
DEFINITIONS

In this [Redacted], unless the context otherwise requires, the following words and expressions shall have the following meanings. Certain technical terms are explained in the section headed “Glossary of Technical Terms” in this [Redacted].

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| “Articles of Association” or “Articles” | the articles of association of our Company, conditionally adopted on [●] 2015 and to take effect on the [Redacted], as supplemented, amended or otherwise modified from time to time |
| “associate(s)” | has the meaning ascribed to it under the GEM Listing Rules |
| “AUD” | Australian dollars, the lawful currency of Australia |
| “Australia” | the Commonwealth of Australia |
| “Board” | our board of Directors |
| “business day” | any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business |
| “Buy-Back Mandate” | the general mandate to buy back Shares given to our Directors by our Shareholders, particulars of which are summarised in the section headed “Further Information about our Group — Written resolutions of our Shareholders dated [●]” in Appendix IV to this [Redacted] |
| “BVI” | the British Virgin Islands |
| “Capitalisation Issue” | the issue of Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of our Company as referred to in the section headed “Further Information about our Group — Written resolutions of our Shareholders dated [●] 2015” 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 a 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, joint individuals or a corporation |

DEFINITIONS

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| “CCASS Participant” | a CCASS Clearing Participant, CCASS Custodian Participant or CCASS Investor Participant |
| “China” or the “PRC” | the People’s Republic of China and, except where the context otherwise requires and only for the purpose of this [Redacted], references to China or the PRC exclude Hong Kong, Macau and Taiwan |
| “close associate(s)” | has the meaning ascribed to it under the GEM Listing Rules |
| “Companies Law” | the Companies Law, Chapter 22 of the Cayman Islands (Law 3 of 1961, as consolidated and revised), as amended, supplemented or otherwise modified from time to time |
| “Companies Ordinance” | the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) which took effect from 3 March 2014, as amended, supplemented 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 or otherwise modified from time to time |
| “Company” or “our Company” | Madison Wine Holdings Limited (麥迪森酒業控股有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability on 15 April 2015 |
| “connected person(s)” | has the meaning ascribed to it under the GEM Listing Rules |
| “Controlling Shareholder(s)” | has the meaning ascribed thereto under the GEM Listing Rules and, for the purpose of this [Redacted], refers to Royal Spectrum, Devoss Global and Mr. Ting |
| “core connected person(s)” | has the meaning ascribed to it under the GEM Listing Rules |
| “Customer(s)-Supplier(s)” | our overlapping customer(s) and supplier(s) |
| “Deed of Indemnity” | a deed of indemnity dated [●] 2015 executed by our Controlling Shareholders as indemnifiers in favour of our Company (for itself and as trustee for our subsidiaries), particulars of which are summarised in the section headed “Other Information — Tax and other indemnities” in Appendix IV to this [Redacted] |

DEFINITIONS

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| “Deed of Non-competition” | a deed of non-competition dated [●] 2015 executed by our Controlling Shareholders in favour of our Company (for itself and as trustee of each of our subsidiaries from time to time), particulars of which are summarised in the section headed “Relationship with Controlling Shareholders” in this [Redacted] |
| “Devoss Global” | Devoss Global Holdings Limited, a company incorporated in the BVI with limited liability on 22 August 2014, which is directly wholly-owned by Mr. Ting, and our Controlling Shareholder |
| “Director(s)” | the director(s) of our Company |
| “Dutiable Commodities (Liquor) Regulations” | the Dutiable Commodities (Liquor) Regulations (Chapter 109B of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| “Dutiable Commodities Ordinance” | the Dutiable Commodities Ordinance (Chapter 109 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| “Dutiable Commodities Regulations” | the Dutiable Commodities Regulations (Chapter 109A of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| “Employees’ Compensation Ordinance” | the Employees’ Compensation Ordinance (Chapter 282 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| “Euro” or “€” or “EUR” | the lawful currency of the member states of the European Union that adopted the single currency in accordance with the Treaty establishing the European Community (signed in Rome on 25 March 1957), as amended by the Treaty on European Union (signed in Maastricht on 7 February 1992) |
| “Firebird Global” | Firebird Global Investment Holdings Limited, a company incorporated in the BVI with limited liability on 2 April 2012, formerly known as Wing Kei Investment Limited (永麒投資有限公司), then changed its name to Madison Wine Investment Company Limited (美迪森酒業投資有限公司) on 3 August 2012 and to its current name on 20 August 2014, which is directly wholly-owned by Mr. Ting |

DEFINITIONS

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| “Fook Lam Moon Kowloon” | Fook Lam Moon (福臨門魚翅海鮮酒家), a Chinese restaurant located at 1/F, and Shop 8, G/F, Luna Court, 53-59 Kimberley Road, Tsimshatsui, Kowloon which is wholly-owned by Fook Lam Moon (Kowloon) Restaurant Limited, a company incorporated in Hong Kong with limited liability and an Independent Third Party |
| “France” | the French Republic |
| “GBP” | British pounds, the lawful currency of the United Kingdom |
| “GEM” | the Growth Enterprise Market of the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time |
| “Germany” | the Federal Republic of Germany |
| “Group” or “our Group” | our Company together with our subsidiaries or, where the context refers to any time prior to its incorporation, the business in which the predecessors of its present subsidiaries were engaged and which were subsequently assumed by such subsidiaries pursuant to the Reorganisation |
| “HKFRS” | Hong Kong Financial Reporting Standards issued by HKICPA |
| “HKICPA” | Hong Kong Institute of Certified Public Accountants |
| “HKQAA” | Hong Kong Quality Assurance Agency, a non-profit-distributing organisation by the Hong Kong government, which helps industry and commerce in the development of quality, environmental, safety, hygiene and social management systems |
| “HKSCC” | Hong Kong Securities Clearing Company Limited |
| “HKSCC Nominees” | HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC |
| “Hong Kong” or “HK” | the Hong Kong Special Administrative Region of the PRC |
| “Hong Kong dollar(s)” or “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong Branch Share Registrar” | [Redacted] |

DEFINITIONS

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| “Incorporation Share” | one Share which was allotted and issued to the initial subscriber on 15 April 2015 and was transferred to Royal Spectrum on the same date |
| “Independent Third Party(ies)” | individual(s), company(ies) or party(ies) who or which is/are independent of and not connected with (within the meaning of the GEM Listing Rules) any Directors, chief executives or substantial shareholders of our Company, our subsidiaries or any of our or their respective associates |
| “Internal Control Adviser” | SHINEWING Risk Services Limited, the internal control consultant engaged by our Company |
| “IPSOS” | IPSOS Hong Kong Limited, an independent industry consultant engaged by our Company |
| “IPSOS Report” | an independent industry research report commissioned by our Company prepared by IPSOS on the wine industry in Hong Kong dated [9 June] 2015 |
| “Issue Mandate” | the general mandate to issue Shares given to our Directors by our Shareholders, particulars of which are summarised in the section headed “Further Information about our Group — Written resolutions of our Shareholders dated [●]” in Appendix IV to this [Redacted] |
| “iVega Investment” | iVega Investment Limited, a company incorporated in the BVI with limited liability on 7 September 2012, formerly known as Madison Wine Trading Company Limited (美迪森酒業貿易有限公司), and changed to its current name on 20 August 2014, which is indirectly wholly-owned by Mr. Ting |
| “Keyword” | Keyword Limited, a company incorporated in the BVI with limited liability on 2 January 2015, which is directly wholly-owned by Mr. Han Hanting (韓瀚霆) |
| “Latest Practicable Date” | 31 May 2015, being the latest practicable date for ascertaining certain information in this [Redacted] prior to the printing of this [Redacted] |
| | [Redacted] |
| “[Redacted]” | the date on which our Shares are listed and dealings in our Shares first commence on GEM, which is expected to be on or about [Redacted] |
| “Listing Division” | the listing division of the Stock Exchange |

DEFINITIONS

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| “Lucky Target” | Lucky Target Arts Limited (峻岭藝術有限公司), a company incorporated in Hong Kong with limited liability on 18 December 1990, which is wholly-owned by Mr. Ting |
| “Macau” | the Macau Special Administrative Region of the PRC |
| “Madison (China)” | Madison (China) Limited (麥迪森(中國)有限公司), a company incorporated in Hong Kong with limited liability on 14 April 1997, formerly known as Shanghai Asset Holdings Limited (上海置業控股有限公司), then changed its name to LT Investment Limited (峻岭投資有限公司) on 14 August 1998 and to its current name on 8 February 2002, and an indirect wholly-owned subsidiary of our Company upon completion of the Reorganisation |
| “Madison Fine Wine” | Madison Fine Wine Company Limited, a company incorporated in Seychelles with limited liability on 26 August 2014 and an indirect wholly-owned subsidiary of our Company upon completion of the Reorganisation |
| “Madison International” | Madison International Wine Company Limited (麥迪森國際酒業有限公司), a company incorporated in Seychelles with limited liability on 21 November 2013 and a direct wholly-owned subsidiary of our Company and the intermediate holding company of our Group upon completion of the Reorganisation |
| “Madison Wine (HK)” | Madison Wine (HK) Company Limited (美迪森酒業(香港)有限公司), a company incorporated in the BVI with limited liability on 10 January 2013 and an indirect wholly-owned subsidiary of our Company upon completion of the Reorganisation |
| “Madison Wine Club” | Madison Wine Club Limited, a company incorporated in Hong Kong with limited liability on 12 January 2012, formerly known as Rich International Investment Limited (富祥國際投資有限公司), and changed to its current name on 27 January 2012, and an indirect wholly-owned subsidiary of our Company upon completion of the Reorganisation |
| “Madison Wine Trading” | Madison Wine Trading Company Limited, a company incorporated in Hong Kong with limited liability on 19 November 2014, and an indirect non-wholly-owned subsidiary of our Company upon completion of the Reorganisation |

DEFINITIONS

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| “Memorandum of Association” or “Memorandum” | the memorandum of association of our Company adopted on [●] 2015, as supplemented, amended or otherwise modified from time to time |
| “Montrachet” | Montrachet Holdings Ltd, a company incorporated in Seychelles with limited liability on 18 March 2014, which is wholly-owned by Mr. Zhu Hui Xin (朱惠心), the father of Mr. Zhu |
| “Mr. Kao” | Mr. Kao Sheng-Chi (高聖祺), alias Andrew Arthur Bigbee, an executive Director |
| “Mr. Ting” | Mr. Ting Pang Wan Raymond (丁鵬雲), previously known as Ting Hiu (丁曉), an executive Director, and our Controlling Shareholder |
| “Mr. Zhu” | Mr. Zhu Qin (朱欽), an executive Director |

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DEFINITIONS

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| “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 (Winding Up and Miscellaneous Provisions) Ordinance |
| “[Redacted] Investments” | (i) the acquisition of 1,087 shares in Madison International by Keywood from Royal Spectrum pursuant to the sale and purchase agreement dated 20 April 2015 entered into between Royal Spectrum and Keywood; and (ii) the subscription of 870 new shares in Madison International by Timebase pursuant to the share subscription agreement dated 20 April 2015 entered into between Madison International and Timebase |
| “[Redacted]” | the agreement to be entered into by the [Redacted] (for itself and on behalf of the Underwriters) and us on the [Redacted] to determine the [Redacted] |
| | [Redacted] |
| “Quick Express” | Quick Express International Limited, a company incorporated in the BVI with limited liability on 7 January 1994, which is directly wholly-owned by Mr. Ting |
| “Reorganisation” | the corporate reorganisation of our Group in preparation for [Redacted], as described in the section headed “History, Reorganisation and Corporate Structure” in this [Redacted] |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “Royal Spectrum” | Royal Spectrum Holding Company Limited, a company incorporated in Seychelles with limited liability on 17 March 2014, which is owned as to 77.3% by Devoss Global, 20% by Universal Chinese, and 2.7% by Montrachet upon completion of the Reorganisation, and our Controlling Shareholder |
| “Seychelles” | the Republic of Seychelles |
| “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, supplemented or otherwise modified from time to time |
| “SGD” | Singapore dollars, the lawful currency of Singapore |

DEFINITIONS

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| “Singapore” | the Republic of Singapore |
| “Share Option Scheme” | the share option scheme our Company conditionally adopted on [●], the principal terms of which are summarised in the section headed “Share Option Scheme” in Appendix IV to this [Redacted] |
| “Shareholder(s)” | the holder(s) of our Shares |
| “Shares” | ordinary shares with a nominal value of HK\$0.01 each in the share capital of our Company, which are to be traded in Hong Kong dollars and listed on GEM |
| “Sole Sponsor”, “[Redacted]” or “[Redacted]” | Innovax Capital Limited, a corporation licensed to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, being the sole sponsor, the [Redacted] and the [Redacted] to the [Redacted] |
| “sq. ft.” | square foot |
| “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 |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers and Share Buy-backs |
| “Timebase” | Timebase Holdings Limited (時基控股有限公司), a company incorporated in the BVI with limited liability on 10 March 2015, which is directly wholly-owned by Ms. Lu Mengjia (陸夢嘉) |
| “Track Record Period” | the period comprising the two financial years ended 31 March 2015 |
| “Underwriters” | the underwriters of the [Redacted] set out in the section headed “Underwriting — Underwriters” in this [Redacted] |
| “Underwriting Agreement” | the underwriting agreement to be entered into among our Company, our executive Directors, the [Redacted] and the Underwriters relating to the [Redacted] on or about [Redacted] |

DEFINITIONS

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| “Universal Chinese” | Universal Chinese Limited, a company incorporated in the BVI with limited liability on 19 November 1996, formerly known as Universal Chinese Inc. and changed to its current name on 24 March 1997, which is directly wholly-owned by Mr. Lin Samuel Jr. (林斯澤) |
| “US” or “United States” | the United States of America |
| “USD” or “US\$” | United States dollars, the lawful currency of the United States |
| “Wine Financier” | Wine Financier Limited, a company incorporated in Hong Kong with limited liability on 11 September 2014 |
| “we”, “us” or “our” | our Company or our Group (as the context may require) |
| “%” | per cent. |

All dates and times refer to Hong Kong dates and time.

Certain amounts and percentage figures included in this [Redacted] have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be as arithmetic aggregation of the figures receding them.

If there is any inconsistency between the Chinese names of entities or enterprises established in China 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 “*” are for identification purpose only.*