
DEFINITIONS

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

“Angel Dyeing”	Angel Dyeing & Finishing Co., Ltd. (安記染整股份有限公司), a limited liability company incorporated in accordance with the laws of Taiwan. Angel Dyeing was and still is an Independent Third Party
“Application Form(s)”	WHITE, YELLOW and GREEN application form(s) or, where the context so requires, any of them
“Articles of Association” or “Articles”	the articles of association of our Company conditionally adopted on 26 June 2012, a summary of which is contained in Appendix IV to this prospectus
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“business day”	a day (other than a Saturday, a Sunday or a public holiday in Hong Kong) on which banks in Hong Kong are open for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalization Issue”	the issue of 638,420,000 new Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of our Company referred to in the paragraph headed “Further Information about our Company — 3. Resolutions in writing of our Shareholders passed on 26 June 2012” in Appendix VI to this prospectus
“Cayman Islands Companies Law”	the Companies Law (2011 Revision), Chapter 22 (as consolidated and revised from time to time) 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 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 or CCASS Custodian Participant or CCASS Investor Participant
“chief executive”	the chief executive (as defined in the SFO) of the Company
“China” or “PRC”	the People’s Republic of China. Except where the context requires, references in this prospectus to the PRC or China do not include Hong Kong, the Macau Special Administration Region or Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Silverman Holdings Limited (銀仕來控股有限公司) (formerly known as Silverman Tech Holdings Limited (銀仕來科技控股有限公司)), an exempted company incorporated with limited liability in the Cayman Islands on 24 February 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 our Company, means Mr. LIU Dong and Excel Orient, details of their shareholdings are set forth in the section headed “History, Reorganization and Group Structure — Reorganization”
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	one or all of our directors
“EIT”	enterprise income tax
“Euro” or “€” or “EUR”	the lawful currency of the member states of the European Union that adopted the single currency in accordance with the Treaty establishing the European Community (signed in Rome on 25 March 1957), as amended by the Treaty on European Union (signed in Maastricht on 7 February 1992)
“Euromonitor”	Euromonitor International Limited, an Independent Third Party, which engages in the provision of international market intelligence including consumer products, services and lifestyles
“Euromonitor Report”	the report dated June 2012 prepared by Euromonitor in relation to, amongst others, the textile industry and high-end grey fabric market in the PRC

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“Excel Orient”	Excel Orient Limited (東越有限公司), a limited liability company incorporated on 19 November 2009 in accordance with the laws of the BVI and wholly owned by Mr. LIU Dong. Excel Orient is our Controlling Shareholder, holding 69.20% of the total issued share capital of our Company upon the Listing (assuming no Over-allotment Option is exercised). The principal activity of Excel Orient is investment holding
“Fabric Products”	jacquard fabrics and dobby fabrics
“First Shanghai”	First Shanghai Securities Limited, a licensed corporation under the SFO, authorised to conduct types 1, 4 and 6 regulated activities under the SFO
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Green Application Form(s)”	the application form(s) to be completed by the HK eIPO White Form Service Provider designated by the Company
“Group”, “our Group”, “we” or “us”	our Company and its subsidiaries or, where the context otherwise requires, in respect of the period before our Company becoming the holding company of its present subsidiaries, such subsidiaries and the business carried on by them or (as the case may be) their predecessors
“HK eIPO White Form”	the application for Public Offer Shares to be issued in the applicant’s own name, submitted online through the designated website of the HK eIPO White Form Service Provider, www.hkeipo.hk
“HK eIPO White Form Service Provider”	The Bank of East Asia, Limited
“HKFRS”	Hong Kong Financial Reporting Standards issued by HKICPA
“HK Huiyin”	Huiyin (HK) Limited (匯銀(香港)有限公司), a company incorporated in Hong Kong with limited liability on 1 March 2010. The principal activity of HK Huiyin is investment holding. HK Huiyin is an indirect wholly-owned subsidiary of the Company
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited

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“HK YSL”	YSL (HK) Limited (銀仕來(香港)有限公司), a limited liability company incorporated on 1 March 2010 in accordance with the laws of Hong Kong. HK YSL is an indirectly wholly-owned subsidiary of our Company. The principal activity of HK YSL is investment holding
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Public Offering”	the offer of the Public Offer Shares by our Company for subscription by members of the public in Hong Kong (subject to adjustment as described in the section headed “Structure and Conditions 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 herein and in the Application Forms
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the Hong Kong underwriting agreement dated 28 June 2012 relating to the Hong Kong Public Offering entered into between, amongst others, our Company, our executive Directors, our Controlling Shareholders, the Joint Bookrunners and the Hong Kong Underwriters, the particulars of which are set forth in the section headed “Underwriting” in this prospectus
“Huiyin Textile”	Zibo Huiyin Textile Co., Ltd. (淄博匯銀紡織有限公司), a limited liability company established on 9 June 2006 in accordance with the laws of the PRC. Huiyin Textile is an indirectly wholly-owned subsidiary of our Company
“IFRS”	the International Financial Reporting Standards
“Independent Third Party(ies)”	an individual or a company who is not connected with (within the meaning of the Listing Rules) any directors, chief executive or substantial shareholders of our Company, any of its subsidiaries or any of their respective associates

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“International Offer Shares”	the 144,522,000 new Shares being offered by our Company for subscription under the International Offering subject to adjustment and together, where relevant, with any additional Shares which may fall to be issued pursuant to the exercise of the Over-allotment Option as further described in the section headed “Structure and Conditions of the Global Offering” in this prospectus
“International Offering”	the conditional placing of the International Offer Shares by the International Underwriters on behalf of our Company at the Offer Price outside the United States (including to professional, institutional and corporate investors and excluding retail investors in Hong Kong) in reliance on Regulation S as further described in the section headed “Structure and Conditions of the Global Offering” in this prospectus
“International Underwriters”	the group of international underwriters expected to enter into the International Underwriting Agreement to underwrite the International Offering
“International Underwriting Agreement”	the conditional underwriting agreement expected to be entered into on or about the Price Determination Date, between, amongst others, our Company, our executive Directors, our Controlling Shareholders, the Joint Bookrunners and the International Underwriters in respect of the International Offering, the particulars of which are set forth in the section headed “Underwriting” in this prospectus
“Issuing Mandate”	the general unconditional mandate given to our Directors by our Shareholders relating to the issue of new Shares, particulars of which are set forth in the paragraph headed “Further Information about our Company — 3. Resolutions in writing of our Shareholders passed on 26 June 2012” in Appendix VI to this prospectus
“Joint Bookrunners” or “Joint Lead Managers”	Mizuho and First Shanghai, being the joint bookrunners and joint lead managers of the Global Offering
“Latest Practicable Date” or “LPD”	26 June 2012, being the latest practicable date for ascertaining certain information in this prospectus prior to its printing
“Listing”	the listing of our Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange

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“Listing Date”	the date, expected to be on or about 12 July 2012, on which our Shares are listed on the Main Board
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of the Growth Enterprise Market of the Stock Exchange (excluding the options market) and which continues to be operated by the Stock Exchange 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, a summary of which is contained in Appendix IV to this prospectus
“Mizuho” or “Sole Global Coordinator” or “Sole Sponsor”	Mizuho Securities Asia Limited, a licensed corporation under the SFO, authorised to conduct types 1, 2, 4, 5, 6 and 9 regulated activities under the SFO
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部) or its predecessor, the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外貿易經濟合作部)
“municipality”	cities administered directly under the central government in the PRC
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“New EIT Law”	the new PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》) promulgated by the National People’s Congress on 16 March 2007 and became effective on 1 January 2008
“Offer Price”	the final price per Share in Hong Kong dollars (exclusive of the brokerage fee, SFC transaction levy and Stock Exchange trading fee) at which our Shares are to be subscribed for and issued pursuant to the Hong Kong Public Offering, to be determined in the manner further described in “Structure and Conditions of the Global Offering — Pricing of the Global Offering” in this prospectus
“Offer Shares”	the Public Offer Shares and the International Offer Shares, being 160,580,000 new Shares initially being offered at the final Offer Price by our Company under the Global Offering, together, where relevant, with any additional Shares issued pursuant to the exercise of the Over-allotment Option

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“Over-allotment Option”	the option to be granted by us to the Joint Bookrunners, exercisable by them on behalf of the International Underwriters under the International Underwriting Agreement, pursuant to which the Company may be required by the Joint Bookrunners to issue up to 24,087,000 additional Shares, representing in aggregate 15% of the initial number of the Offer Shares under the Global Offering, at the Offer Price, to, among other things, cover over-allocations in the International Offering, if any
“PBOC”	The People’s Bank of China (中國人民銀行), the central bank of the PRC
“People’s Congress”	the legislative apparatus of the PRC, including the National People’s Congress and all the local people’s congresses (including provincial, municipal and other regional or local people’s congresses) as the context may require, or any of them (人民代表大會)
“Power Fit”	Power Fit Limited (力健有限公司), a limited liability company incorporated on 8 January 2010 in accordance with the laws of the BVI. Power Fit is a directly wholly-owned subsidiary of our Company. The principal activity of Power Fit is investment holding
“PRC Government” or “State”	the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them
“Price Determination Date”	the date on which the final Offer Price is to be determined by our Company and the Joint Bookrunners (for themselves and on behalf of the other Underwriters), which is expected to be on or about 6 July 2012 and in any event not later than 12:00 noon on 11 July 2012
“Public Offer Shares”	the 16,058,000 new Shares being offered by us for subscription under the Hong Kong Public Offering, representing 10% of the initial number of the Offer Shares subject to adjustment as described in the section headed “Structure and Conditions of the Global Offering” in this prospectus
“Regulation S”	Regulation S under the US Securities Act

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“Reorganization”	the reorganization of the group of companies now comprising our Group, as more particularly described in the section headed “History, Reorganization and Group Structure” in this prospectus and the paragraph headed “Further Information about our Company — 4. Group reorganization” in Appendix VI to this prospectus
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares given to our Directors by our Shareholders, particulars of which are set forth in the paragraph headed “Further Information about our Company — 7. Securities repurchase mandate” in Appendix VI to this prospectus
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of the PRC
“SAFE”	the PRC State Administration of Foreign Exchange (中華人民共和國國家外匯管理局)
“SAIC”	the PRC State Administration for Industry and Commerce (中華人民共和國國家工商行政管理總局)
“SAT”	China’s State Administration of Taxation (中華人民共和國國家稅務總局)
“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
“Shareholder(s)”	holder(s) of Shares
“Share(s)”	ordinary share(s) of US\$0.01 each in the share capital of our Company
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 26 June 2012, a summary of its principal terms is set forth in the paragraph headed “Other Information — 14. Share Option Scheme” in Appendix VI to this prospectus
“Solemnity”	Solemnity Chance Global Trading Limited (昌隆環球貿易有限公司), a limited liability company incorporated on 11 February 2011 in accordance with the laws of the BVI and wholly owned by Mr. SIU Wun Lung. The principal activity of Solemnity is investment holding
“sq.m.”	square metre(s)

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“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Borrowing Agreement”	a stock borrowing agreement to be entered into on or around the Price Determination Date between First Shanghai and Excel Orient
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it in section 2 of the Companies Ordinance
“Substantial Shareholder”	has the meaning ascribed to it under the Listing Rules
“Sunlion”	Sunlion Holdings Limited, a limited liability company incorporated on 26 November 2010 in accordance with the laws of the BVI and wholly owned by Mr. YAN Tangfeng. The principal activity of Sunlion is investment holding
“Swift Power”	Swift Power Limited (力迅有限公司), a limited liability company incorporated on 8 January 2010 in accordance with the laws of the BVI. Swift Power is a directly wholly-owned subsidiary of our Company. The principal activity of Swift Power is investment holding
“Tianhao”	Zibo Tianhao Dyeing & Textiling Co., Ltd. (淄博天浩織染有限公司), a limited liability company established on 7 August 2003 in accordance with the laws of the PRC, the equity interest of which is owned as to 75% by Tianrui Investment as at the Latest Practicable Date
“Tianrui Investment”	Zibo Tianrui Investment Co., Ltd. (淄博天瑞投資有限公司), a limited liability company established on 28 April 2006 in accordance with the laws of the PRC
“Top Grade”	Top Grade Holdings Limited (大基集團有限公司), a limited liability company incorporated on 11 December 1996 in accordance with the laws of Hong Kong
“Track Record Period”	means the years ended 31 December 2009, 2010 and 2011
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “U.S.” or “US”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction

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“US Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“USD” or “US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax
“WFOE”	wholly foreign-owned enterprise
“WTO”	World Trade Organisation
“Yinlong Assets Acquisition”	the assets acquisition on 31 December 2010 by Yinshilai Textile from Yinlong Industrial, a company controlled by Mr. LIU Dong’s associate at that time, approximately 90,000 spindles and other spinning machineries and supporting equipment at the total consideration of RMB28,100,984.67. Yinlong Assets Acquisition was completed on 31 December 2010
“Yinlong Industrial”	Zibo Yinlong Industrial Co., Ltd. (淄博銀龍實業有限公司), formerly known as Zibo Boshan Yinlong Chemical Fiber and Textile Co., Ltd. (淄博博山銀龍化纖紡織有限公司) and Zibo Boshan Yinlong Industrial Co., Ltd. (淄博博山銀龍實業有限公司), a limited liability company established on 10 October 1999 in accordance with the laws of the PRC
“Yinshan Chemical Fiber”	Zibo Boshan Yinshan Chemical Fiber Co., Ltd. (淄博博山銀杉化纖有限公司), a limited liability company established on 3 December 2003 in accordance with the laws of the PRC
“Yinshilai Textile”	Zibo Yinshilai Textile Co., Ltd. (淄博銀仕來紡織有限公司), a limited liability company established on 1 December 1999 in accordance with the laws of the PRC. Yinshilai Textile is an indirectly wholly-owned subsidiary of our Company
“Zibo Kangye”	Zibo Kangye Labour Despatching Co. Ltd. (淄博康業勞務派遣有限公司), a local labour despatching agent
“%”	per cent.

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For illustration purposes only and unless otherwise specified in this prospectus, amounts denominated in RMB and US\$ have been translated into HK\$ at the rate of RMB0.8107 = HK\$1.00 and US\$1.00 = HK\$7.7500, respectively. No representation is made that the RMB and US\$ amounts could have been, or could be, converted into HK\$ at such rates or at any other rate on such date or on any other date.

Unless expressly stated or the context requires otherwise:

- *all percentages and figures, including share ownership and operating data, have been rounded, and accordingly, totals of rows or columns of numbers in tables may not be equal to the apparent total of the individual items;*
- *where information is presented in thousands or millions of units, amounts may have been rounded up or down; and*
- *all references to any shareholdings in our Company assume no exercise of the Over-allotment Option unless otherwise specified.*

For ease of reference, the names of PRC nationals, PRC established companies or entities have been included in this prospectus in both Chinese and English languages. The name in Chinese language is the official name of each such PRC national, company or entity, while that in English language is an unofficial translation for identification purpose only, and in the event of any inconsistency, the Chinese version shall prevail.