
DEFINITIONS

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

“affiliate(s)”	any other person(s), directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Application Form(s)”	WHITE Application Form(s), YELLOW Application Form(s) and GREEN Application Form(s) or, where the context so requires, any of them to be used in connection with the Public Offer
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company adopted on 17 February 2017, a summary of which is set out in Appendix IV to this prospectus, and as amended from time to time
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“business day”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the allotment and issue of 1,299,999,998 Shares to be made upon capitalisation of the amount of HK\$12,999,999.98 standing to the credit of the share premium account of our Company as referred to in the paragraph headed “A. Further information about our Company – 3. Written resolutions of our then sole Shareholder passed on 17 February 2017” in Appendix V to this prospectus
“CAGR”	compound annual growth rate
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant(s)”	person(s) admitted to participate in CCASS as direct clearing participant(s) or general clearing participant(s)

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“CCASS Custodian Participant(s)”	person(s) admitted to participate in CCASS as custodian participant(s)
“CCASS Investor Participant(s)”	person(s) admitted to participate in CCASS as investor participant(s) who may be individual(s) or joint individuals or corporation(s)
“CCASS Participant(s)”	CCASS Clearing Participant(s), CCASS Custodian Participant(s) or CCASS Investor Participant(s)
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Companies Law” or “Cayman Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise 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”, “our Company”, “us” or “we”	ECI Technology Holdings Limited, an exempted company incorporated in the Cayman Islands under the Companies Law with limited liability on 3 October 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, refers to ECI Asia and Dr. Ng or, where the context so requires, any one of them. The shareholding of each of our Controlling Shareholders in our Company immediately following completion of the Reorganisation, the Share Offer and the Capitalisation Issue (without taking into account any Shares which may be issued upon the exercise of share options granted under the Share Option Scheme) are set out in the section headed “History, Reorganisation and corporate structure” in this prospectus

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“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Deed of Indemnity”	the deed of indemnity dated 17 February 2017 executed by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for each of our subsidiaries) regarding certain indemnities as more particularly set out in the paragraph headed “D. Other Information – 2. Tax and other indemnity” in Appendix V to this prospectus
“Deed of Non-competition”	the deed of non-competition dated 17 February 2017 executed by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for each of our subsidiaries from time to time), regarding the non-competition undertakings as more particularly set out in the paragraph headed “Relationship with Controlling Shareholders – Deed of Non-competition” in this prospectus
“Director(s)”	director(s) of our Company
“Dr. Ng”	Dr. Ng Tai Wing (吳泰榮博士), an Executive Director, the Chairman of our Board and chief executive officer
“ECI Asia”	ECI Asia Investment Limited, a company incorporated in the BVI with liability limited by shares on 26 August 2016 which is wholly-owned by Dr. Ng, and a Controlling Shareholder of our Company
“EC Infotech”	EC Infotech Limited (formerly known as Gold Loyal International Enterprise Limited 金鴻國際企業有限公司), a company incorporated in Hong Kong with limited liability limited by shares on 17 March 2003 and an indirect wholly-owned subsidiary of our Company
“ECI International”	ECI International (BVI) Limited, a company incorporated in the BVI with liability limited by shares on 4 October 2016 and a direct wholly-owned subsidiary of our Company
“Executive Director(s)”	executive director(s) of our Company

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“F&S Report”	an independent market report commissioned by our Company on the ELV integrated service industry prepared by Frost and Sullivan in February 2017
“Frost & Sullivan”	Frost and Sullivan International Limited, an independent market research institution
“GDP”	Gross domestic product
“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
“Government” or “Hong Kong Government”	the government of Hong Kong
“GREEN Application Form(s)”	the application form(s) to be completed by the HK eIPO White Form Service Provider
“Group”, “we”, “our” or “us”	our Company and our subsidiaries or, where the context so requires in respect of the period before our Company became the holding company of our existing subsidiaries, our existing subsidiaries
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“HK eIPO White Form”	the application of Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website at www.hkeipo.hk
“HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by our Company, as specified on the designated website at www.hkeipo.hk
“HKFRS(s)”	Hong Kong Financial Reporting Standard(s)
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKMC”	Hong Kong Mortgage Corporation Limited
“HKSCC”	Hong Kong Securities Clearing Company Limited

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“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Share Registrar”	Tricor Investor Services Limited, the branch share registrar and transfer office of our Company in Hong Kong
“Independent Third Party(ies)”	individual(s) or company(ies) who is/are not connected person(s) of our Company
“Joint Bookrunners” or “Joint Lead Managers”	Kingsway Financial Services Group Limited, Ping An Securities Limited and Gransing Securities Co., Limited
“Latest Practicable Date”	20 February 2017, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information in this prospectus prior to its publication
“Listing”	the listing of the Shares on GEM
“Listing Date”	the date, expected to be on or about 10 March 2017, on which dealings in the Shares first commence on GEM
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company adopted on 17 February 2017, a summary of which is set out in Appendix IV to this prospectus, and as amended from time to time
“Mr. Poon”	Mr. Poon Chi Kin Billy, Hong Kong barrister-at-law
“New Shares”	the 300,000,000 new Shares being offered by our Company for subscription under the Share Offer
“Nominal GDP”	Gross domestic product that is before deducting the consumption of fixed capital
“Octopus”	the electronic payment system using a contactless smart card known as “Octopus” which includes Octopus cards and products

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“Offer Price”	the final offer price per Offer Share in Hong Kong dollars (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), at which the Offer Shares are to be subscribed or purchased pursuant to the Share Offer, which will not be more than HK\$0.17 and is currently expected to be not less than HK\$0.13 and to be agreed upon by our Company (for ourselves and on behalf of the Selling Shareholder) and the Joint Lead Managers (for themselves and on behalf of the Underwriters) on or before the Price Determination Date
“Offer Shares”	the Placing Shares and Public Offer Shares
“Placing”	the conditional placing of 360,000,000 Shares (subject to re-allocation as described in the section headed “Structure and conditions of the Share Offer” in this prospectus) by the Underwriters on behalf of our Company and the Selling Shareholder for cash at the Offer Price, as further described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Placing Shares”	the 360,000,000 Shares comprising the 260,000,000 New Shares and the 100,000,000 Sale Shares, to be offered for subscription or purchase at the Offer Price under the Placing, details of which are set out in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Placing Underwriters”	the underwriters of the Placing, who are expected to enter into the Placing Underwriting Agreement to underwrite the Placing
“Placing Underwriting Agreement”	the conditional underwriting agreement relating to the Placing and to be entered into on or about the Price Determination Date by our Company, our Controlling Shareholders, the Executive Directors, the Selling Shareholder, the Sponsor, the Joint Bookrunners, the Joint Lead Managers and the Placing Underwriters, particulars of which are summarised in the section headed “Underwriting” of this prospectus

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“PRC”	the People’s Republic of China which, for the purpose of this prospectus and for geographical reference only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Predecessor Companies Ordinance”	the Companies Ordinance of Hong Kong (Chapter 32 of the Laws of Hong Kong) as in force from time to time before the commencement date of the Companies Ordinance
“Price Determination Agreement”	the agreement to be entered into between our Company (for ourselves and on behalf of the Selling Shareholder) and the Joint Lead Managers (for themselves and on behalf of the Underwriters) on the Price Determination Date to determine and record the Offer Price
“Price Determination Date”	the date, expected to be on or around Friday, 3 March 2017 on which the Offer Price is determined, or such later time as may be agreed between the Joint Lead Managers (for themselves and on behalf of the Underwriters) and our Company (for itself and on behalf of the Selling Shareholder), but in any event not later than Wednesday, 8 March 2017
“Public Offer”	the conditional offer to the public in Hong Kong for subscription of the Public Offer Shares at the Offer Price, on and subject to the terms and conditions stated in this prospectus and in the Application Forms, details of which are described in the section headed “Structure and conditions of the Share Offer” in this prospectus and the related Application Forms
“Public Offer Shares”	the 40,000,000 new Shares initially offered by our Company for subscription pursuant to Public Offer (subject to re-allocation as described in the section headed “Structure and conditions of the Share Offer” in this prospectus)
“Public Offer Underwriters”	the underwriters of the Public Offer whose names are set forth in the paragraph headed “Underwriting – Public Offer Underwriters” in this prospectus

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“Public Offer Underwriting Agreement”	the conditional underwriting agreement dated 24 February 2017 relating to the Public Offer and entered into by our Company, our Controlling Shareholders, the Executive Directors, the Selling Shareholder, the Sponsor, the Joint Bookrunners, the Joint Lead Managers and the Public Offer Underwriters, particulars of which are summarised in the section headed “Underwriting” in this prospectus
“Regulation S”	Regulation S under the U.S Securities Act
“Reorganisation”	the corporate reorganisation of our Group in preparation for the Listing, details of which are set out in the paragraph headed “History, Reorganisation and corporate structure – Reorganisation” in this prospectus
“Sale Shares”	the 100,000,000 existing Shares being offered by the Selling Shareholder for purchase under the Placing
“Security and Guarding Services Industry Authority” or “SGSIA”	the Security and Guarding Services Industry Authority (保安及護衛業管理委員會) established under the SGSO
“Security and Guarding Services Ordinance” or “SGSO”	the Security and Guarding Services Ordinance (Chapter 460 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“SCL”	the license issued or renewed by SGSIA under the SGSO
“SPP”	the permit issued or renewed by the Commissioner of Police (or any police officer acting under and in accordance with an authorisation conferred on him by such Commissioner of Police) under the SGSO
“Selling Shareholder”	ECI Asia, details of which are set out in the section headed “Particulars of the Selling Shareholder” in Appendix V to this prospectus
“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 or par value of HK\$0.01 each in the share capital of our Company

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“Share Offer”	the Placing and the Public Offer
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 17 February 2017, the principal terms of which are set out in the paragraph headed “D. Other information – 1. Share Option Scheme” in Appendix V to this prospectus
“Share Swap Agreement”	the share swap agreement dated 9 February 2017 entered in to among Dr. Ng as the vendor, ECI International as the purchaser and our Company
“Shareholder(s)”	holder(s) of the Share(s)
“SME”	Small and medium enterprises
“Sponsor”	Kingsway Capital Limited, being the sponsor to the Listing and a corporation licensed under the SFO to carry on type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities as defined in the SFO
“sq.ft.”	square feet
“sq.m.”	square metre
“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 and, in the context of our Company, refers to the entities disclosed in the section headed “Substantial and Significant Shareholders” in this prospectus or, where the context so requires, any one of them
“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 two years ended 31 August 2016
“Underwriters”	the Public Offer Underwriters and the Placing Underwriters

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“Underwriting Agreements”	the Public Offer Underwriting Agreement and the Placing Underwriting Agreement
“United States” or “U.S.”	the United States of America
“United States Dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“ WHITE Application Form(s)”	the application form(s) for use by the public who require(s) such Public Offer Shares to be issued in the applicant’s or applicants’ own name(s)
“ YELLOW Application Form(s)”	the application form(s) for use by the public who require(s) such Public Offer Shares to be deposited directly into CCASS
“%”	per cent