
DEFINITIONS AND GLOSSARY

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

“Alpha Eastern Holdings”	Alpha Eastern Holdings Limited (卓東控股有限公司), a company incorporated in the BVI on 22 January 2016 with limited liability and a direct wholly-owned subsidiary of our Company
“Applewood Developments”	Applewood Developments Limited, a company incorporated in the BVI on 14 December 2015 with limited liability and is wholly-owned by Mr. Kwok who is one of our Substantial Shareholders
“Articles” or “Articles of Association”	the articles of association of our Company adopted on [●] 2016 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 to it under the GEM Listing Rules
“Board”	the board of Directors
“Bookrunner” or “Lead Manager”	[REDACTED], being the bookrunner and the lead manager to the [REDACTED]
“Buildings Department”	the Buildings Department of Hong Kong
“Business Day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business to the public
“Business Transfer Agreement”	a business transfer agreement dated 26 January 2015 (supplemented on 10 March 2016) entered into between Kingland Concrete as transferor and Kingland (Sino) as transferee pursuant to which Kingland Concrete agreed to transfer its business, assets (save and except for the interest in 42% of the issued share capital of Shanghai Longxin), employees and liabilities to Kingland (Sino), the completion of which took place on 28 February 2015
“BVI”	the British Virgin Islands
“CAGR”	compounded annual growth rate

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“[REDACTED]”	the issue of [REDACTED] Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of our Company referred to in the section headed “A. Further information about our Company – Written resolutions of our Shareholders passed on [●] 2016” in Appendix IV to this document
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant(s)”	a person permitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant(s)”	a person permitted 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”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Chairman”	the chairman of our Board, namely Mr. Cheung
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, modified and supplemented from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, modified and supplemented 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” and “our Company”	Sing On Holdings Limited (成安控股有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability on 5 January 2015
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules

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“Construction Industry Council”	a statutory body corporate under the Construction Industry Council Ordinance (Chapter 587 of the Laws of Hong Kong)
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules and in the context of our Company and for the purpose of this document, means Mr. Chan, Mr. Cheung, Sino Continent and Supreme Voyage
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“CT Partners”	CT Partners Consultants Limited, an independent internal control adviser
“Deed of Indemnity”	the deed of indemnity dated [●] 2016 entered into by our Controlling Shareholders in favour of our Group as further detailed in the section headed “E. Other information – Tax and other indemnities” in Appendix IV to this document
“Deed of Non-competition”	the deed of non-competition undertaking dated [●] 2016 entered into by our Controlling Shareholders in favour of our Group as further detailed in the section headed “Relationship with our Controlling Shareholders” in this document
“Deed of Settlement”	the deed of settlement dated 21 November 2014 (supplemented on 26 March 2016) entered into by, among other, Mr. Cheung, Mr. Chan, Kingland Concrete and Kingland Holdings as further detailed in the section headed “Directors and Senior Management” in this document
“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, modified and supplemented from time to time
“Group”, “we”, “us” or “our Group”	our Company and its subsidiaries at the relevant time or, where the context otherwise requires, in respect of the period before our Company became the holding company of its present subsidiaries pursuant to the Reorganisation

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“Guangzhou PRC Legal Adviser”	Beijing Dacheng Law Offices, LLP (Guangzhou)
“HKAS”	the Hong Kong Accounting Standards issued by the HKICPA
“HKFRSs”	the Hong Kong Financial Reporting Standards issued by the HKICPA
“HKICPA”	the Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	[REDACTED]
“Hong Kong Government”	the government of Hong Kong
“Hong Kong Legal Counsel”	Mr. Chan Chung, barrister-at-law of Hong Kong
“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, its subsidiaries or any of their respective associates and not otherwise a connected person of our Company
“Ipsos”	Ipsos Limited, an independent market research agent
“Ipsos Report”	a market research report titled “Market Landscape and Competitive Analysis for Concrete Demolition Industry in Hong Kong and Macau” dated [●] commissioned by us and prepared by Ipsos, contents of which are summarised in the section headed “Industry Overview” of this document

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“Kingland (Sino)”	Kingland (Sino) Company Limited (景聯(大中華)有限公司), a company incorporated in Hong Kong with limited liability on 16 January 2015, which was the transferee under the Business Transfer Agreement and an indirect wholly-owned subsidiary of our Company
“Kingland Concrete”	Kingland Concrete Drilling Company Limited (景聯混凝土鑽鑿有限公司), a company incorporated in Hong Kong with limited liability on 9 July 1985, which was the transferor under the Business Transfer Agreement and was owned as to 1.25% by Mr. Cheung, as to 1.25% by Mr. Chan and as to 97.5% by Kingland Holdings as at the Latest Practicable Date
“Kingland Guangzhou”	廣州好景聯切割科技有限公司 (translated as Guangzhou Good Kingland Concrete Demolition Company Limited), a company established in the PRC with limited liability on 22 March 2000 and was owned as to 45% by Mr. Cheung, as to 45% by Mr. Chan and as to 10% by Mr. Mak as at the Latest Practicable Date
“Kingland Holdings”	Kingland Holdings (Hong Kong) Limited (景聯控股(香港)有限公司), a company incorporated in Hong Kong with limited liability on 13 November 1998 and was owned as to 37% by Mr. Cheung, as to 37% by Mr. Chan and as to 26% by Kingland Concrete as at the Latest Practicable Date
“Kingland Macau”	景聯混凝土鑽鑿有限公司 (translated as Kingland Concrete Drilling Company Limited), a company incorporated in Macau with limited liability on 1 March 2006 and an indirect wholly-owned subsidiary of the Company
“Latest Practicable Date”	[4 October] 2016, being the latest practicable date prior to the printing of this document for the purposes of ascertaining certain information in this document prior to its publication
“[REDACTED]”	the [REDACTED] of our Shares on GEM
“[REDACTED] Date”	the date, expected to be on or about [REDACTED], on which [REDACTED] in our Shares first commence on GEM
“Listing Division”	the Listing Division of the Stock Exchange (with responsibility for GEM)

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"Macau"	the Macau Special Administrative Region of the PRC
"Macau Government"	the government of Macau
"Macau Legal Counsel"	Mr. Chio Tak Wo, Advogado
"Memorandum of Association" or "Memorandum"	the memorandum of association of our Company adopted on [●] 2016 and as amended from time to time
"MOP"	Macau Pataca, the lawful currency of Macau
"Mr. Chan"	Mr. CHAN Yuk Sing (陳玉成), an executive Director and one of our Controlling Shareholders
"Mr. Cheung"	Mr. CHEUNG Shek On (張錫安), an executive Director, our Chairman, the chief executive officer, and one of our Controlling Shareholders
"Mr. Kwok"	Mr. KWOK Shun Tim (郭純恬), one of our Substantial Shareholders
"Mr. Mak"	Mr. MAK Banna (麥賓雅), a former registered owner holding 50% of the issued share capital of Kingland Macau before the implementation of the Reorganisation and the chief technical officer of our Group
"Ms. Mak"	Ms. MAK Nui (麥女), the mother-in-law of Mr. Mak and a former registered owner holding 50% of the issued share capital of Kingland Macau before the implementation of the Reorganisation
"[REDACTED]"	the conditional [REDACTED] of the [REDACTED] by the Underwriter on behalf of our Company for cash at the [REDACTED] with professional, institutional and/or other investors as described in the section headed "Structure and Conditions of the [REDACTED]" in this document
"[REDACTED]"	the final price per [REDACTED] which will not be more than HK\$[REDACTED] per Share and is expected to be not less than HK\$[REDACTED] per Share (exclusive of brokerage, the Stock Exchange trading fee and SFC transaction levy), such price to be fixed on the Price Determination Date
"[REDACTED](s)"	the [REDACTED] new Shares being [REDACTED] by our Company for [REDACTED] at the [REDACTED] pursuant to the [REDACTED]

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"Platinum Faith"	Platinum Faith Limited (鉑輝有限公司), a company incorporated in the BVI on 16 October 2014 with limited liability and a direct wholly-owned subsidiary of our Company
"PRC"	the People's Republic of China excluding, for the purpose of this document, Hong Kong, Macau and Taiwan
"Predecessor Companies Ordinance"	the predecessor Companies Ordinance (Chapter 32 of the laws of Hong Kong) as in force from time to time before 3 March 2014
"Pre-[REDACTED] Investment"	the pre-[REDACTED] investment by Applewood Developments, as further detailed in the section headed "History and Development – Pre-[REDACTED] investment" in this document
"Price Determination Agreement"	the agreement expected to be entered into between the Company and the Lead Manager (for itself and on behalf of the Underwriter) on the Price Determination Date to record the agreement on the [REDACTED]
"Price Determination Date"	the date expected to be on or around [REDACTED], on which the [REDACTED] will be determined for the purpose of the [REDACTED]
"Registered Electrical Contractor"	a contractor whose name is entered into the register of electrical contractors, being kept by the Electrical and Mechanical Services Department of Hong Kong
"Registered Minor Works Contractor"	a contractor whose name is entered into the register of minor works contractors, being kept by the Buildings Department
"Registered Specialist Contractor"	a contractor whose name is entered into the register of specialist contractors, being kept by the Buildings Department
"Reorganisation"	the corporate reorganisation arrangements implemented by our Group in preparation for the [REDACTED] which is more particularly described in the section headed "History and Development" in this document
"RMB" or "Renminbi"	Renminbi, the lawful currency of the PRC
"SFC" or "Securities and Futures Commission"	the Securities and Futures Commission of Hong Kong

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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
“Shanghai Longxin”	上海龍鑫建築裝飾工程有限公司 (translated as Shanghai Longxin Construction Decoration Engineering Company Limited), a company established in the PRC with limited liability on 26 May 1994 and was owned as to 42% by Kingland Concrete and as to 58% by a PRC entity as at the Latest Practicable Date
“Shanghai Longxin GZ Branch”	上海龍鑫建築裝飾工程有限公司廣州分公司 (translated as Shanghai Longxin Construction Decoration Engineering Company Limited Guangzhou Branch), a branch company of Shanghai Longxin established in Guangzhou on 30 November 1999
“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the share capital of our Company, which are to be [REDACTED] in HK dollars and [REDACTED] on GEM
“Shareholder(s)”	holder(s) of our Share(s)
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on [●] 2016, the principal terms of which are summarised in the section headed “D. Share Option Scheme” in Appendix IV to this document
“Shanghai PRC Legal Adviser”	Beijing Dacheng Law Offices, LLP (Shanghai)
“Shigaoba”	廣州史高巴潛水服務有限公司 (translated as Guangzhou Shigaoba Diving Serves Company Limited), a company established in the PRC with limited liability on 12 October 2010 and was owned as to 20% by Mr. Chan and as to 80% by an individual as at the Latest Practicable Date
“Sino Continent”	Sino Continent Holdings Limited, a company incorporated in the BVI on 1 July 2014 with limited liability which is wholly-owned by Mr. Cheung and is one of our Controlling Shareholders
“Sponsor”	Ample Capital Limited, a licensed corporation to engage in type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO, being the sponsor to the [REDACTED]

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the GEM Listing Rules
“Substantial Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Supreme Voyage”	Supreme Voyage Limited, a company incorporated in the BVI on 10 November 2014 with limited liability which is wholly-owned by Mr. Chan and is one of our Controlling Shareholders
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, modified and supplemented from time to time
“Track Record Period”	the two years ended 31 December 2015 and the six months ended 30 June 2016
“Transfer of Business”	the transactions contemplated under the Business Transfer Agreement
“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 entered into on [●] 2016 among our Company, the executive Directors, our Controlling Shareholders, the Sponsor, the Lead Manager and the Underwriter relating to the [REDACTED], particulars of which are summarised in the section headed “Underwriting” in this document
“United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States
“sq.ft.”	square foot (feet)
“%”	per cent