
DEFINITIONS

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

“affiliate”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	the Accounting and Financial Reporting Council
“AQ Communications”	AQ Communications Limited, a company incorporated under the laws of Hong Kong with limited liability on August 23, 2000 wholly-owned by Ms. Amy Lee and is a connected person of our Company
“Articles” or “Articles of Association”	the [amended and restated] articles of association of our Company conditionally, adopted on [●] effective upon the [REDACTED] and as amended from time to time a summary of which is set out in “Appendix III — Summary of the Constitution of our Company and Cayman Islands Company Law”
“Big Development”	Big Development Asset Management Limited (大展資產管理有限公司), a company incorporated under the laws of Hong Kong with limited liability on July 18, 1995 wholly-owned by Ms. Amy Lee and is a connected person of our Company
“Board” or “Board of Directors”	the board of directors of our Company
“business day” or “Business Day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands

[REDACTED]

“Cayman Islands Companies Act” or “Companies Act”	the Companies Act Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor
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[REDACTED]

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[REDACTED]

“Chairman Lee”	Mr. Lee Sheung Shing (李常盛), the chairman of our Board, a non-executive Director and one of our Controlling Shareholders
“China” or “the PRC”	the People’s Republic of China excluding, for the purpose of this document, Hong Kong, Macau and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or 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 or supplemented or otherwise modified from time to time
“Company”, “our Company” or “K Cash Fintech”	K Cash Fintech Corporation Limited (K Cash 金融科技集團有限公司), the holding company of our Group after the Reorganization and the [REDACTED] for the [REDACTED], which is an exempted company with limited liability incorporated on October 25, 2022 in the Cayman Islands and the Shares of which are to be [REDACTED] on the [REDACTED] of the [REDACTED]

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“Controlling Shareholders”	has the meaning ascribed thereto in the Listing Rules, and unless the context otherwise requires, collectively refers to, Mr. Steven Lee, Chairman Lee, Mrs. Lee, Mr. Edwin Lee, Konew Group and Konew Fintech (for more details, see the section headed “Relationship with our Controlling Shareholders” in this document); and “Controlling Shareholder” means any one of them
“COVID-19”	a novel strain of coronavirus
“Director(s)”	the director(s) of our Company
“Duplicated Loan Range”	the loan range from HK\$200,000, being the lowest loan principal generally granted under the Secured Loan Business of the Excluded Group and to HK\$400,000, being the highest loan principal generally granted for our Unsecured Private Property Owner Loans
“ESG”	environmental, social and governance
“Excluded Group”	Konew Group, and together with its operating subsidiaries (excluding our Group) which are principally engaged in the Secured Loan Business
“External Legal Counsel”	Mr. Matthew Ho, barrister-at-law, our Hong Kong legal advisor with respect to regulatory and compliance matters
“External Legal Counsel to the Joint Sponsors”	Ms. Queenie Ng, barrister-at-law, the legal adviser to the Joint Sponsors with respect to certain matters concerning the MLO
“Extreme Conditions”	extreme weather conditions caused by a super typhoon as announced by the Hong Kong government
“First Mortgage Loan Applicant(s)”	the applicant(s) for the First Mortgage Loan(s)
“First Mortgage Loan(s)”	the loan(s) offered by the Excluded Group to borrowers which are secured by first mortgage charged on the relevant property
“Frost & Sullivan”	Frost & Sullivan Limited, our industry consultant and an Independent Third Party
“Frost & Sullivan Report”	an independent market research report commissioned by us and prepared by Frost & Sullivan

[REDACTED]

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[REDACTED]

“Group”, “our 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 present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)

“HIBOR”

Hong Kong Inter-bank Offered Rate

[REDACTED]

“HK\$”, “Hong Kong dollars”,
“HK dollars”, “HKD” or “cents”

Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

“HKFRS”

Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants

“HKMA”

Hong Kong Monetary Authority

“HKMA Guideline”

the Guideline on Anti-Money Laundering and Counter-Terrorist Financing (For Authorized Institutions) issued by the HKMA

[REDACTED]

“Hong Kong” or “HK”

the Hong Kong Special Administrative Region of the PRC

[REDACTED]

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[REDACTED]

“Hong Kong Takeovers Code” or
“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

[REDACTED]

“Honip Credit” Honip Credit Limited (康業信貸有限公司) (formerly known as Eker Limited (業凱有限公司)), a company incorporated under the laws of Hong Kong with limited liability on January 10, 2001 and wholly-owned by Konew Credit

“HOS” the Home Ownership Scheme

“HOS Property” the properties acquired under the HOS

“HOS Property Owner(s)” the owner(s) of property(ies) acquired under the HOS

“Housing Authority” the Hong Kong Housing Authority, a statutory body established under the Housing Ordinance

“Housing Department” the Hong Kong Housing Department, an executive arm of the Housing Authority which is responsible for the management of public housing in Hong Kong

“Housing Ordinance” the Housing Ordinance (Chapter 283 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

“Independent Third Party(ies)” person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not our connected persons as defined under the Listing Rules

[REDACTED]

DEFINITIONS

[REDACTED]

“K Cash”	K Cash Limited (formerly known as Ever Concept Holdings Limited (永協集團有限公司), Maxcolm Credit Limited (尚誠信貸有限公司) and mtree.money Limited (金錢樹有限公司)), a company incorporated under the laws of Hong Kong with limited liability on March 4, 2008 and wholly-owned by K Cash (BVI), and is therefore an indirect wholly-owned subsidiary of our Company after the Reorganization
“K Cash (BVI)”	K Cash (BVI) Limited, a company incorporated under the laws of the BVI with limited liability on December 9, 2019 and is a wholly-owned subsidiary of our Company after the Reorganization
“K Cash Express”	K Cash Express Limited (formerly known as Konew Financial Express Limited (康業信貸快遞有限公司), Konew Business Development Limited (康業企業拓展有限公司) and Winston Credit Limited (康業貸款有限公司)), a company incorporated under the laws of Hong Kong with limited liability on February 24, 1999 and wholly-owned by K Cash Express (BVI), and is therefore an indirect wholly-owned subsidiary of our Company after the Reorganization
“K Cash Express (BVI)”	K Cash Express (BVI) Limited, a company incorporated under the laws of the BVI with limited liability on October 28, 2022 and wholly-owned by our Company

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“Konew Capital”	Konew Capital International Limited (康業資本國際有限公司) (formerly known as Maxcolm Industrial Limited (尚誠實業有限公司) and Konew Capital International Limited (康業資融國際有限公司)), a company incorporated under the laws of Hong Kong with limited liability on February 25, 2011 and wholly-owned by Konew Credit
“Konew Credit”	Konew Credit Corporation Limited (康業信貸集團有限公司) (formerly known as Ever Loyal International Limited (旺信國際有限公司) and Konew International Group Limited (康業國際集團有限公司)), a company incorporated under the laws of Hong Kong with limited liability on December 31, 1992 and wholly-owned by Konew Fintech
“Konew Fintech”	Konew Fintech Corporation Limited (康業金融科技集團有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on December 6, 2019 and wholly-owned by Konew Group and one of our Controlling Shareholders
“Konew Group”	Konew Group Limited, a company incorporated under the laws of the BVI with limited liability on November 28, 2019 and owned as to 28.5%, 25%, 25% and 21.5% by Mr. Steven Lee through Lee Trust, Chairman Lee, Mrs. Lee and Mr. Edwin Lee, respectively, and one of our Controlling Shareholders
“KPIs”	key performance indicators
“Latest Practicable Date”	[October 2], 2023, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this document
“Lee’s Family”	collectively, Chairman Lee, Mrs. Lee, Mr. Steven Lee and Mr. Edwin Lee
“Lee Trust”	a discretionary trust established by Mr. Steven Lee (as the settlor) and East Asia International Trustees Limited (as the trustee), for the benefit of Mr. Steven Lee and his family
“Legislative Council”	the Legislative Council of Hong Kong
“Licensing Court”	a magistrate sitting alone in a Magistrates’ Court in Hong Kong

[REDACTED]

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[REDACTED]

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“Maxcolm Finance”	Maxcolm Finance Limited (尚誠融資有限公司) (formerly known as Eagle Finance Limited (鷹財務有限公司), Eagle Finance Limited (易高信貸有限公司), Konew Credit Limited (康業貸款有限公司) and Konew Capital International Limited (康業資融國際有限公司)), a company incorporated under the laws of Hong Kong with limited liability on April 16, 2008 and wholly-owned by Konew Credit
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company adopted on October 25, 2022 and as amended from time to time a summary of which is set out in “Appendix III — Summary of the Constitution of our Company and Cayman Islands Company Law”
“Modern Creative”	Modern Creative (HK) Limited (現創(香港)有限公司), a company incorporated under the laws of Hong Kong with limited liability on July 8, 2016 and is owned in equal shares by Mr. Chan Ka Lok and Ms. Wong Kwan Ying, the brother and mother, respectively, of Ms. Chan Wing Sze, our non-executive Director, and therefore is a connected person of our Company
“MoneySQ”	Moneysq Limited (錢匯有限公司) (formerly known as Money. Money Limited (錢匯有限公司)), a company incorporated under the laws of Hong Kong with limited liability on April 28, 2015 and is indirectly owned by Mr. Steven Lee, Chairman Lee and Mrs. Lee, and therefore is a connected person of our Company
“money lender(s)”	has the same meaning ascribed thereto under the Money Lenders Ordinance
“Money Lenders License”	the money lenders license issued by the Licensing Court pursuant to the Money Lenders Ordinance and Money Lenders Regulations for carrying on money lending business in Hong Kong
“Money Lenders Ordinance”	the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

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“Money Lenders Regulations”	the Money Lenders Regulations (Chapter 163A of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“MPF”	mandatory provident fund
“Mr. Edwin Lee”	Mr. Lee Edwin Kan Hing (李根興), one of our Controlling Shareholders, the son of Chairman Lee and Mrs Lee, and the brother of Mr. Steven Lee
“Mr. Steven Lee”	Mr. Lee Kun Tai Steven (李根泰), the chief executive officer of our Company, an executive Director and one of our Controlling Shareholders, and the son of Chairman Lee and Mrs. Lee, and the brother of Mr. Edwin Lee and Ms. Amy Lee
“Mrs. Lee”	Ms. Lee Pik Tsong (李碧葱), the vice-chairlady of our Board, a non-executive Director and one of our Controlling Shareholders, and the spouse of Chairman Lee
“Ms. Amy Lee”	Ms. Lee Yu Han Amy (李鈺涵), the daughter of Chairman Lee and Mrs. Lee, and the sister of Mr. Steven Lee and Mr. Edwin Lee

[REDACTED]

“PCPD”	the office of the Privacy Commissioner for Personal Data
“PDPO”	Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong)

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“Personal Loan(s)” the unsecured loan(s) offered by our Group to individuals without any collaterals

[REDACTED]

“Private Property” the properties not acquired under the HOS

[REDACTED]

“Regulation S” Regulation S under the U.S. Securities Act

“Reorganization” the reorganization of our Group in preparation of the [REDACTED]. For more details, see “History, Reorganization and Corporate Structure”

“Restricted HOS Properties” properties subject to alienation restrictions, as stipulated in the Housing Ordinance

“RMB” or “Renminbi” Renminbi, the lawful currency of the PRC

“Secured HOS Loan” the secured loan granted by the Excluded Group to the HOS Property Owner

“Secured Loan Applicant(s)” the applicant(s) for the Secured Loan(s)

“Secured Loan Business” the principal business engaged by the Excluded Group

“Secured Loan(s)” including the First Mortgage Loan(s) and the Subordinated Mortgage Loan(s) offered by the Excluded Group

“SFC” the Securities and Futures Commission of Hong Kong

“SFC Guidelines” the Guideline on Anti-Money Laundering and Counter-Terrorist Financing together with the Prevention of Money Laundering and Terrorist Financing Guideline issued by the SFC

“SFO” or “Securities and Futures Ordinance” the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time

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“Share Option Scheme”	our share option scheme conditionally adopted pursuant to resolutions passed by our Shareholders at an extraordinary general meeting held on [●]. For details, see “Appendix IV — Statutory and General Information — D. Other Information — 1. Share Option Scheme”
“Shareholder(s)”	holder(s) of Shares
“Shares”	ordinary shares in the capital of our Company with nominal value of HK\$0.0001 each
“smartME”	smartME Corporation Limited (智能合約有限公司), a company incorporated under the laws of Hong Kong with limited liability on November 21, 2018 and Chairman Lee and Mrs. Lee are indirectly interested in 56.8% of its shares, and therefore is a connected person of our Company
“SME(s)”	small and medium enterprises. Manufacturing enterprises with fewer than 100 employees and non-manufacturing enterprises with fewer than 50 employees are regarded SMEs in Hong Kong
“SME Loan(s)”	the unsecured loan(s) offered by our Group to SME(s) without security, subject to a personal guarantee typically provided by a director or shareholder of the SME borrower
[REDACTED]	
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subordinated Mortgage Loan Applicant(s)”	the applicant(s) for the Subordinated Mortgage Loan(s)
“Subordinated Mortgage Loan(s)”	the loan(s) offered by the Excluded Group to individuals and corporate property owner borrowers and secured by mortgages which are subordinated to the first or higher ranking mortgages charged on the relevant property
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“SW Lee Limited”	SW Lee Limited, a company incorporated under the laws of the BVI with limited liability on January 24, 2022 and all its issued shares are held by World Wealth Investment Development Limited
“Track Record Period”	the years ended December 31, 2020, 2021 and 2022 and five months ended May 31, 2023

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“Transferred Loans”	the unsecured loan portfolio we acquired from the Excluded Group on December 31, 2022 which involved 458 loan accounts and had an aggregate carrying amount of approximately HK\$150.1 million
“trustME”	Trustme Chain Corporation Limited, a company incorporated under the laws of Hong Kong with limited liability on April 30, 2018 and is indirectly owned by Mr. Steven Lee, Chairman Lee and Mrs. Lee, and therefore is a connected person of our Company
[REDACTED]	
“Unsecured HOS Property Owner Loan(s)”	the Unsecured Property Owner Loan(s) that is/are granted to the HOS Property Owners
“Unsecured Loan Business”	the principal business engaged by our Group
“Unsecured Loan(s)”	including the Personal Loan(s), Unsecured Property Owner Loan(s), and SME Loan(s) offered by our Group
“Unsecured Private Property Owner Loan(s)”	the Unsecured Property Owner Loan(s) that is/are granted to the group of owners of property acquired in the free real estate market from a private property developer
“Unsecured Property Owner Loan(s)”	the unsecured loan(s) offered by our Group to borrowers who are owners of properties but who do not provide any collaterals for the loan(s)
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“US\$”, “USD” or “U.S. dollars”	United State dollars, the lawful currency for the time being of the United States

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