
DEFINITIONS

In this document, the following terms shall have the meanings set forth below unless the context otherwise requires.

“Accountant’s Report”	the accountant’s report of our Group for the Track Record Period the text of which is set out in Appendix I to this document
“Across Well”	Across Well Limited (盛越有限公司), a company incorporated in Hong Kong on 2 December 2006 with limited liability and is owned as to 50% and 50% by Mr. Liu and Mr. Chan Kam Cheong, an Independent Third Party, respectively
“Articles of Association” or “Articles”	the articles of association of our Company adopted on 22 August 2016 and which will become effective upon the [REDACTED], as amended from time to time, a summary of which is set out in the section headed “Summary of the Constitution of our Company and Cayman Islands Company Law” in Appendix IV to this document
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Audit Committee”	the audit committee of our Board
“Board”	the board of Directors
“Business Day”	a day on which banks in Hong Kong are generally open for 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 [REDACTED] Shares to be made upon capitalisation of part of the amount standing in the credit of the share premium account of our Company referred to in the section headed “Written resolutions of our Shareholders passed on 22 August 2016” in Appendix V 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 a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person or persons admitted to participate in CCASS as an investor participant, who may be an individual or joint individuals or a corporation

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“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China Land”	China Land Restaurant Limited (湘川滬大飯店有限公司), a company incorporated in Hong Kong on 13 August 2003 with limited liability and is owned as to 30% and 70% by Mr. Liu and an Independent Third Party, respectively
“Classic Line”	Classic Line Holdings Limited, a company incorporated in the BVI with limited liability on 8 January 2016 and wholly-owned by Mr. Liu
“Companies Law”	the Companies Law of the Cayman Islands, as amended, (as revised) supplemented and/or modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), 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”	Goal Forward Holdings Limited (展程控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 6 April 2016
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules and, in the context of our Company, means the controlling shareholders of our Company, namely Classic Line and Mr. Liu
“Core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Corporate Governance Code”	the Corporate Governance Code and Corporate Governance Report in Appendix 15 to the GEM Listing Rules
“C.Y. Food”	C.Y. Food Trading (HK) Company Limited (日新食品貿易(香港)有限公司), a company incorporated in Hong Kong on 6 September 2005 with limited liability and shall be an indirect wholly-owned subsidiary of our Company upon completion of the Reorganisation

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“Deed of Indemnity”	the deed of indemnity dated 22 August 2016 and entered into by Mr. Liu and Classic Line in favour of our Company (for our Company and as trustee for our subsidiaries), the details of which are set out in the section headed “Statutory and General Information – E. Other information – 1. Tax and other indemnities” in Appendix V to this document
“Deed of Non-competition”	the deed of non-competition dated 22 August 2016 and entered into by Mr. Liu and Classic Line in favour of our Company (for our Company and as trustee for our subsidiaries), particulars of which are set out in the section headed “Relationship with our Controlling Shareholders – Non-competition undertakings” in this document
“Director(s)”	the director(s) of our Company
“Eminent Ace”	Eminent Ace Group Limited, a company incorporated in the BVI with limited liability on 10 March 2016, which shall be a direct wholly-owned subsidiary of our Company upon the completion of the Reorganisation
“EU”	the European Union
“Euro” or “EUR”	Euro, the official currency of the eurozone
“Euromonitor International”	Euromonitor International Limited, an independent market researcher commissioned by our Company for preparing the Euromonitor Report
“Euromonitor Report”	the market research report prepared by Euromonitor International on food sourcing and processing services in Hong Kong as commissioned by us, an extract of which is set forth in the section headed “Industry Overview” in this document
“Frontpage Capital” or “Sole Sponsor” or “[REDACTED]” or “[REDACTED]”	Frontpage Capital Limited, a licensed corporation for carrying on type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, and the sole sponsor for the [REDACTED], the [REDACTED] and the [REDACTED] for the [REDACTED], and an Independent Third Party
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Golden Bliss”	Golden Bliss Limited, a company incorporated in the Seychelles with limited liability on 4 May 2016, which is wholly-owned by Ms. Liu

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“Good Vision”	Good Vision Limited, a company incorporated in the Seychelles with limited liability on 4 May 2016, which is wholly-owned by Tang Palace
“Group”, “our Group”, “we” or “us”	our Company and its subsidiaries or, where the context requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“Healthy Cheer”	Healthy Cheer International Limited (康意國際有限公司), a company incorporated in Hong Kong on 11 March 2009 with limited liability and shall be an indirect wholly-owned subsidiary of our Company upon completion of the Reorganisation
“HK\$” or “Hong Kong Dollars”	Hong Kong Dollars, the lawful currency of Hong Kong
“HKEx website”	the internet website at <i>www.hkexnews.hk</i> operated by Hong Kong Exchanges and Clearing Limited
“HKFRSs”	the Hong Kong Financial Reporting Standards (including Hong Kong Accounting Standards, amendments and interpretations) issued by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	an individual or a company which is independent from and not connected with (within the meaning of the GEM Listing Rules) any directors, chief executive, substantial shareholders of our Company, its subsidiaries or any of their respective associates
“Latest Practicable Date”	20 June 2016, being the latest practicable date prior to the printing of this document for ascertaining certain information contained herein
“Lion Metro”	Lion Metro Limited (獅城有限公司), a company incorporated in the BVI with limited liability on 25 May 2016, which shall be an indirect wholly-owned subsidiary of our Company upon the completion of the Reorganisation
“[REDACTED]”	the [REDACTED] of the Shares on GEM
“[REDACTED] Date”	the date on which dealings in the Shares on GEM first commence

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“[REDACTED]”	the [REDACTED] of the Stock Exchange
“Main Board”	the stock market operated by the Stock Exchange, which excludes GEM and the options market
“Memorandum”	the memorandum of association of our Company
“Mr. Lee”	Mr. Lee Fu Ming (李富明), the sole shareholder and director of Power Shield
“Mr. Liu”	Mr. Liu Chi Ching (廖子情), an executive Director, the Chairman of the Board and a Controlling Shareholder
“Ms. Liu”	Ms. Liu Siu Yin Clara (廖小燕), the sole shareholder and director of Golden Bliss
“Ms. Wu”	Ms. Wu Shuk Kwan(胡淑君), an executive Director and the Chief Executive Officer of the Company
“Nomination Committee”	the nomination committee of our Board
“[REDACTED]”	the conditional [REDACTED] of [REDACTED] [REDACTED] Shares by the [REDACTED] on behalf of our Company for cash at the [REDACTED] Price, as further described in the section headed “Structure and Conditions of the [REDACTED]” in this document
“[REDACTED] Price”	the final [REDACTED] price per [REDACTED] Share, excluding any brokerage fee, SFC transaction levy and Stock Exchange trading fee, which will be not more than HK\$[REDACTED] and is expected to be not less than HK\$[REDACTED], such price to be determined on [REDACTED], as may be agreed between our Company and the [REDACTED] (for itself and on behalf of the [REDACTED])
“[REDACTED] Shares”	the [REDACTED] Shares being [REDACTED] by our Company for [REDACTED]
“Power Shield”	Power Shield Limited, a company incorporated in the Seychelles with limited liability on 4 May 2016, which is wholly-owned by Mr. Lee
“PRC” or “China”	the People’s Republic of China which, for the purposes of this document only, excludes Hong Kong, 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 Company (Winding Up and Miscellaneous Provisions) Ordinance

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“[REDACTED]”	the date, expected to be on or around Monday, 29 August 2016, on which the [REDACTED] is fixed by our Company and the [REDACTED] (for itself and on behalf of the [REDACTED]) for the purpose of the [REDACTED]
“Remuneration Committee”	the remuneration committee of our Board
“Reorganisation”	the corporate reorganisation of our Group in preparation for the [REDACTED] as described in the section headed “History, Development and Reorganisation – Reorganisation” in this document
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares given to our Directors by our Shareholders, further details of which are contained in the section headed “Statutory and General Information – A. Further information about our Company” in Appendix V to this document
“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
“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 22 August 2016, a summary of the principal terms and conditions of which is set forth in the section headed “Statutory and General Information – D. Share Option Scheme” in Appendix V to this document
“sq.cm.”	square centimetre
“sq.ft.”	square feet
“sq.m.”	square metre
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies (Winding Up and Miscellaneous Provisions Ordinance)) of our Company

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“substantial shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Tang Palace”	Hong Kong Tang Palace Food & Beverage Group Company Limited (香港唐宮飲食集團有限公司) (formerly known as China Tang Palace F&B Enterprise Limited (中國唐宮飲食企業有限公司), and prior to that, Shine Light Enterprises Limited (旭明企業有限公司)), a company incorporated in the BVI on 12 November 2009, which is a direct wholly-owned subsidiary of Tang Palace (China)
“Tang Palace Group”	Tang Palace (China) and its subsidiaries
“Tang Palace (China)”	Tang Palace (China) Holdings Limited (唐宮(中國)控股有限公司) (Stock Code: 1181), a company listed on the Main Board of the Stock Exchange
“Track Record Period”	the period comprising the two financial years ended 31 March 2015 and 2016
“[REDACTED]”	the [REDACTED] of the [REDACTED], whose names are set out in the section headed “Underwriting – [REDACTED] in this document
“[REDACTED]”	the [REDACTED] dated 22 August 2016 and entered into between, amongst others, our Company, our executive Directors, our Controlling Shareholders, the Sole Sponsor, the [REDACTED], the [REDACTED] and the respective [REDACTED] in relation to the underwriting of the [REDACTED] Shares, further details of which are set out in the section headed “Underwriting – Underwriting arrangements and expenses” in this document
“%”	per cent.

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

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 entities mentioned in this document and their English translations, the Chinese names shall prevail.