
DEFINITIONS

In this document, unless the context otherwise requires, the following expressions have the following meanings.

“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Articles” or “Articles of Association”	the seventh amended and restated articles of association of the Company adopted on [●], which will become effective upon the [REDACTED], as amended from time to time, a summary of which is set out in Appendix IV to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	our board of Directors
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open for normal banking business and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“CAC”	Cyberspace Administration of China (中華人民共和國國家互聯網信息辦公室)
“CAGR”	compound annual growth rate
[REDACTED]	the [REDACTED] as named in “Directors and Parties Involved in the [REDACTED]”
“Cayman Companies Act” or “Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time

[REDACTED]

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[REDACTED]

“Class A Shares”	class A shares of the Company with a par value of US\$0.000002 each, following the Reclassification, Redesignation and Share Subdivision, conferring weighted voting rights in the Company such that each Class A Share shall entitle its holder to ten votes per share on each resolution subject to a vote at the Company’s general meetings, save for resolutions with respect to any Reserved Matters, in which case each Class A Share and each Class B Share shall entitle its holder to one vote per share on a poll at a general meeting
“Class B Shares”	class B shares of the Company with a par value of US\$0.000002 each, following the Reclassification, Redesignation and Share Subdivision, such that each Class B Share shall entitle its holder to one vote on each resolution subject to a vote at the Company’s general meetings
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Companies Ordinance” or “Hong Kong Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time

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“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended and supplemented from time to time
“Company”, “our Company”, “the Company” or “J&T Global”	J&T Global Express Limited (極兔速遞環球有限公司), an exempted company incorporated in the Cayman Islands with limited liability on October 24, 2019
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it in the Listing Rules
“Consolidated Affiliated Entities” or “consolidated affiliated entities”	the entities we control through the Contractual Arrangements, namely the PRC Holdco and Indonesian Holdco and their respective subsidiaries. For further details of these entities, see “Contractual Arrangements”
“Contractual Arrangements”	the series of contractual agreements entered into by the PRC and Indonesian WFOE, the PRC Holdco, the Indonesian Holdco, the PRC Registered Shareholders and the Individual and Corporate Registered Shareholders of our Indonesian Holdcos, details of which are described in “Contractual Arrangements”
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Jet Jie Li, Jumping Summit Limited, Topping Summit Limited and Exceeding Summit Holding Limited, details of whom are set out in “Relationship with the Controlling Shareholders”
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix 14 to the Listing Rules
“Corporate Governance Committee”	the corporate governance committee of the Board
“CSRC”	China Securities Regulatory Commission of the PRC (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“EIT rate”	enterprise income tax rate
“ESG”	environmental, social and governance
“ESG Committee”	the environmental, social and governance committee of the Company

DEFINITIONS

"Extreme Conditions" extreme conditions caused by a super typhoon as announced by the government of Hong Kong

"GDP" gross domestic product

"GDP per capita" a country's GDP divided by its population

[REDACTED] the [REDACTED] and the [REDACTED]

[REDACTED]

"Group", "our Group", "the Group", "we", "us", or "our" our Company, its subsidiaries and consolidated affiliated entities, or where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries and consolidated affiliated entities, the subsidiaries and consolidated affiliated entities as if they were the subsidiaries and consolidated affiliated entities of our Company at the time

"Group entities" our subsidiaries and consolidated affiliated entities

"HK\$" or "Hong Kong dollars" or "HK dollars" or "cents" Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

[REDACTED]

"Hong Kong" or "HK" the Hong Kong Special Administrative Region of the PRC

[REDACTED]

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[REDACTED]

“Hong Kong Stock Exchange” or “Stock Exchange” The Stock Exchange of Hong Kong Limited

[REDACTED]

“IDR” Indonesian Rupiah, the lawful currency of Indonesia

“IFRS” International Financial Reporting Standards, amendments and interpretations issued by the International Accounting Standards Board

“independent third party(ies)” or “Independent Third Party(ies)” any entity or person who is not a connected person of our Company or an associate of such person within the meaning ascribed to it under the Listing Rules

“Indonesian Legal Adviser” Hutabarat Halim & Rekan, acting as legal counsel as to Indonesian law to our Company

“Indonesian WFOE” PT. Cahaya Global Berjaya, a limited liability company incorporated under the laws of the Republic of Indonesia on June 11, 2021 and our wholly-owned subsidiary

[REDACTED]

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[REDACTED]

“J&T Express China”

J&T Express China Co., Ltd. (極兔速遞有限公司), a limited liability company incorporated under the laws of the PRC on September 29, 2007 and a consolidated affiliated entity of our Company

“J&T International Logistics China”

J&T International Logistics China Co., Ltd. (極兔國際物流有限公司), a limited liability company incorporated under the laws of the PRC on January 10, 2018 and our subsidiary

[REDACTED]

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“Joint Sponsors”	China International Capital Corporation Hong Kong Securities Limited, Merrill Lynch (Asia Pacific) Limited and Morgan Stanley Asia Limited (<i>in alphabetical order</i>)
“Latest Practicable Date”	June 12, 2023, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this document
“Laws”	all laws, statutes, legislation, ordinances, rules, regulations, guidelines, opinions, notices, circulars, orders, judgments, decrees, or rulings of any Governmental Authority (including, without limitation, the Stock Exchange and the SFC) of all relevant jurisdictions [REDACTED]
“Listing Committee”	the Listing Committee of the Stock Exchange [REDACTED]
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the seventh amended and restated memorandum of association of our Company, adopted on [●], which will become effective upon the [REDACTED], as amended from time to time, a summary of which is set out in Appendix IV to this document
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“MOC” or “MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Li”	Mr. Jet Jie Li (李傑), our Chairman of the Board of Directors, executive Director and Chief Executive Officer

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"MYR"	Malaysian Ringgit, the lawful currency of Malaysia
"NDRC"	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
"New Markets"	Saudi Arabia, UAE, Mexico, Brazil and Egypt
"Nomination Committee"	the nomination committee of the Board

[REDACTED]

"PH GJE"	PH Global Jet Express Inc., doing business under the name and style of J&T Express, a limited liability company incorporated under the laws of the Philippines on September 14, 2018 and our subsidiary
"PHP"	Philippine Peso, the lawful currency of the Philippines
"PRC", "Mainland China" or "China"	the People's Republic of China, but for the purposes of this document only (unless otherwise indicated) excluding Hong Kong, the Macau Special Administrative Region and Taiwan

DEFINITIONS

“PRC Legal Adviser”	DaHui Lawyers, acting as legal counsel as to PRC law to our Company
“PRC WFOE” or “Chongqing Yunqing”	Chongqing Yunqing Supply Chain Management Co., Ltd. (重慶紘慶供應鏈管理有限公司), a limited liability company incorporated under the laws of the PRC on April 22, 2020 and our wholly-owned subsidiary
“Pre-[REDACTED] Share Incentive Plan”	the Network Partners Equity Incentive Plan, as adopted by our Shareholders on February 26, 2022 and amended by way of Directors’ resolutions dated May 31, 2023
“Pre-[REDACTED] Investments”	the investments made by the Pre-[REDACTED] Investors, the principal terms of which are summarized in “History and Corporate Structure – Pre-[REDACTED] Investments”
“Pre-[REDACTED] Investor(s)”	the investors in our Company prior to the [REDACTED] as described in “History and Corporate Structure — Pre-[REDACTED] Investments”
“Pre-[REDACTED] Preferred Shares” or “preferred shares”	collectively, Series Pre-A1 Preferred Shares, Series Pre-A2 Preferred Shares, Series A Preferred Shares, Series B Preferred Shares, Series B+ Preferred Shares, Series C1 Preferred Shares, Series C2 Preferred Shares and Series D Preferred Shares, with a par value of US\$0.00001 each

[REDACTED]

“PT GJE” or “Indonesian Opco”	PT Global Jet Express, a limited liability company incorporated under the laws of Indonesia, which obtained its legal entity status on May 21, 2015 and a consolidated affiliated entity of our Company
“QIBs”	qualified institutional buyers within the meaning of Rule 144A

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“Reclassification, Redesignation and Share Subdivision”	(i) the reclassification and redesignation of 195,866,682 class B ordinary shares of a par value of US\$0.00001 each held by Jumping Summit Limited into class A shares of a par value of US\$0.00001 each and the subdivision of such each issued class A shares of a par value of US\$0.00001 each into five Class A Shares of a par value of US\$0.00002 each; (ii) the reclassification and redesignation of all of the issued and unissued class A ordinary shares of a par value of US\$0.00001 each and Pre-[REDACTED] Preferred Shares of a par value of US\$0.00001 each of the Company into class B shares of a par value of US\$0.00001 each and the subdivision of such each issued and unissued class B shares of a par value of US\$0.00001 each into five Class B Shares of a par value of US\$0.00002 each
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Reserved Matters”	those matters with respect to which each Class A Share and each Class B Share shall entitle its holder to one vote on a poll at general meetings of the Company pursuant to the Articles of Association, being: (i) any amendment to the Memorandum or Articles, including the variation of the rights attached to any class of shares, (ii) the appointment, election or removal of any independent non-executive Director, (iii) the appointment or removal of the Company’s auditors, or (iv) the voluntary liquidation or winding-up of the Company
“RMB” or “Renminbi”	the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SAT”	State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“SEA entities”	the 25 Indonesian unconsolidated regional operating entities and the 13 Thailand unconsolidated regional operating entities which we acquired in 2021
“SFC”	the Securities and Futures Commission of Hong Kong

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“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Shanghai Yishangshiye” or “PRC Holdco”	Shanghai Yishangshiye Co., Ltd. (上海邑商實業有限公司), a limited liability company incorporated under the laws of the PRC on April 8, 2014 and a holding company of certain PRC subsidiaries
“Share(s)” or “Ordinary Share(s)”	the Class A Shares and/or Class B Shares in the share capital of our Company, as the context so requires
“Shareholder(s)”	holder(s) of our Shares
“Shareholders Agreement”	the Fifth Amended and Restated Shareholders Agreement dated May 17, 2023 entered into, amongst others, the Company and its Shareholders

[REDACTED]

“State”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“subsidiary” or “subsidiaries”	has the meaning ascribed to it under the Companies Ordinance
“substantial shareholder”	has the meaning ascribed to it in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“THB”	Thai Baht, the lawful currency of Thailand
“Track Record Period”	the period comprising the three financial years ended December 31, 2020, 2021 and 2022
“UAE”	United Arab Emirates

[REDACTED]

DEFINITIONS

[REDACTED]

“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency for the time being of the United States
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“VAT”	value-added tax
“VIE” or “VIEs”	variable interest entity or variable interest entities
“VND”	Vietnamese Dong, the lawful currency of Vietnam
“Winner Star”	WINNER STAR HOLDINGS LIMITED, a limited company incorporated in Hong Kong on April 2, 2015 with limited liability and a holding company of our foreign subsidiaries
“WVR” or “weighted voting rights”	has the meaning ascribed to it in the Listing Rules
“WVR Beneficiary”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Jet Jie Li, being the beneficial owner of the Class A Shares, entitling him to weighted voting rights, details of which are set out in “Share Capital”
“WVR Structure”	has the meaning ascribed to it in the Listing Rules

In this document, the terms “associate”, “close associate”, “connected person”, “core connected person”, “connected transaction”, “controlling shareholder” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

Certain amounts and percentage figures included in this document have been subject to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

For ease of reference, the names of the PRC established companies or entities, laws or regulations have been included in this document in both the Chinese and English languages. In the event of any inconsistency, the Chinese versions shall prevail.