
HISTORY AND DEVELOPMENT

OUR CORPORATE HISTORY

Sing Fat Construction, our principal operating subsidiary, was established in Hong Kong in 1960. Our Controlling Shareholder and non-executive Director, Mr. Liu Su Ke, together with his spouse, Ms. Ho Fung Chun, acquired a controlling interest in Sing Fat Construction in 1972. Through a number of share transfers and allotments, and before our Reorganisation, Mr. Liu Su Ke together with his spouse, Ms. Ho Fung Chun, and his son, Mr. Liu Winson Wing Sun (an executive Director, a Controlling Shareholder and the chairman of the Board), beneficially owned approximately 45.69% interest in Sing Fat Construction.

Mr. Liu Su Ke has been working in the building construction industry since 1961. In 1972, Mr. Liu Su Ke was invited to invest in Sing Fat Construction to develop its building construction business in Hong Kong. Mr. Liu Su Ke, being confident in the prospects of the building construction market in Hong Kong at the time, invested in Sing Fat Construction with his own personal savings accumulated from his previous employments. Please refer to the section headed “Directors, senior management and staff” of this [REDACTED] for details relating to the qualification and experience of Mr. Liu Su Ke in the building construction industry and the building maintenance and renovation contracting services industry.

Details of the members of our Group and their respective corporate history are set out below:-

OUR COMPANY

Our Company was incorporated in the Cayman Islands on 17 September 2014. Upon completion of the Reorganisation, our Company became the holding company of our Group on [●] 2014, details of which are set out in the paragraph headed “Reorganisation” in this section.

OUR MAJOR OPERATING SUBSIDIARY – SING FAT CONSTRUCTION

Share acquisition by Mr. Liu Su Ke

Sing Fat Construction, our only operating subsidiary that made material contribution to our track record results, was incorporated in Hong Kong with limited liability on 8 February 1960. Sing Fat Construction was owned as to approximately 33.33%, 33.33% and 33.33% by each of Mr. Ho Tak Fai, Mr. Fred Wong, and Mr. Lai Cheung. Each of Mr. Ho Tak Fai and Mr. Fred Wong is an independent third party save for being a former shareholder and director of Sing Fat Construction. Mr. Lai Cheung is the father of Mr. Lai Kwan Hin, a Controlling Shareholder.

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There were certain share transfers and allotments undertaken by the former shareholders of Sing Fat Construction. Immediately after such share transfers and allotments and before Mr. Liu Su Ke acquired shares in Sing Fat Construction in 1972, the shareholding structure of Sing Fat Construction was as follows:-

Name of shareholder	No. of shares	Shareholding percentage (approximately)
Fred Wong	1,290	14.33%
Kitling Wong	900	10.00%
Howard Wong	850	9.44%
Edward Wong	850	9.44%
Ho Duen	765	8.50%
Lai Cheung (Note 1)	580	6.44%
Lai Kwan Hin (Note 1)	550	6.11%
Lai Kwan Yim (Note 1)	550	6.11%
Ho Tak Fai	500	5.56%
Lam Ming (Note 2)	400	4.44%
Lai Shuet Fong (Note 1)	350	3.89%
Kun Siew Chun (Note 1)	300	3.33%
Cheung Shiu Fong	280	3.11%
Ho Heung	275	3.06%
Ho Ching	275	3.06%
Ho Shui	275	3.06%
Fung Yu Kwan	10	0.11%
	<u>9,000</u>	<u>100.00%</u>

Notes:

1. Mr. Lai Kwan Hin is a Controlling Shareholder and a director of Sing Fat Construction. Mr. Lai Cheung and Ms. Kun Siew Chun are the parents of Mr. Lai Kwan Hin. Mr. Lai Kwan Yim and Ms. Lai Shuet Fong are the siblings of Mr. Lai Kwan Hin.
2. Mr. Lam Ming passed away in or around 1972 and is a minority shareholder of Sing Fat Construction.
3. Each of Mr. Fred Wong, Ms. Kitling Wong, Mr. Howard Wong, Mr. Edward Wong, Ms. Ho Duen, Mr. Ho Tak Fai, Ms. Cheung Shiu Fong, Mr. Ho Ching, Mr. Ho Shui, Ms. Ho Heung and Mr. Fung Yu Kwan is an independent third party save for being a former shareholder and/or former director of Sing Fat Construction.

Due to the retirement plan of Mr. Fred Wong, the intention of Ms. Cheung Shiu Fong to realise her investment in Sing Fat Construction and Mr. Liu Su Ke's interest to develop building construction business, on 9 November 1972, Ms. Cheung Shiu Fong and Mr. Fred Wong, together with his spouse and son, Ms. Kitling Wong and Mr. Howard Wong transferred a total of 3,315 shares, representing approximately 36.83% of the then issued share capital of Sing Fat Construction, to Mr. Liu Su Ke and his spouse, Ms. Ho Fung Chun at an aggregate consideration of HK\$331,500. On the same date, due to the interest of Mr.

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Liu Su Ke's brother, Mr. Liu Tat Hung, to invest in building construction business, Mr. Fred Wong's son, Mr. Edward Wong, and Ms. Cheung Shiu Fong also transferred a total of 855 shares, representing 9.5% of the then issued share capital of Sing Fat Construction, to Mr. Liu Tat Hung, the brother of Mr. Liu Su Ke, at an aggregate consideration of HK\$85,500. As confirmed by our Directors, the aforesaid considerations were determined with reference to the then par value of the shares and were settled on or around 9 November 1972.

Following the aforesaid share transfers, the shareholding structure of Sing Fat Construction was as follows:-

Name of shareholder	No. of shares	Shareholding percentage (approximately)
Liu Su Ke	2,190	24.33%
Ho Fung Chun	1,125	12.50%
Liu Tat Hung	855	9.50%
Ho Duen	765	8.50%
Lai Cheung	580	6.44%
Lai Kwan Hin	550	6.11%
Lai Kwan Yim	550	6.11%
Ho Tak Fai	500	5.56%
Lam Ming	400	4.44%
Lai Shuet Fong	350	3.89%
Kun Siew Chun	300	3.33%
Ho Ching	275	3.06%
Ho Shui	275	3.06%
Ho Heung	275	3.06%
Fung Yu Kwan	10	0.11%
	<u>9,000</u>	<u>100.00%</u>

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Major corporate history after the share acquisition by Mr. Liu Su Ke in 1972 and up to the commencement of the Track Record Period

After the abovementioned share acquisitions by Mr. Liu Su Ke in 1972 and up to the commencement of the Track Record Period, a number of share transfers and allotments of Sing Fat Construction had taken place. Mr. Liu Su Ke, together with his spouse, Ms. Ho Fung Chun, and his son, Mr. Liu Winson Wing Sun, who is also an executive Director, a Controlling Shareholder and the chairman of the Board, remained holding a controlling interest in Sing Fat Construction throughout the said period with a beneficial interest ranging from 36.83% to 68.72%. Details are set out in the table below:

Date of share transfer/share allotment	Transferor(s)	Transferee(s)/Relevant subscriber(s)	Relevant shareholding (approx./)Increase in issued share capital	Consideration/ Total issue price	Reason of share transfer/ share allotment
1. 3 March 1976 2. 19 March 1979 3. 1 October 1981 4. 16 February 1982	N/A	1. Liu Su Ke 2. Lai Cheung 3. Ho Fung Chun 4. Ho Duen 5. Lai Kwan Hin 6. Lai Kwan Yim 7. Liu Tat Hung 8. Ho Tak Fai 9. Lai Shuet Fong 10. Kun Siew Chun 11. Ho Ching 12. Ho Shui 13. Ho Heung 14. Kwan Fun Kun (Note 1) 15. Cheung Shiu Fong 16. Fung Yu Kwan	6,600 shares with a par value of HK\$100 each (Note 2)	HK\$660,000, which was determined with reference to the then par value of the shares of Sing Fat Construction and was settled on or around the relevant date of share allotment	Raising working capital
24 January 1984	Ho Tak Fai	1. Wong Ching Yee 2. Ho Duen 3. Ho Ching 4. Ho Shui 5. Ho Heung	4.16%	Nil	Transfer of shares of the deceased, Ho Tak Fai to his spouse, sons and daughter
18 March 1987	Wong Ching Yee	Lai Kwan Hin	0.83%	HK\$13,000, which was determined with reference to the then par value of the shares and was settled on or around 18 March 1987	Wong Ching Yee's intention to realise her shareholdings in Sing Fat Construction and Lai Kwan Hin's intention to increase his investment in Sing Fat Construction
5 May 1987	Cheung Shiu Fong	Liu Su Ke	0.43%	HK\$6,700, which was determined with reference to the then par value of the shares of Sing Fat Construction and was settled on or around 5 May 1987	Cheung Shiu Fong's intention to realise her investment in Sing Fat Construction and Liu Su Ke's intention to increase his investment in Sing Fat Construction
16 January 1991	Lai Cheung	Lai Kwan Hin	8.83%	HK\$185,895, which was not settled as the transfer was between family members	Transfer from father to son

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Date of share transfer/share allotment	Transferor(s)	Transferee(s)/Relevant subscriber(s)	Relevant shareholding (approx.)/Increase in issued share capital	Consideration/ Total issue price	Reason of share transfer/ share allotment
25 March 1991	1. Ho Duen 2. Ho Ching 3. Ho Shui 4. Ho Heung 5. Kwan Fun Kun 6. Liu Tat Hung 7. Fung Yu Kwan	Liu Su Ke	25.94%	HK\$546,210, which was determined with reference to the then par value of the shares and the then net assets value of Sing Fat Construction and were settled on or around 25 March 1991	Migration plan and the intention to realise their shareholding in Sing Fat Construction of Ho Duen, Ho Ching, Ho Shui and Ho Heung and the intention of Kwan Fun Kun, Liu Tat Hung and Fung Yu Kwan to realise their investments in Sing Fat Construction
17 March 1992	N/A	1. Kan Man Hoo (Note 3) 2. Lai Kwan Hin 3. Liu Su Ke 4. Ho Fung Chun 5. Chan Lo Kin (Note 4) 6. Hui Siu Ling (Note 4) 7. Yau Shik Fan, Eddy (Note 5)	8,400 shares with a par value of HK\$100 each (Note 6)	HK\$840,000, which was determined with reference to the then par value of the shares of Sing Fat Construction and was settled on or around 17 March 1992	Raising working capital and to recruit Kan Man Hoo, Yau Shik Fan, Eddy, Chan Lo Kin (an executive Director), all being experienced personnel in the construction industry to join Sing Fat Construction
2 April 1992	Liu Su Ke	1. Chan Lo Kin 2. Hui Siu Ling 3. Yau Shik Fan, Eddy	8.96%	HK\$215,000, which was determined with reference to the then par value of the shares and were settled on or around 2 April 1992	Providing more work incentive to Chan Lo Kin and Yau Shik Fan, Eddy
28 April 1992	1. Lai Shuet Fong 2. Lai Kwan Yim	Kan Man Hoo	6.49%	HK\$155,700, which was determined with reference to the then par value of the shares and was settled on or around 28 April 1992	Migration plan and the intention to realise their investments in Sing Fat Construction of Lai Kwan Yim and Lai Shuet Fong and to provide more work incentive to Kan Man Hoo
1. 21 February 1994 2. 8 November 1996	N/A	1. Liu Su Ke 2. Kan Man Hoo 3. Lai Kwan Hin 4. Ho Fung Chun 5. Yau Shik Fan, Eddy 6. Chan Lo Kin 7. Hui Siu Ling	66,000 shares with a par value of HK\$100 each (Note 7)	HK\$6,600,000, which was determined with reference to the then par value of the shares of Sing Fat Construction and was settled on or around the relevant date of share allotment	Raising working capital
30 January 2001	Kun Siew Chun	Lai Kwan Hin	0.44%	Nil	Transfer of shares of the deceased, Kun Siew Chun to her son
30 January 2001	Kan Man Hoo	1. Kan Yiu Kwok 2. Kan Yiu Keung	22.22%	HK\$2,000,000, which was not settled as the transfers were between family members	Transfer from father to sons
25 January 2005	Liu Su Ke	Liu Winson Wing Sun	5.55%	HK\$500,000, which was not settled as the transfer was between family members	Transfer from father to son

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Date of share transfer/share allotment	Transferor(s)	Transferee(s)/Relevant subscriber(s)	Relevant shareholding (approx.)/Increase in issued share capital	Consideration/ Total issue price	Reason of share transfer/ share allotment
1. 17 January 2007	1. Lai Kwan Hin	ABO (<i>Note 8 & 9</i>)	99.55%	Nil	As part of an internal reorganisation among the shareholders of Sing Fat Construction
2. 30 January 2007	2. Yau Shik Fan Eddy				
	3. Kan Man Hoo				
	4. Hui Siu Ling				
	5. Ho Fung Chun				
	6. Liu Winson Wing Sun				
	7. Liu Su Ke				
	8. Kan Yiu Kwok				
	9. Kan Yiu Keung				
	10. Chan Lo Kin				

Upon the abovementioned share transfers, the shareholding structure of Sing Fat Construction was as follows:–

Name of shareholder	No. of shares (approximately)	Shareholding percentage
ABO (as trustee) (<i>Note 8 & 9</i>)	89,594	99.55%
Lam Ming	400	0.44%
Chan Lo Kin	2	0.002%
Kan Yiu Kwok	2	0.002%
Kan Yiu Keung	2	0.002%
	<u>90,000</u>	<u>100.00%</u>

Notes:–

1. Kwan Fun Kun is an independent third party save for being a former shareholder of Sing Fat Construction.

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2. After the share allotments, the shareholding structure of Sing Fat Construction was as follows:–

Name of shareholder	No. of shares	Shareholding percentage (approximately)
Liu Su Ke	5,357	34.34%
Lai Cheung	1,377	8.83%
Ho Fung Chun	1,250	8.01%
Ho Duen	1,105	7.08%
Lai Kwan Hin	1,016	6.51%
Lai Kwan Yim	950	6.09%
Liu Tat Hung	950	6.09%
Ho Tak Fai	649	4.16%
Lai Shuet Fong	607	3.89%
Lam Ming	400	2.56%
Kun Siew Chun	400	2.56%
Ho Ching	398	2.55%
Ho Shui	398	2.55%
Ho Heung	398	2.55%
Kwan Fun Kun	261	1.67%
Cheung Shiu Fong	67	0.43%
Fung Yu Kwan	17	0.11%
	<u>15,600</u>	<u>100.00%</u>

3. Mr. Kan Man Hoo is a director of Sing Fat Construction, a Controlling Shareholder and the father of Mr. Kan Yiu Keung and Mr. Kan Yiu Kwok. Mr. Kan Yiu Keung and Mr. Kan Yiu Kwok are both Controlling Shareholders. Mr. Kan Yiu Kwok is a non-executive Director and Mr. Kan Yiu Keung is an executive Director and the chief executive officer of our Company.
4. Mr. Chan Lo Kin is an executive Director and a Controlling Shareholder and Ms. Hui Siu Ling is his spouse.
5. Mr. Yau Shik Fan, Eddy is a Controlling Shareholder.
6. Upon the share allotments, the shareholding structure of Sing Fat Construction was as follows:–

Name of shareholder	No. of shares	Shareholding percentage (approximately)
Liu Su Ke	11,325	47.19%
Kan Man Hoo	5,280	22.00%
Lai Kwan Hin	3,108	12.95%
Ho Fung Chun	1,500	6.25%
Lai Kwan Yim	950	3.96%
Lai Shuet Fong	607	2.53%
Kun Siew Chun	400	1.67%
Lam Ming	400	1.67%
Yau Shik Fan, Eddy	230	0.96%
Chan Lo Kin	100	0.42%
Hui Siu Ling	100	0.42%
	<u>24,000</u>	<u>100.00%</u>

HISTORY AND DEVELOPMENT

7. Upon the share allotments, the shareholding structure of Sing Fat Construction was as follows:–

Name of shareholder	No. of shares	Shareholding percentage (approximately)
Liu Su Ke	35,466	39.41%
Kan Man Hoo	25,754	28.62%
Lai Kwan Hin	12,612	14.01%
Ho Fung Chun	5,650	6.28%
Yau Shik Fan, Eddy	5,198	5.78%
Chan Lo Kin	2,260	2.51%
Hui Siu Ling	2,260	2.51%
Kun Siew Chun	400	0.44%
Lam Ming	400	0.44%
	90,000	100.00%

8. As at 17 January 2007 and 30 January 2007, ABO was owned as to approximately 40.31% by Liu Su Ke, approximately 14.52% by Lai Kwan Hin, approximately 11.16% by Kan Yiu Keung, approximately 11.16% by Kan Yiu Kwok, approximately 6.42% by Kan Man Hoo, approximately 5.58% by Liu Winson Wing Sun, approximately 5.81% by Yau Shik Fan, Eddy and approximately 5.04% by Chan Lo Kin.
9. (i) As evidenced by a declaration of trust executed by ABO in favour of Liu Su Ke dated 30 January 2007, ABO held approximately 33.85% shareholding in Sing Fat Construction on trust for Liu Su Ke. As evidenced by a declaration of trust executed by ABO in favour of Ho Fung Chun dated 30 January 2007, ABO held approximately 6.28% shareholding in Sing Fat Construction on trust for Ho Fung Chun. As evidenced by a declaration of trust executed by Ho Fung Chun in favour of Liu Su Ke dated 30 January 2007, Ho Fung Chun held approximately 6.28% shareholding in Sing Fat Construction on trust for Liu Su Ke.
- (ii) As evidenced by a declaration of trust executed by ABO in favour of Lai Kwan Hin dated 17 January 2007, ABO held approximately 14.46% shareholding in Sing Fat Construction on trust for Lai Kwan Hin.
- (iii) As evidenced by a declaration of trust executed by ABO in favour of Kan Yiu Kwok dated 30 January 2007, ABO held approximately 11.11% shareholding in Sing Fat Construction on trust for Kan Yiu Kwok.
- (iv) As evidenced by a declaration of trust executed by ABO in favour of Kan Yiu Keung dated 30 January 2007, ABO held approximately 11.11% shareholding in Sing Fat Construction on trust for Kan Yiu Keung.
- (v) As evidenced by a declaration of trust executed by ABO in favour of Kan Man Hoo dated 30 January 2007, ABO held approximately 6.39% shareholding in Sing Fat Construction on trust for Kan Man Hoo.
- (vi) As evidenced by a declaration of trust executed by ABO in favour of Yau Shik Fan, Eddy dated 17 January 2007, ABO held approximately 5.78% shareholding in Sing Fat Construction on trust for Yau Shik Fan, Eddy.
- (vii) As evidenced by a declaration of trust executed by ABO in favour of Liu Winson Wing Sun dated 30 January 2007, ABO held approximately 5.56% shareholding in Sing Fat Construction on trust for Liu Winson Wing Sun.

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- (viii) As evidenced by a declaration of trust executed by ABO in favour of Chan Lo Kin dated 30 January 2007, ABO held approximately 2.51% shareholding in Sing Fat Construction on trust for Chan Lo Kin. As evidenced by a declaration of trust executed by ABO in favour of Hui Siu Ling dated 30 January 2007, ABO held approximately 2.51% shareholding in Sing Fat Construction on trust for Hui Siu Ling. As evidenced by a declaration of trust executed by Hui Siu Ling in favour of Chan Lo Kin dated 30 January 2007, Hui Siu Ling held approximately 2.51% shareholding in Sing Fat Construction on trust for Chan Lo Kin.

As part of the Reorganisation, on 8 October 2014, ABO acquired (i) an aggregate of 89,594 shares, representing approximately 99.55% of the issued share capital of Sing Fat Construction from Mr. Kan Man Hoo, Mr. Liu Winson Wing Sun, Mr. Liu Su Ke, Mr. Yau Shik Fan Eddy, Mr. Lai Kwan Hin, Mr. Chan Lo Kin, Mr. Kan Yiu Kwok and Mr. Kan Yiu Keung (the “Existing Shareholders”), and in consideration for which ABO allotted and issued an aggregate of 44,797 shares, credited as fully paid, to the Existing Shareholders; and (ii) 2 shares, 2 shares and 2 shares of Sing Fat Construction from Mr. Chan Lo Kin, Mr. Kan Yiu Kwok and Mr. Kan Yiu Keung, respectively, and in consideration for which ABO allotted and issued 2 shares, 2 shares and 2 shares, all credited as fully paid, to each of Mr. Chan Lo Kin, Mr. Kan Yiu Kwok and Mr. Kan Yiu Keung. Upon completion of the aforesaid share transfers, ABO held approximately 99.56% of the issued share capital of Sing Fat Construction and Sing Fat Construction became a non-wholly owned subsidiary of ABO. The shareholding structure of ABO upon completion of the aforesaid share transfers is as follows:–

Name of shareholder	No. of shares	Shareholding percentage (approximately)
Liu Su Ke	36,116	40.31%
Lai Kwan Hin	13,012	14.52%
Kan Yiu Kwok	10,000	11.16%
Kan Yiu Keung	10,000	11.16%
Kan Man Hoo	5,754	6.42%
Yau Shik Fan, Eddy	5,198	5.80%
Liu Winson Wing Sun	5,000	5.58%
Chan Lo Kin	4,520	5.04%
	<u>89,600</u>	<u>100.00%</u>

Mr. Liu Su Ke, Mr. Lai Kwan Hin, Mr. Kan Yiu Kwok, Mr. Kan Yiu Keung, Mr. Kan Man Hoo, Mr. Yau Shik Fan Eddy, Mr. Liu Winson Wing Sun and Mr. Chan Lo Kin executed a confirmatory deed dated 7 October 2014, pursuant to which Mr. Liu Su Ke, Mr. Lai Kwan Hin, Mr. Kan Yiu Kwok, Mr. Kan Yiu Keung, Mr. Kan Man Hoo, Mr. Yau Shik Fan Eddy, Mr. Liu Winson Wing Sun, Mr. Chan Lo Kin acknowledged, confirmed and agreed among each of them that during the period from the date on which they have become

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a shareholder of the Company, ABO and Sing Fat Construction or the date of incorporation of the Company, ABO and Sing Fat Construction, whichever the later, and until the date of Listing or the date that the deed is terminated by them in writing, whichever the earlier:–

- (a) they have acted and shall continue to act in concert and collectively for all material management affairs and the arrival and/or execution of all commercial decisions, including but not limited to financial and operational matters, of each of the Company, ABO and Sing Fat Construction;
- (b) they have given and shall continue to give unanimous consent, approval or rejection on any other material issues and decisions in relation to the business of the Company, ABO and Sing Fat Construction;
- (c) they have casted and shall continue to cast unanimous vote collectively for or against all resolutions in all board and shareholders' meetings and discussions of the Company, ABO and Sing Fat Construction; and
- (d) they have cooperated and shall continue to cooperate with each another to obtain and maintain and consolidate control and the management of the Company, ABO and Sing Fat Construction.

Disposal of properties

On 28 May 2014, Sing Fat Construction entered into a sale and purchase agreement with Mega Billion, an investment company beneficially owned as to approximately 5.04% by Mr. Chan Lo Kin, approximately 6.42% by Mr. Kan Man Hoo, approximately 11.16% by Mr. Kan Yiu Keung, approximately 11.16% by Mr. Kan Yiu Kwok, approximately 14.52% by Mr. Lai Kwan Hin, approximately 40.31% by Mr. Liu Su Ke, approximately 5.58% by Mr. Liu Winson Wing Sun and approximately 5.80% by Mr. Yau Shik Fan, Eddy, our Controlling Shareholders, and hence a connected person of our Company, pursuant to which Sing Fat Construction agreed to sell and Mega Billion agreed to purchase the Office Premises at a cash consideration of HK\$23,200,000, which was determined with reference to market value of the Office Premises (the "Disposal") based on the valuation report conducted by an independent valuer on 30 May 2014. On the date of the Disposal, i.e. 30 June 2014, the carrying value of the Office Premises amounted to approximately HK\$9,110,000 and we recorded a gain of approximately HK\$14.1 million for the year ended 30 June 2014. On 27 June 2014, Sing Fat Construction and Mega Billion entered into the Lease Agreement whereby our Group has leased back the Office Premises from Mega Billion, for a period from 1 July 2014 to 30 June 2016, at a rent of HK\$75,000 per month. Our Company considers that the Disposal presented a good opportunity to realise the value of the Office Premises so as to further strengthen the financial conditions of our Group by providing additional financial resources for our Group's business operation. For further details of the Disposal and the abovementioned lease arrangement, please refer to the sections headed "Business – Property interests" and "Continuing Connected Transactions" of this [REDACTED].

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BUSINESS DEVELOPMENT

The following are important milestones in the history of our business development to date:

- | | |
|-------------|---|
| 1960 – 1992 | <ul style="list-style-type: none">● Sing Fat Construction was incorporated in Hong Kong on 8 February 1960.● Sing Fat Construction was admitted to the list of approved contractor for public works of the Government in Group B (Buildings) with probationary status in October 1968.● Prior to 1992, Sing Fat Construction was principally engaged in new works projects for construction of buildings, schools, factories and public facilities in Hong Kong. We also carried out minor improvement works for building facilities as part of our ancillary business.● Sing Fat Construction was admitted to the Housing Authority’s contractor list under the Building (Maintenance) Group M1 (probationary status) category in May 1991 which enabled Sing Fat Construction to tender for Housing Authority contracts for building maintenance and renovation works. |
| 1992 | <ul style="list-style-type: none">● In order to capture the growing business opportunities for building maintenance for ageing buildings in Hong Kong, we strategically positioned ourselves as a main contractor in the building maintenance and renovation contracting services industry in Hong Kong. In July 1992, we commenced our first building maintenance project with the Housing Authority in respect of improvement of water supply system in a public housing estate. |
| 1993 | <ul style="list-style-type: none">● We were awarded our first term contract by the Housing Authority for maintenance and repair of a public housing estate with a contract value of HK\$55 million.● We have received a certificate of achievement from HKQAA for our integrated management system’s current compliance with ISO 9001:2008 (quality management). |

Sing Fat Construction was promoted to the Housing Authority’s contractor list under the Building (Maintenance) Group “M2” (probationary status) in August 1993 which enabled Sing Fat Construction to tender for Housing Authority contracts for building maintenance and renovation works for more tendering opportunities.

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- 1996
 - Sing Fat Construction was admitted to the Housing Authority's contractor list under the Building (Maintenance) Group M2 (confirmed status) category in February 1996 which enabled Sing Fat Construction to tender for Housing Authority contracts for building maintenance and renovation works for unlimited value.

- 1997
 - In recognition of our effort in safety compliance, we won award for the Best Maintenance Works Contractor and award for the Best Maintenance Works Site (Bronze Award) in the Site Safety Campaign organised by the Housing Authority.

 - We were awarded our first non-residential maintenance project by the Housing Authority for improvement works of a shopping centre with a contract value of HK\$95.3 million.

- 1998
 - We were awarded by the Housing Authority our first regional term maintenance contract with a contract value of HK\$350 million.

- 1999
 - Sing Fat Construction was registered as a general building contractor in November 1999.

- 2000
 - Sing Fat Construction was registered as a specialist contractor under the category of demolition works in May 2000.

- 2001
 - Sing Fat Construction was admitted by the Housing Authority as a Quality Maintenance Contractor in March 2001 that enabled us to enjoy more tendering opportunities for the Government's district term contracts.

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- 2002 – 2005
- We were awarded a contract for building maintenance, repair and improvement works for an education institution and the project commenced in April 2002.
 - In September 2003, we commenced our first private sector project in respect of external wall repair works of 38 residential towers of a private residential estate with a contract value of approximately HK\$73.7 million.
 - In recognition of our quality service, we won the Outstanding Contractor Award under the Quality Public Housing Construction & Maintenance Awards District Term Contract Category granted by the Housing Authority for four consecutive years:
 - In 2002, we won the Outstanding Contractor Award – Silver Award.
 - In 2003, we won the Outstanding Contractor Award – Gold Award.
 - In 2004, we won the Outstanding Contractor Award – Gold Award for the second time.
 - In 2005, we won the Outstanding Contractor Award – Silver Award for the second time.
- 2007
- We have received a certificate of achievement from HKQAA for our integrated management system's current compliance with ISO 14001:2004 (environmental management).
 - We won the Outstanding Contractor Award – Silver Award under the Quality Public Housing Construction & Maintenance Awards District Term Contract Category granted by the Housing Authority for the third time.
- 2007 – 2008
- In recognition of our effort in safety compliance, we won the Bronze Award for the Construction Industry Safety Award Scheme under the Renovation and Maintenance Works (Shatin District) category granted by the Labour Department.

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- 2008 – 2011
- In 2008, we have received a certificate of achievement from HKQAA for our integrated management system's current compliance with OHSAS 18001:2007 (occupational health and safety management) standards.
 - We won the Outstanding Contractor Awards under the Quality Public Housing Construction & Maintenance Awards District Term Contract Category granted by the Housing Authority for another four consecutive years:
 - In 2008, we won the Outstanding Contractor Award – Gold Award for the third time.
 - In 2009, we won the Outstanding Contractor Award – Silver Award for the fourth time.
 - In 2010, we won the Outstanding Contractor Award – Bronze Award.
 - In 2011, we won the Outstanding Contractor Award – Silver Award for the fifth time.
- 2011 – 2012
- We won the Silver Award for the Construction Industry Safety Award Scheme under the Renovation and Maintenance Works (Tuen Mun District) category granted by the Labour Department.
- 2012
- Sing Fat Construction was registered as a minor works contractor in October 2012.
 - Further, we won the Bronze Award for Outstanding Maintenance & Improvement Project in the Quality Public Housing Construction & Maintenance Awards 2012.
- 2013
- We won the Outstanding Contractor Award – Silver Award under the Quality Public Housing Construction & Maintenance Awards District Term Contract Category granted by the Housing Authority for the sixth time.

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- 2014
- Leveraging on our experience in the industry, in view of the Government’s measures on revitalisation of industrial buildings (details of which are set out in the section headed “Industry Overview – Growth drivers for building maintenance and renovation contracting service in Hong Kong” which will become one of the driving force in the industry in Hong Kong, we further widened our spectrum of services by embarking on renovation projects involving conversion of industrial buildings from industrial use to hotel or hostel use. In October 2014, we have been awarded a renovation contract with a contract value of approximately HK\$360 million for conversion of industrial buildings from industrial use to hotel use. The renovation project is expected to commence in November 2014.
 - Our Company was incorporated to act as the holding company of all the equity interests of our Group after the corporate restructuring pursuant to the Reorganisation.

REORGANISATION

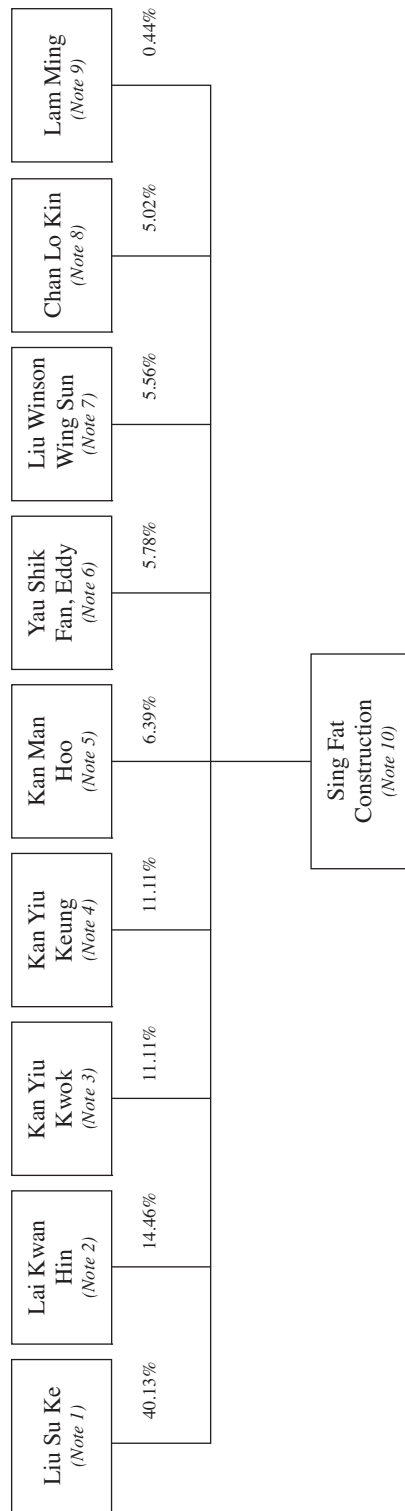
Our Company completed the Reorganisation on [●] 2014 in preparation for the Listing, pursuant to which our Company became the ultimate holding company of our Group. Details of the Reorganisation are set out in the paragraph headed “Corporate Reorganisation” in Appendix IV to this [REDACTED].

As confirmed by our Directors, the change of shareholdings in Sing Fat Construction, being the subsidiary of our Company incorporated in Hong Kong, under the Reorganisation would not require any approval or permit from any relevant government authorities in Hong Kong.

HISTORY AND DEVELOPMENT

OUR GROUP STRUCTURE

The following diagram sets out the corporate structure of our Group immediately before the Reorganisation:



Notes:—

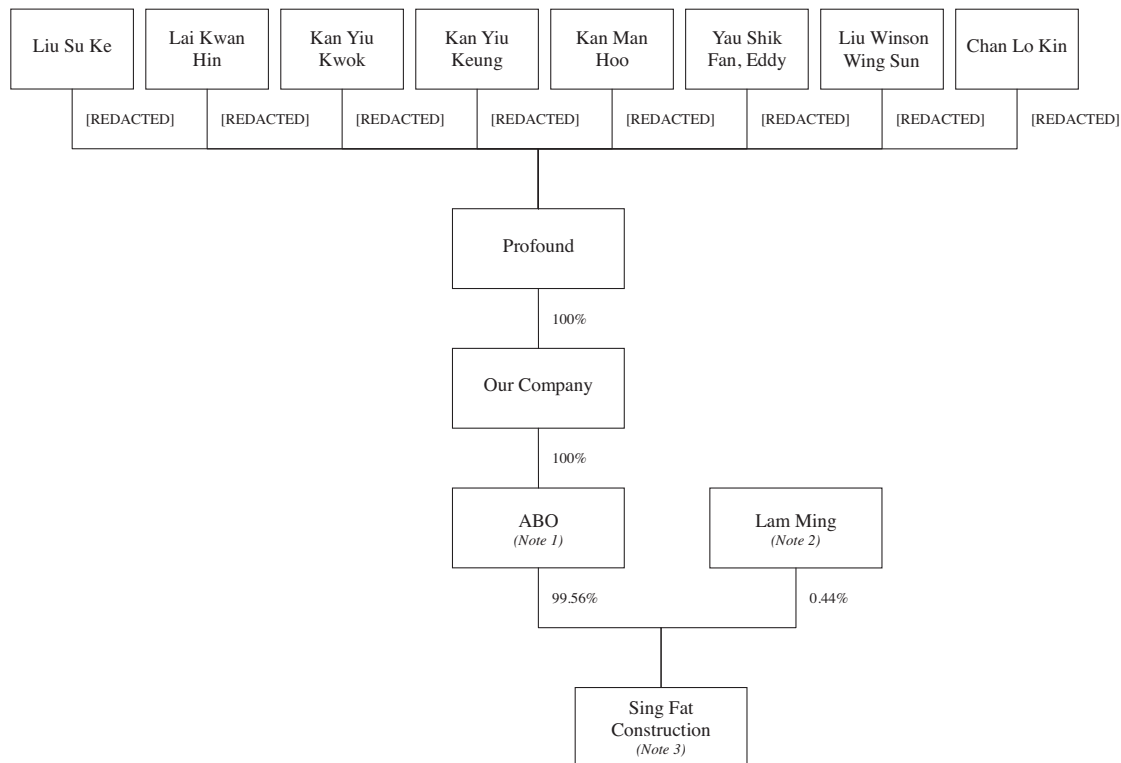
- (1) As evidenced by a declaration of trust executed by ABO in favour of Mr. Liu Su Ke dated 30 January 2007, ABO held approximately 33.85% shareholding in Sing Fat Construction on trust for Mr. Liu Su Ke. As evidenced by a declaration of trust executed by ABO in favour of Ms. Ho Fung Chun dated 30 January 2007, ABO held approximately 6.28% shareholding in Sing Fat Construction on trust for Ms. Ho Fung Chun. As evidenced by a declaration of trust executed by Ms. Ho Fung Chun in favour of Mr. Liu Su Ke dated 30 January 2007, Ms. Ho Fung Chun held approximately 6.28% shareholding in Sing Fat Construction on trust for Mr. Liu Su Ke.
- (2) As evidenced by a declaration of trust executed by ABO in favour of Mr. Lai Kwan Hin dated 17 January 2007, ABO held approximately 14.46% shareholding in Sing Fat Construction on trust for Mr. Lai Kwan Hin.
- (3) As evidenced by a declaration of trust executed by ABO in favour of Mr. Kan Yiu Kwok dated 30 January 2007, ABO held approximately 11.109% shareholding in Sing Fat Construction on trust for Mr. Kan Yiu Kwok. Approximately 0.002% shareholding in Sing Fat Construction was held directly by Mr. Kan Yiu Kwok.
- (4) As evidenced by a declaration of trust executed by ABO in favour of Mr. Kan Yiu Keung dated 30 January 2007, ABO held approximately 11.109% shareholding in Sing Fat Construction on trust for Mr. Kan Yiu Keung. Approximately 0.002% shareholding in Sing Fat Construction was held directly by Mr. Kan Yiu Keung.
- (5) As evidenced by a declaration of trust executed by ABO in favour of Mr. Kan Man Hoo dated 30 January 2007, ABO held approximately 6.39% shareholding in Sing Fat Construction on trust for Mr. Kan Man Hoo.

HISTORY AND DEVELOPMENT

- (6) As evidenced by a declaration of trust executed by ABO in favour of Mr. Yau Shik Fan, Eddy dated 17 January 2007, ABO held approximately 5.78% shareholding in Sing Fat Construction on trust for Mr. Yau Shik Fan, Eddy.
- (7) As evidenced by a declaration of trust executed by ABO in favour of Mr. Liu Winson Wing Sun dated 30 January 2007, ABO held approximately 5.56% shareholding in Sing Fat Construction on trust for Mr. Liu Winson Wing Sun.
- (8) As evidenced by a declaration of trust executed by ABO in favour of Mr. Chan Lo Kin dated 30 January 2007, ABO held approximately 2.509% shareholding in Sing Fat Construction on trust for Mr. Chan Lo Kin. Approximately 0.002% shareholding in Sing Fat Construction was held directly by Mr. Chan Lo Kin. As evidenced by a declaration of trust executed by ABO in favour of Ms. Hui Siu Ling dated 30 January 2007, ABO held approximately 2.51% shareholding in Sing Fat Construction on trust for Ms. Hui Siu Ling. As evidenced by a declaration of trust executed by Ms. Hui Siu Ling in favour of Mr. Chan Lo Kin dated 30 January 2007, Ms. Hui Siu Ling held approximately 2.51% shareholding in Sing Fat Construction on trust for Mr. Chan Lo Kin.
- (9) Mr. Lam has deceased and will remain as a minority shareholder of Sing Fat Construction upon completion of the Reorganisation and following the Listing. To the best of our Directors' knowledge, information and belief having made, reasonable enquiries, Mr. Lam Ming is an independent third party save for his approximately 0.44% shareholding in Sing Fat Construction.
- (10) Sing Fat Construction was a building maintenance and renovation service provider in Hong Kong during the Track Record Period and up to the Latest Practicable Date. Sing Fat Construction holds approximately 4.02% shareholding interest in a company incorporated in Hong Kong, which engages in insurance underwriting business.

HISTORY AND DEVELOPMENT

The following diagram sets out the corporate structure of our Group immediately after completion of the Reorganisation but before completion of the [REDACTED]:

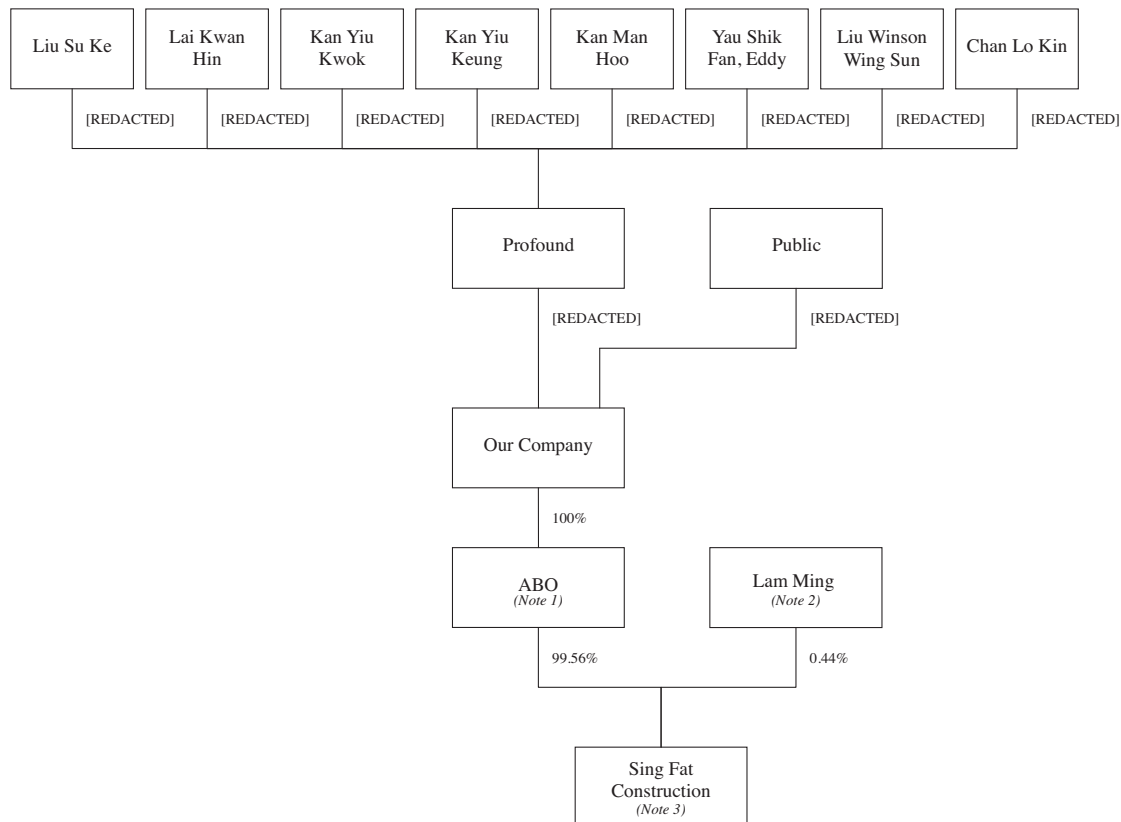


Notes:–

- (1) ABO is an investment holding company.
- (2) Mr. Lam Ming has deceased and will remain as a minority shareholder of Sing Fat Construction upon completion of the Reorganisation and following the Listing. To the best of our Directors’ knowledge, information and belief having made reasonable enquiries, Mr. Lam Ming is an independent third party save for his approximately 0.44% shareholding in Sing Fat Construction.
- (3) Sing Fat Construction is a building maintenance and renovation service provider in Hong Kong. Sing Fat Construction holds approximately 4.02% shareholding interest in a company incorporated in Hong Kong, which engages in insurance underwriting business.

HISTORY AND DEVELOPMENT

The following diagram sets out the corporate structure of our Group after completion of the Reorganisation and immediately after completion of the [REDACTED]:



Notes:–

- (1) ABO is an investment holding company.
- (2) Mr. Lam Ming has deceased and will remain as a minority shareholder of Sing Fat Construction upon completion of the Reorganisation and following the Listing. To the best of our Directors’ knowledge, information and belief having made reasonable enquiries, Mr. Lam Ming is an independent third party save for his approximately 0.44% shareholding in Sing Fat Construction.
- (3) Sing Fat Construction is a building maintenance and renovation service provider in Hong Kong. Sing Fat Construction holds approximately 4.02% shareholding interest in a company incorporated in Hong Kong, which engages in insurance underwriting business.