
DEFINITIONS

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

[REDACTED]

“Articles” or “Articles of Association”	the articles of association of the Company adopted on [●] 2017 and with effect from the [REDACTED], and as amended from time to time, a summary of which is set out in Appendix III to this [REDACTED]
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board” or “Board of Directors”	the board of Directors
“business day”	any day (other than a Saturday, and Sunday or public holidays in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of [REDACTED] Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of the Company referred to in the section headed “Statutory and general information — A. Further information about the Company — 3. Written resolutions of the sole Shareholder” in Appendix IV to this [REDACTED]
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person permitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person permitted 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 Participants”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“close associate(s)”	has the meaning ascribed to it under the Listing Rules

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“Companies Law” or “Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and 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, modified and supplemented from time to time
“Company”	G & M Holdings Limited (信越控股有限公司), an exempted company with limited liability incorporated in the Cayman Islands on 29 November 2016
“Concert Parties Confirmatory Deed”	the confirmatory deed dated 9 January 2017, entered into by Mr. Lee and Mr. Leung to acknowledge and confirm, amongst other things, that they were parties acting in concert in respect of each of the members of the Group, details of which are set out in the section headed “History, Reorganisation and corporate structure — Parties acting in concert” in this [REDACTED]
“Confirmatory Deed Regarding G & M Engineering”	the confirmatory deed executed by Ms. Ku on 9 January 2017, pursuant to which Ms. Ku acknowledged and confirmed that she held all those issued shares of G & M Engineering which were registered under her name for and on behalf of Mr. Leung
“Confirmatory Deed Regarding Join Forward”	the confirmatory deed executed by Ms. Ku on 9 January 2017, pursuant to which Ms. Ku acknowledged and confirmed that she held all those issued shares of Join Forward which were registered under her name for and on behalf of Mr. Leung
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and in the context of this [REDACTED], by virtue of the acting in concert arrangement between Mr. Lee and Mr. Leung, which are confirmed and documented in the Concert Parties Confirmatory Deed, means a group of Shareholders consisting of Mr. Lee, Mr. Leung, and the company wholly owned by Mr. Lee and Mr. Leung, namely Luxury Booming
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules

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“Deed of Indemnity”	the deed of indemnity dated [●] 2017 executed by the Controlling Shareholders in favour of the Company (for itself and as trustee for each of the subsidiaries of the Company from time to time) regarding certain indemnities as more particularly set out in the section headed “Statutory and general information — E. Other information — 1. Tax and other indemnities” in Appendix IV to this [REDACTED]
“Deed of Non-competition”	the deed of non-competition dated [●] 2017 executed by the Controlling Shareholders in favour of the Company (for itself and as trustee for each of the subsidiaries of the Company from time to time) regarding the non-competition undertakings as more particularly set out in the section headed “Relationship with the Controlling Shareholders — Non-compete undertaking” in this [REDACTED]
“Director(s)”	the director(s) of the Company
“First 6-Month Period”	has the meaning ascribed to it in the section headed “Underwriting” in this [REDACTED]
“G & M Contracting”	G & M Contracting Limited (信泓工程有限公司), a company with limited liability incorporated in Hong Kong on 31 October 2013 and an indirect wholly-owned subsidiary of the Company
“G & M Design”	深圳信越設計有限公司, a wholly foreign-owned enterprise established in the PRC on 27 January 2016 and an indirect wholly-owned subsidiary of the Company
“G & M Engineering”	G & M Engineering Company Limited (信越工程有限公司), a company with limited liability incorporated in Hong Kong on 16 November 1993 and an indirect wholly-owned subsidiary of the Company
“G & M Maintenance”	G & M Curtain Wall Maintenance Services Limited (信越幕牆維修服務有限公司), a company with limited liability incorporated in Hong Kong on 28 April 2010 and an indirect wholly-owned subsidiary of the Company

[REDACTED]

DEFINITIONS

“Group”	the Company and its subsidiaries at the relevant time or, where the context otherwise requires, in respect of the period prior to the Company becoming the holding company of its present subsidiaries pursuant to the Reorganisation, its present subsidiaries operating the Group’s business
	[REDACTED]
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”, “HKSAR” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Branch Share Registrar”	[REDACTED]
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are independent and not connected with (within the meaning of the Listing Rules) any of the Directors, chief executive or Substantial Shareholders of the Company or the Company, its subsidiaries or any of their respective associates and not otherwise a connected person of the Company
“Ipsos”	Ipsos Limited, an international market research company and an Independent Third Party
“Ipsos Report”	a market research report commissioned by the Group and prepared by Ipsos on the overview of the industries in which the Group operates
“Join Forward”	Join Forward Group Limited (合進集團有限公司), a company with limited liability incorporated in the BVI on 3 November 2015 and a direct wholly-owned subsidiary of the Company
“Latest Practicable Date”	13 January 2017, being the latest practicable date prior to the printing of this [REDACTED] for the purpose of ascertaining certain information in this [REDACTED] prior to its publication

DEFINITIONS

[REDACTED]

[REDACTED]

“Listing Committee” the Listing Committee of the Stock Exchange

[REDACTED]

“Listing Rules” the Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified and supplemented from time to time

“Luxury Booming” Luxury Booming Limited (祥茂有限公司), a company with limited liability incorporated in the BVI on 3 November 2015 and one of the Controlling Shareholders

“Macau” the Macau Special Administrative Region of the PRC

“Main Board” the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operating in parallel with the Growth Enterprise Market of the Stock Exchange

“Memorandum of Association” or “Memorandum” the memorandum of association of the Company adopted on [●] 2017 and with effect from the [REDACTED], and as amended from time to time

“Messis Capital” or “Sponsor” Messis Capital Limited, the sponsor for the [REDACTED] and a licensed corporation to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO

“Mr. Chan” Mr. CHAN Wai Yin (陳偉賢), an executive Director

“Mr. Lee” Mr. LEE Chi Hung (李志雄), an executive Director, chairman of the Board, the chief executive officer of the Company and one of the Controlling Shareholders

“Mr. Leung” Mr. LEUNG Ping Kwan (梁炳坤), a non-executive Director and one of the Controlling Shareholders

“Ms. Lam” Ms. LAM Suk Yee Patricia (林淑儀), the spouse of Mr. Lee

“Ms. Ku” Ms. KU Nga Ping (顧雅萍), the spouse of Mr. Leung

DEFINITIONS

[REDACTED]

“[REDACTED] Underwriter(s)”	the underwriters of the [REDACTED], who are expected to enter into the [REDACTED] Underwriting Agreement to underwrite the [REDACTED]
“[REDACTED] Underwriting Agreement”	the conditional underwriting and [REDACTED] agreement relating to the [REDACTED] expected to be entered into on or about the [REDACTED] by, amongst others, the Company and the [REDACTED] Underwriters, particulars of which are summarised in the section headed “Underwriting” in this [REDACTED]
“Predecessor Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force from time to time before 3 March 2014
“PRC”	the People’s Republic of China which, except where the context requires and for the purpose of this [REDACTED] only, does not include Taiwan, Hong Kong and Macau

[REDACTED]

DEFINITIONS

[REDACTED]

“[REDACTED] Underwriters”	the underwriters of the [REDACTED] listed in section headed “Underwriting — [REDACTED] Underwriters” in this [REDACTED]
“[REDACTED] Underwriting Agreement”	the conditional underwriting agreement dated [●] 2017 relating to the [REDACTED] entered into between, amongst others, the Company and the [REDACTED] Underwriters, particulars of which are summarised in the section headed “Underwriting” in this [REDACTED]
“Relevant Jurisdictions”	has the meaning as it is defined in the section headed “Underwriting” in this [REDACTED]
“Relevant Securities”	has the meaning as it is defined in the section headed “Underwriting” in this [REDACTED]
“Reorganisation”	the corporate reorganisation arrangements implemented by the Group in preparation for the [REDACTED] which is more particularly described in the section headed “History, Reorganisation and corporate structure” in this [REDACTED]
“Reorganisation Agreement”	the reorganisation agreement dated [●] 2017 entered into between Mr. Lee, Mr. Leung and the Company, pursuant to which the Company acquired the entire issued share capital of Join Forward from Mr. Lee and Mr. Leung, and in consideration thereof, (i) at the direction of Mr. Lee and Mr. Leung, the Company allotted and issued as fully paid one Share to Luxury Booming; and (ii) the one nil paid subscriber Share held by Luxury Booming was credited as fully paid
“Second 6-Month Period”	has the meaning as ascribed to it in the section headed “Underwriting” in this [REDACTED]
“SFC”	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
“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
	[REDACTED]
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company pursuant to the written resolutions of the sole Shareholder passed on [●] 2017, the principal terms of which are summarised in the section headed “Statutory and general information — D. Share Option Scheme — 1. Share Option Scheme” in Appendix IV to this [REDACTED]
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto in the Listing Rules
“Substantial Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended, modified and supplemented from time to time
“Track Record Period”	the two years ended 31 December 2015 and the nine months ended 30 September 2016
“Underwriters”	collectively, the [REDACTED] Underwriters and the [REDACTED] Underwriters
“Underwriting Agreements”	collectively, the [REDACTED] Underwriting Agreement and the [REDACTED] Underwriting Agreement
	[REDACTED]
“HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency for the time being of Hong Kong
“MOP”	Pataca, the lawful currency of Macau
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“US\$” or “USD” United States dollars, the lawful currency of the United States of America

“%” per cent

Certain amounts and percentage figures included in this [REDACTED] have been subject to rounding adjustments. Accordingly, totals of rows or columns of numbers in tables may not be equal to the apparent total of individual items. Where information is presented in thousands or millions of units, amounts may have been rounded up or down.