
DEFINITIONS

In this prospectus, unless the context otherwise requires, capitalised terms used herein shall have the following meanings:

“Accepted Offer Applications”	applications for Offer Shares (excluding the Reserved Shares), either made on the application forms in the Public Offer and accepted by the Company or the placees successfully procured by the Underwriter to subscribe for the Offer Shares
“Acquisition”	the conditional acquisition of the Sale Shares by the Company pursuant to the terms and conditions under the Acquisition Agreement
“Acquisition Agreement”	the acquisition agreement entered into among the Vendor, the Company and the Liquidators dated 24 August 2016 as amended and supplemented by the Supplemental Acquisition Agreement, the Second Supplemental Acquisition Agreement, the Third Supplemental Acquisition Agreement and the Fourth Supplemental Acquisition Agreement pursuant to which the Vendor conditionally agreed to sell and the Company conditionally agreed to purchase the Sale Shares
“Acquisition Completion”	completion of the Acquisition pursuant to the Acquisition Agreement
“Acquisition Consideration”	the total consideration of HK\$400 million payable by the Company to the Vendor for the Acquisition pursuant to the Acquisition Agreement
“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“Allied Group”	Allied Group Limited, a company incorporated in Hong Kong with limited liability on 15 December 1972, the shares of which are listed on the Main Board (stock code: 373)
“Appeal Deadline”	14 days from the date of the sealed order issued by the Grand Court under Event A, being the last day by which the Dissenting Shareholder may apply for leave to appeal the relevant court orders as described in the section headed “Specific Risk Associated with the Proposed Restructuring” in this prospectus
“Application Form(s)”	the WHITE Application Form(s), YELLOW Application Form(s) and BLUE Application Form(s) or where the context so requires, any of them to be used in connection with the Public Offer (other than the Preferential Offering) or the Preferential Offering (as applicable)

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“Articles” or “Articles of Association”	the amended and restated articles of association of the Company conditionally approved and adopted on 22 May 2019, and to take effect on the Resumption Date, a summary of which is contained in Appendix IV to this prospectus
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Assured Entitlement”	the entitlement of the Qualifying Shareholders to apply for the Reserved Shares on an assured basis under the Preferential Offering determined on the basis of their respective shareholding in the Company on the Record Date
“BLUE Application Form(s)”	the application form(s) to be used by the Qualifying Shareholders to subscribe for the Reserved Shares pursuant to the Preferential Offering
“Business Day”	a day (excluding Saturday, Sunday and public holidays) on which commercial banks are open for business in Hong Kong
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capital Reduction”	the reduction of the nominal value of each issued Share from HK\$0.1 to HK\$0.01 each by cancelling the paid-up capital to the extent of HK\$0.09 on each of the issued Shares as set out in resolution number one of the EGM Notice
“Capital Reorganisation”	the reorganisation of the share capital of the Company comprising the Capital Reduction, the Share Consolidation and the Increase in Authorised Share Capital, which is expected to become effective on 15 July 2019
“Cash Advance”	the cash advance made by the Vendor to the Company under the Supplemental Acquisition Agreement and the Third Supplemental Acquisition Agreement for the settlement of professional fees incurred by the Company
“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

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“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 Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Chairman’s Decision”	the decision by the chairman of the EGM to dis-apply the votes cast by or on behalf of the Dissenting Shareholder against all resolutions proposed at the EGM pursuant to Article 77 of the Existing Articles
“Change in Board Lot Size”	the change in board lot size from 2,000 Shares to 5,000 New Shares with effect from the effective date of the Capital Reorganisation
“Change of Company Name”	the change of the English name of the Company from “China Agrotech Holdings Limited” to “Da Yu Financial Holdings Limited” and the adoption and registration of the Chinese name “大禹金融控股有限公司” as the dual foreign name of the Company
“Circular”	the circular of the Company dated 27 April 2019 in relation to, among other matters, the Proposed Restructuring
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	China Agrotech Holdings Limited (In Liquidation) (to be renamed as Da Yu Financial Holdings Limited), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board (stock code: 1073)
“Companies Law”	the Companies Law (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

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“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)
“Conditions”	the conditions precedent under the Acquisition Agreement, the Subscription Agreements (or the New Placing Agreement, as the case may be) and the Underwriting Agreement
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Creditors”	collectively the creditors of the Company who have a claim against the Company as at the date on which the Creditors’ Scheme becomes effective (for the avoidance of doubt, shall not include the Vendor in respect of the Cash Advance)
“Creditors’ Scheme”	the scheme of arrangement to be entered into between the Company and the Creditors, subject to the sanctioning thereof by the Grand Court and the High Court, which will be implemented in the Cayman Islands and Hong Kong
“Declaratory Summons”	a summons dated 12 June 2019 filed by the Company seeking a declaration that the resolutions proposed at the EGM were validly passed as declared by the chairman of the EGM; and/or in the alternative, a declaration that the votes of the Dissenting Shareholder cast at the EGM in respect of the proposed capital reduction of the Company be set aside and, disregarded in determining whether the resolutions considered at the EGM were passed
“Deed of Non-Competition”	the deed of non-competition to be entered into by Mr. Warren Lee in favour of the Company (for itself and for the benefit of the members of the Enlarged Group) regarding certain non-competition undertakings, details of which are set out in the section headed “Relationship with the Substantial Shareholder upon Resumption – Non-Competition Undertakings” in this prospectus
“Director(s)”	director(s) of the Company
“Dissenting Shareholder”	the Shareholder which had casted votes against all resolutions proposed at the EGM, which the chairman of the EGM determined to be Perfect Gate Holdings Limited

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“EGM”	the extraordinary general meeting of the Company held on 22 May 2019 to approve, among other matters, the Capital Reorganisation, the Subscriptions, the New Placing, the Public Offer, the Creditors’ Scheme, the Acquisition, the Whitewash Waiver, the Special Deal, the appointment of the Proposed Directors, the adoption of Share Option Scheme, the Change of Company Name and the adoption of the Memorandum and the Articles of Association
“EGM Notice”	the notice of the EGM dated 27 April 2019
“Encumbrance”	any interest or equity (including any retention of title, right to acquire, option or right of pre-emption) or any mortgage, charge, pledge, lien, claim or assignment or any other encumbrance, priority or security interest or arrangement of whatsoever nature
“Enlarged Group”	the Group immediately following Acquisition Completion and the Creditors’ Scheme becoming effective
“Event A”	has meaning ascribed to it under the key dates for the Resumption set out on page 70 of this prospectus
“Excluded Company(ies)”	all the existing subsidiaries which are directly or indirectly held by the Company as at the Latest Practicable Date
“Excluded Shareholder(s)”	the Overseas Shareholder(s) whom, based on the legal opinions provided by the relevant overseas legal adviser(s) to the Company, the Liquidators are of the opinion that it is necessary or expedient to exclude from the Preferential Offering on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in such places
“Executive”	the Executive Director of the Corporate Finance Division of the SFC from time to time or any delegate of the Executive Director
“Existing Articles”	the articles of association of the Company in effect as at the date of this prospectus
“Existing Shareholders”	Shareholders as at the Record Date
“First Six-Month Period”	the period from the date of this prospectus and ending on the date which is six months from the Resumption Date

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“Former Placing”	the proposed placing of 888,888,889 New Shares, which was replaced by the Subscriptions due to change of the structure of the Proposed Restructuring
“Fourth Supplemental Acquisition Agreement”	the fourth supplemental acquisition agreement dated 28 December 2018 entered into among the Vendor, the Company and the Liquidators in relation to the extension of the Long Stop Date and amendment of certain terms of the Acquisition Agreement
“FRR”	the Securities and Futures (Financial Resources) Rules (Chapter 571N of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Grand Court”	the Grand Court of Cayman Islands
“Grantee”	any Participant who accepts an offer in accordance with the terms of the Share Option Scheme, or where the context so permits (in the case of any individual) any person who is entitled to any option in consequence of the death of the original Grantee (including without limitation his/her legal personal representative(s))
“Group”	the Company and its subsidiaries, before Acquisition Completion and the Creditors’ Scheme becoming effective
“Governmental Authority”	any public, regulatory or governmental agency or authority (including, without limitation, the Stock Exchange and the SFC), other authority and any court at the national, provincial, municipal or local level
“High Court”	the High Court of Hong Kong

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“High Watermark”	in respect of each of the Management Agreement and the New Management Agreement, (a) if a performance fee has been paid during the management period or in accordance with the previous management agreement, the audited consolidated NAV (incorporating any adjustment made for excluding effect of new issue of securities of SHK and/or distribution to shareholders of SHK) of SHK Group as at 31 December of the latest financial year in which Yu Ming was entitled to a performance fee; or (b) if no performance fee has been paid during the term of that management agreement or in accordance with the preceding management agreement, the consolidated NAV of SHK Group on the renewal date of (as the case may be) the Management Agreement or the New Management Agreement
“HKFRS”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Hong Kong Registrars Limited, the Hong Kong branch share registrar and transfer office of the Company
“Hua Yu”	Hua Yu Investment Management Limited, a company incorporated in Hong Kong with limited liability on 29 July 1998 and was a subsidiary of Yu Ming until Yu Ming disposed of its interest therein on 5 May 2015
“Increase in Authorised Share Capital”	the increase in the authorised share capital of the Company from HK\$300,000,000 to HK\$1,000,000,000 immediately after the Capital Reduction and Share Consolidation having become effective, as set out in resolution number one of the EGM Notice
“Independent Placees”	the placees who and whose ultimate beneficial owners are Independent Third Parties and independent of the Vendor and its connected persons to be procured by the Placing Agent and/or the Underwriter under the New Placing and the Public Offer respectively

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“Independent Shareholders”	Shareholders, other than (i) the Vendor, its close associates and parties acting in concert with it; (ii) the Creditors, their close associates and parties acting in concert with any one of them, (iii) Ms. Chong, her close associates and parties acting in concert with her; (iv) the Underwriter, its close associates and parties acting in concert with it; (v) Mr. Warren Lee, his close associates and parties acting in concert with him; (vi) the Yu Ming Team, their close associates and parties acting in concert with them; (vii) those who are involved in or interested in the Acquisition Agreement, the Subscription Agreements, the New Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and/or the Special Deal; and (viii) those who were required to abstain from voting under the Takeovers Code and/or the Listing Rules in the EGM
“Independent Third Parties”	third party(ies) independent of the Company and its connected persons as defined under the Listing Rules
“IPO(s)”	initial public offering(s)
“JFIU”	Joint Financial Intelligence Unit
“Last Trading Day”	18 September 2014, the last trading date of the Shares before the Suspension
“Latest Practicable Date”	20 June 2019, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Licensed Representative”	an individual who is granted a licence under section 120(1) of the SFO to carry on one or more than one regulated activity for a licensed corporation to which he is accredited
“Liquidators”	Messrs. Stephen Liu Yiu Keung and David Yen Ching Wai, the joint and several liquidators of the Company as ordered by the High Court on 17 August 2015
“Listing Department”	the listing department of the Stock Exchange
“Listing Committee”	the listing sub-committee of the directors of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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“Long Stop Date”	30 September 2019 or such later date as the parties to the Acquisition Agreement may agree
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM
“Management Agreement”	the investment management agreement dated 20 November 2015 entered into between Yu Ming and SHK relating to the extension of provision of asset management services by Yu Ming to SHK for the period from 1 January 2016 to 31 December 2018
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of the Company conditionally approved and adopted on 22 May 2019, and to take effect on the Resumption Date, a summary of which is contained in Appendix IV to this prospectus
“Mr. Li”	Mr. Li Chi Kong, a director of Yu Ming and a Proposed Director
“Mr. Warren Lee”	Mr. Lee Wa Lun, Warren, the managing director of Yu Ming and a Proposed Director, also a subscriber under the YM Subscription
“Ms. Chong”	Ms. Chong Sok Un, M.H., the subscriber under the Ms. Chong’s Subscription Agreement
“Ms. Chong’s Subscription”	the subscription of 512,698,586 Subscription Shares by Ms. Chong pursuant to the Ms. Chong’s Subscription Agreement
“Ms. Chong’s Subscription Agreement”	the conditional share subscription agreement dated 28 December 2018 entered into between the Company and Ms. Chong in relation to the Ms. Chong’s Subscription, which was terminated pursuant to the deed of termination dated 14 June 2019
“NAV”	net asset value
“New Listing Application”	the new listing application submitted by the Company on 28 April 2017 to the Stock Exchange and renewed on 6 November 2017, 11 October 2018 and 11 April 2019 relating to the Acquisition pursuant to the requirements and procedures set out in Chapters 8 and 9 of the Listing Rules

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“New Management Agreement”	the investment management agreement dated 26 July 2018 entered into between Yu Ming and SHK relating to the extension of provision of asset management services by Yu Ming to SHK for the period from 1 January 2019 to 31 December 2021
“New Placing”	the placing of the 512,698,586 Subscription Shares not subscribed by Ms. Chong upon the lapse of the Ms. Chong’s Subscription Agreement
“New Placing Agreement”	the conditional placing agreement dated 28 December 2018 entered into between the Company and the Placing Agent in respect of the New Placing
“New Placing Price”	HK\$0.52 per New Placing Share, the price at which the New Placing Shares are to be allotted and issued to the Independent Placees pursuant to the New Placing Agreement
“New Placing Shares”	512,698,586 New Shares falling to be allotted and issued pursuant to the New Placing Agreement
“New Share(s)”	the ordinary share(s) of HK\$0.1 each in the share capital of the Company immediately following the Capital Reorganisation becoming effective
“Offer Price”	HK\$0.52 per Offer Share (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%), the price at which the Offer Shares are to be offered under the Public Offer
“Offer Shares”	241,705,083 New Shares proposed to be issued under the Public Offer (for the avoidance of doubt, including the Reserved Shares)
“Open Offer”	the proposed open offer under the proposed restructuring of the Group as detailed in the announcement of the Company dated 17 May 2017, which was subsequently replaced by the Preferential Offering under the Public Offer
“Overseas Shareholder”	a Shareholder whose address as shown on the register of members of the Company on the Record Date is in a place outside Hong Kong

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“Placing Agent”	Sun Hung Kai Investment Services Limited, a licensed corporation under the SFO authorised to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities, the placing agent in relation to the New Placing
“PO Independent Third Party(ies)”	any person or company and their respective ultimate beneficial owner(s) who are third parties independent of the Company, the Proposed Directors, the Vendor, Yu Ming, Ms. Chong, the Underwriter, Allied Group and their subsidiaries (where applicable) and their respective parties acting in concert, connected persons and close associates within the meaning of the Listing Rules before or immediately after completion of the Public Offer
“PRC” or “China”	the People’s Republic of China which, for the purpose of this prospectus, 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) as in force from time to time before 3 March 2014
“Preferential Offering”	the preferential offering of the Reserved Shares to the Qualifying Shareholders for subscription as Assured Entitlement under the Public Offer
“Proposed Director(s)”	the person(s) proposed to be appointed as Director(s) effective from Acquisition Completion or, as the case may be, Resumption, details of whom are set out in the section headed “Proposed Directors and Senior Management of the Enlarged Group” in this prospectus
“Proposed Restructuring”	the proposed restructuring of the Group, which under current structure involving, among other things, the Capital Reorganisation, the Creditors’ Scheme, the YM Subscription, the New Placing, the Public Offer and the Acquisition
“Public Offer”	the issue and offer of the Offer Shares for subscription in Hong Kong for cash at the Offer Price, on and subject to the terms and conditions set out in the section headed “Structure and Conditions of the Public Offer and the Preferential Offering” in this prospectus and the Application Forms and, for the avoidance of doubt, including the Preferential Offering

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“Public Offer Prospectus Documents”	this prospectus and the Application Forms
“Public Shareholder(s)”	the Shareholder(s) that are public, with public having the meaning ascribed to it under the Listing Rules
“Qualifying Shareholder(s)”	the Shareholder(s) as at the Record Date other than the Excluded Shareholders
“Record Date”	Thursday, 27 June 2019, or such other date as may be agreed among the parties to the Underwriting Agreement for the determination of Assured Entitlement under the Preferential Offering
“Reserved Shares”	150,264,780 Offer Shares being offered by the Company pursuant to the Preferential Offering at the Offer Price to the Qualifying Shareholders as Assured Entitlement
“Responsible Officer”	Licensed Representative who is also approved as a responsible officer under section 126 of the SFO to supervise the regulated activity of the licensed corporation to which he is accredited
“Resumption”	the resumption of trading in the shares of the Company on the Main Board
“Resumption Date”	the date on which Resumption occurs
“Resumption Proposal”	the resumption proposal dated 24 August 2016 submitted by the Company to the Stock Exchange, as varied and amended from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“Sale Shares”	10,000,000 shares, being the entire issued share capital of Yu Ming as at the date of the Acquisition Agreement and on Acquisition Completion
“Scheme Administrators”	Mr. Stephen Liu Yiu Keung and Mr. David Yen Ching Wai, the scheme administrators or their successors appointed pursuant to the terms of the Creditors’ Scheme

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“Scheme Company A”	Grand Capital Limited, a company incorporated in Hong Kong with limited liability, being a special purpose vehicle held and controlled by the Scheme Administrators or such other company as may be nominated by the Scheme Administrators, for the purpose of holding the proceeds of HK\$80 million from the Subscriptions (or in case of the lapse of the Ms. Chong’s Subscription, the YM Subscription and the New Placing) pursuant to the Creditors’ Scheme
“Scheme Company B”	Well Fund Limited, a company incorporated in Hong Kong with limited liability, being a special purpose vehicle held and controlled by the Scheme Administrators or such other company as may be nominated by the Scheme Administrators, for the purpose of holding the Excluded Companies and other rights and claims to be transferred to it by the Company pursuant to the Creditors’ Scheme
“Scheme Document”	the document despatched to the Creditors on 13 June 2019 with the approval of the Grand Court and the High Court which includes, inter alia, an explanatory statement and the schemes of arrangement in relation to the Creditors’ Scheme
“Scheme Meeting”	the meeting of the Creditors to be convened and held on 5 July 2019 at the direction of the Grand Court and the High Court for the purpose of considering and, if thought fit, approving the Creditors’ Scheme
“Second Supplemental Acquisition Agreement”	the second supplemental acquisition agreement dated 13 November 2017 entered into among the Vendor, the Company and the Liquidators in relation to the amendment of, among others, the payment term of the Acquisition Consideration and the extension of the long stop date
“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)”	the share(s) of HK\$0.1 in the share capital of the Company prior to the Capital Reorganisation

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“Share Consolidation”	the consolidation of 10 issued shares of the Company immediately upon the Capital Reduction having become effective into one share as set out in resolution number one of the EGM Notice
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Shareholders at the EGM held on 22 May 2019, the principal terms of which are summarised in the paragraph headed “D. Share Option Scheme” in Appendix V to this prospectus
“Shareholders”	the holders of the share(s) of the Company from time to time
“SHK”	SHK Hong Kong Industries Limited, a company incorporated in Hong Kong with limited liability on 19 December 1989 and an indirect non-wholly owned subsidiary of Allied Group, the shares of which are listed on the Main Board (stock code: 666)
“SHK Board”	the board of directors of SHK
“SHK Exco”	Executive Committee of the SHK Board
“SHK Group”	SHK and its subsidiaries
“Special Deal”	the proposed settlement of the indebtedness due to the Creditors, who are Shareholders, under the Creditors’ Scheme, which constituted a special deal under Note 5 to Rule 25 of the Takeovers Code, which was no longer applicable following the termination of the Ms. Chong’s Subscription Agreement
“Sponsor” or “Sole Sponsor”	Emperor Capital Limited, a licensed corporation under the SFO authorised to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities, which is appointed by the Company as the sponsor for the New Listing Application
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscribers”	collectively, Ms. Chong (prior to the termination of the Ms. Chong’s Subscription Agreement on 14 June 2019), Mr. Warren Lee and the Yu Ming Team
“Subscription(s)”	the subscriptions of the Subscription Shares by the Subscribers pursuant to the respective Subscription Agreements

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“Subscription Agreements”	collectively, the Ms. Chong’s Subscription Agreement and the YM Subscription Agreement
“Subscription Price”	HK\$0.52 per Subscription Share, the price at which the Subscription Shares are to be allotted and issued under the Subscriptions
“Subscription Shares”	the New Shares to be subscribed for by the Subscribers pursuant to the Subscription Agreements, and each, a Subscription Share
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Supplemental Acquisition Agreement”	the supplemental acquisition agreement dated 7 February 2017 entered into among the Vendor, the Company and the Liquidators in relation to the amendment of certain terms of the Acquisition Agreement
“Suspension”	the suspension of trading in the Shares since 1:00 p.m. on 18 September 2014
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Shares Buy-backs
“Third Supplemental Acquisition Agreement”	the third supplemental acquisition agreement dated 2 October 2018 entered into among the Vendor, the Company and the Liquidators in relation to the amendments of, among others, the amount and timing of the Cash Advance, the conditions to the Acquisition Completion and the extension of the Long Stop Date
“Track Record Period”	the three financial years ended 31 December 2018
“Underwriter” or “Sole Underwriter”	Sun Hung Kai Investment Services Limited, a licensed corporation under the SFO authorised to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities, the underwriter in relation to the Public Offer (including the Preferential Offering)
“Underwriting Agreement”	the underwriting agreement dated 27 June 2019 entered into among the Company, the Liquidators, Mr. Warren Lee, the Sponsor and the Underwriter in relation to the Public Offer (including the Preferential Offering)
“Underwritten Shares”	241,705,083 Offer Shares, being the total number of the Offer Shares and are fully underwritten by the Underwriter pursuant to the Underwriting Agreement

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“Untaken Reserved Shares”	Reserved Shares not taken up by the Qualifying Shareholders under the Assured Entitlement
“Vendor”	Fine Era Limited, a company incorporated in the BVI with limited liability on 3 May 2007 and an indirect wholly-owned subsidiary of Allied Group
“Whitewash Waiver”	a waiver pursuant to Note 1 on Dispensations from Rule 26 of the Takeovers Code to be granted by the Executive in respect of the obligations of Ms. Chong to make a mandatory general offer to the Shareholders in respect of all Shares and the securities of the Company not already owned or agreed to be acquired by her and parties acting in concert with her as a result of her subscription of 512,698,586 Subscription Shares under the Ms. Chong’s Subscription Agreement, which was no longer applicable following the termination of the Ms. Chong’s Subscription Agreement
“ WHITE Application Form(s)”	the application form(s) for the Offer Shares (other than the Reserved Shares) for use by the public who require(s) such Offer Shares to be issued in the applicant’s/ applicants’ own name(s)
“ YELLOW Application Form(s)”	the application form(s) for the Offer Shares (other than the Reserved Shares) for use by the public who require(s) such Offer Shares to be deposited directly into CCASS
“YM Subscription”	the subscription of 284,750,000 Subscription Shares by Mr. Warren Lee and the Yu Ming Team pursuant to the YM Subscription Agreement
“YM Subscription Agreement”	the conditional share subscription agreement dated 28 December 2018 entered into among the Company, Mr. Warren Lee and the Yu Ming Team in relation to the YM Subscription
“YM Subscription Shares”	284,750,000 New Shares in aggregate to be subscribed for by Mr. Warren Lee and Yu Ming Team pursuant to the YM Subscription Agreement
“Yu Ming”	Yu Ming Investment Management Limited (禹銘投資管理有限公司), a company incorporated in Hong Kong with limited liability on 4 July 1996 and a licensed corporation under the SFO authorised to carry out Type 1 (dealing in securities), Type 4 (advising in securities), Type 6 (advising in corporate finance) and Type 9 (asset management) regulated activities

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“Yu Ming Team”	the employees of Yu Ming other than Mr. Warren Lee, whose identities are set out in the Circular
“ZHONGHUI ANDA”	ZHONGHUI ANDA CPA Limited, being the auditor and reporting accountants of the Company
“%”	per cent.

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as the currency conversion or percentage equivalents may not be an arithmetic sum of such figures.

The English names of the Chinese nationals, companies, entities, departments, facilities, certificates, titles and the like are translation of their Chinese names and are included in this prospectus for identification purpose only and should not be regarded as their official English translation. In the event of any inconsistency, the Chinese name prevails. English translation of company names in Chinese or another language which are marked with “” are for identification purpose only.*

The English language version of this prospectus has been translated into Chinese language and English and Chinese versions of this prospectus are being published separately. If there should be any inconsistency between the English and Chinese versions, the English version shall prevail.