
DEFINITIONS

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

“Articles”	the articles of association of our Company adopted on 16 March 2015 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 Rule 20.06(2) of the GEM Listing Rules
“Bridge Land”	Bridge Land Development Limited, a company incorporated in Hong Kong with limited liability on 15 August 1991 which is beneficially owned as to approximately 0.04% and 99.96% by Mr. Tony Wong and Fortune Peace respectively
“Bright Link”	Bright Link Co., Ltd., a company incorporated in the BVI with limited liability on 18 June 1999 which is wholly and beneficially owned by Mr. Andy Wong
“Board”	the board of Directors
“Bookrunner” or “Lead Manager”	CNI Securities Group Limited, a licensed corporation to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts) and type 4 (advising on securities) regulated activities under SFO, being the underwriter, the bookrunner and the lead manager to the Placing
“Business Day”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of 839,000,000 Shares to be made upon capitalisation of part of the amount standing to the credit of the share premium account of our Company referred to in the paragraph headed “3. Written resolutions of our Shareholders” under the subsection headed “Further information about our Company” in Appendix IV to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

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“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“China Geo”	China Geo-Engineering Corporation, a state-owned enterprise established in the PRC in 1982 and an Independent Third Party
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“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 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”	Kwan On Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 6 December 2012, or where the context refers to any time prior to its incorporation, those businesses and operations which were assumed by it pursuant to the Reorganisation, or where the context requires, any of the businesses and operations that is or was carried on by any member of our Group
“connected person(s)”	has the meaning ascribed thereto under Rule 20.06(7) of the GEM Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules and in the context of this prospectus, refer to Decade Success, Fortune Decade, Success Ally, Twilight Treasure, Mr. Tony Wong, Ms. Chiu, Mr. Andy Wong, Mr. Newton Wong and Mr. Kwong
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of our Company

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“Decade Success”	Decade Success Investments Limited, a company incorporated in the BVI with limited liability on 23 August 2012 which is wholly and beneficially owned by Mr. Kwong
“Deed of Indemnity”	the deed of indemnity dated 20 March 2015 given by the Indemnifiers, namely our Controlling Shareholders, in favour of our Company, pursuant to which our Controlling Shareholders jointly and severally provide certain indemnities for the benefit of our Company (for itself and as trustee for our subsidiaries)
“Deed of Non-competition”	the deed of non-competition dated 20 March 2015 given by each of our Controlling Shareholders in favour of our Company (for itself and as trustee for our subsidiaries from time to time) regarding the non-competition undertakings as more particularly set out in the section headed “Controlling Shareholders” in this prospectus
“Employees’ Compensation Ordinance”	the Employees’ Compensation Ordinance (Chapter 282 of the Laws of Hong Kong), as amended, supplemented and modified from time to time
“Fortune Decade”	Fortune Decade Investments Limited, a company incorporated in the BVI with limited liability on 23 August 2012 which is wholly and beneficially owned by Mr. Tony Wong
“Fortune Peace”	Fortune Peace Limited, a company incorporated in Hong Kong with limited liability on 4 June 2007 which is wholly and beneficially owned by Mr. Andy Wong
“Garwealth”	Garwealth Investment Limited (previously named Univic Energy Limited and Four Seas – Univic Joint Venture Limited), a company incorporated in Hong Kong with limited liability on 24 April 1981 which is wholly and beneficially owned by Mr. Tony Wong
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“GEM website”	the internet website www.hkgem.com operated by the Stock Exchange for the purposes of GEM
“Government”	the Government of Hong Kong

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“Group”	our Company and our subsidiaries or any of them or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the present subsidiaries of our Company, and a “member of our Group” means any of them
“HKAS”	Hong Kong Accounting Standards, amendments and interpretations issued by HKICPA
“HKFRS”	Hong Kong Financial Reporting Standards, amendments 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 Legal Advisers”	Michael Li & Co., the legal advisers to our Company as to Hong Kong law in relation to the Listing
“Indemnifiers”	the Controlling Shareholders
“Independent Third Party(ies)”	individual(s) or company(ies) who is/are not connected with (within the meaning of the GEM Listing Rules) any Directors, chief executive, or substantial Shareholders, our subsidiaries or any of their respective associates
“IRD”	Inland Revenue Department of the Government
“IRO”	the Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“KOBCL”	Kwan On Building Contractors Limited, a company incorporated in Hong Kong with limited liability on 10 July 1967 and dissolved on 23 June 2005
“KOCHL”	Kwan On Construction (Holdings) Limited, a company incorporated in Hong Kong with limited liability on 11 July 2001 which is beneficially owned as to approximately 2.45%, less than 0.01%, 45.45%, 30.23% and 21.87% by Mr. Kwong, Mr. Tony Wong, Newtollent, Bright Link and Garwealth respectively

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“Kwan On”	Kwan On Construction Company Limited (previously named Technic Light Limited), a company incorporated in Hong Kong with limited liability on 28 May 1991 and a wholly-owned subsidiary of our Company
“Kwan On – China Geo”	a joint operation formed by Kwan On and China Geo on 12 August 2013 under the name of “Kwan On – China Geo Joint Venture” for the purpose of submitting the tender and the subsequent execution of the works relating to the contract 4/WSD/11
“Kwan On – U-Tech 1”	an unincorporated joint venture formed between Kwan On and U-Tech on 29 July 2011 for the purpose of submitting the tender and the subsequent execution of the works relating to the contract 10/WSD/10
“Kwan On – U-Tech 2”	a joint operation formed by Kwan On and U-Tech on 16 December 2013 under the name of “Kwan On – U-Tech Joint Venture” for the purpose of submitting the tender and the subsequent execution of the contract 9/WSD/13
“Latest Practicable Date”	16 March 2015, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information referred to in this prospectus
“Listing”	the listing of the Shares on GEM
“Listing Date”	the date on which the trading of the Shares first commences on GEM
“Listing Division”	the Listing Division of the Stock Exchange
“Messis Capital” or “Sponsor”	Messis Capital Limited, the sole sponsor of our Company in the Listing, a corporation licensed to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO
“Minimum Wage Ordinance”	the Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Mr. Andy Wong”	Mr. Wong Ming San Andy (黃鳴山), a son of Mr. Tony Wong and a Controlling Shareholder
“Mr. Chung”	Mr. Chung Chi Ngong (鍾志昂), an executive Director

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“Mr. Kwong”	Mr. Kwong Wing Kie (龐永基), an executive Director and a Controlling Shareholder
“Mr. Newton Wong”	Mr. Wong Juen Gar Newton (黃纘嘉), a son of Mr. Tony Wong and a Controlling Shareholder
“Mr. Tony Wong”	Mr. Wong Yee Tung, Tony (黃宜通), an executive Director and a Controlling Shareholder
“Ms. Chiu”	Ms. Chiu Gar Man (趙嘉文), the spouse of Mr. Tony Wong, a Controlling Shareholder
“New Shares”	120,000,000 new Shares being offered by our Company for subscription at the Placing Price under the Placing
“Newtollent”	Newtollent Company Limited, a company incorporated in Hong Kong with limited liability on 9 October 1981 which is beneficially owned as to approximately 28.57%, less than 0.01%, 42.86% and 28.57% by Mr. Kwong, Mr. Tony Wong, Bright Link and Garwealth respectively
“Ongoing Contracts”	contracts with contract numbers KL/2012/03, GE/2012/11, GE/2013/06, GE/2013/17, 9/WSD/13, 15/WSD/11, 20130375 and GE/2013/16, each of which has the percentage of works certified below 50% as at the Latest Practicable Date and will be completed after 30 September 2015
“Placing”	the conditional placing of the Placing Shares by the Underwriter on behalf of our Company and the Vendors for cash at the Placing Price subject to the terms and conditions as described in the section headed “Structure and conditions of the Placing” in this prospectus
“Placing Price”	the final placing price for each Placing Share (excluding brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) of HK\$0.30 per Share
“Placing Shares”	240,000,000 new Shares comprising 120,000,000 New Shares and 120,000,000 Sale Shares being offered at the Placing Price under the Placing subject to the terms and conditions as described in the section headed “Structure and Conditions of the Placing” in this prospectus

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“Reorganisation”	the reorganisation of our Group for the purpose of Listing, particulars of which are set out in the paragraph headed “Reorganisation” under the section headed “History and Development” in this prospectus
“Sale Shares”	120,000,000 existing Shares being offered by the Vendors for sale at the Placing Price under the Placing
“SFC”	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 our Company on 16 March 2015, the principal terms of which are summarised in the section headed “Share Option Scheme” in Appendix IV to this prospectus
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Shiu Mau”	Shiu Mau Development Limited, a company incorporated in Hong Kong with limited liability on 21 October 1988 which is legally and beneficially owned by Mr. Tony Wong and Fortune Peace, which is in turn beneficially owned by Mr. Andy Wong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the GEM Listing Rules
“Substantial Shareholder”	has the meaning ascribed to it in the GEM Listing Rules and details of our Substantial Shareholders are set out in the section “Substantial Shareholders” in this prospectus
“Success Ally”	Success Ally Investments Limited, a company incorporated in the BVI with limited liability on 3 August 2012 which is wholly owned by Mr. Tony Wong
“Track Record Period”	the two years ended 31 March 2014 and the six months ended 30 September 2014

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“Twilight Treasure”	Twilight Treasure Limited, a company incorporated in BVI with limited liability on 13 August 2012 which is owned as to 12.5% by Decade Success and 87.5% by Success Ally
“UBCL”	Univic Building Contractors Limited (previously named Eastline Limited and HS-U Construction Management Company Limited), a company incorporated in Hong Kong with limited liability on 13 July 1993 and a wholly-owned subsidiary of our Company
“UCRL”	Univic Construction Resources Limited (previously named Golden Valley Development Limited and Slope Safe Limited), a company incorporated in Hong Kong with limited liability on 25 June 1992 and a wholly-owned subsidiary of our Company
“UEL”	Univic Engineering Limited, a company incorporated in Hong Kong with limited liability on 23 April 1980 and a wholly-owned subsidiary of our Company
“UECL”	Univic Engineering and Construction Limited (previously named Univic International Limited), a company incorporated in Hong Kong with limited liability on 9 September 1975 and a wholly-owned subsidiary of our Company
“UEWL”	Univic Earthworks Limited (previously named Sheenway Limited), a company incorporated in Hong Kong with limited liability on 30 May 2003 and a wholly-owned subsidiary of our Company
“UFCL”	Univic Fireproofing & Construction Limited (previously named Univic (China) Limited, Univic World Trade Limited and Univic Fire Protection Materials Limited), a company incorporated in Hong Kong with limited liability on 23 April 1980 and a wholly-owned subsidiary of our Company
“U-Tech”	U-Tech Engineering Company Limited, a company incorporated in Hong Kong with limited liability on 22 July 1998 and a connected person of our Company in respect of Kwan On – U-Tech 1
“Underwriter”	the underwriter of the Placing named in the paragraph headed “Underwriter” in the section headed “Underwriting” in this prospectus

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“Underwriting Agreement”	the conditional underwriting agreement dated 20 March 2015 made between our Company, our executive Directors, our Controlling Shareholders, the Sponsor and the Underwriter relating to the Placing, brief particulars of which are summarised in the section headed “Underwriting” in this prospectus
“Vendors”	collectively, Fortune Decade and Twilight Treasure, details of which are set out in the paragraph headed “Particulars of the Vendors” in Appendix IV to this prospectus
“Win Vision”	Win Vision Holdings Limited, a company incorporated in the BVI with limited liability on 10 August 2012 and a wholly-owned subsidiary of our Company
“HK\$” and “cents”	the Hong Kong dollar(s) and cent(s), the lawful currency of Hong Kong
“km”	kilometre
“m ² ” or “sq.m.”	square metre
“m ³ ”	cubic metre
“sq.ft.”	square feet
“%”	per cent.