
DEFINITIONS

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

“Accountants’ Report”	the accountants’ report of our Group set out in Appendix I to this prospectus
“Allotment Agreement(s)”	agreement(s) entered into between our Group and a hotel operator pursuant to which we are offered preferential room rates but we do not guarantee any purchase of hotel rooms
“Ample Coral”	Ample Coral Limited, a company incorporated in BVI with limited liability on 15 October 2018, an indirect wholly-owned subsidiary of our Company
“Application Form(s)”	WHITE application form(s), YELLOW application form(s) or, where the context so requires, any of them which is used in relation to the Public Offer
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company adopted on 3 September 2019 and as amended from time to time, a summary of which is set out in Appendix III to this prospectus
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board” or “our Board”	the board of Directors
“Brilliant Town”	Brilliant Town Limited, a company incorporated in BVI with limited liability on 10 October 2018, an indirect wholly-owned subsidiary of our Company
“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
“C U Macau”	C U Macau Tourism Company Limited (去澳門旅遊有限公司) (previously known as C U Macau Company Limited (去澳門有限公司)), a company incorporated in Macau with limited liability on 9 December 2016, an indirect wholly-owned subsidiary of our Company

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“Capitalisation Issue”	the issue of 899,999,999 Shares to be made upon capitalisation of a sum of HK\$8,999,999.99 standing to the credit of the share premium account of our Company upon completion of the Share Offer referred to in the paragraph headed “A. Further information about our Group — 6. Written resolutions of our sole Shareholder passed on 3 September 2019” in Appendix IV to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person permitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person permitted 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, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China, and for the purpose of this prospectus only and except where the context requires otherwise, references in this prospectus to “China” or “PRC” do not include Hong Kong, Macau and Taiwan
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, modified and supplemented 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

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“Company”, “our Company”, “we” or “us”	Ying Hai Group Holdings Company Limited (瀛海集團控股有限公司), an exempted company with limited liability incorporated in the Cayman Islands on 18 December 2018
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules and in the context of this prospectus, refers to Silver Esteem and Mr. Choi
“Cooperation Agreement(s)”	agreement(s) entered into between our Group and a Selected Partner pursuant to which the Selected Partner agrees to purchase an agreed number of hotel rooms from us over an agreed period, and the Selected Partner determines the room rates charged against the ultimate customers
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Co-Managers”	Bonus Eventus Securities Limited, Canfield Securities Company Limited, First Fidelity Capital (International) Limited, being the co-managers to the Share Offer
“Deed of Indemnity”	the deed of indemnity dated 3 September 2019 executed by the Controlling Shareholders in favour of our Company (for itself and as trustee for each of our subsidiaries from time to time), particulars of which are summarised in the paragraph headed “E. Other information — 1. Tax and other indemnities” in Appendix IV to this prospectus
“Director(s)”	the director(s) of our Company
“Distribution Agreement(s)”	agreement(s) entered into between our Group and a Selected Partner pursuant to which our Group sells and distributes hotel rooms through the Selected Partner on behalf of our Group, and we determine the room rates to be charged against the ultimate customers
“DSEC”	Direcção dos Serviços de Estatística e Censos, or Statistics and Census Service of Macau
“Endless Luck”	Endless Luck Global Limited, a company incorporated in BVI with limited liability on 9 October 2018, a direct wholly-owned subsidiary of our Company
“Framework Agreement(s)”	agreement(s) entered into between our Group and a Selected Partner under which our Group sells and distributes hotel rooms to the Selected Partner under general terms

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“FY2017”	the year ended 31 December 2017
“FY2018”	the year ended 31 December 2018
“GEM”	GEM 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
“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
“Group”, “our Group”, “we”, “our” or “us”	our Company and its subsidiaries at the relevant time or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries pursuant to the Reorganisation, its present subsidiaries and the businesses operated by such subsidiaries or their predecessors (as the case may be)
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS(s)”	Hong Kong Financial Reporting Standard(s)
“HKICPA”	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, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Tricor Investor Services Limited, the branch share registrar of our Company in Hong Kong
“Hong Kong Legal Counsel”	Ms. Queenie W. S. Ng, barrister-at-law of Hong Kong
“Hotel Rooms Guarantee Agreement(s)”	agreement(s) entered into between our Group and a hotel operator pursuant to which we guarantee to purchase, and the hotel operator guarantees to provide, a fixed number of hotel rooms at Pre-determined Room Rates covering a certain period of time

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“HZMB”	Hong Kong — Zhuhai — Macao Bridge
“Independent Third Party(ies)”	individual(s) or company(ies) who or which to the best of our Directors’ knowledge information and belief, having made all reasonable enquires, is/are not connected person(s) of our Company within the meaning of the GEM Listing Rules
“Ipsos”	Ipsos Limited, an Independent Third Party and an independent market research expert commissioned by us for the preparation of the Ipsos Report
“Ipsos Report”	the industry research report prepared by Ipsos, the contents of which is quoted in this prospectus
“Joint Lead Managers”	Lego Securities Limited and Great Roc Capital Securities Limited, being the joint lead managers to the Share Offer
“Latest Practicable Date”	5 September 2019, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information referred to in this prospectus
“Listing”	listing of the Shares on GEM
“Listing Date”	the date on which dealings in our Shares on GEM first commence, which is expected to be on or around Thursday, 26 September 2019
“Macau”	the Macao Special Administrative Region of the PRC
“Macau Legal Advisers”	Advogado Leong Hon Man, the legal advisers to our Company as to Macau law
“Max Rank”	Max Rank Limited, a company incorporated in BVI with limited liability on 28 September 2018, an indirect wholly-owned subsidiary of our Company
“Memorandum of Association” or “Memorandum”	the amended and restated memorandum of association of our Company adopted on 3 September 2019, a summary of which is set out in Appendix III to this prospectus, and as amended from time to time
“MGTO”	Macao Government Tourism Office
“MOP”	Macau Pataca, the lawful currency of Macau
“Mr. Choi”	Mr. Choi Wai Chan (蔡偉振), an executive Director, chairman of the Board, chief executive officer of our Group and one of our Controlling Shareholders
“Mr. Leong”	Mr. Leong Tat Meng (梁達明), an executive Director
“Mrs. Choi”	Ms. Wong Pui Keng (王佩琮), the spouse of Mr. Choi

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“Multi-purpose Car Rental Services”	the provision of pre-ordered light passenger car rental services for transportation of tourists and other individuals by our Group during the Track Record Period as regulated by the Decree Law no. 52/84/M of Macau
“New Properties”	the leased properties in Macau at (i) 澳門布魯塞爾街33號至119號, 巴黎街10號至118號, 宋玉生廣場322至362號及馬濟時總督大馬路315號至365號, 富達花園(誠豐商業中心)9樓P室 (Unit P, 9th Floor, Fu Tat Fa Yuen (Centro Comercial Cheng Feng), Alameda Dr. Carlos d’assumpção no. 336-342, Macau*); (ii) 澳門布魯塞爾街33號至119號, 巴黎街10號至118號, 宋玉生廣場322至362號及馬濟時總督大馬路315號至365號, 富達花園(誠豐商業中心)9樓Q室 (Unit Q, 9th Floor, Fu Tat Fa Yuen (Centro Comercial Cheng Feng), Alameda Dr. Carlos d’assumpção no. 336-342, Macau*); (iii) 澳門布魯塞爾街33號至119號, 巴黎街10號至118號, 宋玉生廣場322至362號及馬濟時總督大馬路315號至365號, 富達花園(誠豐商業中心)9樓O室 (Unit O, 9th Floor, Fu Tat Fa Yuen (Centro Comercial Cheng Feng), Alameda Dr. Carlos d’assumpção no. 336-342, Macau*); and (iv) 澳門布魯塞爾街33號至119號, 巴黎街10號至118號, 宋玉生廣場322至362號及馬濟時總督大馬路315號至365號, 富達花園(誠豐商業中心)9樓N室 (Unit N, 9th Floor, Fu Tat Fa Yuen (Centro Comercial Cheng Feng), Alameda Dr. Carlos d’assumpção no. 336-342, Macau*), of which the expiry date of the leases was 15 April 2021
“Offer Price”	the final price per Offer Share in Hong Kong dollars (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) to be determined on or before the Price Determination Date, and which is not more than HK\$0.24 per Offer Share and expected to be not less than HK\$0.20 per Offer Share
“Offer Share(s)”	the Public Offer Shares and the Placing Shares
“Old Properties”	the leased properties in Macau at (i) 澳門新口岸新填海區宋玉生廣場336-342號誠豐商業中心10樓I室 (Unit I, 10th Floor, Centro Comercial Cheng Feng, Alameda Dr. Carlos d’Assumpção no. 336-342, Macau*); and (ii) 澳門新口岸新填海區宋玉生廣場336-342號誠豐中心10樓G室 (Unit G, 10th Floor, Centro Comercial Cheng Feng, Alameda Dr. Carlos d’assumpção no. 336-342, Macau*), of which the expiry date of the leases was 15 October 2019

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“Placing”	the conditional placing of the Placing Shares by the Placing Underwriters for and on behalf of our Company at the Offer Price subject to the terms and conditions as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Placing Shares”	the 270,000,000 Shares initially being offered at the Offer Price for subscription pursuant to the Placing subject to re-allocation as described 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 Shares
“Placing Underwriting Agreement”	the conditional placing underwriting agreement relating to the Placing and expected to be entered into by our Company, the Controlling Shareholders, the executive Directors, the Sole Sponsor, the Sole Bookrunner, the Joint Lead Managers, the Co-Managers and the Placing Underwriters on or about the Price Determination Date
“PRC Legal Advisers”	Tian Yuan Law Firm, the legal advisers to our Company as to PRC law
“Pre-determined Room Rate(s)”	the room rate(s) at which our Group needs to pay the hotel operator for rooms in a particular hotel pursuant to a Hotel Rooms Guarantee Agreement
“Price Determination Agreement”	the agreement to be entered into between the Sole Bookrunner (for itself and on behalf of the Underwriters) and our Company on or before the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or about Wednesday, 18 September 2019, and in any event not later than Tuesday, 24 September 2019
“Public Offer”	the offer of the Public Offer Shares for subscription by the members of the public in Hong Kong for cash at the Offer Price, on and subject to the terms and conditions described in the section headed “Structure and conditions of the Share Offer” in this prospectus and the Application Forms
“Public Offer Shares”	the 30,000,000 new Shares initially being offered for subscription at the Offer Price pursuant to the 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 listed in the paragraph headed “Underwriting — Public Offer Underwriters” in this prospectus

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“Public Offer Underwriting Agreement”	the public offer underwriting agreement dated 12 September 2019 relating to the Public Offer entered into among our Company, the Controlling Shareholders, the executive Directors, the Sole Sponsor, the Sole Bookrunner, the Joint Lead Managers, the Co-Managers and the Public Offer Underwriters
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the reorganisation of our Group for the purpose of the Listing, particulars of which are set out in the section headed “History, development and Reorganisation” in this prospectus.
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Selected Partner(s)”	the company(ies), which are mainly travel agent(s), which has/have entered into agreement(s) with our Group in relation to the sales and distribution of hotel rooms in Macau, all of which are Independent Third Parties
“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified and supplemented 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 Offer”	collectively, the Placing and the Public Offer
“Share Option Scheme”	the share option scheme conditionally approved and adopted by our Company pursuant to the written resolutions of our sole Shareholder passed on 3 September 2019, the principal terms of which are summarised in the paragraph headed “D. Share Option Scheme” in Appendix IV to this prospectus
“Silver Esteem”	Silver Esteem Limited, a company incorporated in BVI with limited liability on 6 July 2018 and one of our Controlling Shareholders
“Sole Bookrunner”	Lego Securities Limited, being the sole bookrunner to the Share Offer and a licensed corporation licensed to carry out type 1 (dealing in securities) regulated activity under the SFO
“Sole Sponsor”	Lego Corporate Finance Limited, being the sole sponsor to the Listing and a corporation licensed under the SFO to carry out type 6 (advising on corporate finance) regulated activity under the SFO

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Tak Chun”	Tak Chun Gaming Promotion Company Limited (德晉博彩中介股份有限公司), a limited liability company incorporated in Macau which carries out entertainment business and was one of our major customers and suppliers during the Track Record Period. For the purpose of the GEM Listing Rules, Tak Chun is an Independent Third Party. For details, please refer to section headed “Relationship with Controlling Shareholders” in this prospectus
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC, as amended, modified and supplemented from time to time
“Track Record Period”	the financial periods comprising FY2017, FY2018 and 4M2019
“U.S. Securities Act”	the United States Securities Act of 1993, as amended and rules and regulation promulgated thereunder
“Underwriters”	collectively, the Public Offer Underwriters and the Placing Underwriters
“Underwriting Agreements”	collectively, the Public Offer Underwriting Agreement and the Placing Underwriting Agreement
“ WHITE Application Form(s)”	the form(s) of application for the Public Offer Shares 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 form(s) of application for the Public Offer Shares for use by the public who require(s) such Public Offer Shares to be deposited directly into CCASS
“Ying Hai Entertainment”	Ying Hai Entertainment Group Limited (瀛海娛樂集團有限公司), a company incorporated in Macau with limited liability on 7 May 2013, a former direct holding company of Ying Hai Tourism (Macau) and a former indirect holding company of Zhuhai Ying Hai immediately before the Reorganisation

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“Ying Hai Interurban”	Ying Hai Interurban Passenger Road Transport Company Limited (瀛海陸路跨境客運股份有限公司), a company incorporated in Macau with limited liability on 22 October 2018, an indirect wholly-owned subsidiary of our Company
“Ying Hai Tourism (HK)”	Ying Hai Tourism Company Limited (瀛海旅遊有限公司) (previously known as Win High Entertainment Group Limited (瀛海娛樂集團有限公司) and Ying Hai Entertainment Group Limited (瀛海娛樂集團有限公司)), a company incorporated in Hong Kong with limited liability on 20 May 2016, an indirect wholly-owned subsidiary of our Company
“Ying Hai Tourism (Macau)”	Ying Hai Tourism Company Limited (瀛海旅遊有限公司) (previously known as Win High Entertainment Group Limited (瀛海娛樂集團有限公司) and Ying Hai Entertainment Group Limited (瀛海娛樂集團有限公司)), a company incorporated in Macau with limited liability on 28 February 2014, an indirect wholly-owned subsidiary of our Company
“Ying Hai Rent-A-Car (HK)”	Ying Hai Rent-A-Car Service Company Limited (瀛海汽車租賃服務有限公司), a company incorporated in Hong Kong with limited liability on 29 November 2018, an indirect wholly-owned subsidiary of our Company
“Ying Hai Rent-A-Car (Macau)”	Ying Hai Rent-A-Car Service Company Limited (瀛海汽車租賃服務有限公司) (previously known as Win High Rent-A-Car Service Company Limited ((瀛海汽車租賃服務有限公司)), a company incorporated in Macau with limited liability on 19 May 2015, an indirect wholly-owned subsidiary of our Company
“Zhuhai Technology”	珠海來去資訊科技有限公司 (Zhuhai Laiqu Information Technology Company Limited*), a company established in the PRC with limited liability on 9 April 2018 and was deregistered in the PRC on 21 December 2018, a former wholly-owned subsidiary of C U Macau immediately before its deregistration
“Zhuhai Ying Hai”	珠海瀛海企業策劃有限公司 (Zhuhai Ying Hai Corporate Planning Company Limited*), a company established in the PRC with limited liability on 13 November 2015, an indirect wholly-owned subsidiary of our Company
“4M2018”	the four months ended 30 April 2018
“4M2019”	the four months ended 30 April 2019
“%”	per cent.

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All dates and times in this prospectus refer to Hong Kong time unless otherwise stated.

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

For ease of reference, the English translation of Chinese name or Portuguese name, or vice versa, has been provided for identification purpose only.

The English names of the Macau entities mentioned in this prospectus which are marked with “” are translated, or transliterated from their Chinese names and are for identification purposes only.*

Certain figures used in this prospectus that are expressed in MOP are calculated based on the conversion rate of HK\$1.00 to MOP1.03.