

THIS WEB PROOF INFORMATION PACK IS IN DRAFT FORM. The information contained in it 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.

“All Divine”	All Divine Limited, a company wholly and beneficially owned by Mr. Tien, incorporated in the BVI with limited liability on 28 May 2013 and a Controlling Shareholder
“Articles” or “Articles of Association”	the articles of association of the Company conditionally adopted on 22 November 2013 and as amended from time to time, a summary of which is set out in Appendix IV to this document
“associate(s)”	has the meaning ascribed to it under the [●]
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAD”	Canadian dollars, the lawful currency of Canada
“CAGR”	compounded annual growth rate
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, modified and supplemented from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
“Company”	Runway Global Holdings Company Limited (時尚環球控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 19 June 2013 under the Companies Law
“connected person(s)”	has the meaning ascribed to it under the [●]
“Controlling Shareholders”	has the meaning ascribed to it under the [●] and in the case of the Company, means collectively, Mr. Tien, Mr. Gozashti, All Divine and Fortune Zone
“Director(s)”	the director(s) of the Company

DEFINITIONS

“EIT Law”	中華人民共和國企業所得稅法 (the Enterprise Income Tax Law of the PRC), which was promulgated on 16 March 2007 and became effective from 1 January 2008
“Fortune Zone”	Fortune Zone Global Limited, a company wholly and beneficially owned by Mr. Gozashti, incorporated in the BVI with limited liability on 30 May 2013 and a Controlling Shareholder
“GDP”	gross domestic output
“Great Entrepreneur”	Great Entrepreneur Investments Limited, a company incorporated in the BVI with limited liability on 21 May 2013, a wholly-owned subsidiary of the Company and an intermediate holding company of the Group
“Group”	the Company and its subsidiaries at the relevant time or, where the context otherwise requires, in respect of the period prior to the Company becoming the holding company of its present subsidiaries, its present subsidiaries and the businesses operated by such subsidiaries
“HK\$” or “HKD” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Legal Advisers”	[●], the legal advisers to the Company as to Hong Kong laws
“independent third party(ies)”	an individual(s) or a company(ies) who or which is/are independent and not connected with (within the meaning of the [●]) any Directors, chief executive or substantial Shareholders (within the meaning of the [●]) or the Company, its subsidiaries or any of their respective associates and not otherwise a connected person of the Company
“Jiaxing”	嘉興市 (Jiaxing City), a city in the Zhejiang province of the PRC
“Jiaxing Factory”	the factory which is the Group’s manufacturing base located in Jiaxing and is owned and operated by Runway Jiaxing
“Latest Practicable Date”	20 November 2013, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information in this document prior to publication
“Memorandum of Association” or “Memorandum”	the memorandum of association of the Company as amended from time to time
“MOFCOM”	中華人民共和國商務部 (the Ministry of Commerce of the PRC)

THIS WEB PROOF INFORMATION PACK IS IN DRAFT FORM. The information contained in it 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

“Mr. Gozashti”	Mr. Farzad Gozashti, an executive Director, the chief marketing officer of the Company and one of the Controlling Shareholders
“Mr. Tien”	Mr. Hubert Tien (田曉勃), an executive Director, chairman of the Board and one of the Controlling Shareholders
“Nomination Committee”	the nomination committee of the Board
“PBOC”	中國人民銀行 (People’s Bank of China), the central bank of the PRC
“PRC”	the People’s Republic of China, and for the purpose of this document, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Government”	the government of the PRC including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and organisations thereof or, as the context requires, any of them
“PRC Legal Advisers”	[●], the legal advisers to the Company as to PRC laws
“Reorganisation”	the corporate reorganisation arrangements implemented by the Group in preparation for the [●] which are more particularly described in the section headed “History, Reorganisation and Group structure” in this document
“Remuneration Committee”	the remuneration committee of the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Runway HK”	Runway Global Limited, a company incorporated in Hong Kong on 12 October 2001 and an indirect wholly-owned subsidiary of the Company
“Runway HK Legal Counsel”	[●], the legal counsel acting for Runway HK in the arbitration proceedings which is more particularly disclosed in the paragraph headed “Litigation” under the section headed “Business” in this document
“Runway Jiaxing”	Jiaxing Runway Global Garment Limited (時尚環球服飾(嘉興)有限公司), a limited liability company established in the PRC on 9 October 2003 and an indirect wholly-owned subsidiary of the Company
“Runway US”	Runway Fashions, Inc., a company incorporated in the State of California of the United States on 4 April 2003 and an indirect wholly-owned subsidiary of the Company

THIS WEB PROOF INFORMATION PACK IS IN DRAFT FORM. The information contained in it 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

“SAFE”	中華人民共和國國家外匯管理局 (the State Administration of Foreign Exchange of the PRC)
“SAFE Circular No. 75”	國家外匯管理局關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知 (the SAFE Notice on Relevant Issues Concerning Foreign Exchange Administration for PRC Residents to Engage in Financing and Inbound Investment via Overseas Special Purpose Vehicles)
“SAT”	中華人民共和國國家稅務總局 (the State Administration of Taxation of the PRC)
“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto in [●]
“Substantial Shareholder(s)”	has the meaning ascribed thereto in the [●] and details of the Substantial Shareholders are set out in the section headed “Substantial Shareholders” in this document
“Track Record Period”	the two years ended 31 December 2012 and the five months ended 31 May 2013
“Transformed Holdings”	Transformed Holdings Limited, a company incorporated in the BVI with limited liability on 21 May 2013, a wholly-owned subsidiary of the Company and an intermediate holding company in the Group
“United States” or “USA” or “US”	the United States of America
“US Legal Advisers”	[●], the legal advisers to the Company as to United States laws
“US\$” or “USD”	United States dollars, the lawful currency of the United States
“sq.ft.”	square foot
“sq.m.”	square metre(s)
“%”	per cent.

THIS WEB PROOF INFORMATION PACK IS IN DRAFT FORM. The information contained in it 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

Unless otherwise specified, translations of RMB into HK\$ and US\$ into HK\$ in this document are based on the exchange rate set out below (for the purpose of illustration only):

RMB0.79: HK\$1.00

US\$1.00: HK\$7.80

No representation is made that any amounts in RMB, US\$ and HK\$ can be or could have been converted at the relevant dates at the above exchange rate or any other rates.

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, totals of rows or columns of numbers in tables may not be equal to the apparent total of individual items. Where information is presented in thousands or millions of units, amounts may have been rounded up or down.

In this document, if there is any inconsistency between the Chinese names of the PRC entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail.

The English translations of the names of the PRC laws, rules and regulations printed in this document are not official names for, and do not form any official part of, such laws, rules and regulations. Translated English names of Chinese natural persons, legal persons, governmental authorities, institutions or other entities for which no official English translation exist are unofficial translations for identification purposes only, and in the event of any inconsistency between the Chinese names of the PRC entities mentioned in this document and their English translations, the Chinese names shall prevail.