

THIS WEB PROOF INFORMATION PACK IS IN DRAFT FORM. The information contained herein is incomplete and is subject to change. This web proof information pack must be read in conjunction with the section headed “Warning on the cover of this web proof information pack.

DEFINITIONS

In this document, 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 [●], a summary of which is set out in Appendix IV to this document
“associate(s)”	has the meaning ascribed to it under [●]
“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
“chief executive(s)”	has the meaning ascribed to it under [●]
“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
“connected person(s)”	has the meaning ascribed to it under [●]
“Controlling Shareholder(s)”	has the meaning ascribed to it under [●] and, in the context of this document, means Mr. Fong, who is interested in approximately 55.42% of the total issued share capital of the Company immediately after [●]

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“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
“Director(s)”	the director(s) of the Company
“Gaomiao Hotel”	the hotel located at Shiwan Town, 6 Gaomiao Road, Foshan, the PRC and invested by an Independent Third Party
“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
“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
“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”	[●] 2011, being the latest practicable date prior to the printing of this document 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
“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

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“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
“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
“Non-competition Deed”	a deed of non-competition dated [●] 2011 entered into by Mr. Fong in favour of the Company
“PRC” or “China”	the People’s Republic of China, and for the purposes of this document and for geographical reference only, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Reorganisation”	the corporate reorganisation arrangements undergone by the Group in preparation for [●], details of which are set out in the section headed “History and corporate structure” of this document
“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 document
“Shareholder(s)”	the holder(s) of the Shares
“Shu Yong Strategic Agreement”	the strategic 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*)

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“subsidiaries”	has the meaning ascribed to it under [●]
“Substantial Shareholder(s)”	has the meaning ascribed to it under [●]
“Takeovers Code”	the Code on Takeovers and Mergers
“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

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“Yuelai Inn”	深圳悦來客棧有限公司 (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
“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 document 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 document 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.*

* for identification purpose only