

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set out below. Technical terms in relation to our Group’s industry and business operations are explained in “Glossary of Technical Terms” in this document.

“3M2025”	the three months ended 31 March 2025
“3M2026”	the three months ended 31 March 2026
“Accountants’ Report”	the accountants’ report of our Group prepared by the Reporting Accountants set out in Appendix I to this document
“Aegiswing”	Aegiswing Limited, a company incorporated in the BVI with limited liability on 10 March 2025, a direct wholly-owned subsidiary of our Company
“affiliate(s)”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Air Cargo Terminal Operator”	a private company principally engaged in the handling of air cargo at the HKIA
“Air Cargo Terminal Project”	includes all contracts entered into between our Group and the Air Cargo Terminal Operator in relation to the provision of security services at an air cargo terminal at the HKIA
“Arrano Cleaning”	Arrano Cleaning Services Limited (安聯清潔服務有限公司), a company incorporated in Hong Kong with limited liability on 4 May 2022 and an indirect wholly-owned subsidiary of our Company
“Arrano Group”	ARRANO GROUP HOLDINGS LIMITED (安聯集團控股有限公司), a company incorporated in Hong Kong with limited liability on 20 August 2020 and an indirect wholly-owned subsidiary of our Company
“Arrano Huilun”	Arrano Huilun (Hong Kong) Limited (安聯慧倫(香港)有限公司), a company incorporated in Hong Kong with limited liability on 3 July 2026 and an indirect non-wholly owned subsidiary of our Company
“Arrano JV”	an unincorporated joint venture formed between us and the JV Partner for the purpose of carrying out of services under the Three-runway Contract

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“Arrano Security”	ARRANO SECURITY COMPANY LIMITED (安聯保安有限公司), a company incorporated in Hong Kong with limited liability on 31 July 2020 and an indirect wholly-owned subsidiary of our Company
“Arrano Technology”	Arrano Technology Management Limited (安聯科技管理有限公司), a company incorporated in Hong Kong with limited liability on 4 May 2022 and an indirect wholly-owned subsidiary of our Company
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company, conditionally adopted on [•] 2026 and to take effect on the [REDACTED], as amended, supplemented or otherwise modified from time to time, a summary of which is set out in Appendix III to this document
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of Directors of our Company
“[REDACTED]” or “[REDACTED]” or “[REDACTED]”	Innovax Securities Limited, a licensed corporation under the SFO permitted to carry out type 1 (dealing in Securities) and type 4 (advising on securities) regulated activities, being the [REDACTED], [REDACTED] and [REDACTED] to the [REDACTED]
“business day(s)”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which licensed banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
	[REDACTED]
	[REDACTED]
“casual employee”	has the meaning ascribed to it under the Mandatory Provident Fund Scheme Ordinance (Cap. 485 of the Laws of Hong Kong)/persons employed on a day-to-day basis or for a fixed period of less than 60 days

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“Cayman Companies Act” or “Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
	[REDACTED]
“CCTV Contract”	the contract in relation to the design and installation of the CCTV systems for Customer D, a well-established telecommunications services provider
“CCTV Project(s)”	Government-led CCTV projects
“China”, “Mainland China” or “PRC”	the People’s Republic of China and, except where the context otherwise requires and only for the purpose of this document, references in this document to China, Mainland China or the PRC excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, 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, supplemented or otherwise modified from time to time
“Company” or “our Company”	Arrano International Holdings Limited (安聯國際控股有限公司), a company incorporated as an exempted company in the Cayman Islands with limited liability on 25 February 2025 under the Companies Act
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules, and in the context of this document, refers to Mr. Fong, Ms. Lam, Well Smart, Fong 1119 and HFTT
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Corporate Governance Code”	the corporate governance code under Appendix C1 of the GEM Listing Rules

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“Deed of Indemnity”	the deed of indemnity dated [•] 2026 entered into by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for and on behalf of our subsidiaries), the details of which are set out in the paragraph headed “Statutory and General Information – E. Other information – 1. Tax and other indemnities” in Appendix IV to this document
“Deed of Non-Competition”	a deed of non-competition dated [•] 2026 entered into by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for and on behalf of our subsidiaries), particulars of which are set out in the paragraph headed “Relationship with our Controlling Shareholders – Non-competition undertaking” in this document
“Director(s)” and “our Director(s)”	the director(s) of our Company [REDACTED]
“Electronic Security Solutions Services”	the design, installation, operation, testing, integration and maintenance of electronic security systems and surveillance infrastructure, such as CCTV systems, access control systems, electronic guard tour systems, radio communication systems and robotic security solutions, including 4S-compatible functions where applicable
“Extreme Conditions”	the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below [REDACTED]
“Fong 1119”	Fong 1119 Limited, a company incorporated in the BVI with limited liability on 6 February 2025, which is wholly-owned by Mr. Fong and is one of our Controlling Shareholders
“Frost & Sullivan”	Frost & Sullivan Limited, an independent industry research consultant commissioned to prepare the Frost & Sullivan Report

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“Frost & Sullivan Report”	an independent market research report prepared by Frost & Sullivan
“FY2024”	financial year ended 31 December 2024
“FY2025”	financial year ended 31 December 2025
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Committee”	the GEM Listing Committee of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“Guide for New Listing Applicants”	the Guide for New Listing Applicants issued by the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Group”, “we”, “our” or “us”	our Company and our subsidiaries at the relevant time or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of our present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“Guangzhou Huilun”	Guangzhou Huilun Zhixing Technology Limited Liability Company* (廣州慧命智行科技有限責任公司), a company incorporated under the laws of PRC with limited liability, which owns 33% of the shareholding interest in Arrano Technology
“HFTT”	HFTT Limited, a company incorporated in the BVI with limited liability on 6 February 2025, which is wholly-owned by Well Smart and is one of our Controlling Shareholders

[REDACTED]

[REDACTED]

“HKIA”	the Hong Kong International Airport
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“HKIA Operator”

a statutory body wholly-owned by the Hong Kong Government which is responsible for the management, operation and development of HKIA and its related infrastructure

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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“HK\$”, “HK dollars” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Government”	the government of Hong Kong
[REDACTED]	
“imported worker(s)”	worker(s) who are employed in Hong Kong under any labour importation scheme or channel, including but not limited to the Enhanced Supplementary Labour Scheme (ESLS)
“Independent Third Party(ies)”	individual(s) or company(ies) who, as far as our Directors are aware after having made all reasonable enquiries, is/are not a connected person(s) of our Company within the meaning of the GEM Listing Rules
“Initial JV”	an unincorporated joint venture formed between the Initial JV Majority Interest Holder and the JV Partner for carrying out security services under the Three-runway Contract
“Initial JV Majority Interest Holder”	one of the joint venture partners of the Initial JV, a private company incorporated in Hong Kong with limited liability licensed to carry out Type I security work and an Independent Third Party
“Jones Lang LaSalle”	Jones Lang LaSalle Management Services Limited, a private company principally engaged in the provision of property management and real estate services in Hong Kong
“JV Partner”	the joint venture partner of the Arrano JV, a private company incorporated in Hong Kong with limited liability licensed to carry out Type I security work and an Independent Third Party
“Latest Practicable Date”	17 July 2026, being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication
“law(s)”	including all laws, rules, regulations, guidelines, opinions (whether formally published or not), notices, circulars, orders, judgements, decrees or rulings of any court, government, governmental or regulatory authority whether or not <i>ejusdem generis</i> with any of the foregoing (including, without limitation, the Stock Exchange) and “law” shall be construed accordingly

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[REDACTED]

[REDACTED]

“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company, conditionally adopted on [•] 2026 and to take effect on the [REDACTED], as amended, supplemented or otherwise modified from time to time, a summary of which is set out in Appendix III to this document
“Mr. Fong”	Mr. Fong Chun Kit (方俊傑先生), the chairman of the Board, the chief executive officer of our Company, an executive Director, one of the Controlling Shareholders, and the spouse of Ms. Yip
“Mr. Ip”	Mr. Ip Yik Nam, <i>J.P.</i> (葉亦楠先生), an executive Director
“Mr. Wong”	Mr. Wong Chun Hung Hanson, <i>M.H.</i> (黃俊雄先生), an executive Director, and the spouse of Ms. Lam
“Ms. Chan”	Ms. Chan Ngar Man Carmen (陳雅文女士), our chief financial officer
“Ms. Lam”	Ms. Lam Wing Yu (林永瑜女士), a non-executive Director, one of the Controlling Shareholders, and the spouse of Mr. Wong
“Ms. Yip”	Ms. Yip Nga Man (葉雅雯女士), an executive Director, and the spouse of Mr. Fong
“Nomination Committee”	the nomination committee of the Board

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Regulation S”	Regulation S under the U.S. Securities Act
“Relevant Persons”	the Sole Sponsor, the [REDACTED], the [REDACTED] and [REDACTED], the [REDACTED], any of their or the Company’s respective directors, officers, employees, partners, agents, advisers and any other parties involved in the [REDACTED]
“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the corporate reorganisation of our Group in preparation for the [REDACTED], details of which are set out in the paragraph headed “History, Corporate Structure and Reorganisation – Reorganisation” in this document
“Reorganisation Agreement”	the reorganisation agreement dated [•] 2026 entered into among Mr. Fong and Well Smart (as transferors), Aegiswing (as transferee), Fong 1119, our Company and Arrano Group, relating to the sale and purchase of shares in Arrano Group which comprised (i) one ordinary share held by Mr. Fong; and (ii) one ordinary share held by Well Smart. The shares were transferred to Aegiswing in consideration of the allotment and issue of 49 Shares and 49 Shares, credited as fully paid, to Fong 1119 and HFTT, respectively

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“Reporting Accountants”	Deloitte Touche Tohmatsu, Certified Public Accountants, the reporting accountants of our Company
“Repurchase Mandate”	the general unconditional mandate given to our Directors by our Shareholders relating to the repurchase of Shares, as further described in the paragraph headed “Statutory and General Information – A. Further information about our Company – 5. Written resolutions of our Shareholders passed on [•] 2026” in Appendix IV to this document
“Security Company Licence”	the licence issued or renewed by the SGSIA under the SGSO
“Security Guarding Services”	general manned guarding, patrolling, 24-hour surveillance and monitoring, site access control, operational manpower support and ancillary facility support (including cleaning) services
“Security Personnel Permit”	the permit issued or renewed by the Hong Kong Police Force under the SGSO
“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
“SGSIA”	the Security and Guarding Services Industry Authority established under the SGSO
“SGSO”	the Security and Guarding Services Ordinance (Chapter 460 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with a par value of HK\$0.01 each in the share capital of our Company

[REDACTED]

“Shareholder(s)”	holder(s) of Share(s)
“Share Option Scheme”	the share option scheme [conditionally adopted] by our Company on [•] 2026, the principal terms of which are summarised in the paragraph headed “Statutory and General Information – D. Share Option Scheme” in Appendix IV to this document
“Sole Sponsor”	Innovax Capital Limited, a licensed corporation under the SFO permitted to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities, being the sole sponsor to the [REDACTED]

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subcontractor A”	a local security services provider and a subsidiary of a facility services provider listed on the Stock Exchange
“subsidiary(ies)”	has the meaning ascribed to it under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Three-runway Contract”	the contract in relation to the provision of site security services for the HKIA Operator at the Three-runway System Project Site
“Track Record Period”	the two years ended 31 December 2025 and three months ended 31 March 2026
“treasury shares”	has the meaning ascribed to it under the GEM Listing Rules
	[REDACTED]
	[REDACTED]
“United States” or “U.S.”	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, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“US\$” or “USD” or “US dollars”	United States dollars, the lawful currency of the United States
“Well Smart”	Well Smart Asia Investment Limited (駿興亞太投資有限公司), a company incorporated in Hong Kong with limited liability on 3 June 2010, which is wholly-owned by Ms. Lam, being one of our Controlling Shareholders
“%”	per cent

For ease of reference, the names of the PRC established companies or entities, laws or regulations have been included in this document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail.

* For identification purposes only