

DEFINITIONS

In this document, 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 document
“[REDACTED]”	[REDACTED]
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted on [●] 2017 and with effect from the [REDACTED], and as amended from time to time, a summary of which is set out in Appendix III to this document
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Audit Committee”	the audit committee of the Board
“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
“Business Transfer”	the transfer of the then existing logistics business and the related operating assets from Dafenghang to Guangzhou World-Link which was completed in July 2015
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalisation Issue”	the allotment and issue of [REDACTED] Shares upon capitalisation of an amount of HK\$[REDACTED] out of the share premium account of our Company as referred to under the paragraph headed “Written resolutions of our Shareholders” in Appendix IV to this document
“Cayman Companies Law” or “Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, modified and supplemented from time to time
“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
“China” or “PRC”	the Peoples’ Republic of China, but for the purpose of this document only and except where the context requires otherwise, references in this document to “China” or “PRC” do not include Hong Kong, the Macau Special Administrative Region and Taiwan
“CIC”	China Insights Consultancy Limited (灼識企業管理諮詢(上海)有限公司), the independent industry consultant commissioned by us to conduct research on China’s public works market
“CIC Report”	the industry report issued by CIC regarding the logistics market in China
“CLC International” or “Sole Sponsor”	CLC International 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 in relation to the [REDACTED]
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“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”	Zhonglian Logistics (China) Holdings Limited (中聯物流(中國)控股有限公司), a company incorporated in the Cayman Islands on 22 November 2016 as an exempted company with limited liability

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“Concert Parties Confirmatory Deed”	the confirmatory deed dated 19 April 2017, entered into by our ultimate Controlling Shareholders, namely Mr. Li JX and Mr. Li JM 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 document
“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, and in the context of this document, means by virtue of the acting in concert arrangement between Mr. Li JX and Mr. Li JM, which are confirmed and documented in the Concert Parties Confirmatory Deed, means a group of Shareholders consisting of Mr. Li JX and Mr. Li JM and the company wholly owned by them for holding the Shares, namely Goal Rise
“Customer A”	the largest customer of our Group during the Track Record Period, particulars of which are set out in the section headed “Business — Customers” in this document
“Customer B”	the second largest customer of our Group during the Track Record Period, particulars of which are set out in the section headed “Business — Customers” in this document
“Dafenghang”	Guangzhou City Haizhu District Dafenghang (廣州市海珠區大豐行), a joint stock cooperative enterprise established in the PRC on 3 March 1992, which is owned as to 25% by Mr. Li JX, 25% by Mr. Li JM and 50% by Ms. Chen
“Deed of Indemnity”	the deed of indemnity dated [●] 2017 provided by the Controlling Shareholders in favour of our Company (for itself and as trustee for its subsidiaries), particulars of which are set out in the paragraph headed “E. Other information — 1. Tax and other indemnities” in Appendix IV to this document
“Deed of Non-Competition”	the deed of non-competition dated [●] 2017 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 Controlling Shareholders — Non-competition undertakings” in this document
“Director(s)”	the director(s) of our Company

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“EIT Law”	the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法) passed by the National People’s Congress of the PRC on 16 March 2007 and taking effect on 1 January 2008, as amended, supplemented and otherwise modified from time to time
“Exchange Participant(s)”	a person: (a) who, in accordance with the Rules of the Exchange, may trade on or through the Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Stock Exchange as a person who may trade on or through the Stock Exchange
“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
“Goal Rise”	Goal Rise Profits Limited (健升創富有限公司), a company incorporated in BVI on 17 November 2016 with limited liability, which is owned as to 80% by Mr. Li JX and 20% by Mr. Li JM. It was holding 50.55% of the issued shares of our Company as at the date of this document
[REDACTED]	[REDACTED]
“Group”, “our Group”, “we”, “us” or “our”	our Company and our subsidiaries or, where the context so requires in respect of the period before our Company became the holding company of our existing subsidiaries, our existing subsidiaries or, where the context so requires in respect of the period before the completion of the Business Transfer, our existing subsidiaries and the logistics services carried out by Dafenghang
“Guangzhou Jiansheng”	Guangzhou Jiansheng Investment Partnership (Limited Partnership) (廣州健升投資合夥企業(有限合夥)), a limited partnership established in the PRC on 13 October 2015, which is owned as to 80% by Mr. Li JX and 20% by Mr. Li JM

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“Guangzhou World-Link”	Guangzhou World-Link (China) Co. Ltd. (廣州中聯環宇現代物流有限公司), formerly known as Guangzhou Zhonglian World-Link Warehousing and Transportation Company Limited* (廣州中聯環宇貨業儲運有限公司) as at the date of establishment, a limited liability company established in the PRC on 27 November 1996 and an indirect wholly-owned operating subsidiary of our Company
“HIBOR”	Hong Kong interbank offered rate
“HK Legal Advisers”	TC & Co., the legal advisers to our Company as to Hong Kong laws
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“HKFRS”	Hong Kong Financial Reporting Standards issued by HKICPA
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$” or “HK dollar(s)” or “HKD” or “cent(s)”	Kong dollar(s) and cent(s) respectively, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	[REDACTED]
“Huangpu Branch”	Huangpu Delivery Centre of Guangzhou Zhonglian World-Link Modern Logistics Company Limited* (廣州中聯環宇現代物流有限公司黃埔配送中心), a branch of Guangzhou World-Link established in 21 November 2001
“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
“Joyful Huge”	Joyful Huge Limited (鵬穎有限公司), a company incorporated in Hong Kong with limited liability on 21 August 2015, which is wholly owned by Mr. Lee

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“Junliet Profits”	Junliet Profits Limited, a company incorporated in BVI on 21 November 2016 with limited liability, which is wholly owned by Mr. Lee. It was holding 9.00% of the issued shares of our Company as at the date of this document
“Latest Practicable Date”	[12 April] 2017, being the latest practicable date for ascertaining certain information prior to the printing of this document
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Listing Division”	the listing division of the Stock Exchange (with responsibility for GEM)
“Max Fame”	Max Fame Corporation Limited (溢榮有限公司), a company incorporated in Hong Kong with limited liability on 19 April 2007, which is wholly owned by Mr. Zhu
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company adopted on [●] 2017 and with effect from the [REDACTED], as amended from time to time
“Mr. He”	Mr. He Jianmin (何建民), a [REDACTED] investor investing in our Group through Hemann Capital Management
“Mr. Lee”	Mr. Lee Seo Thin Patrick, the sole shareholder and director of Junliet Profits
“Mr. Li JM”	Mr. Li Jianming (黎健明), an executive Director, the chief executive officer of our Company and a Controlling Shareholder
“Mr. Li JX”	Mr. Li Jianxin (黎健新), an executive Director, the chairman of the Board and a Controlling Shareholder
“Mr. Zhu”	Mr. Zhu Zhijian (朱志堅), the sole shareholder and director of Portree Wealth
“Ms. Chen”	Ms. Chen Ruihua (陳瑞華), the spouse of Mr. Li JX
“Nomination Committee”	the nomination committee of the Board
“[REDACTED]”	[REDACTED]

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“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED] Underwriters”	the underwriters that is expected to enter into the [REDACTED] Underwriting Agreement to underwrite the [REDACTED]
“[REDACTED] Underwriting Agreement”	the underwriting agreement expected to be entered into on or around [●] 2017 by, among others, our Company and the [REDACTED] Underwriters relating to the [REDACTED]
“Portree Wealth”	Portree Wealth Limited (波特爾財富有限公司), a company incorporated in BVI on 21 November 2016 with limited liability, which is wholly owned by Mr. Zhu. It was holding 34.45% of the issued shares of our Company as at the date of this document
“PRC” or “China”	the People’s Republic of China, for the purpose of this document, shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan
“PRC Legal Adviser”	Jingtian & Gongcheng, the legal adviser to our Company as to PRC laws
“[REDACTED] Investment”	the investment made by the [REDACTED] Investor, please refer to the section headed “History, Reorganisation and Corporate Structure” to this document for details
“[REDACTED] Investor” or “Hemann Capital Management”	Hemann Capital Management Limited (喜萬年資本管理有限公司), a company incorporated in BVI on 3 January 2017 with limited liability, which is wholly owned by Mr. He and through which Mr. He invested in our Group. Please refer to the section headed “History, Reorganisation and Corporate Structure” to this document for details

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“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
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED] Underwriters”	the underwriters of the [REDACTED], whose name is set out under the section headed “Underwriting — [REDACTED] Underwriters” in this document
“[REDACTED] Underwriting Agreement”	the underwriting agreement dated [●] 2017 entered into among, inter alia, our Company and the [REDACTED] Underwriters relating to the [REDACTED]
“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 conducted in preparation for the [REDACTED], as more particularly described in the paragraph headed “History, Reorganisation and Corporate Structure — Reorganisation” in this document

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“RMB”	Renminbi, the lawful currency of the PRC
“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
“[REDACTED]”	[REDACTED]
“Share Option Scheme”	the share option scheme conditionally approved and adopted by our Company pursuant to the written resolutions of the Shareholders passed on [●] 2017, the principal terms of which are summarised in the paragraph headed “D. Share Option Scheme” in Appendix IV to this document
“Shareholder(s)”	holder(s) of issued Share(s)
“Shenzhen Branch”	Shenzhen Branch of Guangzhou Zhonglian World-Link Modern Logistics Company Limited* (廣州中聯環宇現代物流有限公司), a branch of Guangzhou World-Link established in 17 September 2013
“[REDACTED]”	[REDACTED]
“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
“Substantial Shareholder(s)”	substantial shareholder(s) of our Company having the meaning ascribed to it in the GEM Listing Rules
“Taicang Branch”	Taicang Branch of Guangzhou Zhonglian World-Link Modern Logistics Company Limited* (廣州中聯環宇現代物流有限公司太倉分公司), a branch of Guangzhou World-Link established in 20 August 2015
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended, modified and supplemented from time to time

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“Tianjin Branch”	Tianjin Branch of Guangzhou Zhonglian World-Link Modern Logistics Company Limited* (廣州中聯環宇現代物流有限公司天津分公司), a branch of Guangzhou World-Link established in 18 August 2015
“Track Record Period”	the two financial years ended 31 December 2016
“Underwriter(s)”	the [REDACTED] Underwriters and the [REDACTED] Underwriters
“Underwriting Agreements”	the [REDACTED] Underwriting Agreement and the [REDACTED] Underwriting Agreement
“US”	the United States of America
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“USD” or “US dollars”	United States dollars, the lawful currency of the United States
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Zhonglian Logistics (BVI)”	Zhonglian Logistics (China) Investments Limited (中聯物流(中國)投資有限公司), a company incorporated in BVI on 28 November 2016 with limited liability, which is wholly owned by our Company
“Zhonglian Logistics (HK)”	Zhonglian Logistics (China) Limited (中聯物流(中國)有限公司), a company incorporated in Hong Kong on 2 December 2016 with limited liability, which is indirectly wholly owned by our Company
“%”	per cent.

The English names of the PRC entities mentioned in this document are translations of their Chinese names. If there is any inconsistency, the Chinese names shall prevail.

Unless otherwise specified, for the purpose of this document, amounts denominated in RMB are translated into HK\$ at the rate of RMB1 = HK\$1.12.

The above exchange rate is for the purpose of illustration only and no representation is made that any amounts in RMB 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 document 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.