

DEFINITIONS

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

“Articles of Association” or “Articles”	the articles of association of our Company, adopted on 10 March 2016 and as amended from time to time, a summary of which is set forth in the section headed “Summary of the Constitution of our Company and Cayman Islands Company Law” in Appendix IV to this document
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	our 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 [REDACTED] new Shares to be made upon capitalisation of the share premium account of our Company as referred to in the paragraph headed “A. Further information about our Company and our subsidiaries — Written resolutions of the sole Shareholder passed on 10 March 2016” in Appendix V to this document
“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 participant or a 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
“Chairman”	the chairman of the Board, Mr. Ng
“Ching Lee Construction”	Ching Lee Construction Limited (正利建築有限公司), being a company incorporated in Hong Kong with limited liability on 26 May 2003 and an indirect wholly-owned subsidiary of our Company
“Ching Lee Engineering”	Ching Lee Engineering Limited (正利工程有限公司) (previously known as Smart Gain Engineering Limited (正利工程有限公司), being a company incorporated in Hong Kong with limited liability on 27 November 1998 and an indirect wholly-owned subsidiary of our Company

DEFINITIONS

“Ching Lee Foundation”	Ching Lee Foundation Limited (正利地基有限公司), being a company incorporated in Hong Kong with limited liability on 10 August 2007 and an indirect wholly-owned subsidiary of our Company
“Ching Lee Group”	Ching Lee Group Limited, being a company incorporated in the BVI on 16 November 2015 and a direct wholly-owned subsidiary of our Company
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“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
“Companies Law” or “Cayman 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 Registry”	the Companies Registry of Hong Kong
“Company”	Ching Lee Holdings Limited (正利控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 16 November 2015 and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 16 December 2015
“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 our Company, means Mr. Ng and JT Glory
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Corporate Governance Code”	Appendix 15 to the GEM Listing Rules, as amended, supplemented or otherwise modified from time to time
“Deed of Indemnity”	the deed of indemnity dated 10 March 2016 given by our Controlling Shareholders in favour of our Company (for ourselves and for the benefit of our subsidiaries) regarding certain indemnities, details of which are set out in the paragraph headed “E. Other information — Tax and other indemnities” in Appendix V to this document
“Deed of Non-Competition”	the deed of non-competition undertaking dated 10 March 2016 given by our Controlling Shareholders in favour of our Company (for ourselves and for the benefit of our subsidiaries) regarding non-competition undertaking, details of which are set out in the section headed “Relationship with the Controlling Shareholders” in this document

DEFINITIONS

“Director(s)”	the director(s) of our Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Government”	the Government of Hong Kong
“Group”, “our Group”, “we”, “our” or “us”	our Company and our 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 business carried on by such subsidiaries or (as the case may be) our predecessors, and “we”, “our” or “us” shall be construed accordingly
“HIBOR”	Hong Kong Interbank Offered Rate
“HK\$”, “Hong Kong dollars”, “HK dollars” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards issued by the HKICPA
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	[REDACTED], our Hong Kong branch share registrar and transfer office
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are independent of and not connected with (within the meaning of the GEM Listing Rules) any directors, chief executive or Substantial Shareholders of our Company, our subsidiaries or any of their respective close associates
“Ipsos”	Ipsos Hong Kong Limited, an Independent Third Party, being a professional market research company
“Ipsos Report”	the commissioned industry report dated [●] on the market landscape and competitive analysis for construction main contracting industry in Hong Kong compiled by Ipsos, the content of which is quoted in this document
“JT Glory”	JT Glory Limited, being a company incorporated in the BVI with limited liability on 16 November 2015 and wholly-owned by Mr. Ng, and a Controlling Shareholder

DEFINITIONS

“Kingsway Capital” or “Sponsor”	Kingsway Capital Limited, the sponsor for the [REDACTED] and a corporation licensed under the SFO to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities
“[REDACTED]”	[REDACTED]
“Latest Practicable Date”	[13 March 2016], being the latest practicable date prior to the publication of this document for ascertaining certain information contained in this document
“Legal Counsel”	Mr. Billy C.K. Poon, Barrister-at-law, Hong Kong
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Listing Department”	the Listing Department of the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock market (excluding the options market) operated by the Stock Exchange which is independent from and operated in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company, adopted on 10 March 2016 and as amended from time to time
“Mr. Lam”	Mr. Lam Ka Fai (林嘉暉先生), being our executive Director
“Mr. Lui”	Mr. Lui Yiu Wing (呂耀榮先生), being our executive Director
“Mr. Ng”	Mr. Ng Choi Wah (吳彩華先生), being our Chairman, chief executive officer, executive Director and a Controlling Shareholder
“New Shares”	the [REDACTED] new Shares being offered by our Company for subscription under the [REDACTED]
“[REDACTED]”	[REDACTED]

DEFINITIONS

“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“PRC” or “China”	the People’s Republic of China which, for the purpose of this document, excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“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
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Reorganisation”	the corporate reorganisation of our Group prior to the issue of this document, details of which are set out in the section headed “History, Reorganisation and group structure” in this document
“Right Lucky”	Right Lucky Limited (福正有限公司), being a company incorporated in Hong Kong with limited liability on 25 August 2005 and an indirect wholly-owned subsidiary of our Company
“Sale Shares”	the [REDACTED] existing Shares being offered by [REDACTED] for purchase under the [REDACTED]
“[REDACTED]”	[REDACTED]

DEFINITIONS

“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) in the share capital of our Company with a nominal value of HK\$0.01 each
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 10 March 2016, the principal terms of which are set forth under the paragraph headed “D. Share Option Scheme” in Appendix V to this document
“Shareholder(s)”	holder(s) of issued Shares
“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 to it 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 Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the period comprising the two years ended 31 March 2015 and the six months ended 30 September 2015
“[REDACTED]”	the [REDACTED] of the [REDACTED] whose name is set out in the section headed “Underwriting — [REDACTED]” in this document
“[REDACTED]”	the [REDACTED] dated [●] relating to the [REDACTED] and entered into by our Company, executive Directors, Controlling Shareholders, [REDACTED], the Sponsor, the [REDACTED], the [REDACTED] and the [REDACTED], particulars of which are summarised in the section headed “Underwriting” in this document
“United States” or “US” or “USA”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or U.S. dollars” or “USD”	United States dollars, the lawful currency of the United States

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Unless otherwise stated, all the numerical figures are rounded to one decimal place. Any discrepancy in any table between totals and sums of individual amounts listed in any table is due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

DEFINITIONS

Unless expressly stated or the context otherwise requires, all data in this document is as at the date of this document.

If there is any inconsistency between the official Chinese name of the PRC entities mentioned in this document and their English translation, the Chinese version shall prevail. English translations of official Chinese names and English translations which are marked with “” are for identification purposes only.*