
DEFINITIONS

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

“AcouSystem”	AcouSystem Limited, a company incorporated in Hong Kong on 17 November 2014 with limited liability and an indirect wholly-owned subsidiary of the Company
“Articles” or “Articles of Association”	the articles of association of the Company adopted on 22 September 2015 and as amended from time to time, a summary of which is set out in Appendix IV to this prospectus
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Banking Ordinance”	Banking Ordinance (Chapter 155 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Bookrunner” or “Lead Manager”	Aristo Securities Limited, a licensed corporation to carry out type 1 (dealing in securities) regulated activity under the SFO, being the bookrunner and the lead manager in respect of the Placing
“BuildMax (HK)”	BuildMax Limited (彪域有限公司), a company incorporated in Hong Kong on 15 August 2001 with limited liability and an indirect wholly-owned subsidiary of the Company
“BuildMax (SZ)”	BuildMax Technology (Shenzhen) Limited (彪域科技(深圳)有限公司), a sino-foreign equity joint venture enterprise incorporated in the PRC on 25 October 2010, which is owned as to 75.0% by Hillford and as to 25.0% by Shenzhen Hengyauyuan; the largest supplier of the Group throughout the Track Record Period
“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
“Capitalisation Issue”	the issue of 449,999,900 Shares upon capitalisation of part of the amount standing to the credit of the share premium account of the Company referred to in the paragraph headed “Written resolutions of the sole Shareholder” under the section headed “A. Further information about the Company and the subsidiaries” in Appendix V to this prospectus

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“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
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Co-Managers”	I-Access Investors Limited, a licensed corporation to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts), type 6 (advising on corporate finance) and type 7 (providing automated trading services) regulated activities under the SFO, and Ping An of China Securities (Hong Kong) Company Limited, a licensed corporation to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO, being the co-managers in respect of the Placing
“Companies Law” or “Cayman Companies Law”	the Companies Law, Cap. 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 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”	KPa-BM Holdings Limited (應力控股有限公司)*, a company limited by shares incorporated in the Cayman Islands as an exempted company with limited liability on 15 May 2015

* *For identification purpose only*

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“Concert Parties Confirmatory Deed”	the confirmatory deed dated 14 July 2015, entered into by the ultimate Controlling Shareholders, namely Mr. Lui, Mr. Wai and Mr. Yip to acknowledge and confirm, among other things, that they were parties acting in concert in relation to the Group, details of which are set out in the paragraph headed “Parties acting in concert” under the section headed “History, Reorganisation and corporate structure” to this prospectus
“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 prospectus, refers to Mr. Yip, Mr. Wai, Mr. Lui and Success Wing
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Counsel”	Cheung Man Fai Jeremy, barrister-at-law of Hong Kong
“Deed of Indemnity”	the deed of indemnity dated 22 September 2015 provided by the Controlling Shareholders in favour of the Group relating to, among other matters, the tax liabilities of the Group
“Deed of Non-competition”	the deed of non-competition dated 22 September 2015 given by its 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 section headed “Relationship with the Controlling Shareholders” to this prospectus
“Director(s)”	the director(s) of the Company
“GDP”	gross domestic product
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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

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“Hillford”	Hillford Trading Limited (恆富貿易有限公司), a company incorporated in Hong Kong on 20 May 2010 with limited liability, which is owned as to approximately 26.7% by Mr. Lui, approximately 26.7% by Mr. Wai, approximately 26.6% by Mr. Yip, approximately 15.0% by Mr. Liu and approximately 5.0% by Mr. Chan, one of the companies owned by the Controlling Shareholders which is not included into the Group
“HKSCC”	Hong Kong Securities Clearing Company 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 PRC
“Hong Kong Legal Advisers”	TC & Co., the legal advisers to the Company as to Hong Kong law
“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
“IPSOS”	IPSOS Hong Kong Limited, an international market research company and an Independent Third Party
“IPSOS Report”	a market research report commissioned by the Group and prepared by IPSOS on the overview of the industries in which the Group operates
“KPa (HK)”	KPa Engineering (HK) Limited (應力工程(香港)有限公司), a company incorporated in Hong Kong with limited liability on 8 August 2014 and an indirect wholly-owned subsidiary of the Company
“KPa (SZ)”	應力恒富設計貿易(深圳)有限公司, a wholly foreign-owned enterprise established in the PRC on 2 March 2015 and an indirect wholly-owned subsidiary of the Company
“KPa Contracting”	KPa Contracting Limited (應力承造有限公司), a company incorporated in Hong Kong with limited liability on 25 August 2014 and an indirect wholly-owned subsidiary of the Company
“KPa Engineering”	KPa Engineering Limited (應力工程有限公司), a company incorporated in Hong Kong with limited liability on 12 December 1991 and an indirect wholly-owned subsidiary of the Company

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“Latest Practicable Date”	22 September 2015, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information referred in this prospectus
“Light Dimension”	Light Dimension Limited (光維有限公司), a company incorporated in BVI on 20 May 2015 with limited liability and a direct wholly-owned subsidiary of the Company
“Listing”	the listing and the commencement of dealings of the Shares on GEM
“Listing Date”	the date on which the Shares are listed and dealings in the Shares first commence on GEM, which is expected to be on or about 8 October 2015
“Listing Division”	the Listing Division of the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock exchange (excluding the options market) operated by the Stock Exchange which is independent from and operated in parallel with GEM
“Memorandum of Association” or “Memorandum”	the memorandum of association of the Company as amended from time to time
“Messis Capital” or “Sponsor”	Messis Capital Limited, the sponsor of the Company for the Listing, a licensed corporation to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO
“Mr. Chan”	Mr. Chan Chi Ming (陳志明), a project manager of the Group, who is interested in the Shares of the Company through a controlled corporation
“Mr. JH Liu”	Mr. Liu Jian Heng (劉建衡) holds an indirect interests in BuildMax (SZ) through Shenzhen Hengyayuan, both of which were the Group’s top suppliers during the Track Record Period
“Mr. Liu”	Mr. Liu Yuen Wai (廖遠維), the general manager of the Group, who is interested in the Shares of the Company through a controlled corporation
“Mr. Lui”	Mr. Lui Bun Yuen, Danny (呂品源), an executive Director and one of the Controlling Shareholders

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“Mr. Wai”	Mr. Wai Yat Kin (韋日堅), an executive Director, the chief executive officer of the Company and one of the Controlling Shareholders
“Mr. Yip”	Mr. Yip Pak Hung (葉柏雄), an executive Director, the chairman of the Board and one of the Controlling Shareholders
“Ms. Lam”	Ms. Lam Suk Lan, Bonnie (林淑蘭), the spouse of Mr. Yip
“Ms. Wu”	Ms. Wu, Janet (胡玉珍), the spouse of Mr. Wai
“Placing”	the conditional placing of the Placing Shares by the Underwriter on behalf of the Company for cash at the Placing Price subject to the terms and conditions as described in the section headed “Structure and conditions of the Placing” to this prospectus
“Placing Price”	HK\$0.30 per Placing Share (payable in full on application plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% and subject to refund)
“Placing Shares”	150,000,000 new Shares being offered at the Placing Price for subscription under the Placing subject to the terms and conditions as described in the section headed “Structure and conditions of the Placing” to this prospectus
“Predecessor Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force from time to time before 3 March 2014
“PRC” or “China”	the People’s Republic of China, and for the purpose of this prospectus, excludes Hong Kong, Macau and Taiwan
“PRC Legal Advisers”	Hills & Co., the legal advisers to the Company as to PRC law
“Processing Factory”	the processing factory located at Factory Number 2, No. 34 Jianlong Jie, Baoan Shequ, Henggang Jiedao in Longgang District, Shenzhen City, Guangdong Province, the PRC (中國廣東省深圳市龍崗區橫崗街道保安社區簡龍街34號2號廠房), which is owned and operated by BuildMax (SZ)
“Reorganisation”	the reorganisation of the Group for the purpose of the Listing, particulars of which are set out in the section headed “History, Reorganisation and corporate structure” to this prospectus

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“Reorganisation Agreement”	the reorganisation agreement dated 22 September 2015 entered into by Mr. Lui, Mr. Wai, Mr. Yip and the Company, pursuant to which the Company acquired from Mr. Lui, Mr. Wai and Mr. Yip their entire shareholding interests in Light Dimension, and in consideration thereof, (i) at the direction and request of Mr. Lui, Mr. Wai and Mr. Yip, the Company allotted and issued as fully paid 6 Shares to Mr. Lui, 6 Shares to Mr. Wai, 6 Shares to Mr. Yip and 81 Shares to Success Wing; and (ii) the one nil paid subscriber Shares held by Success Wing was credited as fully paid
“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 the Company on 22 September 2015, the principal terms of which are summarised in the section headed “Share Option Scheme” in Appendix V to this prospectus
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Shenzhen Hengyayuan”	深圳市恒有源科技發展有限公司 (Shenzhen Hengyayuan Technology Development Limited*), a company established under the laws of the PRC with limited liability and is owned as to 60.0% by Mr. JH Liu and 40.0% by an Independent Third Party; one of the Group’s top five suppliers during the Track Record Period
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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 shareholders” to this prospectus
“Success Wing”	Success Wing Investments Limited (成穎投資有限公司), a company incorporated in BVI on 23 March 2015 with limited liability, which is a Controlling Shareholder and is owned as to approximately 29.3% by Mr. Lui, approximately 29.3% by Mr. Wai, approximately 29.3% by Mr. Yip, approximately 9.0% by Mr. Liu and approximately 3.2% by Mr. Chan

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“Sun Pool”	Sun Pool Engineering Limited (晨邦工程有限公司), a company incorporated in Hong Kong on 28 February 1991 with limited liability and an indirect wholly-owned subsidiary of the Company
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the two years ended 31 March 2015
“Underwriter”	the underwriter of the Placing whose name is set out in the section headed “Underwriting — Underwriter” to this prospectus
“Underwriting Agreement”	the conditional underwriting agreement dated 30 September 2015 made between the Company, the executive Directors, the Controlling Shareholders, the Sponsor, the Bookrunner and the Underwriter relating to the Placing, brief particulars of which are summarised in the section headed “Underwriting” to this prospectus
“United States” or “USA” or “US”	the United States of America
“Youkang”	Youkang Limited (優康有限公司), a company incorporated in BVI on 29 May 2015 with limited liability and an indirect wholly-owned subsidiary of the Company
“HK\$” and “cents”	the Hong Kong dollar(s) and cent(s), the lawful currency of Hong Kong
“kg”	kilogrammes
“m ² ” or “sq.m.”	square metre
“MOP”	Pataca, the lawful currency of Macau
“RMB”	Renminbi, the lawful currency of the PRC
“sq.ft.”	square feet
“tonne”	a unit of weight, one tonne is equal to 1,000 kg
“US\$” or “USD”	United States dollars, the lawful currency of the United States
“%”	per cent

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