
DEFINITIONS

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

“Application Form(s)”	WHITE, YELLOW and GREEN 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 articles of association of our Company, conditionally adopted on 18 October 2013 and as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	our board of Directors
“business day(s)”	any day(s) (excluding Saturday(s), Sunday(s) and public holiday) in Hong Kong on which licensed banks are open for business throughout their normal business hours
“Business Good” or “Selling Shareholder”	Business Good Holdings Limited (商佳控股有限公司), a company incorporated in the BVI with limited liability on 3 April 2012 and was owned by Mr. Lee as to 93.2% and Mr. Cheung as to 6.8% as at the Latest Practicable Date; a Controlling Shareholder of our Company and the vendor of the Sale Shares
“BVI”	British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalisation Issue”	the issue of Shares to be made upon the capitalisation of certain sums standing to the credit of the share premium account of our Company referred to in the paragraph headed “Further information about our Group – 3. Resolutions in writing of the sole Shareholder passed on 18 October 2013” in Appendix IV to this prospectus
“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

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“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Mega Expo Holdings Limited, an exempted company incorporated in the Cayman Islands on 21 August 2012 under the Companies Law with limited liability
“connected person(s)”	has/have the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has/have the meaning ascribed to it under the Listing Rules and unless the context requires otherwise, refers to Business Good and Mr. Lee, who held 93.2% of the total issued share capital of Business Good as at the Latest Practicable Date
“Director(s)”	director(s) of our Company
“Euro” or “EUR”	the Euro, the lawful currency of the member states of the European Union that have adopted the single currency of the Economic and Monetary Union of the European Union
“Expand Trade”	Expand Trade Investments Limited (拓貿投資有限公司), a company incorporated in the BVI with limited liability on 30 May 2012 and a direct wholly-owned subsidiary of our Company as at the Latest Practicable Date
“GDP”	gross domestic product
“German Legal Advisers”	Hogan Lovells International LLP, legal advisers of our Company as to German law
“GIIL”	Group Idea International Limited (集思國際有限公司), a company incorporated in the BVI with limited liability on 22 June 2006 and was wholly-owned by Mr. Cheung as at the Latest Practicable Date
“GIIL Group ”	GIIL, Kenfair Exhibition Limited and their subsidiaries, being beneficially directly or indirectly wholly-owned by Mr. Cheung as at the Latest Practicable Date

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“GREEN Application Form(s)”	the application form(s) to be completed by the HK eIPO White Form Service Provider
“Group”, “we”, “our” and “us”	our Company and our subsidiaries or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of our present subsidiaries, the present subsidiaries of our Company, some or any of them at the relevant time
“HKCEC”	Hong Kong Convention and Exhibition Centre
“HKCEC Management”	Hong Kong Convention and Exhibition Centre (Management) Limited, a wholly-owned subsidiary of NWS Holdings Limited (Stock Code: 659), the shares of which are listed on the Main Board, an Independent Third Party
“HK eIPO White Form”	the application for Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website at www.hkeipo.hk
“HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by our Company, as specified on the designated website at www.hkeipo.hk
“HKFRS”	Hong Kong Financial Reporting Standards promulgated by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“HKTDC”	Hong Kong Trade Development Council, a statutory body established in 1966 in Hong Kong for promoting, assisting and developing Hong Kong’s trade with places outside Hong Kong
“HK\$” or “HK dollar(s)” and “cent(s)”	Hong Kong dollar(s) and cent(s), respectively, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Tricor Investor Services Limited, the Hong Kong branch share registrar of our Company
“Hong Kong Legal Counsel”	Mr. George T.Y. Hui, barrister-at-law and our legal counsel advising us on certain aspects of Hong Kong law
“i-MegAsia”	i-MegAsia Limited, a company incorporated in Hong Kong with limited liability on 17 March 2011, an indirect wholly-owned subsidiary of our Company

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“Idea Trade”	Idea Trade Limited (思貿有限公司), a company incorporated in the BVI with limited liability on 30 May 2012, an indirect wholly-owned subsidiary of our Company, and controlled by Mr. Lee prior to the Reorganisation
“Independent Third Party(ies)”	a person(s) or company(ies) which is/are independent of and not connected with any member of our Group or any of the directors, chief executive and substantial shareholders of our Company, our subsidiaries or any of their respective associates
“Industry Report”	an independent market research report commissioned by our Company and prepared by IPSOS Hong Kong Limited on the trade exhibition service industry in Hong Kong
“Internal Control Consultant”	HLB Hodgson Impey Cheng Risk Advisory Services Limited, our Group’s internal control consultant
“Joint Bookrunners” or or “Joint Lead Managers”	Convoy Investment Services Limited, Great Roc Capital Securities Limited and Halcyon Securities Limited
“KEL”	Kenfair Exhibition Limited, a company incorporated in Hong Kong with limited liability on 16 April 2009 and was indirectly wholly owned by Mr. Cheung as at the Latest Practicable Date
“Latest Practicable Date”	18 October 2013, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information in this prospectus
“Listing”	the listing of our Shares on the Main Board
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
“Listing Date”	the date on which dealings in the Shares on the Main Board commences
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended, supplemented or otherwise modified from time to time)
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange, which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange and the options market

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“Mega Expo (Berlin)”	Mega Expo (Berlin) Limited (formerly known as Mega Berlin Limited), a company incorporated in the BVI on 8 May 2012 with limited liability and an indirect wholly-owned subsidiary of our Company
“Mega Expo (BVI)”	Mega Expo (Hong Kong) Limited (formerly known as Kenfair Exhibition (Hong Kong) Limited), a company incorporated in the BVI on 21 March 2011 with limited liability and an indirect wholly-owned subsidiary of our Company
“Mega Expo (HK)”	Mega Expo (Hong Kong) Limited (恆建展覽(香港)有限公司) (formerly known as Fine China Management Limited (華輝管理有限公司) and Kenfair Exhibition (Hong Kong) Limited (建發展覽(香港)有限公司) respectively), a company incorporated in Hong Kong on 11 March 2009 with limited liability and an indirect wholly-owned subsidiary of our Company
“Mega Expo Operations”	Mega Expo Operations Management Limited (恆建營運管理有限公司) (formerly known as Top Elite Management Limited (精英管理有限公司) and Kenfair Operations Management Limited (建發營運管理有限公司)), a company incorporated in the BVI on 2 January 2009 with limited liability and an indirect wholly-owned subsidiary of our Company
“Mega Expo (SG)”	Mega Expo (Hong Kong) Limited (Singapore Branch), a branch of Mega Expo (BVI) registered in Singapore on 16 April 2013
“Mega Expo Travel”	Mega Expo Travel Limited, a company incorporated in Hong Kong on 19 September 2012 with limited liability and an indirect wholly-owned subsidiary of our Company
“Mega Expo (USA)”	Mega Expo (U.S.A.) Limited (formerly known as Kenfair Exhibition (U.S.A.) Limited), a company incorporated in the BVI on 31 May 2011 with limited liability and an indirect wholly-owned subsidiary of our Company
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, as amended from time to time
“Mr. Cheung”	Mr. Cheung Shui Kwai, an Independent Third Party, who held 6.8% of the total issued share capital of Business Good as at the Latest Practicable Date
“Mr. Lee”	Mr. Lee Chi Sang, the founder of our Group, our chairman, chief executive officer, an executive Director and Controlling Shareholder
“New Heyday”	New Heyday Investments Limited, a company incorporated in the BVI on 19 March 2012 with limited liability and an indirect wholly-owned subsidiary of our Company

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“Ningbo Partner”	a shareholder of Ningbo Tianyi as to 30% as at the Latest Practicable Date
“Ningbo Tianyi”	寧波天一甬港國際展覽有限公司 (Ningbo Tianyi Yonggang International Exhibition Limited*) established under the PRC law on 8 September 2009 with limited liability whose equity interest was directly held by Mega Expo (HK) as to 70% and Ningbo Partner as to 30%, and is in the course of arranging for voluntary deregistration, as at the Latest Practicable Date
“Offer Price”	the final price for each Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005% thereon) of not more than HK\$1.33 per Offer Share and is expected to be not less than HK\$1.23 per Offer Share at which the Offer Shares are to be offered for subscription/sale pursuant to the Share Offer
“Offer Shares”	the Public Offer Shares and the Placing Shares
“Placing”	the conditional placing of the Placing Shares by the Placing Underwriters on behalf of our Company and the Selling Shareholder for cash at the Offer Price, with professional, institutional and private investors as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Placing Shares”	the 54,000,000 Shares which comprise 44,000,000 new Shares initially being offered by our Company for subscription and 10,000,000 Sale Shares initially being offered by the Selling Shareholder for sale under the Placing subject to reallocation 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
“Placing Underwriting Agreement”	the conditional underwriting agreement relating to the Placing expected to be entered into on or about the Price Determination Date, between our Company, the Selling Shareholder, the covenantors to be named therein (namely our Controlling Shareholders and our executive Directors), the Sole Sponsor, the Sole Coordinator, the Joint Bookrunners, the Joint Lead Managers and the Placing Underwriters, as further described in the section headed “Underwriting” in this prospectus

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“PRC” or “China”	the People’s Republic of China which, for the purposes of this prospectus only, excludes Hong Kong, Macau and Taiwan
“PRC Legal Advisers”	Jingtian & Gongcheng Attorneys at Law, legal advisers of our Company as to PRC law
“Price Determination Agreement”	the agreement to be entered into between our Company (for ourselves and on behalf of the Selling Shareholder) and the Sole Coordinator (acting on behalf of all the Underwriters) on or before the Price Determination Date to fix and record the Offer Price
“Price Determination Date”	the date, expected to be on or about Wednesday, 30 October 2013, on which the Offer Price is expected to be fixed for the purposes of the Share Offer and in any event no later than Monday, 4 November 2013
“Pro-Capital Group”	Pro-Capital Investments Limited, a company incorporated in the BVI with limited liability which was wholly-owned by Sino Resources (formerly known as Kenfair International (Holdings) Limited) as at the Latest Practicable Date, its subsidiaries and the following companies: (a) Kenfair International Limited, a company incorporated in Hong Kong which is now dissolved, a then subsidiary of Pro-Capital Investments Limited until September 2010; (b) Kenfair International (Overseas) Limited, a company incorporated in Hong Kong which is now dissolved, a then subsidiary of Pro-Capital Investments Limited until August 2013; and (c) Sino Talent Holdings Limited, a company incorporated in Hong Kong with limited liability and wholly owned by Sino Resources (formerly known as Kenfair International (Holdings) Limited) as at the Latest Practicable Date; each an Independent Third Party
“Profit Topmark”	Profit Topmark Limited, a company incorporated in the BVI on 6 April 2011 with limited liability and an indirect wholly owned subsidiary of our Company
“Public Offer”	the conditional offer of the Public Offer Shares by our Company for subscription by members of the public in Hong Kong for cash at the Offer Price, payable in full on application, on and subject to the terms and conditions stated herein and in the Application Forms
“Public Offer Shares”	the 6,000,000 new Shares initially offered for subscription under the Public Offer subject to reallocation as described in the section headed “Structure and conditions of the Share Offer” in this prospectus

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“Public Offer Underwriters”	the underwriters listed in the section headed “Underwriting – Public Offer Underwriters” in this prospectus, being the underwriters of the Public Offer
“Public Offer Underwriting Agreement”	the conditional public offer underwriting agreement dated 23 October 2013 relating to the Public Offer entered into by our Company, the covenantors named therein (namely our Controlling Shareholders and the executive Directors), the Sole Sponsor, the Sole Coordinator, the Joint Bookrunners, the Joint Lead Managers and the Public Offer Underwriters, as further described in the section headed “Underwriting” in this prospectus
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Reorganisation”	the corporate reorganisation of our Group in preparation for the Listing as described in the section headed “Reorganisation” in this prospectus
“Reporting Accountants”	HLB Hodgson Impey Cheng Limited, our auditors and reporting accountants
“Russia Legal Advisers”	Pepeliaev Group, legal advisers of our Company as to Russia law
“SAFE”	the State Administration of Foreign Exchange of PRC* (中華人民共和國國家外匯管理局)
“SAIC”	the State Administration for Industry and Commerce of PRC* (中華人民共和國國家工商行政管理總局)
“Sale Shares”	the 10,000,000 Shares being offered by the Selling Shareholder for sale at the Offer Price under the Placing
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“SGD” or “S\$”	Singapore dollars, the lawful currency of Singapore
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of our Company
“Share Offer”	the Public Offer and the Placing

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“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 18 October 2013, a summary of the principal terms of which is set out under the paragraph headed “Other information – 15. Share Option Scheme” in Appendix IV to this prospectus
“Shareholder(s)”	holder(s) of the Share(s)
“Shenzhen Hengjian”	深圳恒建展覽策劃有限公司 (Shenzhen Hengjian Exhibition Planning Limited*) (formerly known as 深圳建發創劃展覽策劃有限公司 (Shenzhen Jianfa Chuanghua Exhibition Planning Limited*), a wholly foreign-owned enterprise established under the PRC law on 30 November 2010 with limited liability whose equity interest is directly held by Mega Expo (HK) and an indirect wholly owned subsidiary of our Company
“Singapore BR Act”	Business Registration Act (Chapter 32) of Singapore
“Singapore Legal Advisers”	Stamford Law Corporation, legal advisers of our Company as to Singapore law
“Sino Resources (formerly known as Kenfair International (Holdings) Limited)”	Sino Resources Group Limited (formerly known as Kenfair International (Holdings) Limited), a company incorporated in the Cayman Islands with limited liability and an Independent Third Party, the shares of which are listed on the Main Board (Stock Code: 223)
“Sole Coordinator”	Halcyon Securities Limited, a corporation licensed under the SFO and permitted to carry on type 1 (dealing in securities) and type 2 (dealing in futures contracts) regulated activities, acting as the sole coordinator and one of the Joint Bookrunners and Joint Lead Managers
“Sole Sponsor”	Halcyon Capital Limited, a corporation licensed under the SFO and permitted to carry on type 6 (advising on corporate finance) regulated activities, acting as the sole sponsor of the Listing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Companies Ordinance
“Substantial Shareholder(s)”	has/have the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as approved by the SFC and as amended, supplemented or otherwise modified from time to time

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“TAO”	Travel Agents Ordinance (Chapter 218 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Tax Adviser”	HLB Hodgson Impey Cheng Taxation Services Limited, our Group’s tax adviser
“Track Record Period”	the period comprising the three financial years of our Group ended 30 June 2013
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“Underwriters”	the Placing Underwriters and the Public Offer Underwriters
“Underwriting Agreements”	the Placing Underwriting Agreement and the Public Offer Underwriting Agreement
“US” or “U.S.A.” or “United States”	the United States of America
“US\$” or “US dollar(s)” or “USD”	United States dollars, the lawful currency of the United States
“US Legal Advisers”	Dorsey & Whitney, legal advisers of our Company as to the US federal laws and Nevada state laws
“sq.m” or “m ² ”	square metres
“%”	per cent

Unless otherwise specified, for the purpose of this prospectus and for the purpose of illustration only, Hong Kong dollar amounts have been translated using the following rates:

*US\$1: HK\$7.75
RMB1: HK\$1.20
SGD1: HK\$6.0
EUR1: HK\$10.47*

No representation is made that any amounts in US\$, RMB, SGD or HK\$ were or could have been converted at the above rates or at any other rates or at all.

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

All times refer to Hong Kong time.

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The names of certain PRC laws and regulations and the companies or entities established in the PRC have been included in this prospectus in both the Chinese and English languages. The English names of these laws and regulations and companies and entities are only translation of their respective Chinese names for identification purpose and they are denoted with “”. In the event of any inconsistency, the Chinese version shall prevail.*

The English text of this document shall prevail over the Chinese text in case of inconsistency.