

## DEFINITIONS

*In this prospectus, unless the context otherwise requires, the following terms and expressions shall have the following meanings:*

“Articles of Association” or “Articles”	the articles of association of our Company adopted on 5 December 2013, with effect from Listing, and as amended from time to time, a summary of which is set out in Appendix III to this prospectus
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	has the meaning ascribed to it under the GEM Listing Rules
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of 97,000,000 Shares to be made upon capitalisation of part of the amount standing to the credit of our share premium account as referred to in the paragraph headed “A. Further Information about our Company — 3. Written Resolutions” in Appendix IV to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant(s)”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant(s)”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant(s)”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant(s)”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“China Everbright” or “Sole Sponsor”	China Everbright Capital Limited, a licensed corporation under the SFO to engage in type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities

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“China Everbright Securities” or “Sole Bookrunner” or “Sole Lead Manager”	China Everbright Securities (HK) Limited, a licensed corporation under the SFO to engage in type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities
“Companies Law” or “Cayman Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Companies Registry”	the Companies Registry of Hong Kong
“Company” or “our Company”	C Cheng Holdings Limited (思城控股有限公司), a company incorporated in the Cayman Islands with limited liability on 13 May 2013
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Controlling Shareholders”	has the meaning ascribed to it under the GEM Listing Rules and, in the context of this prospectus, means the controlling shareholders of our Company, namely Mr. Liang, Rainbow Path and Veteran Ventures
“Corporate Governance Code”	Appendix 15 to the GEM Listing Rules (as amended, supplemented or otherwise modified from time to time)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Deed of Indemnity”	the deed of indemnity dated 16 December 2013 given by our Controlling Shareholders in favour of our Company regarding certain indemnities, details of which are set out in the paragraph headed “F. Other Information — 1. Tax indemnity and indemnity relating to compliance matter” in Appendix IV to this prospectus
“Deed of Non-competition”	the deed of non-competition dated 16 December 2013 given by our Controlling Shareholders in favour of our Company regarding the non-competition undertaking, details of which are set out in the section headed “Controlling, Substantial and Significant Shareholders — Non-competition Undertaking” in this prospectus

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“Director(s)”	the director(s) of our Company
“EIT Law and its implementing rules”	Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法) and the Regulation on the Implementation of the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法實施條例)
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on the GEM of the Stock Exchange
“Government”	The Government of Hong Kong
“Group” or “our Group” or “we” or “us”	our Company and its subsidiaries at the relevant time, or where the context refers to any time prior to our Company becoming the holding company of our present subsidiaries, such subsidiaries and the businesses carried on by such subsidiaries or (as the case may be) our predecessors, and “we”, “our” or “us” shall be construed accordingly
“Helffrich Ventures”	Helffrich Ventures Limited, a company incorporated in the BVI with limited liability on 15 January 2013 and is a direct wholly-owned subsidiary of our Company
“HK\$” or “HK dollars” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRSs”	Hong Kong Financial Reporting Standards (including Hong Kong Accounting Standards and Interpretations) issued by HKICPA
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Share Registrar”	Union Registrars Limited, the Hong Kong branch share registrar of our Company
“Independent Third Party(ies)”	a person(s) or company(ies) which is/are independent of and not connected with any member of our Group, our Directors, chief executive and Substantial Shareholder of our Company and our subsidiaries and their respective associates

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“Ipsos”	Ipsos Hong Kong Limited, an Independent Third Party, being a professional market research company
“Ipsos Report”	the industry report prepared by Ipsos and commissioned by our Company
“Jun Ming”	Jun Ming Investments Limited (君名投資有限公司), a company incorporated in the BVI with limited liability on 22 May 2013 and wholly-owned by Mr. Wang
“Korea”	the Republic of Korea
“Latest Practicable Date”	8 December 2013, being the latest practicable date prior to the publication of this prospectus for ascertaining certain information contained in this prospectus
“Listing”	the listing of our Shares on GEM
“Listing Date”	the date on which dealings in the Shares first commence on GEM, which is expected to be on or around 20 December 2013
“Listing Division”	the Listing Division of the Stock Exchange
“LWK Conservation”	LWK Conservation Limited (formerly known as Full Choice Consultants Limited), a company incorporated in Hong Kong with limited liability on 12 June 2006 and is an indirect wholly-owned subsidiary of our Company
“LWK Guangzhou”	Guangzhou Liang Wong Kou Architectural Design Co., Ltd. (廣州梁黃顧建築設計有限公司), a wholly foreign-owned enterprise established in the PRC with limited liability on 22 November 2012 and is an indirect wholly-owned subsidiary of our Company
“LWK Hong Kong”	LWK & Partners (HK) Limited (梁黃顧建築師(香港)事務所有限公司) (formerly known as Commercial Route Limited), a company incorporated in Hong Kong with limited liability on 19 October 1995 and is an indirect wholly-owned subsidiary of our Company
“LWK Macau”	LWK Design (Macau) Limited (梁黃顧設計(澳門)有限公司), a company incorporated in Macau with limited liability on 9 July 2012 and is an indirect wholly-owned subsidiary of our Company

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“LWK Shenzhen”	Liang Wong Kou Design Consultants (Shenzhen) Co., Ltd. (梁黃顧設計顧問(深圳)有限公司) (formerly known as Liang Wong Kou Information Consulting (Shenzhen) Limited (梁黃顧信息諮詢(深圳)有限公司)), a wholly foreign-owned enterprise established in the PRC with limited liability on 20 September 2002 and is an indirect wholly-owned subsidiary of our Company
“LWK Yiheng”	Shenzhen Liang Wong Kou Yiheng Architectural Design Co., Ltd. (深圳梁黃顧藝恒建築設計有限公司) (formerly known as Shenzhen Shatoujiao International Tourism Design Consulting Company (深圳市沙頭角國際旅遊設計顧問公司)), a Sino-foreign joint venture established in the PRC with limited liability on 24 September 1986 and is an indirect non-wholly owned subsidiary of our Company
“M&A Rules”	the Rules on Merger and Acquisition of Domestic Enterprises by Foreign Investors (關於外國投資者併購境內企業的規定) issued by MOFCOM, the State-owned Assets Supervision and Administration Commission of the State Council, SAT, SAIC, CSRC and SAFE on 8 August 2006 and amended by MOFCOM on 22 June 2009
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM and which, for the avoidance of doubt, excludes GEM
“Memorandum of Association”	the memorandum of association of our Company adopted on 5 December 2013
“Ministry of Commerce” or “MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“MOHURD”	the Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部), formerly known as Ministry of Construction (建設部)
“MOP”	Macau Pataca, the lawful currency of Macau
“Mr. Fu”	Mr. Fu Chin Shing (符展成), being our chief executive officer, executive Director and a Substantial Shareholder

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“Mr. Liang”	Mr. Liang Ronald (梁鹏程), being our chairman, executive Director and a Controlling Shareholder
“Mr. Wang”	Mr. Wang Jun You (王君友), being our executive Director and a Significant Shareholder
“Ms. Liang”	Ms. Liang Sharon, the spouse of Mr. Liang
“Offer Size Adjustment Option”	the option granted by our Company to the Sole Bookrunner under the Underwriting Agreement to require our Company to issue up to an additional 6,750,000 Shares, representing 15% of the number of the Placing Shares, at the Placing Price, details of which are described in section headed “Structure and Conditions of the Placing” in this prospectus
“Placing”	the conditional placing of the Placing Shares at the Placing Price by the Underwriters on behalf of our Company for cash, as further described in the section headed “Structure and Conditions of the Placing” in this prospectus
“Placing Price”	the final price per Placing Share which will not be more than HK\$0.9 per Share and is expected to be not less than HK\$0.7 per Share (exclusive of brokerage, the Stock Exchange trading fee and SFC transaction levy), such price to be fixed on the Price Determination Date
“Placing Shares”	the 45,000,000 Shares being offered by our Company for subscription under the Placing and such number of shares which may fall to be allotted and issued upon exercise of the Offer Size Adjustment Option
“PRC” or “China”	the People’s Republic of China which, for the purpose of this prospectus, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“PRC Legal Advisers”	Jingtian & Gongcheng (競天公誠律師事務所), our legal advisers as to PRC law
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme conditionally adopted by our Company on 5 December 2013, the principal terms of which are set forth under the paragraph headed “E. Pre-IPO Share Option Scheme” in Appendix IV to this prospectus

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“Price Determination Agreement”	the agreement to be entered into between our Company and the Sole Lead Manager on the Price Determination Date to fix and record the Placing Price
“Price Determination Date”	the date, expected to be on or about 18 December 2013 or such other date as may be agreed between the Sole Lead Manager and our Company, on which the final Placing Price is fixed for the purpose of the Placing
“Rainbow Path”	Rainbow Path International Limited, a company incorporated in the BVI with limited liability on 5 April 2013 and wholly owned by Mr. Liang
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Reorganisation”	the corporate reorganisation of our Group prior to the issue of this prospectus, details of which are set out in the paragraph headed “A. Further Information about our Company — 4. Corporate Reorganisation” in Appendix IV to this prospectus
“Rich World”	Rich World Services Limited (裕和服務有限公司), a company incorporated in Hong Kong with limited liability on 24 April 1987 and held by Mr. Liang as to approximately 71.43% and Mr. Fu as to approximately 28.57%
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAFE Circular 75”	the Circular on Issues concerning the Administration of Foreign Exchange in Fund-raising and Return Investment Activities of Domestic Residents Conducted via Offshore Special Purpose Companies (國家外匯管理局關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知) issued in October 2005 by SAFE
“SAIC”	the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“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 and supplemented from time to time

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“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the capital of our Company
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 5 December 2013, the principal terms of which are set forth under the paragraph headed “D. Share Option Scheme” in Appendix IV to this prospectus
“Share Swap Agreement”	the conditional share transfer agreement dated 5 December 2013 entered into amongst Mr. Liang, Mr. Fu, Mr. Wang, Rich World, Helffrich Ventures and our Company
“Shareholder(s)”	holder(s) of Share(s)
“Significant Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Companies Ordinance
“Substantial Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the two years ended 31 December 2012 and the six months ended 30 June 2013
“Underwriters”	the underwriters of the Placing whose names are set out in the section headed “Underwriting — Underwriters” in this prospectus
“Underwriting Agreement”	the underwriting agreement dated 16 December 2013 relating to the Placing and entered into by, among others, our Company, the Sole Sponsor, the Sole Lead Manager, the Sole Bookrunner and the Underwriters, particulars of which are summarised in the section headed “Underwriting” in this prospectus
“United States” or “US” or “USA”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction



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“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“Veteran Ventures”	Veteran Ventures Limited, a company incorporated in the BVI with limited liability on 2 April 2013 and wholly-owned by Mr. Liang
“Vivid Colour”	Vivid Colour Limited, a company incorporated in the BVI with limited liability on 5 April 2013 and wholly-owned by Mr. Fu

*All figures are converted (where relevant) for the purpose of this prospectus from sq. m. to sq. ft. at 1 sq. m. = 10.764 sq. ft..*

*No representation is made that any amounts in RMB, MOP, HK\$ or US\$ 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 as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.*

*In this prospectus, if there is any inconsistency between the Chinese names of the titles, entities or enterprises established or used as the case may be in the PRC and their English translations, the Chinese names shall prevail. The English names of PRC and overseas entities or titles mentioned in this prospectus may not be their official names in their respective locality and are used for identification only.*