
DEFINITIONS

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

“Accountants’ Report”	the accountants’ report on our Company set out in Appendix I to this prospectus
“Allied Cargo Centre”	Allied Cargo Centre, 150-164 Texaco Road, Tsuen Wan, New Territories, Hong Kong
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted on 16 December 2015 and with effect from the Listing Date, and as amended from time to time, a summary of which is set out in Appendix III to this prospectus
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Audit Committee”	the audit committee of the Board
“Best Matrix”	Best Matrix Global Limited, a company incorporated in BVI on 8 April 2015 with limited liability, which is wholly owned by Mr. Lee and is a Controlling Shareholder
“Board”	the board of Directors
“business day”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalisation Issue”	the allotment and issue of 359,999,000 Shares upon capitalisation of an amount of HK\$3,599,990 out of the share premium account of our Company as referred to under the paragraph headed “Written resolutions of the Shareholders” in Appendix IV 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

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“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 Operational Procedures”	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedure and administrative requirements relating to the operations and functions of CCASS, as from time to time in force
“CCASS Participant”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Companies Law”	the Companies Law (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 (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	World-Link Logistics (Asia) Holding Limited (環宇物流(亞洲)控股有限公司), a company incorporated in the Cayman Islands on 27 July 2015 as an exempted company with limited liability
“Concert Parties Confirmatory Deed”	the confirmatory deed dated 24 August 2015, entered into by our ultimate Controlling Shareholders, namely Mr. Yeung, Mr. Lee and Mr. Luk to acknowledge and confirm, among other things, that they are parties acting in concert in relation to our Group, details of which are set out in the section headed “History, reorganisation and corporate structure – Parties acting in concert” of this prospectus
“connected person(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules, in the context of this prospectus, means Mr. Yeung, Mr. Lee, Mr. Luk, Orange Blossom, Best Matrix and Leader Speed

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“Counsel”	Mr. Cheung Man Fai Jeremy, barrister-at-law in Hong Kong
“Deed of Indemnity”	the deed of indemnity dated 16 December 2015 provided by the Controlling Shareholders in favour of our Company (for itself and as trustee for its subsidiaries) relating to, among other matters, the tax liabilities of our Group
“Deed of Non-Competition”	the deed of non-competition dated 16 December 2015 given by the Controlling Shareholders in favour of our Company (for itself and as trustee for each of its subsidiaries) regarding the non-competition undertakings as more particularly set out in the section headed “Relationship with our Controlling Shareholders” in this prospectus
“Director(s)”	the director(s) of our Company
“ERP”	enterprise resources planning
“Euromonitor”	Euromonitor International Limited, a market research firm and an Independent Third Party
“Euromonitor Report”	a market research report commissioned by our Company and issued by Euromonitor
“FMCG”	fast-moving consumer goods, such as diapers, tissues and toothpaste
“GDP”	gross domestic product
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Granada Global”	Granada Global Limited, a company incorporated in BVI on 9 June 2015 with limited liability, which is wholly owned by Mr. Chan and through which Mr. Chan invested in our Group

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“Group”, “our Group”, “we”, “us” or “our”	our Company together with its subsidiaries or, where the context requires, in respect of the period before our Company became the holding company of its present subsidiaries, the companies which carried on the business of the present Group at the relevant time
“HIBOR”	Hong Kong interbank offered rate
“HK Legal Advisers”	TC & Co., the legal advisers to our Company as to Hong Kong laws
“HK\$” or “HK dollar(s)” or “HKD” or “cent(s)”	Hong Kong dollar(s) and cent(s) respectively, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	party or parties that is or are independent of and not connected with our Company and connected persons of our Company within the meaning of the GEM Listing Rules
“Joint Bookrunners” or “Joint Lead Managers”	Octal Capital Limited, a licensed corporation under the SFO and permitted to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) of the regulated activity as defined under the SFO, and Metro Capital Securities Limited, a licensed corporation under the SFO and permitted to carry out Type 1 (dealing in securities) of the regulated activity under the SFO, together being the joint bookrunners and joint lead managers of the Placing
“Kong Billion”	Kong Billion Development Limited (港億發展有限公司), a company incorporated in Hong Kong on 5 November 2008 with limited liability, which is wholly owned by Mr. Luk and is a connected person of our Company
“Latest Practicable Date”	15 December 2015, being the latest practicable date for ascertaining certain information prior to the printing of this prospectus
“Leader Industrial Centre”	Leader Industrial Centre, No. 200 Texaco Road, Tsuen Wan, New Territories, Hong Kong

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“Leader Speed”	Leader Speed Limited, a company incorporated in BVI on 27 May 2015 with limited liability, which is wholly owned by Mr. Luk and is a Controlling Shareholder
“LPG”	liquefied petroleum gas
“Listing”	the listing of the Shares on GEM
“Listing Date”	the date on which dealings in the Shares on GEM first commence, which is expected to be on 29 December 2015
“Listing Division”	the listing division of the Stock Exchange (with responsibility for GEM)
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company adopted on 16 December 2015 and with effect from the Listing Date, as amended from time to time
“Mr. Chan”	Mr. Chan Ping Cheung Alvin (陳秉章), a pre-IPO investor investing in our Group through Granada Global
“Mr. Lee”	Mr. Lee Kam Hung (李鑑雄), an executive Director and a Controlling Shareholder
“Mr. Lee’s Confirmatory Deed”	the confirmatory deed executed by Mr. Lee on 9 September 2015, pursuant to which Mr. Lee confirmed that he held 20 shares of World-Link Packing in trust for and on behalf of Mr. Yeung during the period between 16 September 1996 and 21 July 2009
“Mr. Luk”	Mr. Luk Yau Chi Desmond (陸有志), an executive Director and a Controlling Shareholder
“Mr. Yeung”	Mr. Yeung Kwong Fat (楊廣發), an executive Director, the chairman of the Board, the chief executive officer of our Company and a Controlling Shareholder
“Mrs. Lee”	Ms. Chan Pik Shan (陳碧珊), the spouse of Mr. Lee
“Mrs. Lee’s Confirmatory Deed”	the confirmatory deed executed by Mrs. Lee on 9 September 2015, pursuant to which Mrs. Lee confirmed that she held 1,000 shares of World-Link Roadway in trust for and on behalf of Mr. Yeung during the period between 5 October 1990 and 21 July 2009
“Nomination Committee”	the nomination committee of the Board

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“Occupational Safety and Health Ordinance”	the Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Octal Capital” or “Sole Sponsor”	Octal Capital Limited, a licensed corporation under the SFO and permitted to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) of the regulated activity as defined under the SFO, acting as the sole sponsor, one of the joint bookrunners and joint lead managers to the Listing
“Offer Size Adjustment Option”	the option to be granted by our Company to the Joint Lead Managers, which is exercisable by the Joint Lead Managers, at their sole and absolute discretion under the Underwriting Agreement to require our Company to issue up to an additional 18,000,000 Shares, representing 15.0% of the number of the initial Placing Shares, at the Placing Price, details of which are described in the section headed “Structure and Conditions of the Placing” of this prospectus
“Orange Blossom”	Orange Blossom International Limited, a company incorporated in BVI on 18 May 2015 with limited liability, which is wholly owned by Mr. Yeung and is a Controlling Shareholder
“Placing”	the conditional placing by the Underwriters on behalf of our Company of the Placing Shares for cash at the Placing Price, as further described under the section headed “Structure and conditions of the Placing” in this prospectus
“Placing Price”	the placing price of HK\$0.5 per Placing Share (exclusive of any brokerage fee, SFC transaction levy and Stock Exchange trading fee)
“Placing Shares”	120,000,000 new Shares being offered by our Company for subscription at the Placing Price under the Placing, subject to the Offer Size Adjustment Option as described in the section headed “Structure and conditions of the Placing” in this prospectus. A Placing Share means one of these Shares
“PRC” or “China”	the People’s Republic of China, for the purpose of this prospectus, shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan
“Predecessor Companies Ordinance”	the 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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“Real Runner”	Real Runner Limited, a company incorporated in BVI on 29 May 2015 with limited liability, which is a direct wholly-owned subsidiary of our Company
“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the corporate reorganisation of our Group conducted in preparation for the Listing, as more particularly described in the paragraph headed “History, Reorganisation and Corporate Structure – Reorganisation” in this prospectus
“Reorganisation Agreement”	the reorganisation agreement dated 16 December 2015 entered into by Orange Blossom, Best Matrix, Leader Speed, Granada Global, our Company, Mr. Yeung, Mr. Lee and Mr. Luk, pursuant to which our Company acquired the entire issued share capital of Real Runner from Orange Blossom, Best Matrix, Leader Speed and Granada Global, and in consideration thereof, our Company allotted and issued as fully paid 372 Shares to Orange Blossom, 396 Shares to Best Matrix, 192 Shares to Leader Speed and 30 Shares to Granada Global, respectively
“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
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of our Company
“Share Option Scheme”	the share option scheme conditionally approved and adopted by our Company pursuant to the written resolutions of the Shareholders passed on 16 December 2015, the principal terms of which are summarised in the paragraph headed “Share Option Scheme” in Appendix IV to this prospectus
“Shareholder(s)”	holder(s) of issued Share(s)
“sq.ft.”	square feet
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed to it under the GEM Listing Rules, unless the context otherwise requires

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“Substantial Shareholder(s)”	substantial shareholder(s) of our Company having the meaning ascribed to it in the GEM Listing Rules
“Track Record Period”	the two years ended 31 December 2014 and the six months ended 30 June 2015
“Underwriter(s)”	the underwriter(s) of the Placing named in the section headed “Underwriting – Underwriters” of this prospectus
“Underwriting Agreement”	the conditional underwriting agreement dated 21 December 2015 entered into amongst our Company, the executive Directors, the Controlling Shareholders, the Sole Sponsor, the Joint Lead Managers, the Joint Bookrunners and the Underwriters, particulars of which are set out in the section headed “Underwriting” in this prospectus
“US”	the United States of America
“USD” or “US dollars”	United States dollars, the lawful currency of the United States
“World-Link Packing”	World-Link Packing House Company Limited (環宇貨業包裝有限公司), a company incorporated in Hong Kong with limited liability on 14 November 1995 and an indirect wholly-owned subsidiary of our Company
“World-Link Roadway”	World-Link Roadway System Company Limited, a company incorporated in Hong Kong with limited liability on 3 August 1990 and an indirect wholly-owned subsidiary of our Company
“%”	per cent.

Unless otherwise specified, for the purpose of this prospectus, amounts denominated in USD are translated into HK\$ at the rate of HK\$7.78 = USD1.00.

The above exchange rate is for the purpose of illustration only and no representation is made that any amounts in USD have been, would have been or may be converted, at these or any other rates or at all.

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustment. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.