
DEFINITIONS AND GLOSSARY

In this prospectus, unless the context otherwise requires, the following terms and expressions have the meanings set below.

“Application Form(s)”	WHITE and YELLOW application form(s), or where the context so requires, any of them, relating to the Hong Kong Public Offer
“Application Lists”	the application lists for the Hong Kong Public Offer
“Articles of Association” or “Articles”	the articles of association of our Company conditionally adopted on 6 January 2012 by the Shareholders 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 to it under the Listing Rules
“Beijing Snow Skin”	北京雪肌美容美體有限公司, a company incorporated in the PRC with limited liability on 12 February 2010 under the laws of the PRC and an indirect wholly-owned subsidiary of the Company
“Board” or “Board of Directors”	the board of Directors
“Business Day”	any day (other than Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of Shares to be made upon capitalisation of part of the share premium account of our Company upon completion of the Global Offering referred to in “Further Information about our Group — Written resolutions of our Shareholders passed on 6 January 2012” in Appendix V to this prospectus
“CAGR”	compound annual growth rate
“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

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“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CEO”	the Chief Executive Officer
“China Everbright” or “Sole Sponsor”	China Everbright Capital Limited, a licensed corporation under the SFO to engage in type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) activities
“China Everbright Securities” or “Sole Global Coordinator”	China Everbright Securities (HK) Limited, a licensed corporation under the SFO to engage in type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) activities
“CIT”	corporate income tax
“Company” or “our Company”	Perfect Shape (PRC) Holdings Limited 必瘦站(中國)控股有公司, a company incorporated in the Cayman Islands with limited liability on 11 March 2011
“Companies Law” or “Cayman Companies Law”	the Companies Law, Cap. 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, as amended, supplemented or otherwise modified from time to time
“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 in the context of this prospectus means the controlling shareholders of our Company, namely Dr. Au-Yeung Kong, Ms. Au-Yeung Hung, Ms. Au-Yeung Wai, Sure Sino Investments, Market Event Holdings and Earlson Holdings and “Controlling Shareholder” means any one of them
“CRM”	customer relationship management, a business strategy aiming to understand, anticipate and manage the needs of existing and prospective customers which entails all aspects of interaction a company has with its customers
“Deed of Indemnity”	a deed of indemnity entered into between the Controlling Shareholders and our Company dated 6 January 2012, details of which are set out in “Other Information — Tax and other indemnity” in Appendix V to this prospectus

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“Deed of Non-competition”	a deed of non-competition entered into between the Controlling Shareholders and our Company dated 6 January 2012
“Director(s)”	director(s) of the Company
“Dr. Au-Yeung” or “Founder” or “Chairman”	Dr. Au-Yeung Kong, an executive Director, the chairman and CEO of our Group and a Controlling Shareholder
“Dr. Face”	Dr. Face Limited (formerly known as Perfect Shape & SPA (Hunghom) Limited), a company incorporated in Hong Kong with limited liability on 8 November 2007 and an indirect wholly-owned subsidiary of the Company
“Earlson Holdings”	Earlson Holdings Limited, a company incorporated in the BVI on 17 March 2011 under the laws of the BVI with limited liability, an investment holding company, and is held as to 100% by Ms. Au-Yeung Wai, and is one of our Controlling Shareholders
“EPS”	electronic payment system
“Euromonitor”	Euromonitor International Plc, an Independent Third Party, which engages in the provision of international market intelligence including consumer products, services and lifestyles
“Euromonitor Report”	a report prepared by Euromonitor on the slimming and beauty market of the PRC, which was commissioned by us
“GDP”	gross domestic product
“GFA”	gross floor area
“Global Offering”	the Hong Kong Public Offer and the International Placing
“Group”, “we” and “us”	our Company and its subsidiaries (or our Company and any one or more of its subsidiaries, as the context may require), or where the context refers to any time prior to our Company becoming the holding company of its present subsidiaries, the present subsidiaries of our Company and the businesses operated by such subsidiaries at the relevant time or (as the case may be) their predecessors
“Guangzhou Emma Consultancy”	廣州愛瑪企業管理諮詢有限公司, a company incorporated in the PRC with limited liability on 15 October 2010 and an indirect wholly-owned subsidiary of the Company

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“Guangzhou Perfect Shape”	廣州必瘦站纖體美容有限公司, a company incorporated in the PRC with limited liability on 14 July 2009 and an indirect wholly-owned subsidiary of the Company
“Guangzhou Shape Perfect”	廣州瘦必站纖體美容有限公司, a company incorporated in the PRC with limited liability on 26 November 2009 and an indirect wholly-owned subsidiary of the Company
“Hong Kong Consumer Council”	the Consumer Council (消費者委員會) of Hong Kong, a body corporate established under the Consumer Council Ordinance (Cap. 216 of the Laws of Hong Kong) to protect and promote the interests of consumers of goods and services
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HK Slimming and Beauty Companies”	the 20 companies, namely Dr. Face, Perfect Shape & Skin, Perfect Shape & Skin CNT, Perfect Shape & Skin SS, Perfect Shape & Skin TKO, Perfect Shape & Skin TM, Perfect Shape & Skin TW, Perfect Shape & Skin YL, Perfect Shape & Spa, Perfect Shape & Spa CWB, Perfect Shape & Spa KT, Perfect Shape & Spa MK, Perfect Shape & Spa MOS, Perfect Shape & Spa NP, Perfect Shape & Spa TP, Perfect Shape & Spa TST, Perfect Shape & Spa TW, Perfect Shape Holdings, Perfect Skin Medical, Slim Model, Slimming Medical, all incorporated in Hong Kong and are the indirect wholly-owned subsidiaries of our Company
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges & Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Public Offer”	the offer of the Hong Kong Offer Shares for subscription by the members of the public in Hong Kong (subject to adjustment as described in “Structure of the Global Offering” in this prospectus) for cash at the Offer Price, payable in full on application, and subject to the terms and conditions stated in this prospectus and the Application Forms

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“Hong Kong Offer Shares”	the 25,000,000 new Shares being initially offered by the Company at the Offer Price pursuant to the Hong Kong Public Offer, representing 10% of the initial number of the Offer Shares, subject to reallocation as described in “Structure of the Global Offering” in this prospectus
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“Hong Kong Underwriters”	the underwriters listed in “Underwriting — Underwriters for the Global Offering — Hong Kong Underwriters” in this prospectus, being the underwriters of the Hong Kong Public Offer
“Hong Kong Underwriting Agreement”	the conditional Hong Kong Public Offer underwriting agreement dated 30 January 2012 entered into between, among others, our Company, Sole Sponsor and the Hong Kong Underwriters relating to the Hong Kong Public Offer, particulars of which are summarised in “Underwriting” in this prospectus
“Independent Third Party(ies)”	persons or companies which are independent of and not connected with any of our Directors, chief executive, Substantial Shareholders of our Company or any of its subsidiaries and their respective associates, and “Independent Third Party” means any of them
“International Placing”	the conditional placing of the International Placing Shares at the Offer Price to professional, institutional and private investors as set out in “Structure of the Global Offering” in this prospectus
“International Placing Shares”	the 225,000,000 new Shares expected to be initially offered for subscription pursuant to the International Placing, representing 90% of the initial number of the Offer Shares, subject to adjustment and the Over-allotment Option as described in “Structure of the Global Offering” in this prospectus
“International Underwriters”	the underwriters listed in “Underwriting — Underwriters for the Global Offering — International Underwriters” in this prospectus, being the underwriters of the International Placing
“International Underwriting Agreement”	the conditional international placing underwriting agreement relating to the International Placing and expected to be entered into by, among others, our Company, Sole Sponsor and the International Underwriters, particulars of which are summarised in “Underwriting” in this prospectus
“IRD”	the Inland Revenue Department of Hong Kong

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“Latest Practicable Date”	24 January 2012, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication
“Listing”	listing of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the sub-committee of the board of directors of the Stock Exchange responsible for listing
“Listing Date”	the date, expected to be on or about Friday, 10 February 2012, on which our Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (as amended from time to time)
“Macau”	the Macau Special Administrative Region of the PRC
“Macau Consumer Council”	Macao SAR Government Consumer Council, a body established under the guardianship of the Secretariat for Economy and Finance of Macau, with the objective to voice its opinion regarding policies defined by the Macao government’s administration in respect of protecting consumer rights and promoting necessary measures for the protection of those rights
“Macau Legal Advisor”	Rui Afonso Lawyers’ Office, the legal advisor of our Company as to Macau laws
“Main Board”	the stock exchange (excluding the option markets) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Market Event Holdings”	Market Event Holdings Limited, a company incorporated in the BVI on 16 February 2011 under the laws of the BVI with limited liability, an investment holding company, and is held as to 100% by Ms. Au-Yeung Hung, and is one of our Controlling Shareholders
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company (as amended from time to time)
“MOP”	Macau Patacas, the lawful currency of Macau
“MPH”	The Ministry of Public Health of the PRC (中華人民共和國衛生部)

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“NPC” or “National People’s Congress”	National People’s Congress of the PRC (中華人民共和國全國人民代表大會) and its Standing Committee
“Offer Price”	HK\$0.88 per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.003%, and the Stock Exchange trading fee of 0.005%) at which the Offer Shares are to be subscribed for and issued pursuant to the Global Offering
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares together, where relevant, with any additional Shares issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option to be granted by our Company to the Sole Global Coordinator (for itself and on behalf of the International Underwriters), exercisable at any time from the Listing Date until 30 days after the last day for the lodging of applications under the Hong Kong Public Offer, to require our Company to allot and issue up to an aggregate of 37,500,000 additional new Shares, representing 15% of the initial Offer Shares, at the Offer Price per Share to cover, among others, over-allocations in the International Placing, if any, and/or the obligations of the Sole Global Coordinator to return securities borrowed under the Stock Borrowing Agreement
“PBC”	People’s Bank of China (中國人民銀行), the central bank of the PRC
“PBC Rate”	the exchange rate for foreign exchange transactions published daily by PBC
“Perfect Shape Advertising”	Perfect Shape Advertising Company Limited 必瘦站廣告有限公司, a company incorporated in Hong Kong with limited liability on 29 June 2007 and a direct wholly-owned subsidiary of the Company
“Perfect Shape & Skin”	Perfect Shape & Skin Limited 諾貝爾醫學纖體美顏中心有限公司, a company incorporated in Hong Kong with limited liability on 3 December 2003 and an indirect wholly-owned subsidiary of the Company
“Perfect Shape & Skin CNT”	Perfect Shape & Skin (CNT) Limited 諾貝爾醫學纖體美顏中心(中環)有限公司, a company incorporated in Hong Kong with limited liability on 5 December 2006 and an indirect wholly-owned subsidiary of the Company

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“Perfect Shape & Skin Management”	Perfect Shape & Skin Management Co. Limited 諾貝爾醫學管理有限公司, a company incorporated in Hong Kong with limited liability on 19 September 2006 and a direct wholly-owned subsidiary of the Company
“Perfect Shape & Skin SS”	Perfect Shape & Skin (SS) Limited 諾貝爾醫學纖體美顏中心(上水)有限公司, a company incorporated in Hong Kong with limited liability on 6 December 2006 and an indirect wholly-owned subsidiary of the Company
“Perfect Shape & Skin TKO”	Perfect Shape & Skin (TKO) Limited 諾貝爾醫學纖體美顏中心(將軍澳)有限公司, a company incorporated in Hong Kong with limited liability on 2 August 2006 and an indirect wholly-owned subsidiary of the Company
“Perfect Shape & Skin TM”	Perfect Shape & Skin (TM) Limited 諾貝爾醫學纖體美顏中心(屯門)有限公司, a company incorporated in Hong Kong with limited liability on 6 December 2006 and an indirect wholly-owned subsidiary of the Company
“Perfect Shape & Skin TW”	Perfect Shape & Skin (TW) Limited 諾貝爾醫學纖體美顏中心(荃灣)有限公司, a company incorporated in Hong Kong with limited liability on 24 November 2005 and an indirect wholly-owned subsidiary of the Company
“Perfect Shape & Skin YL”	Perfect Shape & Skin (YL) Limited 諾貝爾醫學纖體美顏中心(元朗)有限公司, a company incorporated in Hong Kong with limited liability on 5 July 2006 and an indirect wholly-owned subsidiary of the Company
“Perfect Shape & Spa”	Perfect Shape & Spa Limited, a company incorporated in Hong Kong with limited liability on 23 March 2007 and an indirect wholly-owned subsidiary of the Company
“Perfect Shape & Spa CWB”	Perfect Shape & Spa (CWB) Limited, a company incorporated in Hong Kong with limited liability on 30 March 2007 and an indirect wholly-owned subsidiary of the Company
“Perfect Shape & Spa KT”	Perfect Shape & Spa (KT) Limited, a company incorporated in Hong Kong with limited liability on 8 November 2007 and an indirect wholly-owned subsidiary of the Company
“Perfect Shape & Spa MK”	Perfect Shape & Spa (MK) Limited, a company incorporated in Hong Kong with limited liability on 30 March 2007 and an indirect wholly-owned subsidiary of the Company

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“Perfect Shape & Spa MOS”	Paris Medical Beauty Limited (formerly known as Perfect Shape & Spa (MOS) Limited), a company incorporated in Hong Kong with limited liability on 8 November 2007 and an indirect wholly-owned subsidiary of the Company
“Perfect Shape & Spa NP”	Perfect Shape & Spa (NP) Limited, a company incorporated in Hong Kong with limited liability on 11 September 2007 and an indirect wholly-owned subsidiary of the Company
“Perfect Shape & Spa TP”	Perfect Shape & Spa (TP) Limited, a company incorporated in Hong Kong with limited liability on 4 December 2007 and an indirect wholly-owned subsidiary of the Company
“Perfect Shape & Spa TST”	Perfect Shape & Spa (TST) Limited, a company incorporated in Hong Kong with limited liability on 10 August 2007 and an indirect wholly-owned subsidiary of the Company
“Perfect Shape & Spa TW”	Perfect Shape & Spa (TW) Limited (formerly known as Perfect Hair & Skin Limited 史提芬護髮中心有限公司), a company incorporated in Hong Kong with limited liability on 5 July 2006 and an indirect wholly-owned subsidiary of the Company
“Perfect Shape Consultancy”	必瘦站企業管理諮詢(深圳)有限公司 (formerly known as 必瘦站美容(深圳)有限公司), a company incorporated in the PRC with limited liability on 15 January 2009 and an indirect wholly-owned subsidiary of the Company
“Perfect Shape Investment Shanghai”	Perfect Shape Investment (Shanghai) Limited 必瘦站(上海)投資有限公司, a company incorporated in Hong Kong with limited liability on 30 November 2007 and an indirect wholly-owned subsidiary of the Company
“Perfect Shape Holdings”	Perfect Shape (Holdings) Limited, a company incorporated in Hong Kong with limited liability on 10 October 2007 and an indirect wholly-owned subsidiary of the Company
“Perfect Shape Holdings China”	Perfect Shape Holdings (China) Limited, a company incorporated in the British Virgin Islands with limited liability on 25 March 2011 and is held as to 100% by the Company and a direct wholly-owned subsidiary of the Company
“Perfect Shape Holdings HK”	Perfect Shape Holdings (HK) Limited, a company incorporated in the British Virgin Islands with limited liability on 25 March 2011 and is held as to 100% by the Company and a direct wholly-owned subsidiary of the Company

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“Perfect Shape Macau”	Perfect Shape & Skin (Macau) Limited (完美體態(澳門)有限公司), a company incorporated in Macau with limited liability on 30 November 2007 and an indirect wholly-owned subsidiary of the Company
“Perfect Skin Medical”	Perfect Skin Medical Limited 諾貝爾醫學美容有限公司, a company incorporated in Hong Kong with limited liability on 31 August 2006 and an indirect wholly-owned subsidiary of the Company
“PRC” or “China”	the People’s Republic of China which, for the purposes of this prospectus only (unless otherwise indicated), excludes Hong Kong, Macau and Taiwan
“PRC Government” or “State”	the central government of the PRC including all government subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them
“PRC Legal Advisor”	King & Wood PRC Lawyers, the legal advisor to our Company as to PRC laws
“PRC Slimming and Beauty Companies”	the 8 companies, namely Beijing Snow Skin, Guangzhou Emma Consultancy, Guangzhou Perfect Shape, Guangzhou Shape Perfect, Shanghai Emma Consultancy, Shanghai Mushi Consultancy, Shanghai Perfect Shape Consultancy, Shenzhen Shape Perfect, all incorporated in the PRC and are the indirect wholly-owned subsidiaries of our Company
“Property Valuation Report”	the summary of valuation and valuation certificates from Jones Lang LaSalle Corporate Appraisal and Advisory Limited, as set out in Appendix III to this prospectus
“Reorganisation”	the corporate reorganisation of our Group in preparation for the Listing, particulars of which are set out in “History and Reorganisation — Reorganisation and Corporate Structure — The Reorganisation” in this prospectus
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares granted to the Directors by the Shareholders, further information on which is set out in “Further information about our Group — Repurchase of our Shares” in Appendix V to this prospectus
“RMB” or “Renminbi”	Chinese Yuan Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)

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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
“Shanghai Emma Consultancy”	上海愛瑪企業管理諮詢有限公司, a company incorporated in the PRC with limited liability on 1 December 2010 and an indirect wholly-owned subsidiary of the Company
“Shanghai Mushi Consultancy”	上海慕詩企業管理諮詢有限公司, a company incorporated in the PRC with limited liability on 1 December 2010 and an indirect wholly-owned subsidiary of the Company
“Shanghai Perfect Shape Consultancy”	上海必瘦站企業管理諮詢有限公司, a company incorporated in the PRC with limited liability on 1 December 2010 and an indirect wholly-owned subsidiary of the Company
“Share(s)”	ordinary shares in our Company with a nominal value of HK\$0.10 each
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 6 January 2012, a summary of the principal terms of which is set out in “Other Information — Share Option Scheme” in Appendix V to this prospectus
“Shenzhen Shape Perfect”	深圳瘦必站美容纖體有限公司, a company incorporated in the PRC with limited liability on 8 September 2009 and an indirect wholly-owned subsidiary of the Company
“Slim Model”	Slim Model Beauty Limited (formerly known as Perfect Shape & SPA (Wanchai) Limited), a company incorporated in Hong Kong with limited liability on 10 August 2007 and an indirect wholly-owned subsidiary of the Company
“Slimming Medical”	Slimming Medical Beauty Centre Limited (formerly known as Perfect Shape & Spa (Mongkok) Limited), a company incorporated in Hong Kong with limited liability on 21 September 2007 and an indirect wholly-owned subsidiary of the Company
“sq.ft”	square feet
“sq.m”	square metre(s)

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“Stock Borrowing Agreement”	the stock borrowing agreement to be entered into between Sure Sino Investments and the Sole Global Coordinator pursuant to which the Sole Global Coordinator may borrow up to 37,500,000 Shares from Sure Sino Investments for the purpose of covering over-allocation in the International Placing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“subsidiary(ies)”	has the meaning ascribed to it under section 2 of the Companies Ordinance
“Substantial Shareholder”	has the meaning ascribed to it under the Listing Rules
“Sure Sino Investments”	Sure Sino Investments Limited, a company incorporated in the BVI on 4 March 2011 under the laws of the BVI with limited liability, an investment holding company, and is held as to 100% by Dr. Au-Yeung Kong, and is one of our Controlling Shareholders
“Takeovers Code”	the 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 period comprising the three financial years ended 31 March 2011 and the four months ended 31 July 2011
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	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 jurisdiction
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“%”	per cent.

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*In this prospectus, unless the context requires otherwise, amounts denominated in RMB and MOP have been converted into HK\$, for the purpose of illustration only, using the exchange rate of RMB0.83 = HK\$1.00 and MOP1.03 = HK\$1.00, respectively. **No representation is made that any amount in RMB, MOP or HK\$ could have been or could be converted at the above rates or at any other rates or at all.***

For ease of reference, the names of certain PRC entities have been included in this prospectus in both English and Chinese languages. The English names are the unofficial translation of their respective Chinese names, and in the event of any inconsistency, the Chinese version shall prevail.

Unless otherwise specified, all references to any shareholding in the Company assume no exercise of the Over-allotment Option. 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.