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## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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*In this document, 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 document
“AFRC”	the Accounting and Financial Reporting Council
“Alliance Capital” or “Sole Sponsor”	Alliance Capital Partners Limited, the sole sponsor to our application for the [REDACTED] and a licensed corporation under the SFO to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company adopted on [•] 2024, a summary of which is set out in Appendix III to this document, as supplemented, amended or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors  [REDACTED]
“Buildings Department”	the Buildings Department of the Government
“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

[REDACTED]

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## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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[REDACTED]

“Chairman”	the chairman of our Board, Mr. Yiu
“CLP Group”	CLPe Solutions Limited (中電源動有限公司), together with its group companies, is one of our top customers during the Track Record Period and an independent third party
“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”	Wing Lee Development Construction Holdings Limited (榮利營造控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 17 May 2024
“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. Yiu, Mr. Yiu Wang Lung, Mr. Chan and Wing Lee Green Development
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
“Creative Sun Engineering”	Creative Sun Engineering Limited (天創工程有限公司), a company incorporated in Hong Kong with limited liability on 14 August 2015, a former subsidiary of our Group, the share capital of which was disposed of by our Group on 13 August 2021

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## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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“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)
“Deed of Indemnity”	the deed of indemnity dated [•] 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 IV to this document
“Development Bureau”	the Development Bureau of the Government
“Director(s)”	the director(s) of our Company
“EMSD”	the Electrical and Mechanical Services Department of the Government
“Extreme Conditions”	the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below
“F&S” or “Frost & Sullivan”	Frost & Sullivan Limited, an independent market research agency, which is an independent third party

[REDACTED]

“FY2021/22”	the financial year ended 31 March 2022
“FY2022/23”	the financial year ended 31 March 2023
“FY2023/24”	the financial year ended 31 March 2024
“FY2024/25”	the financial year ending 31 March 2025

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## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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“Government”	the Government of the Hong Kong
“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 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

[REDACTED]

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## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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[REDACTED]

“Hong Kong” the Hong Kong Special Administrative Region of the PRC

“Hong Kong Legal Counsel” Mr. Poon Chi Kin Billy, Hong Kong barrister-at-law

[REDACTED]

“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 organisation 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

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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 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
“Kaiser Construction Engineering”	Kaiser Construction Engineering Company Limited (基碩建築工程有限公司), a company incorporated in Hong Kong with limited liability on 10 February 1999, and an indirect wholly-owned subsidiary of our Company
“Kum Shing Construction”	Kum Shing (K.F.) Construction Company Limited (金城營造有限公司) is one of our top customers during the Track Record Period and an independent third party
“Labour Department”	the Labour Department of the Government
“Latest Practicable Date”	[24 June 2024], 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
	<b>[REDACTED]</b>
“List of Approved Contractors for Public Works”	the “List of Approved Contractors for Public Works” maintained by the Development Bureau

**[REDACTED]**

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## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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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
“Master Agreement A”	the fixed-term master agreements entered into between CLP Group and our Group in which our Group was contracted to provide cable trenching, laying and jointing works as well as emergency and cable fault repair covering the Sham Shui Po and Wong Tai Sin zones
“Master Agreement B”	the fixed-term master agreement entered into between Kum Shing Construction and our Group in which our Group was contracted to provide cable trenching, laying and jointing works as well as emergency and cable fault repair covering the Tsuen Wan zone
“Master Agreement C”	the fixed-term master agreement entered into between a main contractor and our Group in which our Group was contracted to provide cable trenching, laying and jointing works as well as emergency and cable fault repair covering the Yuen Long zone
“Memorandum of Association” or “Memorandum”	the amended and restated memorandum of association of our Company approved and adopted on [•], a summary of which is set out in Appendix III to this document, as supplemented, amended or otherwise modified from time to time
“Mr. Chan”	Mr. Chan Lo Man (陳魯閩), an executive Director and one of our Controlling Shareholders
“Mr. Yiu”	Mr. Yiu Wang Lee (姚宏利), the chief executive officer of our Group, the chairman of the Board, an executive Director and one of our Controlling Shareholders. Mr. Yiu is the brother of Mr. Yiu Wang Lung, and the uncle of Mr. Yiu Fai
“Mr. Yiu Wang Lung”	Mr. Yiu Wang Lung (姚宏隆), an executive Director and one of our Controlling Shareholders. Mr. Yiu Wang Lung is the brother of Mr. Yiu, and the father of Mr. Yiu Fai
“Mr. Yiu Fai”	Mr. Yiu Fai (姚輝), the nephew of Mr. Yiu and the son of Mr. Yiu Wang Lung, and a connected person of our Company

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## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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"Nomination Committee" the nomination committee of the Board

[REDACTED]

"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, which has been replaced by ISO 45001

"OHSAS 18001:2007" the 2007 version of the OHSAS 18001 standard

[REDACTED]



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[REDACTED]

“PRC” or “China”

the People’s Republic of China, which for the purpose of this document, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan, the PRC

[REDACTED]

“Project No. #01 to #08”

our top five projects for each of FY2021/22, FY2022/23 and FY2023/24 in terms of revenue contribution to our Group

“Project No. #06 to #13”

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\$10 million to be recognised after the Track Record Period

[REDACTED]

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## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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[REDACTED]

“Registered Specialist Trade Contractors Scheme”	Registered Specialist Trade Contractors Scheme (formerly known as the Subcontractor Registration Scheme) of 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 [REDACTED] as described in the paragraph headed “History, development and Reorganisation – Reorganisation” in this document
“Sanying Property”	Sanying Property HK Limited (星盈置業香港有限公司) (formerly Wing Lee Property Investments (Hong Kong) Limited (榮利置業(香港)有限公司)), a company incorporated in Hong Kong with limited liability on 5 December 2017 a former subsidiary of our Group, the share capital of which was disposed of by our Group on 8 November 2022
“SFC”	the Securities and Futures Commission

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## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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“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 Award Scheme” the share award scheme conditionally approved and adopted by our Company on [•], the principal terms of which are summarised in the paragraph headed “D. Share Incentive Schemes” in Appendix IV to this document

“Share Incentive Schemes” comprise the Share Option Scheme and the Share Award Scheme, which were conditionally approved and adopted by our Company on [•], the principal terms of which are summarised in the paragraph headed “D. Share Incentive Schemes” in Appendix IV to this document

[REDACTED]

“Share Option Scheme” the share option scheme conditionally approved and adopted by our Company on [•], the principal terms of which are summarised in the paragraph headed “D. Share Incentive Schemes” in Appendix IV to this document

“sq.ft.” square foot

[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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## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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“Sum Hing Trading”	Sum Hing Trading Limited (森興貿易有限公司) (formerly known as Sum Hing Engineering Limited (森興工程有限公司)), a company incorporated in Hong Kong with limited liability on 29 August 2005, and an indirect wholly-owned subsidiary of our Company
“Tai Shan Engineering”	Tai Shan Engineering & Construction Co., Limited (泰山建築工程有限公司), a company incorporated in Hong Kong with limited liability on 16 January 2002, and an indirect wholly-owned subsidiary of our Company
“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”	FY2021/22, FY2022/23 and FY2023/24

[REDACTED]

“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
“Wing Lee Construction”	Wing Lee Construction Limited (榮利建築有限公司), a company incorporated in Hong Kong with limited liability on 5 August 2014, and an indirect wholly-owned subsidiary of our Company
“Wing Lee Development”	Wing Lee Development (International) Limited (榮利發展(國際)有限公司), a company incorporated in Hong Kong with limited liability on 10 June 2015, and an indirect wholly-owned subsidiary of our Company

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## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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“Wing Lee Green Development”	Wing Lee Green Development Limited (榮利綠色發展有限公司), a company incorporated in the BVI with limited liability on 17 May 2024, and one of our Controlling Shareholders
“Wing Lee Group (Holdings)”	Wing Lee Group (Holdings) Limited (榮利集團(控股)有限公司), a company incorporated in Hong Kong with limited liability on 15 March 2017, and an indirect wholly-owned subsidiary of our Company
“Wing Lee New Energy”	Wing Lee New Energy Limited (榮利新能源有限公司) (formerly Sum Hing Construction Limited (森興建築工程有限公司)), a company incorporated in Hong Kong with limited liability on 26 February 2015, and an indirect wholly-owned subsidiary of our Company
“Wing Lee Green Technology”	Wing Lee Green Technology Limited (榮利綠色技術有限公司), a company incorporated in the BVI with limited liability on 28 May 2024, and a direct wholly-owned subsidiary of our Company
“%”	per cent

Unless otherwise expressly stated or the context otherwise requires, in this document,

- all references to times and dates refer to Hong Kong times and dates;
- the terms “associate(s)”, “close associate(s)”, “connected person(s)”, “core connected person(s)”, “connected transaction(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings ascribed to such terms under the Listing Rules;
- all data in this document is as at the Latest Practicable Date;
- certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them; and
- all relevant information in this document assumes no exercise of the [REDACTED].