
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary of terms used in connection with the business of the Group”.

“apparel”	clothing, footwear and accessories.
“associate(s)”	has the meaning ascribed thereto under the Listing Rules.
“average selling price”	the total amount of retail sales, net of sales discounts and returns, divided by the total number of pieces of apparel sold.
“Board” or “Board of Directors”	the board of Directors.
“Business Day”	any day (other than a Saturday or a Sunday) on which banks in Hong Kong are generally open for normal banking business.
“Bye-laws”	the bye-laws of the Company as currently adopted.
“CAGR”	compound annual growth rate.
“Capitalisation Issue”	the issue of Shares to be made upon capitalisation of part of the amount standing to the credit of the share premium account of the Company referred to in the section headed “Further information about the Company — Written resolutions of the shareholders of the Company passed on 3 February 2005” in Appendix VI to this prospectus.
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC.
“China” or “PRC”	The People’s Republic of China, but for the purposes of this prospectus and for geographical reference only (unless otherwise indicated) excluding Taiwan, the Macau Special Administrative Region of the PRC and Hong Kong.
“CLSA” or “Sponsor”	CLSA Equity Capital Markets Limited, a person licensed to carry out Types 4, 6 and 9 regulated activities as set out in Schedule 5 to the SFO, acting as the Sponsor to the Offering.
“Companies Act”	the Companies Act 1981 of Bermuda.
“Companies Ordinance”	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time.
“Company”	I.T Limited, an exempted company incorporated in Bermuda with limited liability on 18 October 2004.

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“controlling shareholders”	has the meaning ascribed thereto under the Listing Rules.
“Director(s)”	the director(s) of the Company.
“Euros”	Euros, the lawful currency for the time being of Belgium, Germany, Greece, Spain, France, Ireland, Italy, Luxembourg, the Netherlands, Austria, Portugal and Finland.
“FCUK”	a brand name of the French Connection Group plc.
“French Connection”	French Connection (Hong Kong) Limited, a British Virgin Islands company and a subsidiary of French Connection Group plc.
“Global Co-ordinator” or “Lead Manager”	CLSA Limited, a person licensed to carry out Types 1, 4, 6 and 9 regulated activities as set out in Schedule 5 to the SFO.
“Glorious Sun”	Glorious Sun Enterprises Limited, a company listed on the Main Board of the Stock Exchange.
“Greater China”	the PRC, Taiwan, Hong Kong and Macau.
“Group”	the Company and its subsidiaries and, in respect of the period before the Company became the holding company of its present subsidiaries, the Company’s present subsidiaries or entities which carried on the business at the relevant time or (as the case may be) their predecessors.
“GSIT (Huizhou)”	旭日宜泰服飾(惠州)有限公司 (GS-i.t (Huizhou) Limited), a PRC subsidiary of GSIT.
“GSIT”	G.S - i.t Limited, a jointly-controlled company established by the Group and a subsidiary of Glorious Sun Enterprises Limited (a company listed on the Main Board of the Stock Exchange) to develop and manage the wholesale and retail of the Group’s apparel in the PRC, Taiwan and Macau.
“HIBOR”	The rate of interest offered on Hong Kong loans by banks in the interbank market for a specified period ranging from overnight to one year.
“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.
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency for the time being of Hong Kong.
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC.

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“Hong Kong Offer Shares”	the 30,456,000 New Shares, subject to adjustment in the section headed “Structure of the Offering”, being offered under the Hong Kong Public Offering.
“Hong Kong Public Offering”	an offer of Hong Kong Offer Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure of the Offering”) at the Offer Price (plus brokerage of 1% of the Offer Price, Stock Exchange trading fee of 0.005% of the Offer Price, SFC transaction levy of 0.005% of the Offer Price and an investor compensation levy of 0.002% of the Offer Price) on the terms and subject to the conditions set out in this prospectus and the related application forms.
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited.
“Hong Kong Underwriters”	the underwriters listed in the section headed “Underwriting — Underwriters — Names of Hong Kong Underwriters”.
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 21 February 2005 relating to the Hong Kong Public Offering and entered into by, among others, the Company, the Global Co-ordinator and the Hong Kong Underwriters, as further described in the section headed “Underwriting — Underwriting arrangements and expenses”.
“International Placing”	the conditional placing of the International Placing Shares by the International Placing Underwriters with professional and institutional investors for cash at the Offer Price (plus brokerage of 1% of the Offer Price, Stock Exchange trading fee of 0.005% of the Offer Price, SFC transaction levy of 0.005% of the Offer Price and an investor compensation levy of 0.002% of the Offer Price), as further described in the section headed “Structure of the Offering”.
“International Placing Shares”	the 274,092,000 Shares (comprising 219,544,000 New Shares and 54,548,000 Sale Shares) being initially offered at the Offer Price pursuant to the International Placing together, where relevant, with any additional Shares issued pursuant to the exercise of the Over-allotment Option (subject to reallocation as described in the section headed “Structure of the Offering”).
“International Placing Underwriters”	initial purchasers of the International Placing Shares listed in the section headed “Underwriting — Underwriters — Names of International Placing Underwriters”.

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“International Placing Underwriting Agreement”	the underwriting agreement expected to be entered into on or before 26 February 2005 by, <i>inter alia</i> , the Company, the Global Co-ordinator and the International Placing Underwriters in respect of the International Placing, as further described in the section headed “Underwriting — Underwriting arrangements and expenses International Placing”.
“Issuing Mandate”	the general unconditional mandate given to the Directors by the shareholders of the Company relating to the issue of new Shares, further details of which are contained in the section headed “Further information about the Company — Written resolutions of the shareholders of the Company passed on 3 February 2005” in Appendix VI to this prospectus.
“Japanese Yen”	Japanese Yen, the lawful currency for the time being of Japan.
“Kenchart Trading”	景卓貿易(上海)有限公司 (Kenchart Trading (Shanghai) Limited), a PRC subsidiary of GSIT.
“Latest Practicable Date”	14 February 2005, being the latest practicable date for the inclusion of certain information in this prospectus prior to its publication.
“Listing”	listing of, and dealings in, the Shares on the Main Board of the Stock Exchange.
“Listing Committee”	the Listing Committee of the Stock Exchange.
“Listing Date”	the date, expected to be on or about 4 March 2005, on which the Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange.
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time.
“Measures”	the PRC Measures on the Trial Establishment of Foreign-Invested Commercial Enterprises.
“Memorandum of Association” or “Memorandum”	the memorandum of association of the Company as currently adopted.
“MTR”	mass transit railway.
“New Measures”	the PRC Measures on the Administration of Foreign invested Commercial Enterprises.
“New Shares”	a total of 250,000,000 Shares being offered for subscription by the Company excluding Shares which may be issued pursuant to the Over-allotment Option.

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“Offer Price”	the final Hong Kong dollar offer price per Offer Share (exclusive of brokerage fee of 1%, SFC transaction levy of 0.005%, investor compensation levy of 0.002% and Stock Exchange trading fee of 0.005%) of not more than HK\$1.95 and expected to be not less than HK\$1.75, such price to be agreed upon by the Company and the Global Co-ordinator (on behalf of the Underwriters) on or before the Price Determination Date.
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares, collectively, and where relevant together with any additional shares issued pursuant to the exercise of the Over-allotment Option.
“Offering”	the Hong Kong Public Offering and the International Placing.
“Over-allotment Option”	the option granted by the Company to the Global Co-ordinator pursuant to which the Company may be required to issue up to an additional aggregate of 45,682,000 Shares (representing approximately 15% of the Shares initially being offered under the Offering) to cover over-allocations in the International Placing, details of which are described in the section headed “Structure of the Offering”.
“PRC”	People’s Republic of China.
“PRC government”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities).
“Pre-IPO Share Options”	the options granted by the Company to certain employees and/or consultants of the Group prior to the Listing Date, as described in the section headed “Pre-IPO Share Options” in Appendix VI to this prospectus.
“Price Determination Agreement”	the agreement to be entered into between the Company and the Global Co-ordinator (on behalf of the Underwriters) on the Price Determination Date to record and fix the Offer Price.
“Price Determination Date”	26 February 2005, on which date the Offer Price is expected to be determined, or such later date as the Company and the Global Co-ordinator (on behalf of the Underwriters) may agree, but in any event not later than 3 March 2005.
“Principal Share Registrar”	Bank of Bermuda.
“QIBs”	qualified institutional buyers within the meaning of the Rule 144A.
“Receiving Banker”	Hang Seng Bank Limited.

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“Regulation S”	Regulation S promulgated under the Securities Act.
“Reorganisation”	the reorganisation arrangements undergone by the Group in preparation for the Listing as described in the section headed “Further information about the Company — Corporate Reorganisation” in Appendix VI to this prospectus.
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares given to the Directors by the shareholders of the Company, further details of which are contained in the section headed “Further information about the Company — Written resolutions of the shareholders of the Company passed on 3 February 2005” in Appendix VI to this prospectus.
“RMB” and “Renminbi”	the lawful currency for the time being of the PRC.
“Rule 144A”	Rule 144A under the Securities Act.
“Sale Shares”	a total of 54,548,000 Shares being offered for sale by the Selling Shareholder.
“SARS”	Severe Acute Respiratory Syndrome.
“Securities Act”	the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time.
“Selling Shareholder”	The SCM Growth Fund II L.P., an independent third party investment fund in which none of the Directors has any beneficial interest, with its principal place of business in Hong Kong at 6D Neich Tower, 128 Gloucester Road, Wanchai, Hong Kong.
“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.
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 3 February 2005, the principal terms of which are summarised in the section headed “Share Option Scheme” in Appendix VI to this prospectus.
“Shares”	shares in the share capital of the Company, with a par value of HK\$0.10 each, for which an application has been made for listing and permission to deal on the Main Board of the Stock Exchange, and which are subscribed for and traded in Hong Kong dollars.
“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited.

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“subsidiary”	has the meaning ascribed thereto in section 2 of the Companies Ordinance.
“substantial shareholders”	has the meaning ascribed thereto under the Listing Rules.
“Sunny Chance”	深圳市新益昌貿易有限公司 (Shenzhen Sunny Chance Trading Company Limited), a PRC domestic commercial enterprise.
“Track Record Period”	the three years ended 29 February 2004 and six months ended 31 August 2004.
“Underwriters”	the International Placing Underwriters and the Hong Kong Underwriters.
“Underwriting Agreements”	the International Placing Underwriting Agreement and the Hong Kong Underwriting Agreement.
“US” or “United States”	the United States of America.
“US\$” or “US dollars”	United States dollars, the lawful currency for the time being of the United States.
“WTO”	World Trade Organisation.
“%”	per cent.

If there is any inconsistency between the Chinese names of the PRC entities mentioned in this prospectus and their English translation, the Chinese version shall prevail.

Unless otherwise specified, statements contained in this prospectus assume no exercise of the Over-allotment Option. See the section headed “Underwriting” of this prospectus.

Unless otherwise specified, translations of HK\$ into US\$, and RMB into HK\$ in this prospectus are based on the rates set out below (for the purpose of illustration only):

RMB1.07: HK\$1

HK\$7.77: US\$1

No representation is made that any amounts in RMB, HK\$ and US\$ can be or could have been converted at the relevant dates at the above rates or any other rates at all.