

DEFINITIONS

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

“Accountants’ Report”	the accountants’ report of our Group prepared by the Reporting Accountants set out in Appendix I to this document
“affiliate(s)”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Amber Capital”	Amber Capital Holdings Limited, a company incorporated in the BVI with limited liability on 7 March 2017, one of our Controlling Shareholders and owned as to 96.77% by Mr. Goh and 3.23% by Ms. Tan
“[REDACTED]”	the [REDACTED] and [REDACTED] or, where the context requires, any of them, relating to the [REDACTED]
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted on [●] 2017, which will become effective on the [REDACTED], and as amended, supplemented and otherwise modified 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
“BCA”	the Building and Construction Authority of Singapore, a statutory board under the Ministry of National Development of Singapore
“bizSAFE”	bizSAFE is a five-step programme which assists companies to build up their workplace safety and health capabilities in order to achieve quantum improvements in safety and health standards at the workplace, and organised under the Workplace Safety and Health Council of Singapore
“BLS”	the Builders Licensing Scheme of BCA, which aims to promote professionalism among builders by requiring them to meet minimum standards of management, safety record and financial solvency
“Board”	the board of Directors
“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

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“[REDACTED]”	the issue of [REDACTED] to be made upon capitalisation of certain sum standing to the credit of the share premium account of our Company as referred to in the section headed “Statutory and General Information — A. Further Information about Our Company — 4. Resolutions in writing of our sole Shareholder passed on [●] 2017” in Appendix IV to this document
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant(s)”	person(s) admitted to participate in CCASS as direct clearing participant(s) or general clearing participant(s)
“CCASS Custodian Participant(s)”	person(s) admitted to participate in CCASS as custodian participant(s)
“CCASS Investor Participant(s)”	person(s) admitted to participate in CCASS as investor participant(s) who may be individual(s) or joint individuals or corporation(s)
“CCASS Operational Procedures”	the operational procedures of the HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to the operations and functions of CCASS, as from time to time in force
“CCASS Participant(s)”	CCASS Clearing Participant(s), CCASS Custodian Participant(s) or CCASS Investor Participant(s)
“CEO”	the chief executive officer of our Company
“Chairman”	the chairman of our Board
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“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 (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” or “our Company”	Indigo Star Holdings Limited (靛藍星控股有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability on 8 March 2017

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“Compliance Adviser”	Guotai Junan Capital Limited, a licensed corporation to carry on type 6 (advising on corporate finance) regulated activity under SFO
“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 this document, refers to Amber Capital, Mr. Goh and Ms. Tan or, where the context so requires, any one of them. The shareholding of each of our Controlling Shareholders in our Company immediately following completion of the Reorganisation, the [REDACTED] and the [REDACTED] (assuming the [REDACTED] is not exercised and without taking into account any Share which may be allotted and issued upon the exercise of any option which may be granted under the Share Option Scheme) are set out in the section headed “History, Reorganisation and Group Structure” in this document
“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
“CPF”	Central Provident Fund of Singapore, a comprehensive social security system for Singapore citizens and permanent residents
“CRS”	Contractors Registration System of BCA, which serves the construction and construction-related procurement needs of the public sector including government ministries and statutory boards. Companies wishing to participate in construction tenders or as subcontractors for the public sector are required to register under this system
“Deed of Indemnity”	the deed of indemnity dated [●] 2017 executed by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for each of our subsidiaries from time to time) regarding certain indemnities as more particularly set out in the section headed “Statutory and General Information — E. Other Information — 1. Estate duty/other indemnity” in Appendix IV to this document
“Deed of Non-competition”	the deed of non-competition undertakings dated [●] 2017 entered into by each of our Controlling Shareholders in favour of our Company (for itself and as trustee for our subsidiaries), as more particularly set out in the section headed “Relationship with Controlling Shareholders” of this document
“Director(s)”	the director(s) of our Company

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“Euromonitor”	Euromonitor International Limited, an independent market research company
“Euromonitor Report”	an independent market research report prepared by Euromonitor and commissioned by our Company, the content of which is quoted in this document
“FWL”	Foreign Worker Levy, which is a pricing mechanism to regulate the number of foreign workers (including foreign domestic workers) in Singapore
“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
“Group”, “our Group”, “we”, “our” or “us”	our Company and our subsidiaries or, where the context so requires in respect of the period before our Company became the holding company of our existing subsidiaries, our existing subsidiaries
“[REDACTED]”	[REDACTED]
“HDB”	the Housing & Development Board of Singapore, which is Singapore’s public housing authority and a statutory board under the Ministry of National Development of Singapore
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“HKAS”	Hong Kong Accounting Standards
“HKFRS”	Hong Kong Financial Reporting Standards (which include HKAS) issued by 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” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	[REDACTED], the branch share registrar and transfer office of our Company in Hong Kong

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“Hong Kong Government”	the Government of Hong Kong
“IAS”	International Accounting Standards
“IBCPL”	Interno Building Construction Pte. Ltd., a company incorporated in Singapore with limited liability on 17 September 2014 and beneficially and wholly owned by Mr. Goh immediately prior to its application for striking off in January 2017
“ICPL”	Interno Construction Pte. Ltd., a company incorporated in Singapore with limited liability on 3 September 2013 and a wholly-owned subsidiary of our Company
“IEPL”	Interno Engineering (1996) Pte. Ltd., a company incorporated in Singapore with limited liability on 17 December 1996 and a wholly-owned subsidiary of our Company
“IFRS”	International Financial Reporting Standards
“Independent Third Party(ies)”	individual(s) or company(ies) who is/are not connected person(s) of our Company
“Indigo Link”	Indigo Link Holdings Limited, a company incorporated in the BVI with limited liability on 10 March 2017 and a wholly-owned subsidiary of our Company
“ISO 14001:2004”	an environmental management system standard that maps out a framework that a company or organisation can follow to set up an effective environmental management system, to provide assurance to company management and employees as well as external stakeholders that environmental impact is being measured and improved
“ISO 9001:2008”	a quality management system standard that is based on a number of quality management principles including a strong customer focus, the motivation and implication of top management, the process approach and continual improvement
“Joint Operator”	a construction company incorporated in Singapore with which our Group entered into a joint operation responsible for the share of formwork erection part of Project Tanjong Pagar Mixed Development
“Latest Practicable Date”	20 April 2017, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
“[REDACTED]”	the [REDACTED] of our Shares on GEM

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“[REDACTED]”	the date, expected to be on or about [REDACTED] on which dealings in our Shares first commence on GEM
“[REDACTED]”	the [REDACTED] of the Stock Exchange
“LTA”	the Land Transport Authority of Singapore, which is responsible for planning, operating and maintaining Singapore’s land transport infrastructure and systems, a statutory board under the Ministry of Transport of Singapore
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company adopted on [●] 2017, as amended, supplemented or otherwise modified from time to time, a summary of which is set out in Appendix III to this document
“MOM”	Ministry of Manpower of Singapore
“Mr. Goh”	Mr. Goh Cheng Seng (吳進順), our founder, Chairman, CEO, one of our executive Directors and Controlling Shareholders, the managing director of IEPL and the spouse of Ms. Tan
“MRT”	Mass Rapid Transit, the railway system of Singapore
“Ms. Tan”	Ms. Tan Soh Kuan (陳素寬), one of our executive Directors and Controlling Shareholders, and the spouse of Mr. Goh
“Ms. Wu”	Ms. Wu Wei Ling (鄔慧玲), one of the shareholders and directors of ICPL immediately before the Reorganisation
“MYE”	Man-Year Entitlements work permit allocation system, setting out the requirements for hiring workers in construction and process sector workers from non-traditional source countries and China
“[REDACTED]”	the final [REDACTED] per [REDACTED] (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee payable thereon) which will be not more than [REDACTED] per [REDACTED] and is expected to be not less than [REDACTED] per [REDACTED] at which the [REDACTED] are to be offered for subscription pursuant to the [REDACTED], to be determined as further described in the section headed “Structure and Conditions of the [REDACTED]” in this document
“[REDACTED]”	the [REDACTED] and the [REDACTED]

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“[REDACTED]”	the option to be granted by our Company to the [REDACTED] under the [REDACTED] to require our Company to issue up to an additional [REDACTED] at the [REDACTED], representing [REDACTED] of the number of the [REDACTED] under the [REDACTED], details of which are set out in the section headed “Structure and Conditions of the [REDACTED]” of this document
“OHSAS 18001”	an international standard setting out requirements for an occupational health and safety management system developed for managing the occupational health and safety risks associated with a business
“PGSC”	Prowess General Service Contractor, a sole proprietorship registered in Singapore on 22 October 1991 and beneficially and wholly owned by Mr. Goh immediately prior to its dissolution in January 2017
“[REDACTED]”	the conditional [REDACTED] of the [REDACTED] by the [REDACTED] for and on behalf of our Company at the [REDACTED], as further described under the section headed “Structure and Conditions of the [REDACTED]” of this document
“[REDACTED]”	the [REDACTED] (subject to reallocation and [REDACTED]) offered for subscription by our Company at the [REDACTED] under the [REDACTED]; and a “[REDACTED]” means one of these Shares
“[REDACTED]”	the [REDACTED] of the [REDACTED] who are expected to enter into the [REDACTED] to [REDACTED] the [REDACTED]
“[REDACTED]”	the conditional [REDACTED] relating to the [REDACTED] to be entered into between, amongst others, our Company, our Controlling Shareholders, our executive Directors, the Sole Sponsor, the [REDACTED] and the [REDACTED], particulars of which are summarised in the section headed “[REDACTED] — [REDACTED] Arrangements and Expenses” in this document
“PRC” or “China”	the People’s Republic of China which, for the purpose of this document and for geographical reference only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

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“[REDACTED]”	the agreement to be entered into between our Company and the [REDACTED] (for itself and on behalf of the other [REDACTED]) and our Company on or around the [REDACTED] to determine and record the [REDACTED]
“[REDACTED]”	the date, expected to be on or around [REDACTED], or such other date as may be agreed between our Company and the [REDACTED] (for itself and on behalf of the other [REDACTED]), on which the [REDACTED] is determined by entering into the [REDACTED]
“Project Amkor”	a construction project undertaken by our Group and located at Science Park Drive, Singapore
“Project Jalan Buroh”	a construction project undertaken by our Group and located at Jalan Buroh, Singapore
“Project Jalan Pemimpin”	a construction project undertaken by our Group and located at Jalan Pemimpin, Singapore
“Project Jurong Island”	a construction project undertaken by our Group and located at Merliman Road, Singapore
“Project Micron”	a construction project undertaken by our Group and located at Admiralty, Singapore
“Project New State Courts”	a construction project undertaken by our Group and located at Havelock Square, Singapore
“Project Orchard Station”	a construction project undertaken by our Group and located at Orchard MRT Station and tunnels for Thomson-East Coast Line, Singapore
“Project Outram Community Hospital”	a construction project undertaken by our Group and located at Jalan Bukit Merah, Singapore
“Project Paya Lebar Central”	a construction project undertaken by our Group and located at Paya Lebar Road, Singapore
“Project Sengkang General Hospital 1”	a construction project for the ground floor and above level undertaken by our Group and located at Sengkang East Road, Singapore
“Project Sengkang General Hospital 2”	a construction project for the basement level undertaken by our Group and located at Sengkang East Road, Singapore
“Project SICC”	a construction project undertaken by our Group and located at Sime Road, Singapore

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“Project Tanjong Pagar Hotel”	a construction project undertaken by our Group and located at Peck Seah Street/Choon Guan Street, Singapore
“Project Tanjong Pagar Mixed Development”	a construction project undertaken by our Group and located at Peck Seah Street/Choon Guan Street, Singapore
“Project Tanjong Penjuru”	a construction project undertaken by our Group and located at Tanjong Penjuru, Singapore
“[REDACTED]”	the issue and [REDACTED] of the [REDACTED] for subscription by the public in Hong Kong for cash at the [REDACTED] on and subject to the terms and conditions stated in this document and in the [REDACTED] as further described in the section headed “Structure and Conditions of the [REDACTED]” of this document
“[REDACTED]”	the [REDACTED] new Shares (subject to reallocation) initially being [REDACTED] by our Company for subscription in the [REDACTED], as described in the section headed “Structure and Conditions of the [REDACTED]” of this document
“[REDACTED]”	the [REDACTED] of the [REDACTED] whose names are set out in the section headed “[REDACTED] — The [REDACTED]” of this document
“[REDACTED]”	the [REDACTED] dated [●] 2017 relating to the [REDACTED] entered into between, amongst others, our Company, our Controlling Shareholders, our executive Directors, the Sole Sponsor, the [REDACTED], the [REDACTED] and the [REDACTED], details of which are set forth in the section headed “[REDACTED] — [REDACTED] and Expenses — The [REDACTED] — [REDACTED]” of this document
“Reorganisation”	the corporate reorganisation of our Group in preparation for the [REDACTED], details of which are set out in the section headed “History, Reorganisation and Group Structure — Reorganisation” of this document
“S\$”	Singapore dollars, the lawful currency of Singapore
“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 nominal value of HK\$0.01 each in the share capital of our Company

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“Shareholder(s)”	holder(s) of our Share(s)
“[REDACTED]”	the [REDACTED] and the [REDACTED]
“Share Option Scheme”	the share option scheme conditionally approved and adopted by our Company on [●] 2017, a summary of the principal terms of which is set out under the section headed “Statutory and General Information — D. Share Option Scheme” in Appendix IV to this document
“Singapore”	The Republic of Singapore
“Singapore Legal Advisers”	Rajah & Tann Singapore LLP, the legal advisers to our Company as to Singapore laws
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Sole Sponsor”	Guotai Junan Capital Limited, being the sole sponsor to the [REDACTED] and a corporation licensed under the SFO to carry on type 6 (advising on corporate finance) regulated activity as defined in the SFO
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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“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 and, for the purpose of this document, refers to our Shareholders disclosed in the section headed “Substantial Shareholders” of this document or, where the context so requires, any one of them
“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 financial years ended 31 December 2015 and 31 December 2016
“[REDACTED]”	the [REDACTED] and the [REDACTED]
“[REDACTED]”	the [REDACTED] and the [REDACTED]
“US\$”	United States dollars, the lawful currency of the United States of America
“[REDACTED]”	the [REDACTED] to be completed by applicants who want the [REDACTED] to be allotted and issued in their names in accordance with the instructions in the section headed “How to Apply for the [REDACTED]” of this document
“Work Injury Compensation Act” or “WICA”	the Work Injury Compensation Act (Chapter 354 of the laws of Singapore), as amended, supplemented or otherwise modified from time to time
“WSHA”	the Workplace Safety and Health Act, Chapter 354A of Singapore
“[REDACTED]”	the [REDACTED] to be completed by applicants who want the [REDACTED] to be allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS in accordance with the instructions in the section headed “How to Apply for the [REDACTED]” of this document
“%”	per cent

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Unless otherwise specified, all references to any shareholding in our Company in this document assume no Shares are allotted and issued upon the exercise of the [REDACTED] and any options which may be granted under the Share Option Scheme.

Unless otherwise stated, the conversion of S\$ into HK\$ in this document is based on the exchange rate of S\$1.00 to HK\$5.54. Such conversions shall not be construed as representations that amounts in HK\$ will be or may have been converted into S\$ at such rates or any other exchange rates, or vice versa.

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown in total in certain tables may not be the arithmetic aggregation of the figures preceding them.

If there is any inconsistency between this document and the Chinese translation of this document, this document shall prevail.