

## DEFINITIONS

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

“Articles” or “Articles of Association”	the articles of association of the Company adopted on [REDACTED] and as amended from time to time, a summary of which is set out in Appendix III to this document
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Baker Tilly”	Baker Tilly Hong Kong Risk Assurance Limited, the independent internal control adviser of the Company
“Board”	the board of Directors
“Building (Minor Works) Regulation”	the Building (Minor Works) Regulation (Chapter 123N of the Laws of Hong Kong)
“Buildings Ordinance”	the Buildings Ordinance (Chapter 123 of the Laws of Hong Kong)
“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
“CAGR”	compound annual growth rate
“[REDACTED]”	the issue of [REDACTED] Shares upon capitalisation of part of the share premium account of the Company referred to in the paragraph headed “A. Further information about the Company — 5. Written resolutions of the sole Shareholder passed on [REDACTED]” in Appendix IV to this document
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person permitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person permitted 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
“CCASS Participants”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant

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“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”	Lap Kei Engineering (Holdings) Limited (立基工程(控股)有限公司), an exempted company with limited liability incorporated in the Cayman Islands on 29 April 2015
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules and in the context of this document, refers to Mr. Wong, Ms. So and Golden Luck
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Deed of Indemnity”	the deed of indemnity dated [REDACTED] provided by the Indemnifiers in favour of the Group relating to, among other matters, the tax liabilities of the Group, particulars of which are set out in the paragraph headed “E. Other information — 1. Tax and other indemnities” in Appendix IV to this document
“Deed of Non-competition”	the deed of non-competition dated [REDACTED] given by the Controlling Shareholders in favour of the Company (for itself and as trustee for its subsidiaries from time to time) regarding the non-competition undertakings as more particularly set out in the paragraph headed “Relationship with the Controlling Shareholders — Non-competition undertaking” in this document
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Golden Luck”	Golden Luck Limited, a company incorporated under the laws of BVI with limited liability on 24 April 2015, which is owned as to 99% by Mr. Wong and 1% by Ms. So, respectively, and is one of the Controlling Shareholders

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“Government”	the Government of Hong Kong
“Group”	the Company and its subsidiaries or any of them or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, its present subsidiaries or entities which carried on the business currently operated by such subsidiaries at the relevant time or (as the case may be) their predecessors
“HK\$” and “cents”	the Hong Kong dollar(s) and cent(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Indemnifiers”	Golden Luck, Mr. Wong and Ms. So
“Independent Third Party(ies)”	individual(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, is/are not connected with (within the meaning of the GEM Listing Rules) the Company or its connected person as defined under the GEM Listing Rules
“Kin Kwan”	Kin Kwan Decoration, Co, a sole proprietorship owned by Mr. Wong Kang Hong, the younger brother of Mr. Wong who is a Controlling Shareholder and an executive Director
“Lap Kei”	Lap Kei Engineering Company Limited (立基冷氣工程有限公司), a company incorporated in Hong Kong with limited liability on 22 December 1997 and an indirect wholly-owned subsidiary of the Company
“Latest Practicable Date”	10 September 2015, being the latest practicable date prior to the printing of this document for ascertaining certain information referred to in this document
“Lead Manager” or “Bookrunner”	[REDACTED]

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[REDACTED]

“Listing Division”	the Listing Division of the Stock Exchange
“LKW Co.”	LKW Company Limited, a company incorporated in Hong Kong with limited liability on 19 May 2015 and a direct wholly-owned subsidiary of Golden Luck
“LKW Enterprise”	LKW Enterprise Limited, a company incorporated under the laws of BVI with limited liability on 19 March 2015, the entire issued share capital of which is owned by the Company and is a direct wholly-owned subsidiary of the Company
“Memorandum of Association” or “Memorandum”	the memorandum of association of the Company adopted on [REDACTED] and as amended from time to time, a summary of which is set out in Appendix III to this document
“Messis Capital” or “Sponsor”	Messis Capital Limited, the sponsor of the Company for the [REDACTED], a licensed corporation to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO
“Mr. Wong”	Mr. Wong Kang Kwong (黃鏡光), an executive Director, one of the Controlling Shareholders and the spouse of Ms. So
“Ms. So”	Ms. So Nui Ho (蘇女好), an executive Director, one of the Controlling Shareholders and the spouse of Mr. Wong
“New Shares”	[REDACTED] new Shares being offered by the Company for subscription at the [REDACTED] Price under the [REDACTED]
“[REDACTED]”	the conditional [REDACTED] of the [REDACTED] Shares by the Underwriter on behalf of the Company and the Selling Shareholder at the [REDACTED] Price subject to the terms and conditions as described in the section headed “Structure and conditions of the [REDACTED]” in this document
“[REDACTED]”	the price of [REDACTED] per [REDACTED] Share (exclusive of the brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%)

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“[REDACTED]”	[REDACTED] Shares, comprising [REDACTED] New Shares and [REDACTED] Sale Shares, being offered at the [REDACTED] Price for subscription under the [REDACTED] subject to the terms and conditions as described in the section headed “Structure and conditions of the [REDACTED]” in this document
“Property B2”	Workshop No. B2 on 6th Floor of Block B, Tonic Industrial Centre, No. 19 Lam Hing Street, Kowloon
“Property B4”	Workshop No. B4 on 6th Floor of Block B, Tonic Industrial Centre, No. 19 Lam Hing Street, Kowloon
“Reorganisation”	the reorganisation of the Group for the purpose of the [REDACTED], particulars of which are set out in the section headed “History, reorganisation and corporate structure” in this document
“Sale Shares”	[REDACTED] existing Shares being offered by the Selling Shareholder for sale at the [REDACTED] Price under the [REDACTED]
“Selling Shareholder”	Golden Luck Limited, details of which are set out in the section headed “Particulars of the Selling Shareholder” in Appendix IV to this document
“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(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on [REDACTED], the principal terms of which are summarised in the section headed “D. Share Option Scheme” in Appendix IV to this document
“Share Registrar”	[REDACTED]
“significant shareholder(s)”	has the meaning ascribed thereto in the GEM Listing Rules and the details of which are set out in the section headed “Substantial and significant shareholders” in this document
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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“subsidiary(ies)”	has the meaning ascribed thereto under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto in the GEM Listing Rules and the details of which are set out in the section headed “Substantial and significant shareholders” in this document
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as approved by the SFC and as amended, modified and supplemented from time to time
“Track Record Period”	the two years ended 31 December 2013 and 2014 and the three-month period ended 31 March 2015
“Underwriter”	the underwriter of the [REDACTED] whose name is set out in the section headed “Underwriting — Underwriter” in this document
“Underwriting Agreement”	the conditional underwriting agreement dated [REDACTED] made among the Company, the executive Directors, the Controlling Shareholders, the Selling Shareholder, the Sponsor and the Lead Manager relating to the [REDACTED], brief particulars of which are summarised in the section headed “Underwriting” in this document
“US\$”, “USD” or “US dollars”	United States dollars, the lawful currency of the United States of America
“Wealth E & M”	Wealth E & M Limited (和富機電有限公司), a company incorporated in Hong Kong with limited liability on 30 April 2004 and an indirect wholly-owned subsidiary of the Company
“kg”	kilogrammes
“sq.ft.”	square feet
“%”	per cent.