
DEFINITIONS

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

“1506 CC”	一五零六創意城投資有限公司 (1506 Creative City Investment Company Limited*), a company established on 25 October 2007 in the PRC with limited liability
“1506 CC Strategic Agreement”	the strategic framework agreement dated 2 November 2010 entered into between Legend Strategy and 1506 CC
“Ablewise”	Ablewise Trading Limited, a limited company incorporated in the BVI on 20 September 2005 which was indirectly wholly-owned by the Company as at the Latest Practicable Date
“Articles” or “Articles of Association”	the articles of association of the Company adopted by the Shareholders on 22 June 2011 to take effect on the Listing Date, a summary of which is set out in Appendix IV to this prospectus
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	any day (other than a Saturday, a Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“chief executive(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Co-lead Manager”	SBI E2-Capital Financial Services Limited, a corporation licensed by the SFC to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities (as defined in the SFO), acting as co-lead manager of the Placing
“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
“Company”	Legend Strategy International Holdings Group Company Limited (枋濬國際集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 23 February 2011

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“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules and, in the context of this prospectus, means Mr. Fong, who is interested in approximately 55.4% of the total issued share capital of the Company immediately after the Placing
“Da Mei Sha Hotel”	the hotel located at 2nd Floor, Xin Hai Garan Agile, Inner Road, Dameisha, Shenzhen, the PRC and invested by an Independent Third Party
“Deed of Non-competition Undertaking”	a deed of non-competition undertaking dated 25 June 2011 entered into by Mr. Fong in favour of the Company
“Director(s)”	the director(s) of the Company
“Dr. Pradit”	Dr. Pradit Sintavanarong, the then shareholder and director of Moon Ko
“Gaomiao Hotel”	the hotel located at Shiwan Town, 6 Gaomiao Road, Foshan, the PRC and invested by an Independent Third Party
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“GEM Website”	http://www.hkgem.com , being the internet website operated by the Stock Exchange
“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 as if they were the Company’s subsidiaries at that time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Independent Third Party(ies)”	a person(s) or company(ies) which is/are independent of and not connected with the directors, chief executive, controlling shareholders or substantial shareholders of the Company or its subsidiaries, or any of their respective subsidiaries or associates
“Joint Lead Managers”	Quam Securities and SBI E2-Capital and “Joint Lead Manager” means any one of them

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“Lai Ying”	Lai Ying International Limited (勵盈國際有限公司), a limited company incorporated in Hong Kong on 13 April 2007 which was indirectly wholly-owned by the Company as at the Latest Practicable Date
“Latest Practicable Date”	27 June 2011, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information contained herein
“Legend Strategy”	Legend Strategy Limited (枋濬有限公司), a limited company incorporated in Hong Kong on 28 May 2007 which was indirectly wholly-owned by the Company as at the Latest Practicable Date
“Legend Strategy International”	Legend Strategy International Limited (枋濬國際公司), a limited company incorporated in the BVI on 15 December 2010 which was directly wholly-owned by the Company as at the Latest Practicable Date
“Listing”	the listing of the Shares on GEM
“Listing Date”	the date on which dealings of the Shares first commence on GEM, which is expected to be on or around 15 July 2011
“Listing Division”	the listing division of the Stock Exchange
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of the GEM (excluding the option market) and which stock market continues to be operated in parallel with the GEM and which, for the avoidance of doubt, excludes the GEM
“Memorandum”	the memorandum of association of the Company, as amended from time to time
“Modern Tourists”	深圳摩登旅業管理有限公司 (Shenzhen Modern Tourists Management Co. Ltd.*), a limited company established in the PRC on 25 April 2008 which was indirectly wholly-owned by the Company as at the Latest Practicable Date
“Moon Ko”	Moon Ko Development International Limited (滿高發展國際有限公司), a limited company incorporated in Hong Kong on 1 March 2007 which was indirectly wholly-owned by the Company as at the Latest Practicable Date
“Mr. De Weyer”	Mr. De Weyer, Daniel Ludovicus Joannes, a Shareholder and a non-executive Director
“Mr. Fong”	Mr. Fong, Man Kelvin (方文), the Controlling Shareholder, the chairman and an executive Director

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“Mr. Qiu”	Mr. Qiu Dai Lun (邱代倫), a Shareholder
“Mr. Wong”	Mr. Wong, William (黃樟溟) (formerly named Wong, Hiu Fan William (黃曉帆)), the chief executive officer and an executive Director
“Placing”	the conditional placing of the Placing Shares by the Placing Agents on behalf of the Company for cash at the Placing Price, as further described in the section headed “Structure and conditions of the Placing” of this prospectus
“Placing Agents”	the Joint Lead Managers and the Co-lead Manager
“Placing Agreement”	the conditional placing agreement entered into on 29 June 2011 among the Company, Mr. Fong, Mr. Wong, the Sponsor, the Joint Lead Managers and the Co-lead Manager relating to the Placing, particulars of which are summarised in the section headed “Structure and conditions of the Placing” of this prospectus
“Placing Price”	the price per Placing Share (exclusive of brokerage, the Stock Exchange trading fee and SFC transaction levy), which will not be more than of HK\$1.20 per Placing Share and is expected to be not less than HK\$0.80 per Placing Share, such price to be fixed at or before the Price Determination Time
“Placing Shares”	the Shares being offered for subscription at the Placing Price under the Placing
“PRC” or “China”	the People’s Republic of China, and for the purposes of this prospectus and for geographical reference only, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Price Determination Time”	the time, expected to be at or before 5:00 p.m. on 11 July 2011 or such later time and/or date as may be agreed between the Joint Lead Managers (for themselves and on behalf of the Co-lead Manager) and the Company, at which the final Placing Price is fixed for the purpose of the Placing
“Quam Capital” or “Sponsor”	Quam Capital Limited, a corporation licenced to carry on type 6 (advising on corporate finance) regulated activities under the SFO, acting as the sponsor of the Listing

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“Quam Securities”	Quam Securities Company Limited, a corporation licensed by the SFC to carry on type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO, one of the Joint Lead Managers
“Reorganisation”	the corporate reorganisation arrangements undergone by the Group in preparation for the Listing, details of which are set out in the section headed “History and corporate structure” of this prospectus
“SBI E2-Capital” or “Sole Bookrunner”	SBI E2-Capital (HK) Limited, a corporation licensed by the SFC to carry on type 1 (dealing in securities) and 6 (advising on corporate finance) regulated activities (as defined in the SFO), acting as the sole bookrunner of the Placing and one of the Joint Lead Managers
“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 and supplemented from time to time
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 22 June 2011, the principal terms of which are summarised in the paragraph headed “Share Option Scheme” in Appendix V to this prospectus
“Shareholder(s)”	the holder(s) of the Shares
“Shu Yong Consultancy Agreement”	the art consultancy framework agreement dated 22 March 2011 entered into between Legend Strategy and Mr. Shu Yong
“South China Hotel”	the hotel for which the Group acts as a consultant under a hotel consultancy agreement and was in the process of site selection as at the Latest Practicable Date
“State Council”	中華人民共和國國務院 (State Council of the PRC*)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the GEM Listing Rules
“Substantial Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers

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“Track Record Period”	the two financial years ended 31 December 2010
“Triple Leaf”	Triple Leaf Limited (三葉有限公司), a limited company incorporated in Hong Kong on 15 March 2007 which was indirectly wholly-owned by the Company as at the Latest Practicable Date
“Triple Leaf (BVI)”	Triple Leaf (B.V.I.) Limited, a limited company incorporated in the BVI on 25 February 2011 and owned by Mr. Jiang Wen, Mr. Markus Rall and Mr. Kan Yau Shan in equal shares as at the Latest Practicable Date
“US”	the United States of America
“WBT Hotel”	the hotel located at Factory No. 9, 2 West Bi Tang Street, Foshan, the PRC and invested by an Independent Third Party
“Welcome Inn Baoan”	the hotel located at Building 23, Xinan Second Road, Baoan District 5, Shenzhen, the PRC and operated directly by Modern Tourists, which was opened on 25 April 2008
“Welcome Inn Caitian”	the hotel located at 2nd and 3rd Floors, Ganlan Peng Garden Podium Building, No. 3030 Caitian Road, Futian District, Shenzhen, the PRC and operated directly by Yuelai Inn Tourists, which was opened on 11 December 2006
“Welcome Inn Luohu”	the hotel located at 3rd Floor, Jiabin Garden Podium Building, Shennan Road South, Luohu District, Shenzhen, the PRC and operated directly by Yuelai Inn, which was opened on 26 November 2008
“Welcome Inn Nanshan”	the hotel located at Yilida Jingying Complex Building, No. 2009 Nanshan Main Road, Nanshan District, Shenzhen, the PRC and operated directly by Yingde Tourists, which was opened on 30 May 2008
“Yingde Tourists”	深圳盈的旅業有限公司 (Shenzhen Yingde Tourists Co. Ltd.*), a limited company established in the PRC on 30 May 2008 which was indirectly wholly-owned by the Company as at the Latest Practicable Date
“Yuelai Inn”	深圳悅來客棧有限公司 (Shenzhen Yuelai Inn Co. Ltd.*), a limited company established in the PRC on 26 November 2008 which was indirectly wholly-owned by the Company as at the Latest Practicable Date

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“Yuelai Inn Tourists”	深圳悦來客棧旅業有限公司 (Shenzhen Yuelai Inn Tourists Co. Ltd.*), a limited company established in the PRC on 11 December 2006 which was indirectly wholly-owned by the Company as at the Latest Practicable Date
“Zhongxin Hotel”	the hotel located at 9, 13, 15, 16, 35, 37, 39, 40, 41, 42, 43, 44, 45, 49 Zhongxin Lane and 5, 6, 29, 77 Shizi Lane, Shiwan Town, Foshan, the PRC and invested by an Independent Third Party
“HK\$” or “Hong Kong dollar(s)”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB” or “Renminbi”	the lawful currency of the PRC
“US\$” or “US dollar(s)”	US dollars, the lawful currency of the US
“m”	metre
“sq.ft.”	square feet
“sq.m.”	square metre
“%”	per cent.

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.

The English version of the Chinese names which are included in this prospectus and marked with “” are for identification purposes only, and should not be regarded as the official English translation of such Chinese names or words unless stated otherwise. If there is any inconsistency, the Chinese names shall prevail.*