

## DEFINITIONS

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

“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of Shares to be made upon the capitalisation of part of the sum standing to the credit of the share premium account of the Company referred to in the paragraph headed “Resolutions of all shareholders of the Company passed on 19th October, 2002” in Appendix 5 to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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)
“Company”	Rontex International Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 7th June, 2002
“CSC”	CSC Asia Limited, an investment adviser registered under the Securities Ordinance (Chapter 333 of the Laws of Hong Kong), the sponsor of the Offer
“Director(s)”	the director(s) of the Company
“Ever Gold”	Ever Gold Limited, an indirect wholly-owned subsidiary of the Company incorporated in Samoa on 31st August, 1998
“Falcon Vision”	Falcon Vision Limited, a direct wholly-owned subsidiary of the Company incorporated in BVI on 4th July, 2001
“First Asia”	First Asia Finance Group Limited, an investment adviser registered under the Securities Ordinance (Chapter 333 of the Laws of Hong Kong), the co-sponsor of the Offer
“Group”	the Company and its subsidiaries or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, such subsidiaries or the business which has since been acquired or carried on by them
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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“Independent”	not connected with the directors, chief executives or substantial shareholders of the Company or any of its subsidiaries or any of their respective associates (as defined in the Listing Rules)
“Latest Practicable Date”	21st October, 2002 being the latest practicable date for the purposes of ascertaining certain information contained herein prior to the printing of this prospectus
“Lead Manager”	Ever-Long Securities Company Limited, a dealer registered under the Securities Ordinance (Chapter 333 of the Laws of Hong Kong), the lead manager and bookrunner of the Offer
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Cheung”	Mr. Cheung Keng Ching, the chairman of the Company and an executive Director. He is the spouse of Mrs. Cheung
“Mrs. Cheung”	Madam Chou Mei, an executive Director. She is the spouse of Mr. Cheung
“New Shares”	the 36,000,000 new Shares initially offered for subscription by the Company under the Offer
“Offer”	the Placing and the Public Offer
“Offer for Sale”	the offer for sale of the Sale Shares by the Vendor for cash at the Offer Price pursuant to the Placing
“Offer Price”	the price of \$1.00 per Offer Share under the Offer
“Offer Shares”	the Placing Shares and the Public Offer Shares
“Over-allotment Option”	the option granted by the Company to the Underwriters, exercisable by the Lead Manager (for itself and on behalf of the other Underwriters) for 30 days commencing from the date of this prospectus, to require the Company to allot and issue up to an aggregate of 9,000,000 additional new Shares at the Offer Price to cover over-allocations (if any) in the Placing, representing 15% of the Offer Shares
“Placing”	the conditional placing of the Placing Shares by the Placing Underwriters on behalf of the Company and the Vendor for cash at the Offer Price to professional, institutional and other investors as described in the section headed “Structure of the Offer” of this prospectus

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“Placing Shares”	a total of 51,000,000 Shares which consist of 27,000,000 New Shares and 24,000,000 Sale Shares initially being offered for subscription or purchase pursuant to the Placing, subject to the Over-allotment Option and re-allocation as described in the section headed “Structure of the Offer” of this prospectus
“Placing Underwriters”	Ever-Long Securities Company Limited, Luen Fat Securities Company Limited, Peace Town Securities Limited and Taiwan Concord Capital Securities (Hong Kong) Limited
“PRC” or “China”	the People’s Republic of China which, for the purposes of this prospectus, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Public Offer”	the offer for subscription of the Public Offer Shares to 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 in this prospectus and in the related application forms
“Public Offer Shares”	the 9,000,000 new Shares initially being offered for subscription pursuant to the Public Offer, subject to re-allocation as described in the section headed “Structure of the Offer” of this prospectus
“Public Offer Underwriters”	Ever-Long Securities Company Limited, Great China Brokerage Limited, Ong Asia Securities (HK) Limited, Peace Town Securities Limited and Sanfull Securities Limited
“Ronco Trading”	Ronco Trading Company Limited, an indirect wholly-owned subsidiary of the Company incorporated in Hong Kong on 23rd August, 1994
“Rontex (Beijing)”	北京朗迪服装有限公司(Beijing Rontex Garments Co., Ltd.), a sino-foreign equity joint venture company established in the PRC on 27th September, 2000 owned as to 40% by Ronco Trading
“Rontex (H.K.)”	Rontex Holdings Limited, an indirect wholly-owned subsidiary of the Company incorporated in Hong Kong on 10th March, 2000
“Rontex (Jiayun)”	寧波佳雲製衣有限公司 (Ningbo Jiayun Garments Co., Ltd.), a sino-foreign equity joint venture company established in the PRC on 14th July, 1999 owned as to 45% by Take Luck

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“Rontex (Ningbo)”	寧波朗迪紡織品有限公司(Rontex Co., Ltd.), a wholly foreign owned enterprise established in the PRC on 17th August, 2000 and an indirect wholly-owned subsidiary of the Company
“Sale Shares”	the 24,000,000 existing Shares being offered for sale by the Vendor for cash at the Offer Price pursuant to the Placing
“SDI Ordinance”	the Securities (Disclosure of Interests) Ordinance (Chapter 396 of the Laws of Hong Kong)
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	share(s) of nominal value of \$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 19th October, 2002 the principal terms of which are summarised in the paragraph headed “Share Option Scheme” in Appendix 5 to this prospectus
“Sponsors”	CSC and First Asia
“Star Master” or “Vendor”	Star Master International Limited, a company incorporated in BVI on 10th April, 2002, the controlling shareholder of the Company which is/will be interested in 90% and 61.8% of the issued share capital of the Company prior to and immediately upon listing of the Shares on the Stock Exchange respectively, being also the vendor of the Sale Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Take Luck”	Take Luck Development Limited, an indirect wholly-owned subsidiary of the Company incorporated in Hong Kong on 9th July, 1992
“Track Record Period”	the three financial years of the Group ended 31st March, 2002
“Underwriters”	the Placing Underwriters and the Public Offer Underwriters
“Underwriting Agreement”	the underwriting agreement dated 25th October, 2002 entered into between the Company, the Vendor, the executive Directors, the covenantors as named therein, the Sponsors, the Lead Manager and the Underwriters, particulars of which are summarised in the section headed “Underwriting” of this prospectus
“RMB”	Renminbi, the lawful currency of the PRC

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“US”	the United States of America
“US\$”	United States dollars, the lawful currency of US
“WTO”	World Trade Organisation
“sq.ft.”	square feet
“sq.m.”	square metres
“\$” and “¢”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“%”	per cent.

Unless otherwise specified, the conversion of United States dollars into Hong Kong dollars in this prospectus is based on the approximate exchange rate of \$7.8 to US\$1.0 and the conversion of Renminbi into Hong Kong dollars in this prospectus is based on the approximate exchange rate of \$1.0 to RMB1.06.

No representation is made that any amount in United States dollars, Hong Kong dollars or Renminbi can be or could have been at the relevant dates be converted at the above rate or any rates at all.

If there is any inconsistency between the Chinese names of the PRC entities mentioned in this prospectus and their respective English translations, the Chinese version shall prevail.