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## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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

“Accountant’s Report”	the accountant’s report of our Company, the text of which is set forth in Appendix I to this prospectus
“Acting in Concert Undertaking”	a confirmation and undertaking executed between Mr. KS Chan and Mr. WP Chan dated 5 November 2020. For details, please refer to the paragraph headed “History, development and Reorganisation – Acting in Concert Undertaking” in this prospectus
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company adopted on 13 September 2022, a summary of which is set out in Appendix III to this prospectus, as supplemented, amended or otherwise modified from time to time
“associate(s)”	has the meaning ascribed thereto it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“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” or “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
“CAGR”	compounded annual growth rate
“Capitalisation Issue”	the issue of 711,000,000 Shares upon capitalisation of part of the share premium account of our Company referred to in the paragraph headed “A. Further information about our Group – 5. Written resolutions of our sole Shareholder passed on 13 September 2022” in Appendix IV to this prospectus

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“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 general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS EIPO”	the application for the Public Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated CCASS Participant’s stock account through causing HKSCC Nominees to apply on your behalf, including by (i) instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give <b>electronic application instructions</b> via CCASS terminals to apply for the Public Offer Shares on your behalf; or (ii) if you are an existing CCASS Investor Participant, giving <b>electronic application instructions</b> through the CCASS Internet System ( <a href="https://ip.ccass.com">https://ip.ccass.com</a> ) or through the CCASS Phone System (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input <b>electronic application instructions</b> for CCASS Investor Participants through HKSCC’s Customer Service Centre by completing an input request
“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
“Chan Kiu”	Chan Kiu Construction Decoration Engineering Limited (陳橋建築泥水裝飾工程有限公司), a company incorporated in Hong Kong with limited liability on 18 October 2007, and an indirect wholly-owned subsidiary of our Company
“close associate(s)”	has the meaning ascribed to it under the Listing Rules

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“Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified 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 (WUMP) Ordinance” or “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” or “our Company”	GC Construction Holdings Limited (formerly known as Chan Kiu Engineering Holdings Limited (陳橋工程控股有限公司)), an exempted company incorporated in the Cayman Islands with limited liability on 28 April 2020
“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)
“Construction Sites (Safety) Regulations”	the Construction Sites (Safety) Regulations (Chapter 59I of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and in the context of this prospectus, refers to Mr. KS Chan, Mr. WP Chan and Evolve Billion
“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
“COVID-19”	the coronavirus pandemic, an ongoing global pandemic of coronavirus disease 2019 (COVID-19) caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2)

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“Deed of Indemnity”	the deed of indemnity dated 18 September 2022 executed by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for and on behalf of our subsidiaries) regarding certain indemnities as more particularly set out in the paragraph headed “E. Other information – 1. Tax and other indemnities” in Appendix IV to this prospectus
“Deed of Non-Competition”	the deed of non-competition dated 18 September 2022 executed by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for and on behalf of our subsidiaries) regarding the non-competition undertakings as more particularly set out in the paragraph headed “Relationship with our Controlling Shareholders – Non-competition undertakings” in this prospectus
“Development Bureau”	the Development Bureau of the Government
“Director(s)”	the director(s) of our Company
“Evolve Billion”	Evolve Billion Limited (進億有限公司), a company incorporated in BVI with limited liability on 21 April 2020 and one of our Controlling Shareholders
“ <b>eWhite Form</b> ”	the application for Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of the <b>eWhite Form</b> Service Provider at <b>www.ewhiteform.com.hk</b>
“ <b>eWhite Form</b> Service Provider”	the <b>eWhite Form</b> Service Provider designated by our Company, as specified on the designated website at <b>www.ewhiteform.com.hk</b>
“Extreme Conditions”	the extreme conditions the government of Hong Kong may announce in the event of, for example, serious disruption of public transport services, extensive flooding, major landslides, or large-scale power outage caused by super typhoons according to the revised “Code of Practice in Times of Typhoons and Rainstorms” issued by the Labour Department
“F&S”	Frost & Sullivan Limited, an independent market research agency, which is an independent third party

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“First Group”	First Group consists of two private companies, namely NK Construction Company Limited and New Standard Construction Company Limited. First Group is one of our top customers and an independent third party
“FY2017/18”	the financial year ended 31 March 2018
“FY2018/19”	the financial year ended 31 March 2019
“FY2019/20”	the financial year ended 31 March 2020
“FY2020/21”	the financial year ended 31 March 2021
“FY2021/22”	the financial year ended 31 March 2022
“FY2022/23”	the financial year ending 31 March 2023
“FY2023/24”	the financial year ending 31 March 2024
“FY2024/25”	the financial year ending 31 March 2025
“Government”	the Government of the Hong Kong Special Administrative Region
“Grande Capital” or “Sponsor”	Grande Capital Limited, the sponsor of our Company for the Listing and a licensed corporation under the SFO to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities as defined under the SFO
“ <b>GREEN</b> Application Form(s)”	the application form(s) to be completed by the <b>eWhite Form</b> Service Provider
“Group”, “we”, “us” or “our Group”	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 or their predecessors (as the case may be)
“HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRSs”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants

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“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”	Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar of our Company
“Housing Authority”	the Hong Kong Housing Authority, a statutory body in Hong Kong established under the Housing Ordinance (Chapter 283 of the Laws of Hong Kong), which is responsible for developing and implementing Hong Kong’s public housing programme
“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 or any of its subsidiaries, or any of their respective associates
“Industry Report”	a market research report commissioned by us and prepared by F&S on the overview of the industry in which our Group operates
“ISO”	an acronym for a series of quality management and quality assurance standards published by International Organisation for Standardization, a non-government organization based in Geneva, Switzerland, for assessing the quality systems of business organisations
“ISO 14001”	an environmental management system standard that maps out a framework that a company or organisation can follow to set up an effective environmental management system, to provide assurance to company management and employees as well as external stakeholders that environmental impact is being measured and improved
“ISO 14001:2015”	the 2015 version of the ISO 14001 standard

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## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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“ISO 45001”	an international standard setting out requirements for an occupational health and safety management system developed for managing the occupational health and safety risks associated with a business
“ISO 45001:2018”	the 2018 version of the ISO 45001 standard
“ISO 9001”	a quality management system standard that is based on a number of quality management principles including a strong customer focus, the motivation and implication of top management, the process approach and continual improvement
“ISO 9001:2015”	the 2015 version of the ISO 9001 standard
“Joint Bookrunners”	China Tonghai Securities Limited and Realord Asia Pacific Securities Limited
“Joint Lead Managers”	China Tonghai Securities Limited, Realord Asia Pacific Securities Limited, Chief Securities Limited, Sinomax Securities Limited and CSFG International Securities Limited
“Labour Department”	the Labour Department of the Government
“Latest Practicable Date”	15 September 2022, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information in this prospectus prior to its publication
“Legal Counsel”	Mr. Chan Chung, barrister-at-law of Hong Kong
“Listing”	listing of the Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about Monday, 10 October 2022, on which dealings in the Shares first commence on the Main Board
“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

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## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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“main contractor”	in respect of a construction project, a contractor who is appointed by the project owner and who generally oversees the progress of the entire construction project and delegate different work tasks of the construction to other subcontractors
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company approved and adopted on 13 September 2022, a summary of which is set out in Appendix III to this prospectus, as supplemented, amended or otherwise modified from time to time
“Mr. KS Chan”	Mr. Chan Kiu Sum (陳橋森先生), the chairman of our Board, the chief executive officer of our Group, our executive Director and one of our Controlling Shareholders. Mr. KS Chan is the cousin-in-law of Mr. WP Chan
“Mr. WP Chan”	Mr. Chan Wing Ping (陳永平先生), our executive Director and one of our Controlling Shareholders. Mr. WP Chan is the cousin-in-law of Mr. KS Chan
“Ms. Tsang”	Ms. Tsang Chiu Ching (曾肖貞女士), the spouse of Mr. KS Chan
“Nomination Committee”	the nomination committee of the Board
“NRMM(s)”	non-road mobile machinery
“NRMM Regulation”	the Air Pollution Control (Non-road Mobile Machinery) (Emission) Regulation (Chapter 311Z of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Offer Price”	the final price per Offer Share in Hong Kong dollars (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.005% and Financial Reporting Council transaction levy of 0.00015%) at which the Offer Shares are to be subscribed for or issued pursuant to the Share Offer
“Offer Share(s)”	the Public Offer Shares and the Placing Shares



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## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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“OHSAS 18001”	an international standard setting out requirements for an occupational health and safety management system developed for managing the occupational health and safety risks associated with a business
“OHSAS 18001:2007”	the 2007 version of the OHSAS 18001 standard
“Over-allotment Option”	the option expected to be granted by our Company under the Placing Underwriting Agreement to the Sole Global Coordinator, which is exercisable in full or in part by the Sole Global Coordinator (on behalf of the Placing Underwriters), pursuant to which our Company may be required to allot and issue up to an aggregate of 37,500,000 Shares, representing approximately 15% of the initial number of Offer Shares offered under the Share Offer, at the Offer Price to cover over-allocations in the Placing, if any
“Placing”	the conditional placing of the Placing Shares by the Placing Underwriters at the Offer Price to selected professional, institutional and other investors as set out in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Placing Shares”	the 225,000,000 Shares being initially offered by our Company for subscription at Offer Price pursuant to the Placing, subject to re-allocation as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Placing Underwriter(s)”	the underwriters of the Placing, who are expected to enter into the Placing Underwriting Agreement to underwrite the Placing
“Placing Underwriting Agreement”	the conditional underwriting and placing agreement relating to the Placing expected to be entered into on or about 29 September 2022 by, among others, our Company, the Sole Global Coordinator and the Placing Underwriters, particulars of which are summarised in the section headed “Underwriting” in this prospectus
“PRC”	the People’s Republic of China, which for the purpose of this prospectus, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

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## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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“Price Determination Agreement”	the agreement to be entered into by the Sole Global Coordinator (for itself and on behalf of the Underwriters) and our Company on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or around Thursday, 29 September 2022, on which the Price Determination Agreement is entered into but in any event no later than Wednesday, 5 October 2022
“private sector projects”	works contracts that are not public sector projects
“Project #XX”	the top projects with accumulated revenue contribution to our Group of HK\$40.0 million or above during the Track Record Period, details of which are set out in the paragraph headed “Business – Projects undertaken during the Track Record Period – Top projects undertaken during the Track Record Period” in this prospectus
“Project OXX”	some of our projects that have commenced but not completed as well as projects that have been awarded to us but not yet commenced as at the Latest Practicable Date, details of which are set out in the paragraph headed “Business – Projects on hand” in this prospectus
“Public Offer”	the offer of the Public Offer Shares for subscription by the members of the public in Hong Kong for cash at the Offer Price (plus brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.005% and Financial Reporting Council transaction levy of 0.00015%), payable in full on application, and subject to the terms and conditions described in this prospectus and the <b>GREEN</b> Application Form
“Public Offer Shares”	the 25,000,000 Shares initially being offered for subscription under the Public Offer, subject to re-allocation as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Public Offer Underwriters”	the underwriters of the Public Offer whose names are set out in the paragraph headed “Underwriting – Public Offer Underwriters” in this prospectus

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## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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“Public Offer Underwriting Agreement”	the conditional underwriting agreement dated 22 September 2022 relating to the Public Offer entered into between, among others, our Controlling Shareholders, our executive Directors, our Company and the Public Offer Underwriters, particulars of which are summarised in the section headed “Underwriting” in this prospectus
“public sector projects”	works contracts of which the ultimate project owner is Government department or statutory body
“Registered Specialist Trade Contractors Scheme”	Registered Specialist Trade Contractors Scheme (formerly known as the Subcontractor Registration Scheme) of the Construction Industry Council
“Regulated Machine(s)”	any mobile machine(s) or transportable industrial equipment(s) (other than a vehicle of a class specified in Schedule 1 to the Road Traffic Ordinance (Chapter 374 of the Laws of Hong Kong) that is/are powered by an internal combustion engine with a rated engine power output that is greater than 19 kW but not greater than 560 kW
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the reorganisation of our Group for the purpose of the Listing, details of which are set out in the section headed “History, development and Reorganisation” in this prospectus
“Safety Consultant”	Garron Holdings Limited, an independent safety consultant
“Sanfield”	Sanfield (Management) Limited, being one of our top customers and an independent third party
“SFC”	the Securities and Futures Commission
“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 par value of HK\$0.01 each in the share capital of our Company

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“Share Offer”	the Public Offer and the Placing
“Share Option Scheme”	the share option scheme conditionally approved and adopted by our Company on 13 September 2022, the principal terms of which are summarised in the paragraph headed “D. Share Option Scheme” in Appendix IV to this prospectus
“Shareholder(s)”	holder(s) of the Share(s)
“Sole Global Coordinator”	China Tonghai Securities Limited
“sq.ft.”	square foot
“Stabilising Manager”	China Tonghai Securities Limited
“Stock Borrowing Agreement”	the stock borrowing agreement to be entered into between Evolve Billion and the Stabilising Manager, pursuant to which the Stabilising Manager may borrow up to 37,500,000 Shares to cover any over-allocations in the Share Offer
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subcontractor Registration Scheme”	Subcontractor Registration Scheme of the Construction Industry Council, which was substituted by the Registered Specialist Trade Contractors Scheme since 1 April 2019
“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 prospectus
“Takeovers Code”	The Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	FY2018/19, FY2019/20, FY2020/21 and FY2021/22
“Underwriters”	the Public Offer Underwriters and the Placing Underwriters, details of which are set out in the section headed “Underwriting” in this prospectus

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## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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“Underwriting Agreements”	the Public Offer Underwriting Agreement and the Placing Underwriting Agreement
“United States” or “U.S.”	the United States of America
“U.S. Securities Act”	the Securities Act of 1933 of the United States, 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 additional or alteration of works beyond the scope of the contract during project implementation
“Wai Wai Prestige”	Wai Wai Prestige Company Limited (威威有限公司), a company incorporated in BVI with limited liability on 8 May 2020, and a direct wholly-owned subsidiary of our Company
“Ying Wai”	Ying Wai (Chan Kiu) Construction Engineering Co., Limited (盈威(陳橋)建築泥水工程有限公司), a company incorporated in Hong Kong with limited liability on 30 July 2005, and an indirect wholly-owned subsidiary of our Company
“Ying Ying”	Ying Ying Company Limited (盈盈有限公司), a company incorporated in BVI with limited liability on 8 May 2020, and a direct wholly-owned subsidiary of our Company
“%”	per cent