

## **DEFINITIONS**

---

*In this document, unless the context otherwise requires, the following expressions have the following meanings:*

|                                         |                                                                                                                                                                                                                                                                                            |
|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “[REDACTED]”                            | [REDACTED], [REDACTED] and [REDACTED], individually or collectively, as the context may require                                                                                                                                                                                            |
| “Articles” or “Articles of Association” | the articles of association of our Company, conditionally adopted on 24 September 2016 and effective on the Listing Date, as amended, supplemented or otherwise modified from time to time, a summary of which is set out in Appendix III to this document                                 |
| “associate(s)”                          | has the same meaning as defined in the GEM Listing Rules                                                                                                                                                                                                                                   |
| “Board”                                 | the board of Directors                                                                                                                                                                                                                                                                     |
| “business day(s)”                       | any day(s) (excluding Saturday(s), Sunday(s) and public holidays) in Hong Kong on which licensed banks in Hong Kong are open for banking business through their normal business hours                                                                                                      |
| “BVI”                                   | the British Virgin Islands                                                                                                                                                                                                                                                                 |
| “CAGR”                                  | compound annual growth rate, a method of assessing the average growth of a value over time                                                                                                                                                                                                 |
| “Capitalisation Issue”                  | the issue of [REDACTED] Shares to be made upon the capitalisation of certain sums standing to the credit of the share premium account of our Company referred to in the paragraph headed “3. Written resolutions of the Shareholders 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 admitted to participate in CCASS as a direct clearing participant or general clearing participant                                                                                                                                                                                 |
| “CCASS Custodian Participant”           | a person admitted 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 Participant”                     | a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant                                                                                                                                                                                                |

## **DEFINITIONS**

---

|                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|-----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “close associate(s)”                                            | has the meaning as defined in the GEM Listing Rules                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| “Companies Law”                                                 | the Companies Law (2016 Revision) of the Cayman Islands, as amended, supplemented and/or otherwise modified from time to time                                                                                                                                                                                                                                                                                                                                                                                                   |
| “Companies Ordinance”                                           | the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented and/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 and/or otherwise modified from time to time                                                                                                                                                                                                                                                                                                                                                   |
| “Company” or “our Company”                                      | Kwong Man Kee Group Limited 鄺文記集團有限公司, a company incorporated in the Cayman Islands on 30 May 2016 as an exempted company with limited liability                                                                                                                                                                                                                                                                                                                                                                                |
| “connected person(s)”                                           | has the meaning ascribed to it under the GEM Listing Rules                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| “Controlling Shareholders”                                      | has the meaning ascribed to it under the GEM Listing Rules and, in the context of our Company, means Mr. Kwong, the ultimate “Controlling Shareholder”, and the company through which he holds equity interest in our Company, namely Sage City, details of their shareholdings are set forth in the section headed “Substantial Shareholders” in this document and the section headed “Further information about Substantial Shareholders, Directors and Experts – 1. Disclosure of interests” in Appendix IV to this document |
| “Deed of Indemnity”                                             | the deed of indemnity dated [REDACTED] executed by the Controlling Shareholders in favour of our Company, details of which are set out in the section 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] entered into by the Controlling Shareholders in favour of our Company and our subsidiaries as further described in the section headed “Relationship with the Controlling Shareholders” in this document                                                                                                                                                                                                                                                                            |
| “Director(s)”                                                   | the director(s) of our Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| “FY2012”                                                        | the financial year ended 31 March 2012                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| “FY2013”                                                        | the financial year ended 31 March 2013                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| “FY2014”                                                        | the financial year ended 31 March 2014                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| “FY2015”                                                        | the financial year ended 31 March 2015                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |

## **DEFINITIONS**

---

|                                              |                                                                                                                                                                                                                                                                                                                                                  |
|----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “FY2016”                                     | the financial year ended 31 March 2016                                                                                                                                                                                                                                                                                                           |
| “FY2017”                                     | the financial year ending 31 March 2017                                                                                                                                                                                                                                                                                                          |
| “FY2018”                                     | the financial year ending 31 March 2018                                                                                                                                                                                                                                                                                                          |
| “GDP”                                        | gross domestic output                                                                                                                                                                                                                                                                                                                            |
| “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 <a href="http://www.hkgem.com">www.hkgem.com</a> operated by the Stock Exchange for the purposes of GEM                                                                                                                                                                                                                     |
| “GFA”                                        | the gross floor area                                                                                                                                                                                                                                                                                                                             |
| “[REDACTED]”                                 | [REDACTED]                                                                                                                                                                                                                                                                                                                                       |
| “Group”, “our Group”,<br>“we”, “our” or “us” | our Company and its subsidiaries, or any of them or, where the context so required, in respect of the period before our Company became the holding company, the present subsidiaries of our Company or, where the context otherwise specifies or so requires in respect of financial or accounting information, our Company and its subsidiaries |
| “[REDACTED]”                                 | [REDACTED]                                                                                                                                                                                                                                                                                                                                       |
| “[REDACTED]”                                 | [REDACTED]                                                                                                                                                                                                                                                                                                                                       |
| “HKFRSs”                                     | Hong Kong Financial Reporting Standards (which include the Hong Kong Accounting Standards) issued by the Hong Kong Institute of Certified Public Accountants                                                                                                                                                                                     |
| “HKSCC”                                      | Hong Kong Securities Clearing Company Limited                                                                                                                                                                                                                                                                                                    |
| “HKSCC Nominees”                             | HKSCC Nominees Limited                                                                                                                                                                                                                                                                                                                           |
| “Hong Kong” or “HKSAR” or “HK”               | the Hong Kong Special Administrative Region of the PRC                                                                                                                                                                                                                                                                                           |
| “Independent Third Party(ies)”               | independent third party(ies) who are not connected persons of our Company (as defined under the GEM Listing Rules)                                                                                                                                                                                                                               |

## **DEFINITIONS**

---

|                                             |                                                                                                                                                                                                                                                       |
|---------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Industry Report”                           | a market research report commissioned by us and prepared by Frost & Sullivan on the overview of the industry in which our Group operates                                                                                                              |
| “[REDACTED]”                                | [REDACTED]                                                                                                                                                                                                                                            |
| “Joint Surplus”                             | Joint Surplus Limited, a company incorporated in Hong Kong on 26 September 2001 with limited liability, more information of which is set out in the section headed “Relationship with Joint Surplus” in this document                                 |
| “[REDACTED]” or<br>“[REDACTED]”             | [REDACTED]                                                                                                                                                                                                                                            |
| “KMK”                                       | Kwong Man Kee Engineering Limited (鄺文記工程有限公司), a company incorporated in Hong Kong on 24 May 2002 with limited liability and an indirect wholly-owned subsidiary of our Company upon completion of the Reorganisation                                 |
| “Latest Practicable Date”                   | 21 September 2016, being the Latest Practicable Date prior to the printing of this document for ascertaining certain information in this document                                                                                                     |
| “[REDACTED]”                                | [REDACTED]                                                                                                                                                                                                                                            |
| “[REDACTED]”                                | [REDACTED]                                                                                                                                                                                                                                            |
| “Macau”                                     | the Macau Special Administrative Region of the PRC                                                                                                                                                                                                    |
| “Marine Assets”                             | Marine Assets Holding Limited, a company incorporated in the BVI on 19 May 2015 and a [REDACTED] Investor, more information of which is set out in the section headed “History, Development, Reorganisation and Corporate Structure” in this document |
| “Memorandum” or “Memorandum of Association” | the memorandum of association of the Company, conditionally adopted on [REDACTED] and effective on the Listing Date, as amended, supplemented or otherwise modified from time to time, summary of which is set out in Appendix III to this document   |
| “MPF”                                       | mandatory provident fund                                                                                                                                                                                                                              |
| “Mr. Jason Yip”                             | Mr. Yip Kong Lok, a member of the senior management of our Group, a substantial shareholder of our Company                                                                                                                                            |
| “Mr. Kwong”                                 | Mr. Kwong Chi Man, an executive Director, the chairman and chief executive officer of our Company, and one of the Controlling Shareholders                                                                                                            |
| “Mr. Yip WM”                                | Mr. Yip Wai Man, an executive Director                                                                                                                                                                                                                |

## **DEFINITIONS**

---

|                                     |                                                                                                                                                                                                                                                                                                                                 |
|-------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Ms. Ke”                            | Ms. Ke Hongxia, an Independent Third Party, more information of Ms. Ke is set out in the section headed “History, Development, Reorganisation and Corporate Structure” in this document                                                                                                                                         |
| “New Shares”                        | the [REDACTED] new Shares being offered by our Company for subscription at the [REDACTED] under the [REDACTED]                                                                                                                                                                                                                  |
| “[REDACTED]”                        | the [REDACTED] for each [REDACTED] (exclusive of any brokerage fee, SFC transaction levy and Stock Exchange trading fee), which is currently expected to be not more than [REDACTED] per [REDACTED] and not less than [REDACTED] per [REDACTED], such price to be determined on or before the Price Determination Date          |
| “[REDACTED]”                        | the [REDACTED] and the [REDACTED]                                                                                                                                                                                                                                                                                               |
| “[REDACTED]”                        | the conditional [REDACTED] by the [REDACTED] Underwriters of the [REDACTED] for cash at the [REDACTED], as further described under the section headed “Structure and Conditions of the [REDACTED]” in this document                                                                                                             |
| “[REDACTED]”                        | the [REDACTED] Shares, being offered by the Company for subscription at the [REDACTED] under the [REDACTED]                                                                                                                                                                                                                     |
| “[REDACTED] Underwriters”           | the group of underwriters led by the [REDACTED], who are expected to enter into the [REDACTED] Underwriting Agreement                                                                                                                                                                                                           |
| “[REDACTED] Underwriting Agreement” | the conditional underwriting agreement relating to the [REDACTED] and expected to be entered into by, among others, our Company, the Controlling Shareholders, the executive Directors, the Sponsor, the [REDACTED] and the [REDACTED], as further described in the section headed “Underwriting — [REDACTED]” in this document |
| “PRC”                               | the People’s Republic of China, save that, for the purpose of this document and unless the context otherwise requires, references in this document to the PRC do not include Hong Kong, Macau and Taiwan                                                                                                                        |
| “Predecessor Companies Ordinance”   | the Company Ordinance (Chapter 32 of the Laws of Hong Kong) as in force before 3 March 2014                                                                                                                                                                                                                                     |
| “[REDACTED] Investor(s)”            | Silver Thrive, Speedtown, Marine Assets and United Solutions                                                                                                                                                                                                                                                                    |
| “Price Determination Date”          | the date, expected to be on or about [REDACTED], and in any event no later than [REDACTED], on which the [REDACTED] is determined for the purpose of the [REDACTED]                                                                                                                                                             |

## **DEFINITIONS**

---

|                                     |                                                                                                                                                                                                                                                                                                                                                                                                                     |
|-------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Principal Register of Members”     | The principal register of members of our Company maintained in the Cayman Islands                                                                                                                                                                                                                                                                                                                                   |
| “[REDACTED]”                        | the [REDACTED] by our Company of the [REDACTED] for subscription to the public in Hong Kong at the [REDACTED] (plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) as described in the section headed “Structure and Conditions of the [REDACTED]” in this document and on and subject to the terms and conditions stated herein and in the [REDACTED] relating thereto |
| “[REDACTED]”                        | the [REDACTED] Shares offered by our Company for subscription at the [REDACTED] pursuant to the [REDACTED] (as described in the section headed “Structure and Conditions of the [REDACTED]” in this document)                                                                                                                                                                                                       |
| “[REDACTED] Underwriter(s)”         | the underwriter(s) of the [REDACTED] named in the section headed “Underwriting — Underwriters — [REDACTED]” in this document                                                                                                                                                                                                                                                                                        |
| “[REDACTED] Underwriting Agreement” | the conditional underwriting agreement relating to the [REDACTED] entered into, among others, our Company, the Controlling Shareholders, the executive Directors, the Sponsor, the [REDACTED] and the [REDACTED], as further described in section headed “Underwriting — [REDACTED] underwriting arrangements and expenses” in this document                                                                        |
| “Regulation S”                      | Regulation S under the U.S. Securities Act                                                                                                                                                                                                                                                                                                                                                                          |
| “Reorganisation”                    | the corporate reorganisation in preparation for Listing as more particularly described in the section headed “A. Further Information About Our Company — 4. Corporate Reorganisation” in Appendix IV to this document                                                                                                                                                                                               |
| “Sage City”                         | Sage City Investments Limited, a company incorporated in the BVI on 10 July 2015, one of our Controlling Shareholders and is owned as to 70% by Mr. Kwong and 30% by Mr. Jason Yip                                                                                                                                                                                                                                  |
| “SFC”                               | the Securities and Futures Commission of Hong Kong                                                                                                                                                                                                                                                                                                                                                                  |
| “SFO”                               | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)                                                                                                                                                                                                                                                                                                                                         |
| “Share(s)”                          | share(s) of HK\$0.01 each in the share capital of our Company                                                                                                                                                                                                                                                                                                                                                       |
| “Shareholder(s)”                    | holder(s) of the Shares                                                                                                                                                                                                                                                                                                                                                                                             |

## **DEFINITIONS**

---

|                                 |                                                                                                                                                                                                                                                             |
|---------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “[REDACTED]”                    | the [REDACTED] and the [REDACTED]                                                                                                                                                                                                                           |
| “Share Option Agreement”        | the share option agreement dated 18 December 2003 entered into between Mr. Kwong and Mr. Jason Yip, particulars of which are set out in the section headed “History, Development, Reorganisation and Corporate Structure” in this document                  |
| “Share Option Scheme”           | the share option scheme conditionally adopted by our Company on [REDACTED], the principal terms of which are set forth in the section headed “D. Share Option Scheme” in Appendix IV to this document                                                       |
| “Silver Thrive”                 | Silver Thrive Investments Limited, a company incorporated in the BVI on 13 July 2015, and a [REDACTED] Investor, more information of which is set out in the section headed “History, Development, Reorganisation and Corporate Structure” in this document |
| “Speedtown”                     | Speedtown Limited, a company incorporated in the BVI on 29 July 2015, and a [REDACTED] Investor, more information of which is set out in the section headed “History, Development, Reorganisation and Corporate Structure” in this document                 |
| “Sponsor” or “Alliance Capital” | Alliance Capital Partners Limited, the sole sponsor for the Listing and a licensed corporation to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO                                    |
| “Stock Exchange”                | The Stock Exchange of Hong Kong Limited                                                                                                                                                                                                                     |
| “substantial shareholder(s)”    | has the meaning ascribed thereto under the GEM Listing Rules                                                                                                                                                                                                |
| “subsidiary(ies)”               | has the meaning ascribed thereto in section 15 of the Companies Ordinance                                                                                                                                                                                   |
| “Supplier A”                    | the Hong Kong sales office of a manufacturer headquartered in the U.K. and providing flooring and car park coating solutions across Europe, the Americas, Asia and Africa, the ultimate holding company of which is listed on the New York Stock Exchange   |
| “Supplier B”                    | a UK-based manufacturer of flooring adhesives and floor preparation products for the flooring industry                                                                                                                                                      |
| “Takeovers Code”                | the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs, as amended, modified and supplemented from time to time                                                                                                                                   |

## **DEFINITIONS**

---

|                              |                                                                                                                                                                                                                                                                |
|------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Track Record Period”        | collectively, the two financial years of FY2015 and FY2016                                                                                                                                                                                                     |
| “U.K.” or “UK”               | the United Kingdom                                                                                                                                                                                                                                             |
| “Underwriters”               | the [REDACTED] Underwriters and the [REDACTED] Underwriters                                                                                                                                                                                                    |
| “Underwriting Agreements”    | the [REDACTED] Underwriting Agreement and the [REDACTED] Underwriting Agreement                                                                                                                                                                                |
| “United Solutions”           | United Solutions International Limited, a company incorporated in the BVI on 11 May 2015 and a [REDACTED] Investor, more information of which is set out in the section headed “History, Development, Reorganisation and Corporate Structure” in this document |
| “Victor Ease”                | Victor Ease Limited, a company incorporated in the BVI on 11 May 2015 and a wholly-owned subsidiary of our Company upon completion of the Reorganisation                                                                                                       |
| “[REDACTED]”                 | [REDACTED]                                                                                                                                                                                                                                                     |
| “[REDACTED]”                 | [REDACTED]                                                                                                                                                                                                                                                     |
| “HK\$” and “cents”           | Hong Kong dollars and cents respectively, the lawful currency of Hong Kong                                                                                                                                                                                     |
| “sq.ft.”                     | square feet                                                                                                                                                                                                                                                    |
| “sq.m.” or “m <sup>2</sup> ” | square meter(s)                                                                                                                                                                                                                                                |
| “%”                          | per cent                                                                                                                                                                                                                                                       |