

DEFINITIONS

In this listing document, the following expressions and terms shall have the meanings set out below unless the context otherwise requires. Certain terms are explained in the section headed “Glossary of Technical Terms” in this listing document.

“Articles” or “Articles of Association”	the articles of association of the Company conditionally adopted on 22 February 2019 and effective from the Listing Date, as amended from time to time, a summary of which is set out in Appendix IV to this listing document
“Beneficial Hanison Shareholder(s)”	beneficial owner(s) of Hanison Shares whose Hanison Shares are registered in the name of a Registered Hanison Shareholder
“Board” or “Board of Directors”	the board of Directors of the Company
“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
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a 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, joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant, or a CCASS Investor Participant
“CCM Trust”	CCM Trust (Cayman) Limited, a company incorporated in the Cayman Islands with limited liability, and the Controlling Shareholder

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“Cha Family”	family members and descendants of the late Dr. Cha Chi Ming, including his son, Mr. Cha Mou Sing, Payson (the non-executive chairman of the Company)
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961) of the Cayman Islands, as amended or supplemented from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, modified or supplemented from time to time
“Company”	Million Hope Industries Holdings Limited (美亨實業控股有限公司), an exempted company with limited liability incorporated in the Cayman Islands on 20 February 2018 under the Companies Law
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules, and in the context of the Company, means the controlling shareholders of the Company immediately after the completion of the Spin-off, being CCM Trust and Mingly
“Directors”	directors of the Company
“Distribution”	the conditional special interim dividend declared by the Hanison Board on 22 February 2019 to be satisfied by way of a distribution in specie of the entire issued share capital of the Company owned by Hanison (representing the entire issued share capital of the Company) to the Distribution Qualifying Shareholders, further details of which are set out in the section headed “Information about the Spin-off and the Distribution”
“Distribution Excluded Shareholders”	the Overseas Hanison Shareholders to whom the Hanison Board, after making relevant enquiries, consider it necessary or expedient not to distribute Shares pursuant to the Distribution on account of either the legal restrictions under the laws of the relevant jurisdiction or the requirements of the relevant regulatory body or stock exchange in that jurisdiction

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“Distribution Qualifying Shareholders”	the Hanison Shareholders whose names appear on the register of members of Hanison on the Record Date, other than the Distribution Excluded Shareholders
“Excluded Jurisdiction(s)”	those jurisdictions outside Hong Kong in respect of which the Hanison Board and the Board have determined that it is necessary or expedient not to distribute the Share(s) to the Overseas Hanison Shareholder(s) located or resident in those jurisdictions pursuant to the Distribution, on account of either the legal restrictions under the laws of the relevant jurisdiction or the requirements of the relevant regulatory body or stock exchange in that jurisdiction
“Group”	the Company and its subsidiaries
“Hanison”	Hanison Construction Holdings Limited (興勝創建控股有限公司), a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 896)
“Hanison Board”	the board of directors of Hanison
“Hanison Construction (BVI)”	Hanison Construction Holdings (BVI) Limited, a company incorporated in the BVI and a direct wholly-owned subsidiary of Hanison
“Hanison Construction Company”	Hanison Construction Company Limited, a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of Hanison
“Hanison Group”	Hanison and its subsidiaries
“Hanison Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of Hanison
“Hanison Shareholder(s)”	holder(s) of Hanison Share(s)
“Heroic Elite”	Heroic Elite Investments Limited (雄傑投資有限公司), a company incorporated in the BVI on 27 February 2017 with limited liability and an indirect wholly-owned subsidiary of the Company
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong

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“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“HKRI”	HKR International Limited (香港興業國際集團有限公司), a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 480)
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Share Registrar”	[REDACTED]
“Independent Third Party(ies)”	any individual or a company who, as far as the Directors are aware, is not 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 Company and prepared by Ipsos on the overview of the industry in which the Group operates
“Latest Practicable Date”	19 February 2019, being the latest practicable date for the purpose of ascertaining certain information contained in this listing document prior to its publication
“LBJ Regents”	LBJ Regents Limited, a company incorporated under the laws of the BVI with limited liability, being the trustee of certain but not identical discretionary trusts of which members of the Cha Family are among the discretionary objects
“Listing”	the listing of, and commencement of dealings in, the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the listing sub-committee of the board of the Stock Exchange

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“Listing Date”	the date expected to be on or about [REDACTED], on which the Shares are first listed on the Stock Exchange and from which date dealings in the Shares are permitted to commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Million Hope (BVI)”	Million Hope (BVI) Limited, a company incorporated in the BVI on 15 February 2018 with limited liability and an indirect wholly-owned subsidiary of the Company
“Million Hope (Huizhou)”	美興新型建築材料(惠州)有限公司 (Translation: Million Hope New-Tech Building Supplies (Huizhou) Limited), a wholly foreign-owned enterprise established in the PRC on 27 May 2008 and an indirect wholly-owned subsidiary of the Company
“Million Hope Industries (BVI)”	Million Hope Industries (BVI) Limited, a company incorporated in the BVI on 15 February 2018 with limited liability and a direct wholly-owned subsidiary of the Company
“Million Hope Industries (HK)”	Million Hope Industries Limited (美亨實業有限公司), a company incorporated under the laws of Hong Kong with limited liability on 10 August 1990 and an indirect wholly-owned subsidiary of the Company
“Mingly”	Mingly Corporation (名力集團控股有限公司), a company incorporated in the Cayman Islands with limited liability, and a non wholly-owned subsidiary of CCM Trust
“Overseas Hanison Shareholder(s)”	Hanison Shareholder(s) whose address(es) on the register of members of Hanison on the Record Date is/are in a jurisdiction outside Hong Kong
“Paramount Forward”	Paramount Forward Limited (邁峰有限公司), a company incorporated in the BVI on 2 January 2018 with limited liability and an indirect wholly-owned subsidiary of the Company
“PRC” or “China”	the People’s Republic of China, excluding, for the purposes of this listing document, Hong Kong, the Macau Special Administrative Region, and Taiwan

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“PRC Legal Adviser”	Guantao Law Firm, the legal adviser to the Company as to PRC law
“Property”	the property comprising offices A, B, C, D, E, F, G, H, J, K, L, M, N and P on 20/F., and car parking space numbers P50 and P51 on Basement Floor, Kings Wing Plaza 1, No. 3 On Kwan Street, Shatin, New Territories, Hong Kong
“Record Date”	[REDACTED] , being the date that was determined by the Hanison Board for ascertaining entitlements to the Distribution
“Registered Hanison Shareholder(s)”	in respect of a Beneficial Hanison Shareholder, any nominee, trustee, depositary or any other authorised custodian or third party whose name is entered in the register of members of Hanison as the holder of the Hanison Shares in which the Beneficial Hanison Shareholder is beneficially interested
“Relevant Persons”	the Company, Hanison, the Sponsor, any of the Company’s, Hanison’s or the Sponsor’s respective directors, officers, employees, agents or representatives or any other person involved in the Spin-off
“Remaining Business”	the businesses of (i) construction; (ii) interior and renovation works; (iii) supply and installation of limited other building materials (being unrelated to the businesses of the Group); (iv) property investment; (v) property development; (vi) provision of property agency and management services; and (vii) sale of health products
“Remaining Group”	Hanison and its subsidiaries (excluding the Group) upon completion of the Spin-off
“Reorganisation”	the reorganisation of the Group in preparation for the Listing, details of which are set out in the section headed “History, Reorganisation and Corporate Structure” in this listing document
“Rich Victory”	Rich Victory (Hong Kong) Limited (益旺(香港)有限公司), a company incorporated under the laws of Hong Kong with limited liability on 5 December 2014 and an indirect wholly-owned subsidiary of the Company

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“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Schüco”	the Schüco group of companies whose head office is located in Germany, and whose PRC branch, Schüco International (Beijing) Co., Ltd, has entered into a co-operation and framework agreement with the Group
“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 or supplemented from time to time
“Share(s)”	ordinary share(s) in the capital of the Company with a nominal value of HK\$0.10 each
“Shareholder(s)”	holder(s) of Share(s)
“Spin-off”	the proposed spin-off of the Company by way of the Distribution and separate listing of the Shares on the Main Board of the Stock Exchange by way of introduction
“Sponsor”	VMS Securities Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sunny Oriental”	Sunny Oriental Limited (利瑋有限公司), a company incorporated under the laws of Hong Kong on 24 October 2007 and an indirect wholly-owned subsidiary of the Company
“Track Record Period”	the period comprising the three financial years ended 31 March 2018 and the five months ended 31 August 2018
“Trigon Building Materials”	Trigon Building Materials Limited (華高達建材有限公司), a company incorporated under the laws of Hong Kong and an indirect wholly-owned subsidiary of Hanison
“Trigon Companies”	Trigon Building Materials and Trigon Interior

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“Trigon Interior”	Trigon Interior Fitting-Out Works (Macau) Limited (華高達室內裝修(澳門)有限公司), a company incorporated under the laws of Macau and an indirect wholly-owned subsidiary of Hanison
“US”	the United States of America
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States of America
“Waller Holdings”	Waller Holdings Limited, a company incorporated in the BVI on 17 November 2014 with limited liability and an indirect wholly-owned subsidiary of the Company

In this listing document:

- Certain amounts set out in this listing document have been rounded. Accordingly, figures shown as totals of certain amounts may not be an arithmetic sum of such amounts.
- For ease of reference, certain terms relating to laws or regulations in the PRC have been included in this listing document in both the Chinese and English languages and in the event of any inconsistency between the Chinese terms mentioned in this listing document and their English translation, the Chinese terms shall prevail.