

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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

“[REDACTED]”	[REDACTED]
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted on 18 March 2019 and effective upon the [REDACTED] and as amended from time to time, a summary of which is set out in Appendix III to this document
“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 (Administration) Regulations	the Building (Administration) Regulations (Chapter 123A of the Laws of Hong Kong)
“Building Authority”	the Director of Buildings as defined under the Buildings Ordinance
“Buildings Ordinance”	the Buildings Ordinance (Chapter 123 of the Laws of Hong Kong)
“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
“Capitalisation Issue”	the issue of [REDACTED] Shares to be made upon capitalisation of part of the amount standing to the credit of our share premium account as referred to in the paragraph headed “A. Further Information about our Company and our Subsidiaries – 3. Written resolutions of our Shareholders passed on 18 March 2019” in Appendix IV to this document
“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

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“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
“Companies Law”	the Companies Law (as 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 (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”	Wai Hung Group Holdings Limited (偉鴻集團控股有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability on 9 April 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
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, means Mr. Li and Copious Astute
“Copious Astute”	Copious Astute Limited (巧裕有限公司), a company incorporated under the laws of BVI with limited liability on 21 February 2018, which is wholly-owned by Mr. Li and is a Controlling Shareholder
“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 18 March 2019 executed by our Controlling Shareholders in favour of our Company regarding certain indemnities, details of which are set out in the paragraph headed “E. Other Information – 1. Tax and other indemnities” in Appendix IV to this document

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“Deed of Non-Competition	the deed of non-competition dated 18 March 2019 executed by our Controlling Shareholders in favour of our Company regarding certain non-competition undertakings, details of which are set out in the section headed “Relationship with our Controlling Shareholders – Non-competition undertakings by our Controlling Shareholders” in this document
“Director(s)”	the director(s) of our Company
“DSSOPT”	the Land, Public Works and Transport Bureau of Macau
“first fit-out”	fitting-out works for new buildings
“Fresh Phoenix”	Fresh Phoenix Limited (新鳳有限公司), a company incorporated under the laws of BVI with limited liability on 21 February 2018 and wholly owned by Mr. Leong
“Frost & Sullivan”	Frost & Sullivan Limited, an independent market research agency
“Frost & Sullivan Report”	a market research report commissioned by us and prepared by Frost & Sullivan on the overview of the industry in which our Group operates
“FY2015”	the financial year ended 31 December 2015
“FY2016”	the financial year ended 31 December 2016
“FY2017”	the financial year ended 31 December 2017
“FY2018”	the financial year ended 31 December 2018
“FY2019”	the financial year ending 31 December 2019
“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)
“HK Buildings Department”	the Buildings Department of the HK Government
“HK Government”	the government of Hong Kong
“HK Legal Counsel”	Ms. Queenie W.S. Ng, barrister-at-law of Hong Kong
“HKAS”	Hong Kong Accounting Standards
“HKD” or “HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

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“HKFRSs”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“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
“Hong Kong Branch Share Registrar”	[REDACTED], the Hong Kong branch share registrar and transfer office of our Company
“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 our Directors, chief executive, substantial Shareholders of our Company or any of its subsidiaries, or any of their respective associates
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Keng Chuan”	Keng Chuan Limited (景川有限公司), a company incorporated in Macau with limited liability on 15 August 2012, which is an indirect wholly-owned subsidiary of our Company
“Latest Practicable Date”	20 March 2019, 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
“[REDACTED]”	[REDACTED]
“Listing Committee”	the Listing Committee of the Stock Exchange
“[REDACTED]”	[REDACTED]

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified and supplemented from time to time
“Loyal Auspicious”	Loyal Auspicious Limited (瑞忠有限公司), a company incorporated under the laws of BVI with limited liability on 28 February 2018, which is a direct wholly-owned subsidiary of our Company
“Macau”	The Macao Special Administrative Region of the PRC
“Macau Government”	The government of Macau
“Macau Legal Advisers”	Chio Tak Wo, Advogado, the legal advisers to our Company as to Macau law
“Main Board”	the Main Board of the Stock Exchange
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company adopted on 18 March 2019 and as amended from time to time
“MOP” or “Pataca”	Macau Pataca, the lawful currency of Macau
“Mr. Leong” or “[REDACTED] Investor”	Mr. Leong Lap Kun (梁立權先生), a [REDACTED] investor who through Fresh Phoenix holds 10% interest in our Company immediately after completion of the Reorganisation
“Mr. Li”	Mr. Li Kam Hung (李錦鴻), an executive Director, the chief executive officer, the chairman of the Board and a Controlling Shareholder
“Mr. Yu”	Mr. Yu Ming Ho (余銘濠), an executive Director
“NWHC”	New Wai Hung Construction (Macau) Co., Ltd. (新偉鴻建築(澳門)有限公司), formerly known as New Wai Hung Hong Construction (Macau) Co., Ltd. (新偉鴻行建築(澳門)有限公司), a company incorporated in Macau with limited liability on 22 March 2006, which is an indirect wholly-owned subsidiary of our Company
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]

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“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“PRC”	the People’s Republic of China, and for the purpose of this document, excludes Hong Kong, Macau and Taiwan
“[REDACTED] Investment”	the [REDACTED] investment in our Group by the [REDACTED] Investor, as further detailed in the section headed “History, Reorganisation and Corporate Structure – [REDACTED] Investment” in this document
“Predecessor Companies Ordinance”	the predecessor Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force from time to time before 3 March 2014

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“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“refitting”	fitting-out works for existing buildings
“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, Reorganisation and Corporate Structure” in this document
“Reorganisation Agreement”	the reorganisation agreement dated 30 May 2018 and entered into between our Company, Copious Astute, Mr. Li, Loyal Auspicious and Splendor Haze pursuant to which our Company acquired the entire issued share capital of each of Loyal Auspicious and Splendor Haze from Mr. Li, details of which are set out in the section headed “History, Reorganisation and Corporate Structure – Reorganisation” in this document

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“RGBC”	registered general building contractor
“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
“SGD” or “SG\$”	Singapore dollars, the lawful currency of Singapore
“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)
“[REDACTED]”	[REDACTED]
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 18 March 2019, the principal terms of which are summarised in the paragraph headed “D. Share Option Scheme” in Appendix IV to this document
“Singapore”	The Republic of Singapore
“Sole Sponsor”	Red Sun Capital Limited, the sole sponsor for the [REDACTED] and a licensed corporation to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activity under the SFO
“Splendor Haze”	Splendor Haze Limited (彩嵐有限公司), a company incorporated under the laws of BVI with limited liability on 30 January 2018, which is a direct wholly-owned subsidiary of our Company
“sq.ft.”	square foot
“sq.m.”	square metre
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules

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“Substantial Shareholder”	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, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	FY2015, FY2016, FY2017 and FY2018
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“United States” or “U.S.”	the United States of America
“USD” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	United States Securities Act of 1933, as amended, modified and supplemented from time to time
“WHHC”	Wai Hung Hong Construction Company Limited (偉鴻行建築有限公司), a company incorporated in Hong Kong with limited liability on 9 May 2001, which is an indirect wholly-owned subsidiary of our Company
“WHHCE”	Wai Hung Hong Construction Engineering Limited (偉鴻行建築工程有限公司), formerly known as Moral Trend Creation Limited (德萬創建有限公司), a company incorporated in Hong Kong with limited liability on 16 December 2010, which is an indirect wholly-owned subsidiary of our Company
“WHHDD”	Wai Hung Hong Decoration and Design Company Limited (偉鴻行裝飾及設計有限公司), a company incorporated in Macau with limited liability on 28 September 2006, which is an indirect wholly-owned subsidiary of our Company
“WHHE (HK)”	Wai Hung Hong Engineering Company Limited (偉鴻行工程有限公司), a company incorporated in Hong Kong with limited liability on 22 August 1996, which is an indirect wholly-owned subsidiary of our Company

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“WHHE (Macau)”	Wai Hung Hong Engineering (Macau) Co., Ltd (偉鴻行工程(澳門)有限公司), a company incorporated in Macau with limited liability on 16 May 2005, which is an indirect wholly-owned subsidiary of our Company
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“YKDE”	Yiu Kwong Decoration Engineering (Macau) Company Limited (耀港裝飾工程(澳門)有限公司), a company incorporated in Macau with limited liability on 3 March 2017, which is an indirect wholly-owned subsidiary of our Company
“ZHZC”	珠海橫琴忠信建材有限公司 (Zhuhai Hengqin Zhongxin Construction Materials Limited*), a company incorporated in the PRC with limited liability on 12 May 2015, which is an indirect wholly-owned subsidiary of our Company
“%”	per cent

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Unless otherwise stated, all the numerical figures are rounded to one decimal place. Any discrepancy in any table between totals and sums of individual amounts listed in any table are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

In this document, if there is any inconsistency between the Chinese names of the entities or enterprises established in Macau and their English translations, the Chinese names shall prevail. English translation of company names in Chinese or another language which are marked with “” is for identification purpose only.*

Unless expressly stated or the context otherwise requires, all data in this document is as at the date of this document.