
DEFINITIONS

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

“Ace Leader”	Ace Leader Holdings Limited, a company incorporated in the BVI with limited liability on 21 March 2006 and a substantial shareholder of our Company
“Americas”	collectively, the US, Canada and Latin America
“Ample Fame”	Ample Fame Investments Limited (滿譽投資有限公司), a company incorporated in the BVI with limited liability on 1 November 2016 and an indirect wholly-owned subsidiary of our Company
“Articles” or “Articles of Association”	the articles of association of our Company, as amended or supplemented from time to time
“Board” or “Board of Directors”	the board of directors of our Company
“Bossini”	Bossini International Holdings Limited, an exempted company incorporated in Bermuda with limited liability on 15 July 1993 and an indirect non-wholly owned subsidiary of our Company, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 592)
“Bossini Enterprises”	Bossini Enterprises Limited (堡獅龍企業有限公司), a company incorporated in Hong Kong with limited liability on 5 November 1997 and an indirect wholly-owned subsidiary of Bossini
“Bossini Group”	Bossini and its subsidiaries
“Bossini Onmay International”	Bossini Onmay International Limited (堡獅龍上美國際有限公司), a company incorporated in Hong Kong with limited liability on 27 May 1998 and an indirect wholly-owned subsidiary of Bossini
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands

DEFINITIONS

“Cayman Companies Act” or “Companies Act”	the Companies Act (As Revised), Cap. 22 of the Cayman Islands
“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 Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CITIC Land”	CITIC Land Co., Ltd, a company established in the PRC with limited liability and an associated company of our Company
“Clark”	C&J Clark (No. 1) Limited, a company incorporated in England and Wales on 1 April 1997 and an indirect non-wholly owned subsidiary of our Company upon completion of the First Clark Acquisition
“Clark Acquisitions”	the First Clark Acquisition and the Second Clark Acquisition
“Clark Group”	Clark and its subsidiaries
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented 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 or supplemented from time to time

DEFINITIONS

“Company” or “our Company”	Viva China Holdings Limited (非凡中國控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 13 January 2000, the issued shares of which are listed on GEM (stock code: 8032)
“Comprehensively Sanctioned Country(ies)”	Cuba, Iran, Kherson region, North Korea, Syria, the Crimea Region of Russia/Ukraine, the self-proclaimed Luhansk People’s Republic (“LPR”), self-proclaimed Donetsk People’s Republic (“DPR”) regions and Zaporizhzhia region
“Controlling Shareholder(s)”	has the meaning given to it under the Main Board Listing Rules and, in the context of this document, means Lead Ahead, Dragon City, Victory Mind and Mr. Li Ning
“Countries subject to International Sanctions”	countries or territories for which Relevant Jurisdictions maintain various forms of sanctions programs in place
“COVID-19”	novel coronavirus (COVID-19), a coronavirus identified as the cause of an outbreak of respiratory illness
“CSRC”	China Securities Regulatory Commission
“C&J Clark America”	C. & J. Clark America, Inc., a company incorporated in the US on 7 December 1977 as a private corporation with limited liability and an indirect non-wholly owned subsidiary of our Company
“C&J Clark International”	C. & J. Clark International Limited, a company incorporated in the UK on 17 July 1915 as a private company with limited liability and an indirect non-wholly owned subsidiary of our Company
“C&J Clark Retail”	C. & J. Clark Retail, Inc., a company incorporated in the US on 7 December 1977 as a private corporation with limited liability and an indirect non-wholly owned subsidiary of our Company
“Directors” or “our Directors”	the directors of our Company
“Double Happiness”	Shanghai Double Happiness Co., Ltd., a company established in the PRC with limited liability and an associated company of our Company

DEFINITIONS

“Dragon City”	Dragon City Management (PTC) Limited, a company incorporated in the BVI with limited liability on 5 January 2004 and a Controlling Shareholder of our Company
“Dragon Leap”	Dragon Leap Developments Limited (龍躍發展有限公司), a company incorporated in the BVI with limited liability on 21 June 2018 and used to be an indirect non-wholly owned subsidiary of our Company for the purpose of acquiring the shares in Bossini in 2020
“Dragon Leap Consumables”	Dragon Leap Consumables Limited (龍躍消費品有限公司), a company incorporated in the BVI with limited liability on 9 December 2010 and an indirect wholly-owned subsidiary of our Company
“Earn-out Convertible Bonds”	unlisted earn-out convertible bonds in the principal amount of HK\$780,000,000 in total issued by our Company to Victory Mind and Dragon City (as initial holders) which are convertible into 2,400,000,000 Shares at an initial conversion price of HK\$0.325 per Share
“EMEA”	Europe, Middle East and Africa
“EUR”	Euro, the lawful currency of the European Union
“First Clark Acquisition”	the subscription of the Subscription Shares and the acquisition of the Purchase Shareholder’s Loan by Viva China Consumables pursuant to the First Clark Transaction Agreement
“First Clark Transaction Agreement”	the agreement dated 15 March 2021 entered into among, Viva China Consumables, LionRock and LionRock L.P. in relation to the First Clark Acquisition
“Frost & Sullivan”	Frost & Sullivan Limited, an independent market research institution
“Frost & Sullivan Report”	an independent industry report prepared by Frost & Sullivan and commissioned by our Company, an extract of which is set out in the section headed “Industry Overview” in this document
“FY” or “financial year”	financial year of our Company ended or ending 31 December

DEFINITIONS

“FY2020”	financial year ended 31 December 2020
“FY2021”	financial year ended 31 December 2021
“FY2022”	financial year ended 31 December 2022
“FY2023”	financial year ending 31 December 2023
“GBP” or “£”	Sterling, the lawful currency of the United Kingdom
“GEM”	GEM of the Stock Exchange
“GEM Listing” or “Listing on GEM”	the listing of the Shares on GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended or supplemented from time to time
“Greater China”	includes the PRC, Hong Kong, Macau and Taiwan for the purpose of this document
“Group”, “we”, “our” or “us”	our Company and its subsidiaries at the relevant time
“Guangzhou Fu Bao Loong”	Guangzhou Fu Bao Loong Trading Co. Ltd. (廣州富葆龍貿易有限公司), a company established in the PRC with limited liability on 5 November 2010 and an indirect wholly-owned subsidiary of Bossini
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards which include Hong Kong Accounting Standards and their 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, a wholly-owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

[REDACTED]	[REDACTED]
“Independent Third Party(ies)”	a person who, as far as our Directors are aware after having made all reasonable enquiries, is not a connected person of our Company
“International Sanctions”	all applicable laws and regulations related to economic sanctions, export controls, trade embargoes and wider prohibitions and restrictions on international trade and investment related activities, including those adopted, administered and enforced by the US Government, the European Union and its member states, the UK, the United Nations or the Government of Australia
“International Sanctions Legal Advisers”	Hogan Lovells, our legal advisers as to International Sanctions laws in connection with the [REDACTED]
“Jumbo Top”	Jumbo Top Group Limited, a company incorporated in the BVI with limited liability on 21 April 2006 and a substantial shareholder of our Company
“Latest Practicable Date”	19 March 2023, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
“Lead Ahead”	Lead Ahead Limited, a company incorporated in the BVI with limited liability on 23 January 2006 and a Controlling Shareholder of our Company
“Li Ning Co”	Li Ning Company Limited, a company incorporated in the Cayman Islands with limited liability on 26 February 2004 and an associated company of our Company, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 2331)
“Li Ning Group” or “LN Group”	Li Ning Co and its subsidiaries
“LionRock”	LionRock Capital Partners QiLe Limited, a company incorporated in the BVI with limited liability on 14 September 2020, being the acquisition target under the Clark Acquisitions and an indirect wholly-owned subsidiary of our Company

DEFINITIONS

“LionRock Capital”	LionRock Capital GP Limited, the general partner of LionRock L.P.
“LionRock L.P.”	LionRock Capital Partners QiLe L.P., a limited partnership formed in the BVI which is principally engaged in private equity investment in consumer and sports businesses, the partners of which are set out in the section headed “History and Corporate Structure” in this document
“Main Board”	Main Board of the Stock Exchange
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Main Board, as amended, modified or supplemented from time to time
“Major Subsidiaries”	our subsidiaries which (i) we consider to be significant in the segments where we operate; and/or (ii) represented 10% or more of the total revenue of our Group in any financial year during the Track Record Period as identified in the section headed “History and Corporate Structure – Corporate Development – Major Subsidiaries” in this document
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, as amended or supplemented from time to time
“OFAC”	the United States Department of Treasury’s Office of Foreign Assets Control
“Other Brands”	major apparel and footwear brands operated by our Group (other than “Clarks”), comprising “Bossini”, “bossini.X”, “LNG” and “Amedeo Testoni”
“PRC” or “China”	the People’s Republic of China, excluding, for the purposes of this document only, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Predecessor Companies Ordinance”	the predecessor Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force from time to time before 3 March 2014

DEFINITIONS

“Primary Sanctioned Activity”	any activities in a Comprehensively Sanctioned Country or (i) with; or (ii) directly or indirectly benefiting or involving the property or interests in property of, a Sanctioned Target by our Company incorporated or located in a Relevant Jurisdiction or which otherwise has a nexus with such jurisdiction with respect to the relevant activity, such that it is subject to the relevant sanctions law and regulation
“Purchase Shareholder’s Loan”	a portion of the shareholder’s loan advanced by LionRock L.P. to LionRock in the principal amount of GBP51,000,000 in the aggregate
“Relevant Jurisdiction”	any jurisdiction that is relevant to our Company and has sanctions related law or regulation restricting, among other things, its nationals and/or entities which are incorporated or located in that jurisdiction from directly or indirectly making assets or services available to or otherwise dealing in assess or certain countries, governments, person or entities targeted by such law or regulation
“Relevant Regions”	Hong Kong, Iran, Lebanon, Myanmar, Venezuela and Yemen
“RMB”	Renminbi, the lawful currency of the PRC
“ROI”	the Republic of Ireland
“Sanctioned Person(s)”	certain person and identity that is, or is owned or controlled by person and identity listed on OFAC’s Specially Designated Nationals and Blocked Persons List or other restricted parties lists maintained by the US, the European Union, the UK, the United Nations or Australia
“Sanctioned Target”	any person or entity (i) designated on any list of targeted persons or entities issued under the sanctions-related law or regulation of a Relevant Jurisdiction; (ii) that is, or is owned or controlled by, a government of a Country subject to International Sanctions; or (iii) that is the target of sanctions under the law or regulation of a Relevant Jurisdiction because of a relationship of ownership, control, or agency with a person or entity described in (i) or (ii)
“SDN”	individuals and entities that are listed on the SDN List

DEFINITIONS

“SDN List”	the list of Specially Designated Nationals and Blocked Persons maintained by OFAC, which sets forth individuals and entities that are subject to its sanctions and restricted from dealing with US persons
“SEA”	Southeast Asia
“Second Clark Acquisition”	the acquisition of 49% of the total issued share capital of LionRock by Viva China Consumables pursuant to the Second Clark Transaction Agreement
“Second Clark Transaction Agreement”	the agreement dated 17 November 2022 entered into between Viva China Consumables and LionRock L.P. in relation to the Second Clark Acquisition
“Secondary Sanctionable Activity”	certain activity by our Company that may result in the imposition of sanctions against the Relevant Person(s) by a Relevant Jurisdiction (including designation as a Sanctioned Target or the imposition of penalties), even though our Company is not incorporated or located in that Relevant Jurisdiction and does not otherwise have any nexus <i>sua</i> that Relevant Jurisdiction
“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 or supplemented from time to time
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.05 each in the share capital of our Company
“Share Option Scheme”	the share option scheme adopted by our Company on 18 January 2021 which shall remain valid and effective following the [REDACTED] and will be implemented in full compliance with Chapter 17 of the Main Board Listing Rules, the principal terms of which are summarised in the paragraph headed “Statutory and General Information – D. Share Option Scheme” in Appendix V to this document
“Shareholder(s)”	holder(s) of Shares

DEFINITIONS

“Sole Sponsor”	Nomura International (Hong Kong) Limited, a corporation licensed under the SFO to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts), and type 6 (advising on corporate finance) regulated activities under the SFO, being the sole sponsor of our Company to the [REDACTED]
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Shares”	510 shares of LionRock to be subscribed by Viva China Consumables pursuant to the First Clark Transaction Agreement, representing 51% of the enlarged issued share capital of LionRock upon completion of the First Clark Acquisition
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the SFC, as amended or supplemented from time to time
“TMF”	TMF (Cayman) Ltd., a company incorporated in the Cayman Islands with limited liability on 30 September 1994 and a substantial shareholder of our Company
“Track Record Period”	FY2020, FY2021 and FY2022
[REDACTED]	[REDACTED]
“VAT”	value-added tax
“Victory Mind”	Victory Mind Assets Limited, a company incorporated in the BVI with limited liability on 20 February 2004 and a Controlling Shareholder of our Company
“Viva China Consumables”	Viva China Consumables Limited (非凡中國消費品有限公司), a company incorporated in the BVI on 26 May 2011 and a wholly-owned subsidiary of our Company
“Viva China Premium Brands”	Viva China Premium Brands Limited (非凡中國晉譽品牌有限公司) (formerly known as Sitoy AT Holdings Company Limited), a company incorporated in Hong Kong with limited liability on 30 August 2018 and an indirect wholly-owned subsidiary of our Company

DEFINITIONS

“Viva Group”	our Company and its subsidiaries at the relevant time (excluding the Clark Group)
“Viva Leading Sports Development”	Viva Leading Sports Development (Beijing) Company Limited* (非凡領越體育發展(北京)有限公司), a company established in the PRC with limited liability on 21 January 2010 and an indirect wholly-owned subsidiary of our Company
“UK”	the United Kingdom
“US” or “United States”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
“US\$” or “USD”	US dollars, the lawful currency of the US
“US Securities Act”	the United States Securities Act 1933, as amended or supplemented from time to time
“%”	per cent
“2010 Share Option Scheme”	the share option scheme adopted by our Company on 29 June 2010 and expired on 29 June 2020

In this document, unless the context otherwise requires, the terms “associate”, “close associate”, “connected person”, “connected transaction”, “controlling shareholder”, “core connected person”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Main Board Listing Rules, unless the context otherwise requires.

Unless expressly stated or the context requires otherwise, amounts and percentage figures, including share ownership and operating data in this document, may have been subject to rounding adjustments, or have been rounded to a set number of decimal places. Accordingly, totals of rows or columns of numbers in tables may not be equal to the apparent total of the individual items.

The English names of PRC laws, regulations, governmental authorities, institutions, our products, and of companies or entities established in the PRC included in this document, including those marked with “*”, are translations of their Chinese names and are included for identification purposes only. In the event of any inconsistency between the Chinese names and their English translations, the Chinese versions shall prevail.