
DEFINITIONS

In this [REDACTED], unless the context otherwise requires, the following terms and expressions have the following meanings.

“ABO”	ABO Group Limited (雅寶集團有限公司), a company incorporated in the BVI with limited liability on 7 September 2006 and a direct wholly-owned subsidiary of our Company
“affiliate”	in relation to a body corporate, any subsidiary undertaking or parent undertaking of such body corporate, and any subsidiary undertaking of any such parent undertaking for the time being
“[REDACTED](s)”	[REDACTED]
“Architectural Services Department”	the Architectural Services Department of the Government
“Articles of Association” or “Articles”	the articles of association of our Company, as amended from time to time, a summary of which is contained in Appendix III to this [REDACTED]
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board of Directors” or “Board”	the board of Directors
“Building Authority”	the Director of Buildings as defined in the Buildings Ordinance
“Buildings Department” or “BD”	the Buildings Department of the Government
“Building Management Ordinance”	the Building Management Ordinance (Chapter 344 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“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”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

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“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
“Census and Statistics Department”	the Census and Statistics Department of the Government
“Chung Tat”	Chung Tat Construction Co., Limited (中達建築有限公司), a company incorporated in Hong Kong with limited liability on 16 May 2011 which is beneficially owned as to 40% by an independent third party and as to 60% by Faithful Construction Company Limited (中信建築有限公司), which is in turn beneficially owned by our Controlling Shareholders, i.e. as to approximately 33.33% by Mr. Chan Lo Kin (an executive Director), approximately 33.33% by Mr. Liu Su Ke (a non-executive Director), approximately 18.33% by Mr. Kan Yiu Keung (an executive Director) and approximately 15.00% by Mr. Kan Man Hoo, and hence a connected person of our Company
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice”	the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies Law”	the Companies Law (as revised) of the Cayman Islands as amended and supplemented from time to time
“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

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“Company” or “our Company”	Yat Sing Holdings Limited (日成控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 17 September 2014, and shareholding structure of which is set out in the section headed “History and Development – Our Group Structure” of this [REDACTED]
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Construction Industry Council”	Construction Industry Council, a body corporate established 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 Listing Rules, and in the context of this [REDACTED] refers to 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 and Profound
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Development Bureau”	the Development Bureau of the Government
“Director(s)” or “our Director(s)”	the director(s) of our Company
“Disposal”	the sale of the Office Premises from Sing Fat Construction to Mega Billion at a cash consideration of HK\$23,200,000 on 30 June 2014 pursuant to the sale and purchase agreement entered into between Sing Fat Construction and Mega Billion dated 28 May 2014
“Employees’ Compensation Ordinance”	the Employees’ Compensation Ordinance (Chapter 282 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Employment Ordinance”	the Employment Ordinance (Chapter 57 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Environmental Protection Department”	the Environmental Protection Department of the Government
“Factories and Industrial Undertakings Ordinance”	the Factories and Industrial Undertakings Ordinance (Chapter 59 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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“Gazette”	the official publication of the Government for, among other things, statutory notices for public tenders
“General Top”	General Top Holdings Limited (保德集團有限公司), a company incorporated in Hong Kong with limited liability on 15 December 2004 which is beneficially owned by our Controlling Shareholders, i.e. as to approximately 40.31% by Mr. Liu Su Ke (a non-executive Director), as to approximately 14.52% by Mr. Lai Kwan Hin, as to approximately 11.16% by Mr. Kan Yiu Kwok (a non-executive Director), as to approximately 11.16% by Mr. Kan Yiu Keung (an executive Director), as to approximately 6.42% by Mr. Kan Man Hoo, as to approximately 5.80% by Mr. Yau Shik Fan, Eddy, as to approximately 5.58% by Mr. Liu Winson Wing Sun (an executive Director) and as to approximately 5.04% by Mr. Chan Lo Kin (an executive Director), and hence a connected person of our Company
“Government”	the government of Hong Kong
“Group”, “our Group”, “we”, “us”, “Group Company” or “Sing Fat Construction Group”	our Company and its subsidiaries or, where the context otherwise requires, in respect of the period before our Company became the holding company of its present subsidiaries, the present subsidiaries of our Company or some or any of them
“HKFRS”	the Hong Kong Financial Reporting Standards, including the Hong Kong Accounting Standards and interpretation issued by the 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
“HK\$”, “Hong Kong dollars” 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

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“Hong Kong Construction Association”	the Hong Kong Construction Association Limited, a voluntary association of construction companies in Hong Kong and was incorporated in 1930 with the goal of improving the operation of the construction industry in Hong Kong
“Hong Kong Share Registrar”	[REDACTED]
“Housing Authority”	the Hong Kong Housing Authority
“independent third party(ies)”	parties which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, are independent of and not connected with our Company and its connected persons
“Ipsos”	Ipsos Hong Kong Limited, an independent third party, being a professional market research company
“Ipsos Report”	the industry report dated [REDACTED] prepared by Ipsos on the building maintenance and renovation contracting service industry in Hong Kong, the content of which is disclosed in this [REDACTED]
“Labour Department”	Labour Department of the Government
“Latest Practicable Date”	21 December 2014, being the latest practicable date for the inclusion of certain information in this [REDACTED] prior to its publication
“Lease Agreement”	the lease agreement dated 27 June 2014 between Sing Fat Construction and Mega Billion in relation to the lease of the Office Premises by Sing Fat Construction, details of which are set out in the section headed “Continuing Connected Transactions” of this [REDACTED]
“Listing”	listing of the Shares on the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about [REDACTED], on which our Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time

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“Mega Billion”	Mega Billion Investment Limited (億冠投資有限公司), a company incorporated in Hong Kong with limited liability on 28 March 2014 which is beneficially owned by our Controlling Shareholders, i.e. as to approximately 5.04% by Mr. Chan Lo Kin (an executive Director), as to approximately 6.42% by Mr. Kan Man Hoo, as to approximately 11.16% by Mr. Kan Yiu Keung (an executive Director), as to approximately 11.16% by Mr. Kan Yiu Kwok (a non-executive Director), as to approximately 14.52% by Mr. Lai Kwan Hin, as to approximately 40.31% by Mr. Liu Su Ke (a non-executive Director), as to approximately 5.58% by Mr. Liu Winson Wing Sun (an executive Director) and as to approximately 5.80% by Mr. Yau Shik Fan, Eddy, and hence a connected person of our Company
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company as amended from time to time
“MPF scheme”	mandatory provident fund scheme
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Office Premises”	the head office of our Group located at 23/F, China United Plaza, 1008 Tai Nan West Street, Cheung Sha Wan, Kowloon, Hong Kong
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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“[REDACTED] Underwriters”	the underwriters of the [REDACTED] that are expected to enter into the [REDACTED] Underwriting Agreement
“[REDACTED] Underwriting Agreement”	the underwriting agreement expected to be entered into on or around [REDACTED] by, among others, our Controlling Shareholders (including the [REDACTED]), the Sole Bookrunner, the Lead Manager, the [REDACTED] Underwriters and us in respect of the [REDACTED], as further described in the section headed “Underwriting – Underwriting arrangements and expenses – The [REDACTED]” in this [REDACTED]
“PRC” or “China”	the People’s Republic of China (中華人民共和國), except where the context requires otherwise, and for the purpose of this [REDACTED] only geographical references in this [REDACTED] to the PRC or China exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Predecessor Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) prior to its repeal and replacement on 3 March 2014 by the Companies Ordinance and the Companies (Winding Up and Miscellaneous Provisions) Ordinance
“Price Determination Agreement”	the agreement to be entered into by the Sole Bookrunner (for itself and on behalf of the Underwriters) and our Company (for itself and on behalf of the [REDACTED]) on the Price Determination Date to record and fix the [REDACTED]
“Price Determination Date”	the date, expected to be on or around [REDACTED] on which the Price Determination Agreement is entered into but in any event no later than [REDACTED]
“Profound”	Profound Union Limited, a company incorporated in the BVI on 18 August 2014 with limited liability and a Controlling Shareholder
[REDACTED]	[REDACTED]

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[REDACTED]	the [REDACTED] [REDACTED] by our Company for subscription at the [REDACTED] under the [REDACTED], subject to reallocation as mentioned in the section headed “Structure of the [REDACTED]” in this [REDACTED]
“[REDACTED] Underwriters”	the underwriters of the [REDACTED] listed in the section headed “Underwriting – [REDACTED] Underwriters” in this [REDACTED]
“[REDACTED] Underwriting Agreement”	the underwriting agreement dated [REDACTED] relating to the [REDACTED] and entered into by 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, Profound, the Sponsor, [REDACTED] [REDACTED] and our Company, as further described in the section headed “Underwriting – Underwriting Arrangements and Expenses – The [REDACTED] – [REDACTED] Underwriting Agreement” in this [REDACTED]
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the reorganisation arrangement undergone by our Group in preparation for the [REDACTED] as described in the paragraph headed “Corporate Reorganisation” in Appendix IV to this [REDACTED]
[REDACTED]	[REDACTED]
“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) of HK\$0.01 each in the share capital of our Company
[REDACTED]	[REDACTED]
“Share Option Scheme”	the share option scheme of our Company, conditionally approved and adopted by our Company, the principal terms of which are summarised in the section headed “Statutory and General Information – D. Share Option Scheme” in Appendix IV to this [REDACTED]

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“Shareholder(s)”	holder(s) of the Share(s)
“Sing Fat Construction”	Sing Fat Construction Company Limited (成發建築有限公司), a company incorporated in Hong Kong with limited liability on 8 February 1960 and an indirect non-wholly-owned subsidiary of our Company
“SME”	small and medium-size enterprises
“Sole Bookrunner” or “Lead Manager”	[REDACTED]
“Sponsor” or “TC Capital”	TC Capital Asia Limited, a licensed corporation for carrying on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, acting as the sponsor of the Listing and an independent third party
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended, modified and supplemented from time to time
“Track Record Period”	comprises the financial years ended 30 June 2012, 2013 and 2014
“Underwriters”	the [REDACTED] Underwriters and the [REDACTED] Underwriters
“Underwriting Agreements”	the [REDACTED] Underwriting Agreement and the [REDACTED] Underwriting Agreement
“Urban Renewal Authority” or “URA”	the authority established under the Urban Renewal Authority Ordinance (Chapter 563 of the Laws of Hong Kong)
“U.S.” or “United States” or “US”	the United States of America
“U.S. Securities Act”	the United States Securities Act of 1993 (as amended from time to time)

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“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
[REDACTED]	[REDACTED]
“sq. m.” or “m ² ”	square metres
“%”	per cent.