

DEFINITIONS

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

“Articles”	the articles of association of our Company, a summary of which is set out in Appendix III to this [REDACTED]
“associate(s)”	has the same meaning as defined in the GEM Listing Rules
“BIZ Cloud”	BIZ Cloud Limited, a company incorporated in the BVI on 22 April 2013 with limited liability, which is wholly-owned by Mr. Lee
“Board”	the board of Directors
“business day(s)”	any day(s) (excluding Saturday(s), Sunday(s) and public holidays) in Hong Kong on which licensed banks in Hong Kong are open for banking business through their normal business hours
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate, a method of assessing the average growth of a value over time
“Capitalisation Issue”	the issue of [REDACTED] Shares to be made upon the capitalisation of certain sums standing to the credit of the share premium account of our Company referred to in the paragraph headed “Resolutions of the Shareholders” in Appendix IV to this [REDACTED]
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a 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
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CEPA”	the Closer Economic Partnership Arrangement between Hong Kong and the PRC

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“close associate(s)”	has the meaning as defined in the GEM Listing Rules
“Cloud Gear”	Cloud Gear Limited, a company incorporated in the BVI on 15 February 2013 with limited liability, which is wholly-owned by Mr. Chan
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented and/or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time
“Company” or “we” or “us”	ICO Group Limited, a company incorporated in the Cayman Islands on 26 April 2013 as an exempted company with limited liability and registered in Hong Kong as a non-Hong Kong company under Part XI of the Predecessor Companies Ordinance
“Confirmation Deed”	the confirmation deed dated [●], entered into by our ultimate Controlling Shareholders, namely Mr. Lee, Mr. Yong, Mr. Chan and Mr. Tam to acknowledge and confirm, among other things, that they were parties acting in concert in relation to our Group, details of which are set out in the paragraph “Parties acting in concert” in the section headed “History, reorganisation and Group structure” of this [REDACTED]
“Controlling Shareholders”	has the meaning ascribed to it under the GEM Listing Rules and, in the context of our Company, means each of Mr. Lee, Mr. Yong, Mr. Chan and Mr. Tam, our ultimate “Controlling Shareholders”, and the companies through which they hold equity interest in our Company, namely BIZ Cloud, Cloud Gear, Friends True and Imagine Cloud, details of their shareholdings are set forth in the section headed “Substantial Shareholders” in this [REDACTED] and the section headed “Disclosure of interests” in Appendix IV to this [REDACTED]
“Deed of Indemnity”	the deed of indemnity dated [●] executed by our Controlling Shareholders in favour of our Company, details of which are set out in the section headed “Other Information — Estate duty and tax indemnity” in Appendix IV to this [REDACTED]

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“Digital Faith”	Digital Faith International Limited, a company incorporated in the BVI on 2 January 2002 with limited liability and an indirect wholly-owned subsidiary of our Company
“Director(s)”	the director(s) of our Company
“Disposal”	the disposal of ICO Technology (China) on 1 April 2013 by our Group, details of which are set out in the section headed “History, reorganisation and Group structure” of this [REDACTED]
“Friends True”	Friends True Limited, a company incorporated in the BVI on 28 February 2013 with limited liability, which is wholly-owned by Mr. Yong
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“GEM website”	the internet website www.hkgem.com operated by the Stock Exchange for the purposes of GEM
“Great Talent”	Great Talent Holdings Limited, a company incorporated in the BVI on 10 February 2000 with limited liability which was beneficially owned by Mr. Yong and Mr. Tam as to 75% and 25% respectively prior to the Reorganisation, and a direct wholly-owned subsidiary of our Company
“Group”	our Company and its subsidiaries, or any of them or, where the context so required, in respect of the period before our Company became the holding company, the present subsidiaries of our Company or, where the context otherwise specifies or so requires in respect of financial or accounting information, our Company and its subsidiaries
“HK Legal Advisers”	Tso Au Yim & Yeung Solicitor, the legal advisers to our Company as to Hong Kong law
“HKEx”	Hong Kong Exchanges and Clearing Limited
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC

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“ICO Group (HK)”	ICO Group Holdings Limited (揚科集團有限公司) (formerly known as ICO Group Limited prior to 8 August 2013), a company incorporated on 6 May 2013 in Hong Kong with limited liability and an indirect wholly-owned subsidiary of our Company
“ICO HK”	ICO Limited (揚科有限公司), a company incorporated in Hong Kong with limited liability on 29 October 1992 and an indirect wholly-owned subsidiary of our Company
“ICO Holdings”	ICO Holdings Limited (揚科控股有限公司), a company incorporated in Hong Kong on 15 March 2000 with limited liability and an indirect wholly-owned subsidiary of our Company
“ICO Investments”	ICO Investments Limited (揚科投資有限公司), a company incorporated in Hong Kong on 18 April 2013 with limited liability and an indirect wholly-owned subsidiary of our Company
“ICO Technology”	ICO Technology Limited (揚科資訊科技有限公司) (formerly known as Image Connection Limited prior to 16 June 2006), a company incorporated in Hong Kong on 26 September 1995 with limited liability owned by Wide Faith and Raceline as to 51% and 49% respectively, and a non-wholly owned subsidiary of our Company
“ICO Technology (China)”	ICO Technology (China) Limited (揚科資訊科技(中國)有限公司), a company incorporated in Hong Kong on 13 October 2008 with limited liability which was disposed of by our Group on 1 April 2013
“Imagine Cloud”	Imagine Cloud Limited, a company incorporated in the BVI on 22 April 2013 with limited liability, which is wholly-owned by Mr. Tam
“Independent Third Party(ies)”	independent third party(ies) who are not connected persons of our Company (as defined under the GEM Listing Rules)
“Ipsos”	Ipsos Business Consulting, an industry expert engaged by our Company to prepare the Ipsos Report and an Independent Third Party
“Ipsos Report”	an industry report dated [●] prepared by Ipsos which was commissioned by us in relation to, among other things, the IT industry in Hong Kong
“IRD”	the Inland Revenue Department of Hong Kong

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“Latest Practicable Date”	20 October 2014, being the latest practicable date prior to the printing of this [REDACTED] for ascertaining certain information in this [REDACTED]
“Lead Manager”	[REDACTED] [REDACTED] [REDACTED]
“Macau”	the Macao Special Administrative Region of the PRC
“MPF”	mandatory provident fund
“Mr. Chan”	Mr. Chan Kwok Pui (陳國培), a non-executive Director and a Controlling Shareholder
“Mr. Ho”	Mr. Ho Chak Keung (何澤強), a senior management of our Company and a director of ICO Technology
“Mr. Lee”	Mr. Lee Cheong Yuen (李昌源), an executive Director, our chief executive officer and a Controlling Shareholder
“Mr. Leung”	Mr. Leung Man Lun Walter (梁萬倫), a senior management of our Company and a director of ICO Technology
“Mr. Tam”	Mr. Tam Kwok Wah (譚國華), a non-executive Director and a Controlling Shareholder
“Mr. Yong”	Mr. Yong Man Kin (楊敏健), an executive Director, our chairman and a Controlling Shareholder [REDACTED] [REDACTED] [REDACTED] [REDACTED]
“PRC”	the People’s Republic of China, save that, for the purpose of this [REDACTED] and unless the context otherwise requires, references in this [REDACTED] to the PRC do not include Hong Kong, Macau and Taiwan
“PRC Legal Advisers”	Zhong Lun Law Firm, the legal advisers to our Company as to PRC law

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“Predecessor Companies Ordinance”	the Company Ordinance (Chapter 32 of the Laws of Hong Kong) as in force before 3 March 2014
“Raceline”	Raceline Holdings Limited, a company incorporated in the BVI on 8 June 2006 with limited liability owned by Mr. Leung and Mr. Ho as to 60% and 40% respectively, which holds 49% of the total issued share capital of ICO Technology as at the Latest Practicable Date
“Reorganisation”	the corporate reorganisation in preparation for [REDACTED] as more particularly described in the section headed “Corporate Reorganisation” in Appendix IV to this [REDACTED]
“SAFE”	State Administration of Foreign Exchange
“Securities Ordinance”	the repealed Securities Ordinance (Chapter 333 of the Laws of Hong Kong)
“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Shares
“Shenzhen Kai Gang”	深圳凱港科技有限公司 (Shenzhen Kai Gang Technology Limited*), a wholly foreign owned enterprise incorporated in the PRC with limited liability on 6 March 2009 which was disposed of by our Group on 1 April 2013 under the Disposal
“Sponsor” or “New Spring Capital Limited”	New Spring Capital Limited, a corporation licensed by the SFC to carry on type 6 (advising on corporate finance) regulated activity under the SFO, being the sole sponsor of the [REDACTED]
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Tian Li Shi”	天利時軟件開發(深圳)有限公司 (Tian Li Shi Software Development (Shenzhen) Limited*), a wholly foreign owned enterprise incorporated in the PRC with limited liability on 1 September 2009 and an indirect wholly-owned subsidiary of our Company

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“Time Profit”	Time Profit Group Limited, a company incorporated in the BVI on 14 April 2011 with limited liability wholly-owned by Mr. Leung, which owned 30% of the total issued share capital of ICO Technology (China) prior to the Disposal
“Track Record Period”	the two financial years ended 31 March 2014 and the three months ended 30 June 2014
“Underwriters”	the Underwriters of the [REDACTED] named in the paragraph headed “Underwriters” in the section headed “Underwriting” in this [REDACTED]
“Underwriting Agreement”	the underwriting agreement dated [●] relating to the [REDACTED] and entered into by, among others, our Company, the Lead Manager and the Underwriters, details of which are set out in the section headed “Underwriting” of this [REDACTED]
“US”	the United States of America
“Value Digital”	Value Digital Limited, a company incorporated in the BVI on 17 May 2002 with limited liability and an indirect wholly-owned subsidiary of our Company
“Wide Faith”	Wide Faith Management Limited, a company incorporated in the BVI on 5 January 2000 with limited liability and an indirect wholly-owned subsidiary of our Company
“Wide Ocean”	Wide Ocean Technologies Limited (宏海科技有限公司), a company incorporated in the BVI on 1 February 2000 with limited liability, which was owned by Mr. Lee and Mr. Chan as to 78% and 22% respectively prior to the Reorganisation, and is a direct wholly-owned subsidiary of our Company
“HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“US\$”	United States dollars, the lawful currency of the US
“%”	per cent

If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of company names in Chinese or another language which are marked with “” and the Chinese translation of company names in English which are marked with “*” is for identification purpose only.*