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## DEFINITIONS AND GLOSSARY

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

“A-City Workshop”	A-City Workshop Limited (晉城建業有限公司), a company incorporated in Hong Kong on 31 August 2012 with limited liability and upon completion of the Reorganisation indirectly wholly owned by our Company
[REDACTED]	
“Architectural Services Department”	Architectural Services Department of the Government
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company adopted on [●], a summary of which is set out in Appendix IV to this document, and as amended from time to time
“associate(s)”	has the meaning ascribed thereto it under the GEM Listing Rules
“Authorised Signatory(ies)”	the appointed person(s) to act for a registered contractor for the purpose of the Buildings Ordinance
“Board” or “Board of Directors”	the board of Directors of our Company
“Building Authority”	the Building Authority of the Government
“Buildings Department”	the Buildings Department of the Government
“Buildings Ordinance”	the Buildings Ordinance (Chapter 123 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Business Day” or “business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compounded annual growth rate

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## DEFINITIONS AND GLOSSARY

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[REDACTED]

“CEDD”	Civil Engineering and Development Department of the Government
“Construction Industry Council”	the Construction Industry Council, a body corporate established under the Construction Industry Council Ordinance (Chapter 587 of the Laws of Hong Kong)
“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, 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, modified and supplemented from time to time

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## DEFINITIONS AND GLOSSARY

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“Company” and “our Company”	Maxicity Holdings Limited (豐城控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 30 January 2019 and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 13 March 2019
“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 unless the context otherwise requires, means Good Hill, Mr. Ho and Mr. Sieh
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Corporate Governance Code” or “CG Code”	the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules
“Deed of Indemnity”	the deed of indemnity dated [●] entered into by our Controlling Shareholders in favour of our Company (for itself and as trustee for each of its present subsidiaries) as further detailed in the paragraph headed “E. Other information – 1. Tax and other indemnity” in Appendix IV to this document
“Development Bureau”	the Development Bureau of the Government
“Director(s)”	the director(s) of our Company
“F&S” or “Frost & Sullivan”	Frost & Sullivan Limited, an independent market research agent
“F&S Report” or “Frost & Sullivan Report”	a market research report commissioned by us and prepared by F&S on the overview of the industry in which our Group operates
“FY2017”	the financial year ended 31 December 2017
“FY2018”	the financial year ended 31 December 2018
“FY2019”	the financial year ending 31 December 2019
“FY2020”	the financial year ending 31 December 2020
“FY2021”	the financial year ending 31 December 2021
“GEM”	the GEM of the Stock Exchange

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## DEFINITIONS AND GLOSSARY

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“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, modified and supplemented from time to time
“General Rules of [REDACTED]”	the terms and conditions regulating the use of [REDACTED], as may be amended or modified from time to time and where the context so permits, shall include the [REDACTED]
“Good Hill”	Good Hill Investment Limited (峻峰投資有限公司), (a) a company incorporated in BVI on 16 January 2019 with limited liability; and (b) one of our Controlling Shareholders, which is directly owned as to 50% by each of Mr. Ho and Mr. Sieh respectively
“Government”	the Government of the Hong Kong
“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
“Highways Department”	Highways Department of the Government
“HKD” or “HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKFRSs”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“HKICPA”	the Hong Kong Institute of Certified Public Accountants
[REDACTED]	
“Hong Kong”, “HKSAR” or “HK”	the Hong Kong Special Administrative Region of the PRC
[REDACTED]	

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## DEFINITIONS AND GLOSSARY

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“Housing Authority”	the Hong Kong Housing Authority, a statutory body in Hong Kong established under the Housing Ordinance (Chapter 283 of the Laws of Hong Kong) which is responsible for developing and implementing Hong Kong’s public housing programme
“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
“ISO”	an acronym for a series of quality management and quality assurance standards published by International Organisation for Standardization, a non-government organisation based in Geneva, Switzerland, for assessing the quality systems of business organisations
“ISO 14001:2015”	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 9001:2015”	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
“Kanic International”	Kanic International Limited (勤達國際有限公司), a company incorporated in BVI on 5 March 2019 with limited liability and upon completion of the Reorganisation directly wholly owned by our Company
“Labour Department”	the Labour Department of the Government
“Lands Department”	the Lands Department of the Government
“Landslip Prevention and Mitigation Programme” or “LPMitP”	the rolling Landslip Prevention and Mitigation Programme launched by the Geotechnical Engineering Office of the CEDD in 2010
“Latest Practicable Date”	8 October 2019, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information in this document prior to its publication

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## DEFINITIONS AND GLOSSARY

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“Legal Counsel”	Mr. Chan Chung, barrister-at-law of Hong Kong
“List of Approved Specialist Contractors for Public Works”	the “List of Approved Suppliers of Materials and Specialist Contractors for Public Works” maintained by the Development Bureau
[REDACTED]	
“man-made slopes”	slopes with certain man-made features, including cut-back slopes, slopes formed by filled materials, slopes with the support of retaining walls, and slopes containing disturbed terrain features
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company adopted and took effect on [●] 2019, a summary of which is set out in Appendix III of this document, as amended from time to time
“Mr. Ho”	Mr. Ho Ka Ki (何家淇), our executive Director, our chief executive officer and one of our Controlling Shareholders
“Mr. Sieh”	Mr. Sieh Shing Kee (謝城基), our executive Director, chairman of our Board and one of our Controlling Shareholders
“natural hillsides”	sloping terrains that are not significantly modified by human activities
“Non-Authorised Institution”	an institution non-authorized under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) to carry on the business of taking deposits

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## DEFINITIONS AND GLOSSARY

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"NRMM Regulation"

The Air Pollution Control (Non-road Mobile Machinery) (Emission) Regulation (Chapter 311Z of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

[REDACTED]

"OHSAS 18001:2007"

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

[REDACTED]

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## DEFINITIONS AND GLOSSARY

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[REDACTED]

"PRC" or "China" the People's Republic of China, which for the purpose of this document, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC 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

[REDACTED]

"Project #01 – Project #10" the top 10 projects in terms of accumulated revenue contribution to our Group during the Track Record Period, details of which are set out in the paragraph headed "Business – Projects undertaken during the Track Record Period – Top projects undertaken during the Track Record Period" in this document

"Project A1 – Project A8" our projects with Tai Kam Construction Engineering Company Limited during the Track Record Period and up to the Latest Practicable Date, details of which are set out in the paragraph headed "Business – Our customers – Our business relationships with Tai Kam Construction Engineer Company Limited" in this document

"Project F1 – Project F6" our projects with Geotech Engineering Limited during the Track Record Period and up to the Latest Practicable Date, details of which are set out in the paragraph headed "Business – Our customers – Business arrangement with Geotech Engineering Limited" in this document



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## DEFINITIONS AND GLOSSARY

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"Project O01 – Project O18" our projects that have commenced but not completed as well as projects that have been awarded to us but not yet commenced as at the Latest Practicable Date, details of which are set out in the paragraph headed "Business – Projects on hand" in this document

[REDACTED]

"Registered General Building Contractor" a person whose name is on the register of general building contractors maintained under section 8A of the Buildings Ordinance from time to time

"Registered Specialist Contractor" a person whose name is on the register of specialist contractors maintained under section 8A of the Buildings Ordinance from time to time

"Registered Specialist Trade Contractors Scheme" Registered Specialist Trade Contractors Scheme (formerly known as the Subcontractor Registration Scheme) of the Construction Industry Council

"Regulated Machine(s)" any mobile machine(s) or transportable industrial equipment(s) (other than a vehicle of a class specified in Schedule 1 to the Road Traffic Ordinance (Chapter 374 of the Laws of Hong Kong) that is/are powered by an internal combustion engine with a rated engine power output that is greater than 19 kW but not greater than 560 kW

[REDACTED]

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## DEFINITIONS AND GLOSSARY

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“Reorganisation”	the shareholding and corporate reorganisation arrangements implemented by our Group in preparation for the [REDACTED] which is more particularly described in the section headed “History, Development and Reorganisation” in this document
“SFC” or “Securities and Futures Commission”	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 a nominal value of HK\$0.01 each in the share capital of our Company, which are to be traded in HK dollars and [REDACTED] on GEM
“Shareholder(s)”	holder(s) of the Share(s)
[REDACTED]	
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on [●], the principal terms of which are summarised in the paragraph headed “D. Share Option Scheme” in Appendix IV to this document
“slope works”	in respect of our business, generally refer to landslip preventive and remedial works for improving or maintaining the stability of slopes and/or retaining walls
“Sponsor”	Grande Capital Limited, the sponsor to our Company’s application for the [REDACTED] and a licensed corporation under the SFO to engage in type 6 (advising on corporate finance) regulated activities
“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
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time

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## DEFINITIONS AND GLOSSARY

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"Technical Circular" the technical circular issued by the work branch of the Development Bureau on 8 February 2015

"Technical Director(s)" in respect of any registered contractor which is a corporate entity, a director authorised by the board of directors of such contractor to ensure the works are carried out in accordance with the Buildings Ordinance

"Track Record Period" FY2017, FY2018 and the five months ended 31 May 2019

[REDACTED]

"United States" or "U.S." the United States of America, its territories, its possessions and all areas subject to its jurisdiction

"U.S. Securities Act" United States Securities Act of 1933, as amended, modified and supplemented from time to time

"Water Supplies Department" Water Supplies Department of the Government

"WBDB" Works Branch of the Development Bureau

[REDACTED]

"%" per cent