Placing and/or to satisfy the obligation of the Sole Bookrunner to return securities borrowed under the Stock Borrowing Agreement subject to the terms of the Placing Underwriting Agreement |
| “Over-allotment Shares”          | up to an aggregate of 18,750,000 new Shares to be issued pursuant to the exercise of the Over-allotment Option, representing 15% of the number of Shares initially available under the Share Offer  |
| “Placing”                        | the conditional placing of the Placing Shares by the Placing Underwriter on behalf of our Company for cash at the Offer Price with professional, institutional and individual investors as described in the section headed “Structure and conditions of the Share Offer” in this prospectus   |
| “Placing Shares”                 | the 112,500,000 new Shares initially offered for subscription under the Placing subject to Over-allotment Option and re-allocation as described in the section headed “Structure and conditions of the Share Offer” in this prospectus  |
| “Placing Underwriters”           | the underwriters expected to enter into the Placing Underwriting Agreement to underwrite the Placing  |
| “Placing Underwriting Agreement” | the conditional placing underwriting agreement relating to the Placing to be entered into between our Company, Mr. Yiu, Ms. Law Wai Ping, Ming Fung Investment, Winholme Holdings, the Sole Sponsor, the Sole Bookrunner and the Placing Underwriters   |
| “PRC” or “China”                 | the People’s Republic of China which, for the purposes of this prospectus only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan   |

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| “Price Determination Agreement”       | the agreement to be entered into between our Company and the Sole Bookrunner (on behalf of the Underwriters) at or before the Price Determination Date to record and fix the Offer Price  |
| “Price Determination Date”            | the date, expected to be on or around Thursday, 14 July 2011, or such later date as Haitong Int’l Securities (on behalf of the Underwriters) and our Company may agree but in any event no later than 11:59 p.m. (Hong Kong time) on Thursday, 14 July 2011, on which the Offer Price will be fixed for the purposes of the Share Offer |
| “Public Offer”                        | the conditional offer of the Public Offer Shares by our Company for subscription by members of 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 herein and in the related Application Forms   |
| “Public Offer Shares”                 | the 12,500,000 new Shares initially offered for subscription under the Public Offer subject to re-allocation as described in the section headed “Structure and conditions of the Share Offer” in this prospectus  |
| “Public Offer Underwriters”           | the underwriters listed in the paragraph headed “Public Offer Underwriters” under the section headed “Underwriting” in this prospectus, being the underwriters of the Public Offer  |
| “Public Offer Underwriting Agreement” | the conditional public offer underwriting agreement dated 29 June 2011 relating to the Public Offer and entered into between our Company, Mr. Yiu, Ms. Law Wai Ping, Ming Fung Investment, Winholme Holdings, the Sole Sponsor, the Sole Bookrunner and the Public Offer Underwriters   |
| “Regulation S”                        | Regulation S under the US Securities Act  |
| “Reorganisation”                      | the reorganisation of the companies within our Group as set out in the section headed “Reorganisation” in this prospectus, pursuant to which our Company became the holding company of our various subsidiaries   |
| “Rule 144A”                           | Rule 144A under the US Securities Act   |

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| “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)”                   | share(s) of HK\$0.10 each in the share capital of our Company  |
| “Shareholder(s)”             | holder(s) of Share(s)  |
| “Share Offer”                | the Public Offer and the Placing   |
| “Share Option Scheme”        | the share option scheme conditionally approved and adopted by our Company pursuant to a resolution of the Board passed on 25 June 2011, a summary of certain principal terms of which is set out in the paragraph headed “Other information — Share Option Scheme” in Appendix VI to this prospectus |
| “Stock Borrowing Agreement”  | the stock borrowing agreement to be entered into between Ming Fung Investment and Haitong Int’l Securities, pursuant to which Haitong Int’l Securities may borrow up to an aggregate of 18,750,000 Shares to cover any over-allocation in the Placing  |
| “Stock Exchange”             | The Stock Exchange of Hong Kong Limited  |
| “subsidiary(ies)”            | has the meaning ascribed thereto under the Companies Ordinance   |
| “substantial shareholder(s)” | has the meaning ascribed to it under the Listing Rules   |
| “Synovate Report”            | a report dated 30 June 2011 and prepared by Synovate Ltd., an independent global market research company commissioned by us. The report analyses, among other things, the global market for the use of stainless steel in luxury products and mobile phone cases                                     |
| “Track Record Period”        | the period comprising the three years ended 31 December 2010   |
| “Underwriters”               | the Placing Underwriter and the Public Offer Underwriters  |
| “Underwriting Agreements”    | the Public Offer Underwriting Agreement and the Placing Underwriting Agreement   |



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| “US”, “U.S.” or “United States” | the United States of America, its territories, its possessions and all areas subject to its jurisdiction   |
| “US Securities Act”             | the United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time   |
| “Winholme Holdings”             | Winholme Holdings Limited (勝雄控股有限公司), a company with limited liability incorporated in the BVI on 29 November 2007, a substantial shareholder of our Company before Listing  |
| “Winox BVI”                     | Winox Holdings Limited (盈利時控股有限公司), a company with limited liability incorporated in the BVI on 1 February 2010, and a direct wholly-owned subsidiary of our Company   |
| “Winox Enterprise”              | Winox Enterprise Company Limited (盈利時企業有限公司), a company with limited liability incorporated in Hong Kong on 23 March 2001, and an indirect wholly-owned subsidiary of our Company                                    |
| “Winox Management”              | Winox Management Limited (盈利時管理有限公司), a company with limited liability incorporated in Hong Kong on 8 September 2010, and an indirect wholly-owned subsidiary of our Company   |
| “Winox Manufacturing”           | Winox Manufacturing Company Limited (盈利時製造廠有限公司), formerly known as Realwin Enterprise Limited (滙榮企業有限公司), a company with limited liability incorporated in Hong Kong on 5 July 1999                                 |
| “Winox WFOE”                    | 盈利時錶業(東莞)有限公司 (Winox Watch Manufactory (Dongguan) Limited*), a wholly-foreign owned enterprise with limited liability established in the PRC on 4 April 2002, and an indirect wholly-owned subsidiary of our Company |
| “Yingxinfeng WFOE”              | 盈新豐貴金屬製造(惠州)有限公司 (Yingxinfeng Precious Metal Manufacturing (Huizhou) Limited*), a wholly-foreign owned enterprise with limited liability established in the PRC on 9 December 2010                                   |
| “HK\$” and “cents”              | Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong  |
| “RMB”                           | Renminbi, the lawful currency of the PRC   |

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| “US\$”   | United States dollars, the lawful currency of the US |
| “sq. m.” | square meter(s)                                      |
| “%”      | 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\$7.8*

*RMB0.85 : HK\$1*

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

*In this prospectus, if there is any inconsistency between Chinese names of the entities or enterprises established in China and their English translations, the Chinese names shall prevail. English translation of company names in Chinese or another language which are marked with “\*” are for identification purpose only.*