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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
“AFRC”	the Accounting and Financial Reporting Council
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company adopted on 5 February 2024, a summary of which is set out in Appendix IV to this prospectus, as supplemented, amended or otherwise modified from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“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 allotment and issue of 1,499,999,999 new Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of our Company as referred to in the paragraph headed “A. Further Information about our Group – 5. Written resolutions of our sole Shareholder passed on 5 February 2024” in Appendix V to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Chairman”	the chairman of our Board, Mr. WH Chan
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Co-Managers”	Fortune Origin Securities Limited, Lee Go Securities Limited, Victory Securities Company Limited, Grand China Securities Limited and SBI China Capital Financial Services Limited

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“Companies Act”	the Companies Act (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” 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”	WK Group (Holdings) Limited (泓基集團(控股)有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 28 June 2023
“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)
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, means Mr. Kelvin Chan, Mr. Eddie Chan, Mr. WH Chan, Ms. Choi, Ms. Karen Chan and WK (BVI)
“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 C1 to the Listing Rules
“COVID-19”	the coronavirus pandemic, a global pandemic of coronavirus disease 2019 (COVID-19) caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2)
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the Chinese national securities markets
“Dapianmei Production Facility”	our leased production facility located at Dapianmei Village, Dalingshan Town, Dongguan City, Guangdong Province, the PRC (中國廣東省東莞市大嶺山鎮大片美村)

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“Deed of Indemnity”	the deed of indemnity dated 5 February 2024 given by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for and on behalf of each of our subsidiaries) regarding certain indemnities, details of which are set out in the paragraph headed “E. Other information – 1. Tax and other indemnities” in Appendix V to this prospectus
“Development Bureau”	the Development Bureau of the Government
“Director(s)”	the director(s) of our Company
“EIT Law”	the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》)
“ <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 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” or “Frost & Sullivan”	Frost & Sullivan Limited, an independent market research agency, which is an independent third party
“FINI”	“Fast Interface for New Issuance”, an online platform operated by HKSCC that is mandatory for admission to trading and, where applicable, the collection and processing of specified information on subscription in and settlement for all new listings on the Stock Exchange
“FY2020”	the financial year ended 31 December 2020
“FY2021”	the financial year ended 31 December 2021
“FY2022”	the financial year ended 31 December 2022

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“FY2023”	the financial year ending 31 December 2023
“FY2024”	the financial year ending 31 December 2024
“FY2025”	the financial year ending 31 December 2025
“Government”	the Government of the Hong Kong Special Administrative Region
“Grande Capital” or “Sponsor”	Grande Capital Limited, the sponsor to our Company’s application 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
“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)
“Hip Hing Group”	Hip Hing Group consists of two private limited liability companies and a joint venture, namely (i) Hip Hing Engineering Company Limited; (ii) Hip Hing Construction Company Limited; and (iii) Hip Hing Joint Venture (SPX1). Hip Hing Group is one of our top customers and suppliers during the Track Record Period and an independent third party
“HKD” or “HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKFRS(s)”	Hong Kong Financial Reporting Standards (including Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) 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

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“HKSCC EIPO channel”	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 HKSCC Participant’s stock account through causing HKSCC Nominees to apply on your behalf, instructing your broker or custodian who is a HKSCC Participant to submit an EIPO application on your behalf through FINI in accordance with your instruction
“HKSCC Nominees”	HKSCC Nominees Limited
“HKSCC Operational Procedures”	the operational procedures of the HKSCC, containing the practices, procedures and administrative or other requirements relating to HKSCC’s services and the operations and functions of the systems established, operated and/or otherwise provided by or through HKSCC (including FINI and CCASS) as from time to time in force
“HKSCC Participant”	a participant admitted to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant
“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
“Hong Kong Legal Counsel”	Ms. Queenie W.S. Ng, barrister-at-law of Hong Kong
“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
“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

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“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
“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” and “Joint Lead Managers”	Grande Capital Limited, Quam Securities Limited, Yuen Meta (International) Securities Limited, Eddid Securities and Futures Limited and Livermore Holdings Limited
“Labour Department”	the Labour Department of the Government
“Latest Practicable Date”	20 February 2024, 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
“List of Approved Specialist Contractors for Public Works”	the “List of Approved Suppliers of Materials and Specialist Contractors for Public Works” maintained by the Development Bureau
“Listing”	listing of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about Friday, 8 March 2024, on which dealings in the Shares first commence on the Main Board

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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
“Memorandum of Association” or “Memorandum”	the amended and restated memorandum of association of our Company approved and adopted on 5 February 2024, a summary of which is set out in Appendix IV to this prospectus, as supplemented, amended or otherwise modified from time to time
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部) or its predecessor, the Ministry of Foreign Trade and Economic Cooperation, as appropriate to the context
“Mr. Eddie Chan”	Mr. Chan Kam Kong (陳鑫江), the chief operating officer of our Group, an executive Director and one of our Controlling Shareholders. Mr. Eddie Chan is the son of Mr. WH Chan and Ms. Choi, and the brother of Mr. Kelvin Chan and Ms. Karen Chan
“Mr. Kelvin Chan”	Mr. Chan Kam Kei (陳鑫基), the chief executive officer of our Group, an executive Director and one of our Controlling Shareholders. Mr. Kelvin Chan is the son of Mr. WH Chan and Ms. Choi, and the brother of Mr. Eddie Chan and Ms. Karen Chan
“Mr. WH Chan”	Mr. Chan Wing Hong (陳永康), the chairman of the Board, a non-executive Director and one of our Controlling Shareholders. Mr. WH Chan is the spouse of Ms. Choi, and the father of Mr. Kelvin Chan, Mr. Eddie Chan and Ms. Karen Chan
“Ms. Choi”	Ms. Choi Chick Cheong (蔡植昌), a non-executive Director and one of our Controlling Shareholders. Ms. Choi is the spouse of Mr. WH Chan, and the mother of Mr. Kelvin Chan, Mr. Eddie Chan and Ms. Karen Chan
“Ms. Karen Chan”	Ms. Chan Suk Man (陳淑雯), an executive Director and one of our Controlling Shareholders. Ms. Karen Chan is the daughter of Mr. WH Chan and Ms. Choi, and the sister of Mr. Eddie Chan and Mr. Kelvin Chan
“Nomination Committee”	the nomination committee of the Board

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“Offer Price”	the final price per Offer Share in Hong Kong dollars (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and the Stock Exchange trading fee of 0.00565%) 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
“Over-allotment Option”	the option expected to be granted by our Company under the Placing Underwriting Agreement to the Placing Underwriters, which is exercisable in full or in part by the Overall Coordinators (on behalf of the Placing Underwriters), pursuant to which our Company may be required to allot and issue up to an aggregate of 75,000,000 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
“Overall Coordinators”	Grande Capital Limited, Quam Securities Limited and Yuen Meta (International) Securities Limited
“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 450,000,000 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 6 March 2024 by, among others, our Company, our Controlling Shareholders, our executive Directors, the Sponsor, the Overall Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Co-Managers and the Placing Underwriters, particulars of which are summarised in the section headed “Underwriting” in this prospectus



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“PRC” or “China”	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, the PRC
“PRC Government”	the government of the PRC, including all political subdivisions (including provincial, municipal, and other local or regional government entities) and organisations of such government or, as the context requires, any of them
“PRC Legal Advisers”	China Commercial Law Firm, the legal advisers of our Company as to PRC law
“Price Determination Agreement”	the agreement to be entered into by the Overall Coordinators (for themselves 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 before 12:00 noon on Wednesday, 6 March 2024 on which the Price Determination Agreement is entered into
“Project No. #01 to #13”	our top five projects for each of FY2020, FY2021, FY2022 and the nine months ended 30 September 2023 in terms of revenue contribution to our Group
“Project No. O01 to O09”	some of our projects on hand (representing projects that have commenced but not completed as well as projects that have been awarded to us but not yet commenced) with estimated revenue of over HK\$5 million to be recognised after the Track Record Period
“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%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565%), payable in full on application, and subject to the terms and conditions described in this prospectus
“Public Offer Shares”	the 50,000,000 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

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“Public Offer Underwriters”	the underwriters of the Public Offer whose names are set out in the section headed “Underwriting – Public Offer Underwriters” in this prospectus
“Public Offer Underwriting Agreement”	the conditional underwriting agreement dated 28 February 2024 relating to the Public Offer entered into by, among others, our Company, our executive Directors, our Controlling Shareholders, the Sponsor, the Overall Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Co-Managers and the Public Offer Underwriters, particulars of which are summarised in the section headed “Underwriting” in this prospectus
“Register of Subcontractors”	the Register of Subcontractors maintained by the Construction Industry Council
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the corporate reorganisation of our Group in preparation for the Listing as described in the paragraph headed “History, development and Reorganisation – Reorganisation” in this prospectus
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), which is the PRC government agency responsible for matters relating to foreign exchange administration
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“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
“Shareholder(s)”	holder(s) of the Share(s)
“Share Offer”	the Public Offer and the Placing

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“Share Option Scheme”	the share option scheme conditionally approved and adopted by our Company on 5 February 2024, the principal terms of which are summarised in the paragraph headed “D. Share Option Scheme” in Appendix V to this prospectus
“sq.ft.”	square foot
“sq.m.”	square metre
“Stabilising Manager”	Yuen Meta (International) Securities Limited
“Stock Borrowing Agreement”	the stock borrowing agreement to be entered into between WK (BVI) and the Stabilising Manager, pursuant to which the Stabilising Manager may borrow up to 75,000,000 Shares to cover any over-allocations in the Share Offer
“State Council”	the State Council of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subcontractor Registration Scheme”	the 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 Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	FY2020, FY2021, FY2022 and the nine months ended 30 September 2023
“Underwriters”	the Public Offer Underwriters and the Placing Underwriters, details of which are set out in the section headed “Underwriting” in this prospectus
“Underwriting Agreements”	the Public Offer Underwriting Agreement and the Placing Underwriting Agreement
“United States” or “U.S.”	the United States of America

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“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
“Wing Kei Dongguan”	Dongguan Yongji Metal Component Manufacturing Co., Ltd.* (東莞永基金屬構件製造有限公司), a company established in the PRC with limited liability on 6 July 2015, and an indirect wholly-owned subsidiary of our Company
“Wing Kei Hong Kong”	Wing Kei Structural Metalworks Company Limited (永基金屬結構工程有限公司), a company incorporated in Hong Kong with limited liability on 28 July 1999, and an indirect wholly-owned subsidiary of our Company
“Wing Kei Management”	Wing Kei Management Limited, a company incorporated in Hong Kong with limited liability on 28 March 2023, and an indirect wholly-owned subsidiary of our Company
“WK (BVI)”	WK (BVI) Limited, a company incorporated in the BVI with limited liability on 26 June 2023, and one of our Controlling Shareholders
“WK Development”	WK Development Group Limited, a company incorporated in the BVI with limited liability on 4 July 2023, and a direct wholly-owned subsidiary of our Company
“Wo Lee Group”	Wo Lee Group consists of two private limited liability companies, namely Wo Lee Steel Company Limited and Qianhai Helida (Shenzhen) Supply Chain Management Company Limited* (前海和利達(深圳)供應鏈管理有限公司). Wo Lee Group is one of our top suppliers during the Track Record Period and an independent third party
“Xinlong Production Facility”	our leased production facility located at 1/F, building no. 3-4, Xinlong Technology Park, 1 Lingchuang Street, Yongjun Road, Dalingshan Town, Dongguan City, Guangdong Province, the PRC (中國廣東省東莞市大嶺山鎮擁軍路嶺創街1號鑫隆科技園第3-4棟一樓)
“%”	per cent

*The English translation of the PRC entities, enterprises, nationals, facilities, regulations, in Chinese or another language included in this prospectus which are marked with “\*” is for identification purpose only. To the extent that there is any inconsistency between the Chinese names of the PRC entities, enterprises, nationals, facilities, regulations and their English translations, the Chinese names shall prevail.*