
DEFINITIONS

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

“affiliate(s)”	with respect to any person(s), any other person(s) directly or indirectly controlling or controlled by or under direct or indirect common control with such specified person
“Application Form(s)”	WHITE, YELLOW and GREEN application form(s) or, where the context so requires, any of them that is used in connection with the Public Offer
“Application Lists”	the application lists for the Public Offer
“Articles of Association” or “Articles”	the articles of association of our Company as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“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
“CAGR”	an acronym for compound annual growth rate
“CCASS”	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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“Celestial Capital” and/or “Sponsor” and/or “Bookrunner” and/or “Lead Manager”	Celestial Capital Limited, a licensed corporation under the SFO permitted to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) of the regulated activities (as defined in the SFO), acting as the bookrunner and lead manager of the Share Offer, and the Sponsor to the Listing
“Companies Act”	the BVI Business Companies Act 2004 and any amendments thereto
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended and supplemented from time to time
“Company” or “our Company”	Grand Concord International Holdings Limited (廣豪國際控股有限公司), a company incorporated in the BVI with limited liability on 8 December 2010
“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, in the context of this prospectus, means Global Wisdom, Mr. Wong and Madam Hung Kin
“Director(s)”	the director(s) of our Company
“EIT”	中華人民共和國企業所得稅 (the enterprise income tax of the PRC*)
“EIT Law”	《中華人民共和國企業所得稅法》 (the Enterprise Income Tax Law of the PRC*)
“GDP”	an acronym for gross domestic product
“Global Wisdom” or “Selling Shareholder”	Global Wisdom Capital Holdings Limited, a company incorporated in the BVI with limited liability on 8 December 2010, which was owned as to 50% by Mr. Wong and 50% by Madam Hung Kin as at the Latest Practicable Date, and the vendor of the Sale Shares
“Grand Concord (BVI)”	Grand Concord Holdings Group Limited, a company incorporated in the BVI with limited liability on 8 December 2010 and our wholly-owned subsidiary
“Grand Concord (HK)”	Grand Concord Trading Limited (廣豪貿易有限公司), a company incorporated in Hong Kong with limited liability on 30 November 1995 and our indirect wholly-owned subsidiary

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“Grand Concord Garment”	Grand Concord Garment (Hong Kong) Limited (廣豪服飾(香港)有限公司), a company incorporated in Hong Kong with limited liability on 3 June 2010 and our indirect wholly-owned subsidiary
“GREEN Application Form(s)”	the application form(s) to be completed by the HK eIPO White Form Service Provider
“Group”, “our Group”, “we” or “us”	our Company and our subsidiaries following the completion of the Reorganisation or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the present subsidiaries of our Company and the businesses carried on by such subsidiaries or (as the case may be) their respective predecessors
“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 HK eIPO White Form at www.hkeipo.hk
“HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by our Company, as specified on the designated website www.hkeipo.hk
“HKFRSs”	Hong Kong Financial Reporting Standards
“HKICPA”	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
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“independent third party(ies)”	a person(s) or company(ies) who/which is/are independent of and not connected with any member of our Group, our Directors, chief executives and the substantial shareholders of our Company and our subsidiaries and their respective associates
“Japanese yen”	the lawful currency of Japan
“kg”	a metric unit of weight (1 kilogram equals to 1,000 grams)
“Latest Practicable Date”	7 November 2011, being the latest practicable date prior to the publication of this prospectus for ascertaining certain information contained in this prospectus

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“Listing”	the listing of our Shares on the Main Board of the Stock Exchange
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Date”	the date on which dealings in the Shares first commence on the Stock Exchange and which is expected to be on or around Thursday, 24 November 2011
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock market (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
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company as amended from time to time
“Mr. S.H. Wang”	Mr. Wang Shao Hua, our executive Director
“Mr. Wong”	Mr. Wong Kin Ling, our co-founder, chairman and executive Director
“Mr. Wei”	Mr. Wei Jin Long, our executive Director
“M&A Regulations”	《關於外國投資者併購境內企業的規定》(The Regulations on the Acquisitions of Domestic Enterprises by Foreign Investors*), which was promulgated by six PRC governmental and regulatory agencies, including the Ministry of Commerce and the China Securities Regulatory Commission on 8 August 2006 and became effective on 8 September 2006 (with subsequent revision on 22 June 2009)
“No. 75 Notice”	《國家外匯管理局關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知》(The Notice of SAFE on Issues relating to Foreign Exchange Control on Fund Raising by Domestic Residents through Offshore Special Purpose Vehicles and Round-trip Investments*) promulgated on 21 October 2005
“ODM”	acronym for original design manufacturer, a business model involving designing as well as manufacturing for sale to a client who then resells under the brand name of the client

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“OEM”	acronym for original equipment manufacturer, a business model that manufactures or purchases from other manufacturers and possibly modifies goods or equipment for branding and resale by others
“Offer Price”	the offer price of HK\$0.80 per Offer Share (excluding the Stock Exchange trading fee of 0.005%, the SFC transaction levy of 0.003% and brokerage of 1%), at which the Offer Shares are to be subscribed for and issued pursuant to the Share Offer
“Offer Shares”	the Placing Shares and Public Offer Shares
“Outlast”	Outlast Technologies, Inc., a privately held and venture-backed company incorporated in Colorado, the United States, and engaged in the research, development, design and marketing of phase change materials, and an independent third party which has authorised us to manufacture and sell certain products under its name
“Placing”	the conditional placing of the Placing Shares through the Placing Underwriter, acting on behalf of our Company, at the Offer Price, with professional, institutional and individual investors in certain jurisdictions as described in the section headed “Structure and conditions of the Share Offer” of this prospectus
“Placing Shares”	the 90,000,000 Shares which comprise 70,000,000 new Shares being offered by our Company for subscription and 20,000,000 Sale Shares offered by the Selling Shareholder for sale under the Placing (subject to the re-allocation as described in the section headed “Structure and conditions of the Share Offer” of this prospectus)
“Placing Underwriter”	the underwriter of the Placing whose name is set forth in the section headed “Underwriting” of this prospectus
“Placing Underwriting Agreement”	the conditional underwriting agreement dated 11 November 2011 and entered into between our Company, the Selling Shareholder, our Controlling Shareholders and the Placing Underwriter relating to the Placing, details of which are set forth in the section headed “Underwriting” of this prospectus

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“PRC” or “China”	the People’s Republic of China, which, for the purposes of this prospectus, excludes Hong Kong, Macau and Taiwan
“Public Offer”	the initial offer of the Public Offer Shares for the subscription by the public in Hong Kong (subject to the re-allocation as described of the section headed “Structure and conditions of the Share Offer” of this prospectus) at the Offer Price (plus the Stock Exchange trading fee of 0.005%, the SFC transaction levy of 0.003% and brokerage of 1%) on and subject to the terms and conditions stated in this prospectus and in the Application Forms as further described in the section headed “Structure and conditions of the Share Offer” of this prospectus
“Public Offer Shares”	the 10,000,000 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” of this prospectus)
“Public Offer Underwriters”	the underwriters of the Public Offer whose names are set forth in the section headed “Underwriting” of this prospectus
“Public Offer Underwriting Agreement”	the conditional underwriting agreement dated 11 November 2011 and entered into between our Company, the Selling Shareholder, our Controlling Shareholders and the Public Offer Underwriters relating to the Public Offer, details of which are set forth in the section headed “Underwriting” of this prospectus
“Reorganisation”	the reorganisation of our Group in preparation for the Listing, particulars of which are set forth in the section headed “History, Reorganisation and Group Structure — Reorganisation” of this prospectus
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	中國國家外匯管理局 (State Administration of Foreign Exchange of the PRC*)
“SAIC”	中國國家工商行政管理總局 (State Administration for Industry and Commerce of the PRC*)
“Sale Shares”	the 20,000,000 existing Shares being offered for sale by the Selling Shareholder at the Offer Price under the Placing

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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
“Shandong Grand Concord”	山東廣豪服飾有限公司 (Shandong Grand Concord Garment Company Limited*), a company established in Zhucheng, Shandong Province, the PRC with limited liability on 9 July 2007 and our indirect wholly-owned subsidiary
“Share(s)”	ordinary share(s) with no par value of our Company
“Share Offer”	the Placing and the Public Offer
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 19 August 2011, the principal terms of which are set forth in the paragraph headed “Share Option Scheme” in Appendix V to this prospectus
“Shareholder(s)”	holder(s) of our Shares
“sq.ft.” and “sq.m.”	square feet and square metres, respectively
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under Section 2 of the Companies Ordinance
“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 three financial years ended 31 December 2010 and the six months ended 30 June 2011
“Underwriters”	the Placing Underwriter and the Public Offer Underwriters
“Underwriting Agreements”	the Placing Underwriting Agreement and the Public Offer Underwriting Agreement
“United States” or “US”	the United States of America
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States of America

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“ WHITE Application Form(s)”	the form(s) of application for the Public Offer Shares for use by the public who require such Public Offer Shares to be issued in the applicants’ own name
“WTO”	the World Trade Organisation
“ YELLOW Application Form(s)”	the form(s) of application for the Public Offer Shares for use by the public who require such Public Offer Shares to be deposited directly into CCASS
“Zhucheng Eternal Knitting”	諸城裕泰針織有限公司 (Zhucheng Eternal Knitting Company Limited*), a company established in Zhucheng, Shandong Province, the PRC with limited liability on 24 October 2000 and our indirect wholly-owned subsidiary
“Zhucheng Yumin Knitting”	諸城裕民針織有限公司 (Zhucheng Yumin Knitting Company Limited*), a company established in Zhucheng, Shandong Province, the PRC with limited liability on 22 November 2004 and our indirect wholly-owned subsidiary
“%”	per cent.
“€” or “Euro”	euro, the lawful currency of the European Union

The English names of the PRC entities, PRC laws or regulations or the PRC government authorities mentioned in this prospectus and marked with “*” are translation from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.

Unless the context requires otherwise, translation between HK\$ and RMB is made in this prospectus, for illustration purpose only, at the rate of HK\$1 = RMB0.847.

No representation is made that any amount in HK\$ or RMB could have been or could be converted at the above rate or at any other rate or at all.

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.

Unless otherwise expressly stated on the context otherwise requires, all data in this prospectus are as of the Latest Practicable Date.