
DEFINITIONS

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

“Ah Wong”	Ah Wong Frozen Meat (阿旺凍肉), a trade name used by Mr. Chan’s sister, Ms. Chang Tam, in carrying out business in Hong Kong as a sole proprietor
“Ample Capital”	Ample Capital Limited, a corporation licensed to carry on business in types 4, 6 and 9 regulated activities (advising on securities, advising on corporate finance and asset management) under the SFO, and the sponsor of the [REDACTED]
“Articles” or “Articles of Association”	the articles of association of the Company adopted on [●] 2016 and as amended from time to time, a summary of which is set out in Appendix III to this document
“associate(s)”	has the meaning ascribed to it in the GEM Listing Rules
“Audit Committee”	the audit committee of the Board
“Auspicious”	Auspicious Elite Limited (兆英有限公司), a company incorporated in the BVI on 7 July 2015 with limited liability and an indirect wholly-owned subsidiary of the Company
“Beijing House”	Beijing House (京香閣), the brand name used by the Group to operate the Beijing House Restaurant
“Beijing House Restaurant”	the restaurant located at 2/F, Infinitus Plaza, 199 Des Voeux Road Central, Central, Hong Kong and operated by Excel Linker under the brand name “Beijing House (京香閣)”
“Board”	the board of Directors
“Bright Creator”	Bright Creator Limited (暉緯有限公司), a company incorporated in Hong Kong on 9 June 2000 with limited liability and owned as to 50% and 50% by Mr. Chan and Mrs. Chan respectively and one of the Controlling Shareholders
“business day”	a day (other than a Saturday or Sunday) on which licensed banks in Hong Kong are generally open for normal banking business

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“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of [REDACTED] Shares to be made upon capitalisation of an amount of HK\$[REDACTED] standing to the credit of the share premium account of the Company as referred to under the paragraph headed “A. Further Information about the Company – 3. Written resolutions of the Shareholders passed on [●] 2016” in Appendix IV to this document
“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 Operational Procedures”	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to the operations and functions of CCASS, as from time to time in force
“CCASS Participant”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the Peoples’ Republic of China, but for the purpose of this document only and except where the context requires otherwise, references in this document to “China” and the “PRC” do not include Hong Kong, Macau and Taiwan
“close associate(s)”	has the meaning ascribed to it in the GEM Listing Rules
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time

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“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 (Winding Up and Miscellaneous Provision) Ordinance”	the Companies (Winding Up and Miscellaneous Provision) Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Company”	Li Bao Ge Group Limited (利寶閣集團有限公司), a company incorporated in the Cayman Islands on 1 September 2015 as an exempted company with limited liability
“Concert Party Deed”	A confirmatory deed dated 25 September 2015 and entered into among Zhao Tian, Mr. Chan, Mrs. Chan, Bright Creator, Hong Cui, Mr. Wong, Sun Foo Sing, Sky Gain, Mr. Ho, Mr. Tsui, Mr. David Chow and Mr. Anthony Chow to confirm and record the agreement and understanding between the parties for the acknowledgement of their acting in concert (having the meaning as ascribed to it under the Takeovers Code)
“connected person(s)”	has the same meaning ascribed to it in the GEM Listing Rules
“Controlling Shareholders”	the controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company, namely, Zhao Tian, Mr. Chan, Mrs. Chan, Bright Creator, Hong Cui, Mr. Wong, Sun Foo Sing, Sky Gain, Mr. Ho, Mr. Tsui, Mr. David Chow and Mr. Anthony Chow
“CT Partners”	CT Partners Consultants Limited, an independent internal control adviser engaged by the Group to perform an evaluation of the adequacy and effectiveness of the Group’s internal control system in preparation for the [REDACTED], which is an Independent Third Party
“CWB Restaurant”	the restaurant located at 21/F, Lee Theatre Plaza, 99 Percival Street, Causeway Bay, Hong Kong and operated by Solarday Investment under the business name “Causeway Bay Star of Canton (銅鑼灣利寶閣)”

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“DCO”	the Dutiable Commodities Ordinance (Chapter 109 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“DCR”	the Dutiable Commodities (Liquor) Regulations (Chapter 109B of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“DEP”	the Director of Environmental Protection
“DFEH”	the Director of Food and Environmental Hygiene
“Ding Xing”	Ding Xing Investments Limited (頂星投資有限公司), a company incorporated in the BVI with limited liability on 17 July 2015 and an indirect wholly-owned subsidiary of the Company
“Director(s)”	the director(s) of the Company
“Disposal Group”	companies comprising Long Run and Richfield Develop, unless the context otherwise requires
“EPD”	the Environmental Protection Department
“Elite Linker”	Elite Linker Investment Limited (俊聯投資有限公司), a company incorporated in Hong Kong on 22 January 2015 with limited liability
“Excel Linker”	Excel Linker (Hong Kong) Limited (俊聯(香港)有限公司), a company incorporated in Hong Kong on 23 January 2015 with limited liability, an indirect wholly-owned subsidiary of the Company and an Operating Company
“FBR”	the Food Business Regulation (Chapter 132X of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“FEHD”	the Food and Environmental Hygiene Department
“Financial Adviser”	Opus Capital
“First Bloom”	First Bloom Ventures Limited (冠旺創投有限公司), a company incorporated in the BVI on 17 July 2015 with limited liability and an indirect wholly-owned subsidiary of the Company

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“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)
“GEM Website”	the internet website at www.hkgem.com operated by the Stock Exchange for the purpose of GEM
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Great Virtue”	Great Virtue Investment Limited (俊品投資有限公司), a company incorporated in Hong Kong on 19 October 2009 with limited liability, an indirect wholly-owned subsidiary of the Company and an Operating Company
“Great Virtue (HK)”	Great Virtue (HK) Investment Limited (俊品(香港)投資有限公司), a company incorporated in Hong Kong on 29 July 2010 with limited liability, an indirect wholly-owned subsidiary of the Company and an Operating Company
“Group”	the Company together with its subsidiaries and in respect of the period before the Company became the holding company of its present subsidiaries, the companies that are the present subsidiaries of the Company
“Guang Jie”	Guang Jie Group Limited (廣捷集團有限公司), a company incorporated in the BVI on 8 July 2015 with limited liability and an indirect wholly-owned subsidiary of the Company
“Hanman”	Hanman Limited (東焯有限公司), a company incorporated in Hong Kong on 28 August 2007 with limited liability
“HK\$” or “HK dollar(s)” or “HKD” and “cent(s)”	Hong Kong dollar(s) and cent(s) respectively, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited

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“Hong Cui”	Hong Cui Developments Limited (弘翠發展有限公司), a company incorporated in the BVI on 8 July 2015 with limited liability and wholly owned by Bright Creator and one of the Controlling Shareholders
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC
“I-Square Restaurant”	the restaurant located at 24/F, iSQUARE, 35-79 Nathan Road, Tsim Sha Tsui, Hong Kong and operated by Great Virtue under the business name “iSquare Star of Canton (尖沙咀iSquare利寶閣海景宴會廳)”, which ceased operations in November 2015
“Independent Third Party(ies)”	party or parties that is or are independent of and not connected with the Company and connected persons of the Company within the meaning of the GEM Listing Rules
“Ipsos” or “Market researcher”	Ipsos Limited, a market research and consulting company, an Independent Third Party
“Ipsos Report”	an independent market research report on market landscape and competitive analysis for the Chinese cuisine industry in Hong Kong and Shenzhen, the PRC, as prepared by Ipsos, details of which are set out in the section headed “Industry Overview” of this document
“Joint Lead Managers”	[REDACTED], the joint lead managers in respect of the [REDACTED]
“Keen Nation”	Keen Nation Limited (銳國有限公司), a company incorporated in the BVI on 1 July 2015 with limited liability and an indirect wholly-owned subsidiary of the Company
“Latest Practicable Date”	[3 March 2016], being the latest practicable date for ascertaining certain information prior to the printing of this document
“Legal Compliance Committee”	the legal compliance committee of the Group
“Legal Counsel”	Mr. Chan Chung, barrister-at-law of Hong Kong, who is an Independent Third Party

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“Li Bao Ge Shenzhen”	利寶閣(深圳)餐飲有限公司, a company established under the laws of the PRC on 14 August 2013, an indirect wholly-owned subsidiary of the Company and an Operating Company
“[REDACTED]”	the [REDACTED] of the Shares on GEM
“[REDACTED]”	the date on which dealings in the Shares on GEM first commence, which is expected to be on [REDACTED]
“Listing Division”	the listing division of the Stock Exchange
“LLB”	the Liquor Licensing Board of Hong Kong
“Long Run”	Long Run Investment Limited (瑞祥投資有限公司), a company incorporated in Hong Kong on 20 July 2012 with limited liability
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company adopted on [●] 2016 and as amended from time to time
“Moon Fortune”	Moon Fortune International Limited (月富國際有限公司), a company incorporated in the BVI on 17 July 2015 with limited liability and an indirect wholly-owned subsidiary of the Company
“Mr. Anthony Chow”	Mr. Chow Chor Ting Anthony (周佐庭), one of the Controlling Shareholders and uncle of Mr. David Chow
“Mr. Chan”	Mr. Chan Chun Kit (陳振傑), an executive Director, the Chairman of the Board, the chief executive officer and one of the Controlling Shareholders
“Mr. David Chow”	Mr. Chow Yiu Pong David (周耀邦), an executive Director, one of the Controlling Shareholders and nephew of Mr. Anthony Chow
“Mr. Ho”	Mr. Ho Wood Yam (何活欽), one of the Controlling Shareholders
“Mr. Tsang”	Mr. Tsang Chiu Chun (曾昭鎮)
“Mr. Tsui”	Mr. Tsui King Foo (徐競富), one of the Controlling Shareholders

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“Mr. Wong”	Mr. Wong Ka Wai (王家惠), an executive Director and one of the Controlling Shareholders
“Mrs. Chan”	Ms. Liu Siu Kuen (廖少娟), the spouse of Mr. Chan, and one of the Controlling Shareholders
“Ms. Chang Tam”	Ms. Chang Tam Nancy (陳譚蘭詩), the younger sister of Mr. Chan, the owner of Ah Wong
“Nomination Committee”	the nomination committee of the Board
“[REDACTED]”	the option to be granted by the Company to the Joint Lead Managers under the Underwriting Agreement to require the Company to issue up to an additional [REDACTED] Shares, representing 15% of the number of the [REDACTED] Shares at the [REDACTED], details of which are set out in the section headed “Structure and Conditions of the [REDACTED]” in this document
“Olympian Restaurant”	the restaurant located at Shop UG01, Olympian City Two, 18 Hoi Ting Road, West Kowloon, Kowloon, Hong Kong and operated by Orient Century under the business name “Olympian Star of Canton (奧海城利寶閣)”
“Operating Companies”	collectively, Solarday Investment, Orient Century, Great Virtue, Great Virtue (HK), Li Bao Ge Shenzhen, Smart Best and Excel Linker; and each an “Operating Company”
“Opus Capital”	Opus Capital Limited, a corporation licensed to engage in types 1 and 6 regulated activities (dealing in securities and advising on corporate finance) under the SFO, and the financial adviser of the [REDACTED]
“Orient Century”	Orient Century Limited (奧聯有限公司), a company incorporated in Hong Kong on 19 May 2000 with limited liability, an indirect wholly-owned subsidiary of the Company and an Operating Company
“Orient Shenzhen”	奧聯(深圳)餐飲管理有限公司, a company established under the laws of the PRC on 18 March 2013 and an indirect wholly-owned subsidiary of the Company

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“[REDACTED]”	the conditional [REDACTED] by the Underwriters on behalf of the Company of the [REDACTED] Shares for cash at the [REDACTED], as further described under the section headed “Structure and Conditions of the [REDACTED]” in this document
“[REDACTED]”	the [REDACTED] for each [REDACTED] Share (exclusive of any brokerage fee, SFC transaction levy and Stock Exchange trading fee), which is currently expected to be not more than HK\$[REDACTED] per [REDACTED] Share and not less than HK\$[REDACTED] per [REDACTED] Share, such price to be determined on or before the Price Determination Date
“[REDACTED] Shares”	[REDACTED] new Shares being offered by the Company for subscription at the [REDACTED] under the [REDACTED], where relevant, with any additional Shares which may be issued pursuant to the [REDACTED]; and a “[REDACTED] Share” means one of these Shares
“Poly Wealth”	Poly Wealth Limited (寶利高有限公司), a company incorporated in Hong Kong on 15 March 2006 with limited liability
“Power Moon”	Power Moon International Limited (力月國際有限公司), a company incorporated in the BVI on 17 July 2015 with limited liability and an indirect wholly-owned subsidiary of the Company
“PRC Legal Adviser”	Dacheng Law Offices
“Predecessor Companies Ordinance”	the Companies Ordinance (Chapter 32 of the laws of Hong Kong) as in force from time to time before 3 March 2014
“Price Determination Agreement”	the agreement expected to be entered into between the Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters) on the Price Determination Date to record the agreement on the [REDACTED]
“Price Determination Date”	the date expected to be on or around [REDACTED] which the [REDACTED] will be determined for the purpose of the [REDACTED]
“Remaining Group”	the Group excluding the Disposal Group, unless the context otherwise requires

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“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the corporate reorganisation of the Group in preparation for [REDACTED] as more particularly described in the section headed “History, Reorganisation and Development – The Reorganisation” in this document
“Richfield Develop”	Richfield Develop Limited (富裕拓展有限公司), a company incorporated in Hong Kong on 8 October 2010 with limited liability
“Richmax”	Richmax Investment (H.K.) Limited (富盈投資(香港)有限公司), a company incorporated in Hong Kong on 21 August 2009 with limited liability
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFC”	The Securities and Futures Commission of Hong Kong
“SFO”	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) of nominal value of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company pursuant to a resolution passed by the Shareholders on [●] 2016, 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 Share(s)
“Shenzhen One Avenue Restaurant”	the restaurant planned to be opened at Futian District, Shenzhen, the PRC and operated by Orient Shenzhen
“Shenzhen Restaurant”	the restaurant located at 2/F, Tower 3, Kerry Plaza, 1 Zhong Xin Si Road Futian District, Shenzhen, the PRC and operated by Star China under the business name “Shenzhen Star of Canton (深圳利寶閣)”
“Shenzhen Uniwalk Restaurant”	the restaurant planned to be opened at Qianhai, Baoan District, Shenzhen, the PRC and operated by Orient Shenzhen

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“Sheung Wan Restaurant”	the restaurant located at 2/F, Infinitus Plaza, 199 Des Voeux Road Central, Central, Hong Kong and operated by Excel Linker under the business name “Sheung Wan Star of Canton (上環利寶閣)”
“Sincere”	Sincere Expand Limited (誠開有限公司), a company incorporated in the BVI on 1 July 2015 with limited liability and wholly owned by Richmax
“Sky Gain”	Sky Gain Investments Limited (天盈投資有限公司), a company incorporated in Hong Kong on 21 October 2005 with limited liability and one of the Controlling Shareholders
“Smart Best”	Smart Best (Asia) Limited (佳俊(亞洲)有限公司), a company incorporated in Hong Kong on 5 December 2014 with limited liability, an indirect wholly-owned subsidiary of the Company and an Operating Company
“Solarday Investment”	Solarday Investment Limited (祥匯投資有限公司), a company incorporated in Hong Kong on 5 December 1997 with limited liability, an indirect wholly-owned subsidiary of the Company and an Operating Company
“Sponsor”	Ample Capital
“Star Catering”	Star Catering Management Limited (利寶閣飲食管理有限公司), a company incorporated in Hong Kong on 8 January 2007 with limited liability
“Star China”	Star of Canton Restaurant (China) Limited (利寶閣(中國)餐飲有限公司), a company incorporated in Hong Kong on 4 November 2010 with limited liability and an indirect wholly-owned subsidiary of the Company
“Star of Canton”	Star of Canton (利寶閣), the brand name used by the Group to operate a series of Cantonese restaurants
“Star of Canton Restaurant(s)”	restaurant(s) of the Group operated under the brand name Star of Canton, including the CWB Restaurant, the I-Square Restaurant (which ceased operations in November 2015), The One Restaurant, the Olympian Restaurant, the Shenzhen Restaurant and the Sheung Wan Restaurant (which was soft opened at the end of October 2015)

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed thereto in section 15 of the Companies Ordinance
“Substantial Shareholder(s)”	substantial shareholder(s) of the Company having the meaning ascribed to it in the GEM Listing Rules
“Sun Foo Sing”	Sun Foo Sing Development Limited (新富星發展有限公司), a company incorporated in Hong Kong on 24 August 2001 with limited liability and one of the Controlling Shareholders
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended, modified and supplemented from time to time
“Taste Creator”	Taste Creator Investment Limited (品俊投資有限公司), a company incorporated in Hong Kong on 13 October 2009 with limited liability
“The One Restaurant”	the restaurant located at 17/F, The ONE, 100 Nathan Road, Tsim Sha Tsui, Hong Kong and operated by Great Virtue (HK) under the business name “The One Star of Canton (尖沙咀The One利寶閣海景宴會廳)”
“Track Record Period”	the three years ended 31 December 2013, 2014 and 2015
“Underwriters”	the underwriters of the [REDACTED] named in the paragraph headed “Underwriters” in the section headed “Underwriting” of this document
“Underwriting Agreement”	the conditional underwriting agreement dated [●] [2016] and entered into between, among others, the Company, the executive Directors, the Sponsor, the Joint Lead Managers and the Underwriters, particulars of which are set out in the section headed “Underwriting” in this document
“Universal”	Universal Palm Trading Limited (廣棕貿易有限公司), a company incorporated in the BVI on 1 July 2015 with limited liability and wholly owned by Mr. Tsang
“USD” or “US\$” or “US dollars”	United States dollars, the lawful currency of the United States

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“WPCO”	the Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Zhao Tian”	Zhao Tian Ventures Limited (兆添創投有限公司), a company incorporated in the BVI on 8 July 2015 with limited liability and owned as to 62.86%, 12.38%, 12.38% and 12.38% by Hong Cui, Mr. Wong, Sun Foo Sing and Sky Gain respectively and one of the Controlling Shareholders
“Zhen Tong”	Zhen Tong Holdings Limited (振通控股有限公司), a company incorporated in the BVI on 17 July 2015 with limited liability which is a direct wholly-owned subsidiary of the Company and the intermediate holding company of the Group
“%”	per cent.

Unless otherwise specified or for transactions that have occurred at historical exchange rates, amounts denominated in RMB and US\$ have been translated, for the purpose of illustration only, into HK\$ in this document at the following rates:

*HK\$1.00 : RMB0.82; and
HK\$7.80 : US\$1.00.*

These exchange rates are for the purpose of illustration only and no representation is made that any amounts in US\$ or RMB have been, would have been or may be converted, at these or any other rates or at all.

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 names in Chinese which are marked with “” and the Chinese translation of names in English which are marked with “*” is for identification purpose only.*