
DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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

[REDACTED]

“Articles” or “Articles of Association”	the amended and restated articles of association of our Company conditionally adopted on 6 December 2018 with effect from the [REDACTED], a summary of which is set out in Appendix III to this document, and as amended from time to time
“associate(s)”	has the meaning ascribed thereto it under the Listing Rules
“Board” or “Board of Directors”	the board of Directors of our Company
“Building Authority”	has the meaning ascribed thereto under the Buildings Ordinance and, as at the Latest Practicable Date, means the Director of Buildings of the Government
“Buildings Ordinance”	the Buildings Ordinance (Chapter 123 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
“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
“CAGR”	compounded annual growth rate

[REDACTED]

“Cayman Companies Law” or “Companies Law”	The Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
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“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
“Chun Shing Development”	Chun Shing Development Co., Limited (晉勝發展有限公司), a limited liability company incorporated in Hong Kong on 29 January 2015 and is an indirect wholly-owned subsidiary of our Company
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
“Companies (WUMP) 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” or “our Company”	Yield Go Holdings Ltd. (耀高控股有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability on 9 May 2018
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“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)

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“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, means Mr. Man, Mrs. Man, Mr. Ho and Hoi Lang
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules
“Deed of Indemnity”	the deed of indemnity dated 6 December 2018 given by our Controlling Shareholders in favour of our Company (for itself and as trustee for its subsidiaries) regarding certain indemnities, details of which are set out in the paragraph headed “Statutory and general information – E. Other information – 1. Tax and other indemnities” in Appendix IV to this document
“Deed of Non-Competition”	the deed of non-competition dated 6 December 2018 given by our Controlling Shareholders and our executive Directors in favour of our Company (for itself and as trustee for its subsidiaries) regarding certain non-competition undertakings, details of which are set out in the section headed “Relationship with our Controlling Shareholders” in this document
“DEVB”	the Development Bureau of the HKSAR
“Director(s)” or “our Director(s)”	the director(s) of our Company
“Employees’ Compensation Ordinance”	Employees’ Compensation Ordinance (Chapter 282 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“FY2015/16”	the financial year ended 31 March 2016
“FY2016/17”	the financial year ended 31 March 2017
“FY2017/18”	the financial year ended 31 March 2018
“FY2018/19”	the financial year ending 31 March 2019
“Government”	the government of Hong Kong

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“Great Gold Development”	Great Gold Development Limited (金浩發展有限公司), a limited liability company incorporated in Hong Kong on 12 May 2004 and is currently wholly-owned by an independent third party
“Great Gold Huizhou”	Great Gold Wujin Furniture (Huizhou) Company Limited* (金浩五金家私制品(惠州)有限公司), a limited liability company established in the PRC on 18 June 2007 and is wholly-owned by Great Gold Development
“Group”, “our Group”, “we, “us” or “our”	our Company and our subsidiaries at the relevant time or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of our present subsidiaries, our present subsidiaries and the businesses operated by such subsidiaries (as the case may be)
“Haicheng Huizhou”	Haicheng Wujin Furniture (Huizhou) Company Limited* (海城五金家私制品(惠州)有限公司), a limited liability company established in the PRC on 15 December 2009 and is wholly-owned by Great Gold Development
“Haicheng Sichuan”	Haicheng (Sichuan) Decoration Engineering Company Limited* (海城(四川)裝飾工程有限公司), a limited liability company established in the PRC on 28 January 2008 and is wholly-owned by Great Gold Development
“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
“HK Legal Counsel”	Mr. Chan Chung, barrister-at-law, legal counsel to our Company as to Hong Kong law
“Hoi Lang”	Hoi Lang Holdings Ltd. (凱朗控股有限公司), a limited liability company incorporated in the BVI on 8 May 2018 and is owned by Mr. Man, Mrs. Man and Mr. Ho as to 50%, 30% and 20%, respectively
“Hoi Sing Construction”	Hoi Sing Construction (H.K.) Limited (海城建築(香港)有限公司), a limited liability company incorporated in Hong Kong on 21 February 2001 and is an indirect wholly-owned subsidiary of our Company

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“Hoi Sing Decoration”	Hoi Sing Decoration Engineering Company Limited (海城裝飾工程有限公司), a limited liability company incorporated in Hong Kong on 21 September 1995 and is an indirect wholly-owned subsidiary of our Company
“Hoi Sing Holdings”	Hoi Sing Holdings (HK) Limited (海城集團(香港)有限公司), a limited liability company incorporated in Hong Kong on 29 January 2007 and is owned by Mr. Man and Mrs. Man as to 50% and 50%, respectively
“Hoi Sing International”	Hoi Sing International (HK) Limited (海城國際(香港)有限公司), a limited liability company incorporated in Hong Kong on 25 March 2014 and is wholly-owned by Mr. Man Hoi Wang, Michael, the son of Mr. Man and Mrs. Man
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong”, “HKSAR” or “HK”	the Hong Kong Special Administrative Region of the PRC
[REDACTED]	
“independent third party(ies)”	a person or entity who is not a connected person of our Company under the Listing Rules
“Ipsos”	Ipsos Limited, an independent market research agency
“Ipsos Report”	a market research report commissioned by us and prepared by Ipsos on the overview of the industry in which our Group operates
“Latest Practicable Date”	5 December 2018, 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
“Link Shing”	Link Shing Holdings Ltd. (領成控股有限公司), a limited liability company incorporated in the BVI on 11 May 2018 and is a direct wholly-owned subsidiary of our Company

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[REDACTED]

“Listing Committee” the Listing sub-committee of the board of director 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

“Main Board” the Main Board of the Stock Exchange

“Memorandum of Association” or “Memorandum” the amended and restated memorandum of association of our Company, conditionally adopted on 6 December 2018 which will become effective on the [REDACTED], a summary of which is set forth in Appendix III to this document, and as amended from time to time

“Milieu” Milieu Wooden Company Limited (美耐雅木業製品有限公司), a limited liability company incorporated in Hong Kong on 16 December 2010 and is an indirect wholly-owned subsidiary of our Company

“Mr. Ho” Mr. Ho Chi Hong (何志康), an executive Director, our chief executive officer and one of the Controlling Shareholders

“Mr. Man” Mr. Man Hoi Yuen (文海源), an executive Director, the chairman of our Board, one of the Controlling Shareholders and spouse of Mrs. Man

“Mrs. Man” Ms. Ng Yuen Chun (吳婉珍), an executive Director, one of the Controlling Shareholders and spouse of Mr. Man

[REDACTED]

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[REDACTED]

“PRC” or “China”

the People’s Republic of China, and for the purpose of this document, excludes Hong Kong, Macau and Taiwan

[REDACTED]

“private sector”

a sector within the construction industry in which the project owner of the construction projects is not the Government nor a statutory body

[REDACTED]

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[REDACTED]

“public sector”	a sector within the construction industry in which the project owner of the construction projects is the Government or a statutory body
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the corporate reorganisation of our Group in preparation for the [REDACTED] as described in the section headed “History, development and reorganisation” in this document
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares given to our Directors by our Shareholder, further details of which are contained in the paragraphs headed “A. Further information about our Company – 3. Written resolutions of our sole Shareholder passed on 6 December 2018” in Appendix IV to this document
“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
“Shareholder(s)”	holder(s) of the Share(s)

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[REDACTED]

“Share Option Scheme”

the share option scheme conditionally adopted by the written resolutions of our sole shareholder passed on 6 December 2018, the principal terms of which are summarised in the paragraph headed “Statutory and general information – D. Share Option Scheme” in Appendix IV to this document

[REDACTED]

“Sole Sponsor”

Grande Capital Limited, the sole sponsor for the [REDACTED] and a licensed corporation to engage in type 6 (advising on corporate finance) regulated activities under the SFO

“sq.ft.”

square foot

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“subcontractor”

in respect of a construction project, a contractor who is appointed by the main contractor or by another subcontractor involved in the construction and who generally carries out specific work tasks of the construction

“subsidiary(ies)”

has the meaning ascribed to it under the Listing Rules

“Substantial Shareholder(s)”

has the meaning ascribed to it under the Listing Rules and details of our Substantial Shareholders are set out in the section headed “Substantial Shareholders” in this document

“Takeovers Code”

The Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time

“Track Record Period”

FY2015/16, FY2016/17, FY2017/18 and the four months ended 31 July 2018

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[REDACTED]

“United States” or “U.S.”	the United States of America
“U.S. Securities Act”	United States Securities Act of 1933, as amended, modified and supplemented from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“variation order(s)”	an order placed by customer during the course of project execution concerning variation to part of the works that is necessary for the completion of the project, which may include (i) additions, omissions, substitutions, alterations, and/or changes in the quality, form, character, kind, position, dimension or other aspect of the works; (ii) changes to any sequence, method or timing of construction specified in the main contract; and (iii) changes to the site or entrance to and exit from the site

[REDACTED]

“%”	per cent
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The English names of the PRC entities mentioned in this document which are marked with “” are translation or transliteration from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.*