
DEFINITIONS

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

“Altus” or the “Sponsor”	Altus Capital Limited, a corporation licensed to carry out Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO, being the sponsor for the Listing
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company, adopted on [●], and as amended from time to time, a summary of which is set out in the paragraph headed “Articles of Association” in Appendix III to this document
“associate(s)” or “close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Authorised Institutions”	has the meaning ascribed to it under the Banking Ordinance
“Banking Ordinance”	the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Board” or “our Board”	the board of Directors from time to time or a duly authorised committee thereof
“Business Day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of Shares to be made upon capitalisation of part of the sum standing to the credit of the share premium account of our Company as referred to in the paragraph headed “Resolutions in writing of our Shareholders passed on [●] 2015” in Appendix IV to this document
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

DEFINITIONS

“Code of Conduct”	the Code of Conduct for Persons Licensed by or Registered with the SFC issued by the SFC from time to time
“Companies Laws” or “Cayman Companies Law”	the Companies Laws (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Companies (Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) which came into effect on 3 March 2014 as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) which came into effect on 3 March 2014 as amended, supplemented or otherwise modified from time to time
“Companies Registry”	the companies registry of Hong Kong
“Company”, “the Company” or “our Company”	Pinestone Capital Limited (鼎石資本有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 14 January 2015
“Compliance Committee”	an operational committee established on 4 February 2013 to monitor the Group’s compliance with the relevant laws, rules and regulations
“connected person(s)” or “core connected person(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“connected transaction(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Controlling Shareholders”	has the meaning ascribed thereto under the GEM Listing Rules and, in the context of this document, means Mr. Henry Cheung and HCC
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules
“Credit Committee”	an operational committee established on 4 February 2013 for reviewing and overseeing the credit policies of our Group

DEFINITIONS

“Deed of Indemnity”	the deed of indemnity dated [●] 2015 entered into between the Controlling Shareholders in favour of our Company, particulars of which are set out in the paragraph headed “Other information – Tax and other indemnities” in Appendix IV to this document
“Deed of Non-Competition”	the deed of non-competition dated [●] 2015 entered into between the Controlling Shareholders and our Company (for itself and as trustee for each of its subsidiaries), particulars of which are set out in the paragraph headed “Non-competition undertakings” in the section headed “Relationship with our Controlling Shareholders” of this document
“Director(s)”	the director(s) of our Company
“FRR”	the Securities and Futures (Financial Resources) Rules (Chapter 571N of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM (as amended from time to time)
“Group”, “our Group”, “we”, “our” or “us”	our Company and our subsidiaries or, where the context otherwise requires, in respect of the period before our Company becoming the holding company of our present subsidiaries, such subsidiaries and the businesses carried on by them or their predecessors (as the case may be)
“HCC”	HCC & Co Limited, a company incorporated in the BVI with limited liability on 12 January 2015 and wholly-owned by Mr. Henry Cheung
“HIBOR”	Hong Kong Interbank Offered Rate, the rate of interest offered on Hong Kong dollar loans by banks in the interbank market for a specific period ranging from overnight to one year
“HKEx”	Hong Kong Exchanges and Clearing Limited
“HKFRSs”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants

DEFINITIONS

“HKMA”	the Hong Kong Monetary Authority
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Government”	the Government of Hong Kong
“Hong Kong Police”	the Hong Kong Police Force
“Independent Third Party(ies)”	person(s) or company(ies) which is (are) independent of and not connected with any of the Directors, chief executive or substantial shareholders of our Company or our subsidiaries or any of our respective associates
“Latest Practicable Date”	[13 February 2015], being the latest practicable date prior to the printing of this document for ascertaining certain information contained herein
“Lead Manager”	a corporation licensed by the SFC to carry out [●] regulated activities under the SFO, being the lead manager to the Listing
“Licensed Representative”	an individual who is granted a licence under section 120(1) or 121(1) of the SFO to carry out one or more than one regulated activities for PSL
“Licensing Court”	the court responsible for determination of applications for, granting or renewing of Money Lenders Licences
“Listing”	the listing of our Shares on GEM
“Listing Date”	the date, expected to be on or about [REDACTED], on which our Shares are first listed and from which dealings therein are permitted to take place on GEM
“Memorandum”, “Memorandum of Association”	the amended and restated memorandum of association of our Company, adopted on [●], and as amended from time to time, a summary of which is set out in the paragraph headed “Summary of the constitution of our Company and Cayman Islands Companies Law” in Appendix III to this document

DEFINITIONS

“MLO Effective Interest Rate”	refers to the effective interest rate as per Schedule II of the Money Lenders Ordinance unless otherwise stated
“Money Lenders Licence”	the money lenders licence issued by the Licensing Court pursuant to the Money Lenders Ordinance and Money Lenders Regulations for carrying on money lending business in Hong Kong
“Money Lenders Ordinance” or “MLO”	the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Money Lenders Regulations”	the Money Lenders Regulations (Chapter 163A of the Laws of Hong Kong)
“Mr. Henry Cheung”	Mr. Cheung Yan Leung Henry, an executive Director, a Controlling Shareholder and the father of Mr. Jonathan Cheung
“Mr. Jonathan Cheung”	Mr. Cheung Jonathan, an executive Director, the founder of the Group and a son of Mr. Henry Cheung
“Ms. Chick”	Ms. Chick Siu Har Rowena, the spouse of Mr. Wong Chi Kan, a member of our senior management team and a director of PSL
“PCGL”	Pinestone Capital Group Limited (鼎石資本集團有限公司), a company incorporated in Hong Kong with limited liability on 30 August 2012, and an indirect wholly-owned subsidiary of our Company
“PDPO”	the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong), as amended, supplemented and otherwise modified from time to time
“PGL”	Pinestone Group Limited (鼎石集團有限公司), a company incorporated in the BVI with limited liability on 4 July 2011 and owned as to 70.0% by Mr. Henry Cheung and 30.0% by Mr. Jonathan Cheung
“PIGL”	Pinestone Investment Group Limited, a company incorporated in the BVI with limited liability on 9 March 2012 and a direct wholly-owned subsidiary of our Company

DEFINITIONS

“PIL” Pinestone International Limited, a company incorporated in the BVI with limited liability on 19 January 2015 and a direct wholly-owned subsidiary of our Company

[REDACTED]

“[REDACTED]” the final [REDACTED] per [REDACTED] which will not be more than HK\$[REDACTED] per Share and is expected to be not less than HK\$[REDACTED] per Share (exclusive of brokerage, the Stock Exchange trading fee, and SFC transaction levy), such price to be fixed on the Price Determination Date

[REDACTED]

“PRC” or “China” the People’s Republic of China, but for the purposes of this document and unless otherwise indicated, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

“Predecessor Companies Ordinance” the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) prior to its repeal and replacement on 3 March 2014 by the Companies Ordinance and the Companies (Miscellaneous Provisions) Ordinance

“Price Determination Date” the date, expected to be on or about [REDACTED] or such other date as may be agreed between our Company and the Lead Manager (for themselves and on behalf of the Underwriters), on which the [REDACTED] is fixed for the purpose of the [REDACTED]

“PSL” Pinestone Securities Limited (鼎石證券有限公司), a company incorporated in Hong Kong with limited liability on 4 January 2010, and an indirect wholly-owned subsidiary of our Company

DEFINITIONS

“Registrar of Money Lenders”	the person appointed under the Money Lenders Ordinance for the purposes of establishing and maintaining the register of money lenders, who currently is the Registrar of Companies in Hong Kong
“Reorganisation”	the corporate reorganisation of our Group conducted in preparation for the Listing, details of which are set out in the paragraph headed “Reorganisation” in the section headed “History, Reorganisation and corporate structure” and the paragraph headed “Corporate reorganisation” in Appendix IV to this document
“Responsible Officer(s)”	a Licensed Representative who is also approved as a responsible officer under section 126 of the SFO to supervise one or more regulated activities of PSL
“SCL”	Snail Capital Limited, a company incorporated in the BVI with limited liability on 12 January 2015 and wholly-owned by Mr. Jonathan Cheung
“SFC”	the Securities and Futures Commission of Hong Kong
“SFCSR”	the Securities and Futures (Client Securities) Rules
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with par value of HK\$0.01 each in the share capital of our Company
“Share Option Scheme”	the share option scheme conditionally approved and adopted by our Company on [●] 2015, the principal terms of which are summarised in the paragraph headed “Share Option Scheme” in Appendix IV to this document
“Shareholder(s)”	holder(s) of our Shares from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	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

DEFINITIONS

"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC as amended, supplemented or otherwise modified from time to time
"Track Record Period"	the period comprising the two financial years ended 31 December 2013 and 2014
"Underwriter(s)"	the underwriter(s) of the [REDACTED] named in the paragraph headed "Underwriters" under the section headed "Underwriting" of this document
"Underwriting Agreement"	the underwriting agreement dated [●] entered into between, among others, our Company, our executive Directors, the Controlling Shareholders, the Sponsor, the Lead Manager and the Underwriters relating to the [REDACTED], particulars of which are summarised in the section headed "Underwriting" of this document
"U.S.", "United States" or "USA"	the United States of America
"HK\$" and "HK cents"	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
"US\$" or "U.S. dollars"	United States dollars, the lawful currency of the U.S.
"%"	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.