

DEFINITIONS

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

“Ample Capital” or “Sponsor”	Ample Capital Limited, a licensed corporation to engage in type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO, being the sponsor to the Share Offer
“Application Form(s)”	WHITE and YELLOW application form(s) or, where the context so requires, any of them to be used in connection with the Public Offer
“Articles of Association” or “Articles”	the articles of association of the Company approved and adopted on 11 September 2012, as amended, supplemented or otherwise modified from time to time, a summary of which is set out in Appendix IV to this prospectus
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Best Fortune”	Best Fortune Holdings Inc., a company incorporated in the BVI with limited liability on 2 January 2001, and is owned as to 50% by Mr. Wong (a senior management of the Company) and 50% by Mrs. Wong as at the Latest Practicable Date
“Board”	the board of Directors
“Bright Future”	Bright Future Holdings Ltd., a company incorporated in the BVI with limited liability on 8 January 1996, and is owned as to 50% by Mr. Cheng (an executive Director and the chief executive of our Company) and 50% by Mrs. Cheng as at the Latest Practicable Date
“business day”	a day (excluding Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are open for general banking transactions to the public
“BVI”	the British Virgin Islands
“BVI Company”	One Million International Limited, a company incorporated in the BVI on 5 January 2010 with limited liability, a direct wholly-owned subsidiary of our Company
“BVI Holdco”	Leading Win Management Limited, a limited liability company incorporated under the laws of BVI on 11 January 2010 with limited liability and a Controlling Shareholder. It is owned as to 70% by Join Together, 10% by Mr. Cheng, 10% by Mr. Wong and 10% by Mr. Tsui

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“CAGR”	compound annual growth rate, a method of assessing the average growth of a value over time
“Capitalisation Issue”	the issue of 224,000,000 new Shares to be made upon the capitalisation of certain sums standing to the credit of the share premium account as referred to in the section headed “Further Information about our Company — Written resolutions of our sole Shareholder passed on 11 September 2012” in Appendix V to this prospectus
“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 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 Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Companies Law” or “Cayman Companies Law”	the Companies Law (2011 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
“Company” or “our Company”	Sunley Holdings Limited (新利控股有限公司), an exempted company with limited liability incorporated under the laws of the Cayman Islands on 15 April 2011
“Connected Person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Leung, Dr. Ho, Join Together and the BVI Holdco. Immediately after the Share Offer and the Capitalisation Issue (assuming that the Offer Size Adjustment Option is not exercised), the issued share capital of our Company will be directly held as to 75% by the BVI Holdco and indirectly held as to 52.5% by Join Together (a company owned as to 70% by Mr. Leung and 30% by Dr. Ho) through the BVI Holdco.

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“Corporate Reorganisation”	the corporate reorganisation of Sunley, the acquisition of Sunnic and Full Gain and the disposal of Super Ease conducted in preparation for the Listing, details of which are set out in the paragraph headed “Corporate Reorganisation” under the section headed “Further Information about our Company” in Appendix V to this prospectus
“Director(s)”	the director(s) of our Company
“District Court”	District Court of Hong Kong
“Dr. Ho”	Mr. Ho Kar Chung, an executive Director, the chairman of the Board and a Controlling Shareholder
“Employees’ Compensation Ordinance”	Employees’ Compensation Ordinance (Chapter 282 of the Laws of Hong Kong), as amended, supplemented and modified from time to time
“Fenwood”	Fenwood International Corp., a company incorporated in the BVI with limited liability on 6 September 1996, and is owned as to 50% by Mr. Tsui (a senior management of our Company) and 50% by Mrs. Tsui as at the Latest Practicable Date
“First Project”	a foundation project that was carried out by our Group and was completed in 2001
“Freeman”	Freeman & Associates Ltd., a company incorporated in the BVI with limited liability on 20 November 1990, and is owned as to approximately 33.33% by each of Mr. Cheng, Mr. Tsui and Mr. Wong as at the Latest Practicable Date
“Full Gain”	Full Gain Engineering Limited (廣盈工程有限公司), a company incorporated in Hong Kong with limited liability on 1 December 2000, an indirect wholly-owned subsidiary of our Company
“Group” or “our Group” or “we” or “our” or “us”	our Company together with its subsidiaries and, in respect of the period before our Company became the holding company of its present subsidiaries, the companies that are the present subsidiaries of our Company
“HIBOR”	Hong Kong interbank offered rate
“HKFRSs”	Hong Kong Financial Reporting Standards
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited

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“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Tricor Investor Services Limited, our Hong Kong branch share registrar and transfer office
“Independent Third Party(ies)”	individual(s) or company(ies) who is/are not connected with (within the meaning of the Listing Rules) any directors, chief executive or substantial shareholders of our Company, its subsidiaries or any of their respective associates
“Join Together”	Join Together Management Limited, a company incorporated in the BVI with limited liability on 1 April 2011 and is owned as to 70% by Mr. Leung and 30% by Dr. Ho and is a 70% shareholder of the BVI Holdco
“Joint Lead Managers”	collectively SBI E2-Capital Financial Services Limited, a licensed corporation to engage in type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO, and Astrum Capital Management Limited, a licensed corporation to engage in type 1 (dealing in securities), type 2 (dealing in futures contracts), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO, being the joint bookrunners and joint lead managers to the Share Offer
“Latest Practicable Date”	21 September 2012, being the latest practicable date for ascertaining certain information prior to the printing of this prospectus
“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 18 October 2012, on which the Shares are listed and from which dealings in the Shares commence on the Main Board
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“Macau Legal Adviser”	Chio Tak Wo, Advogado, legal adviser of our Company as to Macau laws in connection with the Listing

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“Main Board”	the stock market (excluding the option markets) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Major Project(s)”	construction project(s) with contract sum (for projects in progress, expected contract sum) of over HK\$5 million each
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company approved and adopted on 11 September 2012, as supplemented, amended or otherwise modified from time to time
“Mr. Cheng”	Mr. Cheng Wing On, Michael, an executive Director and the chief executive of our Company
“Mr. Ho”	Mr. Ho Chi Ling, an executive Director
“Mr. Leung”	Mr. Leung Chee Hon, a non-executive Director and a Controlling Shareholder
“Mr. Tsui”	Mr. Tsui Kwok Kin, a senior management of our Company
“Mr. Wong”	Mr. Wong Ling, Eddie, a senior management of our Company
“Mrs. Cheng”	Ms. Tso Kwok Lin, Rosalina, wife of Mr. Cheng
“Mrs. Tsui”	Ms. Tse Yuen Wai, wife of Mr. Tsui
“Mrs. Wong”	Ms. Cheung Sau Fong, wife of Mr. Wong
“New Shares”	the 75,000,000 new Shares initially to be issued at the Offer Price pursuant to the Share Offer, which expression shall, where the content permits, include any part of such new Shares
“Offer Price”	the final offer price per Offer Share (exclusive of a brokerage fee of 1.0%, the SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%) of not more than HK\$0.94 and is currently expected to be not less than HK\$0.83, to be agreed upon by us and the Joint Lead Managers (for themselves and on behalf of other Underwriters) on or before the Price Determination Date
“Offer Shares”	the Placing Shares and the Public Offer Shares (including any new Shares that may be issued pursuant to the exercise of the Offer Size Adjustment Option)

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“Offer Size Adjustment Option”	the option granted by the Company to the Placing Underwriters, exercisable by the Joint Lead Managers or their agent on behalf of the Placing Underwriters, at their sole and absolute discretion, whereby the Company may be required to allot and issue up to 11,250,000 additional Placing Shares representing up to 15% of the Offer Shares initially available under the Share Offer, at the Offer Price solely to cover over-allocations in the Placing, subject to the terms of the Placing Underwriting Agreement
“Placing”	the conditional placing of the Placing Shares at the Offer Price with institutional and professional investors, details of which are described in the section headed “Structure of the Share Offer” in this prospectus
“Placing Shares”	the 67,500,000 New Shares initially being offered by the Company for subscription at the Offer Price under the Placing, subject to reallocation as described in the section headed “Structure of the Share Offer” in this prospectus
“Placing Underwriters”	the underwriters in respect of the Placing named in the paragraph headed “Placing Underwriters” in the section headed “Underwriting” in this prospectus
“Placing Underwriting Agreement”	the conditional placing underwriting agreement in respect of the Placing expected to be entered into on or about the Price Determination Date by, among others, the Company, the Joint Lead Managers, the Placing Underwriters and the Controlling Shareholders, as further described in the section headed “Underwriting — Underwriting arrangements and expenses — Placing” in this prospectus
“PRC” or “China”	the People’s Republic of China, which for the purpose of this prospectus and for geographical reference only, excluding Hong Kong, Macau and Taiwan
“Price Determination Agreement”	the agreement expected to be entered into between our Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters) on or before the Price Determination Date to record the agreement on the Offer Price
“Price Determination Date”	the date, expected to be on or before 9 October 2012, which the Offer Price is fixed for the purposes of the Share Offer

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“Public Offer”	the offer to the public in Hong Kong for subscription of the Public Offer Shares at the Offer Price, on and subject to the terms and conditions stated in this prospectus and in the Application Forms, details of which are described in the section headed “Structure of the Share Offer” in this prospectus and the related Application Forms
“Public Offer Shares”	the 7,500,000 New Shares initially being offered by the Company for subscription at the Offer Price under the Public Offer, subject to re-allocation as mentioned in the section headed “Structure of the Share Offer” in this prospectus
“Public Offer Underwriters”	the underwriters in respect of the Public Offer named in the paragraph headed “Public Offer Underwriters” in the section headed “Underwriting” in this prospectus
“Public Offer Underwriting Agreement”	the conditional public offer underwriting agreement dated 26 September 2012 relating to the Public Offer and entered into by, among others, the Company, the Sponsor, the Joint Lead Managers, the Public Offer Underwriters and the Controlling Shareholders, as further described in the section headed “Underwriting — Underwriting arrangements and expenses — Public Offer” in this prospectus
“Second Project”	a foundation project that was carried out by our Group and was completed in 2003
“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, modified and supplemented from time to time
“Share(s)”	share(s) of HK\$0.01 each in the capital of our Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Offer”	the Placing and the Public Offer
“Share Option Scheme”	the share option scheme conditionally adopted by our Company pursuant to a resolution passed by the sole Shareholder on 11 September 2012 as described in the paragraph headed “Share Option Scheme” in Appendix V to this prospectus
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed thereto in section 2 of the Companies Ordinance

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“Sunley”	Sunley Engineering & Construction Company Limited (新利地基工程有限公司) (formerly known as Sunley Miu’s Engineering & Construction Company Limited), a company incorporated in Hong Kong with limited liability on 27 July 1982 and an indirect wholly-owned subsidiary of our Company
“Sunley International”	Sunley International Constructions Holdings Limited (formerly known as Eastern Standard Limited), a company incorporated in the BVI on 27 January 1995 with limited liability, which is ultimately owned as to 80% by Mr. Leung and 20% by Dr. Ho as at the Latest Practicable Date and does not form part of our Group
“Sunnic”	Sunnic Engineering Limited (實力工程有限公司) (formerly known as Sunnic Engineering Limited (信光工程有限公司), a company incorporated in Hong Kong with limited liability on 27 May 1993 and an indirect wholly-owned subsidiary of our Company
“Sunnic Foundation”	Sunnic Foundation Limited (實力地基有限公司), a company incorporated in Hong Kong with limited liability on 25 January 1996 and a then non-wholly owned subsidiary of Sunnic before its deregistration on 14 January 2011
“Sunnic Holdings”	Sunnic Holdings Limited (實力集團有限公司), a company incorporated in Hong Kong with limited liability on 29 June 1993, which is owned by Mr. Cheng, Mr. Tsui and Mr. Wong in equal shares as at the Latest Practicable Date and does not form part of our Group
“Super Ease”	Super Ease Holdings Limited (超怡集團有限公司), a company incorporated in Hong Kong with limited liability on 31 December 1992 and a wholly-owned subsidiary of Sunnic Holdings as at the Latest Practicable Date
“Track Record Period”	the period comprising the financial years ended 31 March 2010, 2011 and 2012
“TRP Projects”	construction projects carried out by our Group in the Track Record Period
“Underwriters”	the Placing Underwriters and the Public Offer Underwriters
“Underwriting Agreements”	the Placing Underwriting Agreement and the Public Offer Underwriting Agreement
“HK\$” or “HK Dollar(s)” and “cent(s)”	Hong Kong dollar(s) and cent(s) respectively, the lawful currency of Hong Kong

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“RMB”	Renminbi, the lawful currency of the PRC
“US\$”	United States dollar(s), the lawful currency of the United States of America
“sq.ft.” and “sq.m.”	square feet and square metres, respectively
“%”	per cent.

Certain amounts and percentage figures included in this prospectus 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.

Unless otherwise specified, for the purpose of this Prospectus, amounts denominated in US\$ are translated into HK\$ at the rate of HK\$7.78 = US\$1.00.