
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms and expressions have the meaning set forth below. Certain other terms are explained in the section headed “Glossary of technical terms”.

“Accountants’ Report”	the accountants’ report of our Group for the Track Record Period as set out in Appendix I in this prospectus
“Actual Controllers”	in the context of the Shareholders Agreement, Mr. Wang; and in the context of the New Shareholders Agreement, Mr. Wang and Zi Yue
“affiliate(s)”	in relation to a body corporate, any subsidiary undertaking or parent undertaking of such body corporate, and any subsidiary undertaking of any such parent undertaking for the time being
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Alibaba Acquisition Agreement”	the Acquisition Agreement dated 11 May 2023 relating to the acquisition of approximately 10.4753% equity interest in Hangzhou FAR entered into between Alibaba China and Huguang Tongchen
“Alibaba China”	Alibaba (China) Network Technology Co., Ltd.* (阿里巴巴(中國)網絡技術有限公司), a company established under the laws of the PRC with limited liability
“Alibaba Holding”	Alibaba Group Holding Limited (阿里巴巴集團控股有限公司), a company incorporated in the Cayman Islands, with its American depositary shares, each representing eight ordinary shares, listed on the New York Stock Exchange (Stock Symbol: BABA), and its ordinary shares listed on the Main Board of the Stock Exchange (Stock Code: 9988)
“Alibaba Group”	refers to Alibaba Holding and its subsidiaries (including Alibaba China)

DEFINITIONS

“Articles of Association” or “Articles”	the amended and restated articles of association of our Company conditionally adopted on 1 December 2023, as amended or supplemented from time to time, which shall become effective upon the Listing, a summary of which is contained in the section headed “Appendix III — Summary of the constitution of our Company and Cayman Islands Company Law — 2. Articles of Association” set out in this prospectus, and as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Board” or “Board of Directors”	the board of Directors of our Company
“Business Day(s)” or “business day(s)”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of 594,259,588 Shares to be made upon capitalisation of part of the amount standing to the credit of the share premium account of our Company referred to in the paragraph headed “Statutory and General Information — A. Further information about our Company — 3. Written resolutions of our Shareholders dated 1 December 2023” in Appendix IV to this prospectus
“Cayman Companies Act” or “Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Cayman Islands Principal Registrar”	Appleby Global Services (Cayman) Limited
“Cayman Legal Adviser” or “Appleby”	Appleby, our Company’s legal adviser as to Cayman Islands law
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

DEFINITIONS

“Chairman”	chairman of the Board
“Chief Executive Officer”	chief executive officer of our Company
“China” or “PRC”	the People’s Republic of China, which for the purpose of this prospectus only and except where the context requires otherwise, excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan region
“close associate(s)”	has the meaning ascribed thereto under the 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”	FAR International Holdings Group Company Limited, an exempted company incorporated in the Cayman Islands with limited liability on 24 November, 2022, and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 3 February 2023
“Concorde Overseas”	Concorde Overseas Logistics and Trade Limited, a company incorporated in England and Wales with limited liability on 30 June 2017 and an indirect wholly-owned subsidiary of our Company
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules, and in the case of our Company, means Mr. Wang, Zi Yue, Gensis FAR Holdings Limited, and Hangzhou Aiyuan L.P.
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Cornerstone Investment Agreement(s)”	the cornerstone investment agreements enter into among our Company, the Sole Sponsor and the Sole Overall Coordinator, the Joint Global Coordinators and each of the Cornerstone Investors all dated 11 December 2023
“Cornerstone Investor(s)”	Mr. Yang Yingwu, Ms. Liu Liyun and Mr. Guo Shaojun

DEFINITIONS

“Corporate Governance Code”	the Corporate Governance Code set out in Appendix 14 to the Listing Rules
“COVID-19” or “COVID”	a novel coronavirus pandemic, the outbreak of which was first identified in December 2019
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the PRC national securities markets
“Deed of Indemnity”	the deed of indemnity dated 1 December 2023 and executed by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for and on behalf of our subsidiaries), particulars of which are set out in the section headed “Statutory and general information — D. Other Information — 1. Tax and other indemnities” in Appendix IV to this prospectus
“Deed of Non-Competition”	the deed of non-competition dated 1 December 2023 executed by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for and on behalf of our subsidiaries), particulars of which are set out in the section headed “Relationship with controlling shareholders — Non-competition undertakings” in this prospectus
“Designated Bank”	HKSCC Participant’s Designated Bank under FINI
“Director(s)”	the director(s) of our Company
“Easygo”	Easygo Warehouse Services Corporation, a company incorporated under the laws of the Commonwealth of Massachusetts, US, one of our pre-IPO investors
“Easygo HK”	Easygo Holdings Limited, a limited liability company incorporated in Hong Kong on 16 May 2022, a wholly owned subsidiary of Easygo before the Reorganisation, and a wholly owned subsidiary of our Group immediately upon completion of the Reorganisation

DEFINITIONS

“Easygo HK Agreement”	the agreement relating to the injection of capital into Hangzhou FAR by Easygo HK, particulars of which are summarised in the section headed “History, development and reorganisation” in this prospectus
“Easygo Share Swap Agreement”	the share swap agreement relating to the transfer of entire issued shares of Easygo HK to Sure Link and the allotment of Shares to Easygo entered into among Easygo, Mr. Zeng Yong and Sure Link
“EIT”	the PRC enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》) promulgated by the National People’s Congress of the PRC on 16 March 2007, and became effective on 1 January 2008 and amended on 24 February 2017 and 29 December 2018 by the Standing Committee of the National People’s Congress and effective on the same date
“ electronic application instructions(s) ”	instruction(s) given by a HKSCC Participant electronically via HKSCC’s FINI system to HKSCC, being one of the methods to apply for the Offer Shares
“EUR”	Euro, the lawful currency of the Eurozone
“Extreme Conditions”	any extreme conditions or events, the occurrence of which causes interruption to ordinary course of business operations in Hong Kong where an announcement may be made by the government of Hong Kong according to the “Code of Practice in Times of Typhoons and Rainstorms” issued by the Labour Department of Hong Kong as revised or supplemented from time to time
“FAR Express”	FAR Express Solution Ltd., a company incorporated in the State of Illinois, U.S. on 12 August 2021 and dissolved on 26 August 2022, which was an indirect non wholly-owned subsidiary of Hangzhou FAR before its dissolution
“financial year”	financial year of our Company ended or ending 31 December

DEFINITIONS

“FINI”	“Fast Interface for New Issuance”, an online platform operated by HKSCC that is mandatory for admission to trading and, where applicable, the collection and processing of specified information on subscription in and settlement for all new listings
“Foreign Investment Law” or “FIL”	the PRC Foreign Investment Law (《中華人民共和國外商投資法》), promulgated by the National People’s Congress of the PRC on 15 March 2019, which became effective on 1 January 2020
“Founding Shareholders”	Mr. Wang, Zhang Yinkan, Yang Zhilong, Zhu Jiong, Pan Jutian, Fujian Province Defeng Corporate Management Centre (L.P.)* (福建省德豐企業管理中心(有限合夥)) (now known as Hangzhou Shirui Industrial Management Partnership (L.P.)* (杭州世瑞企業管理合夥企業(有限合夥)) and Rizhao Ruitan e-commerce Center* (日照銳曇電子商務中心) as in the context of the Shareholders Agreement; Mr. Wang, Zi Yue, Win Kane Holdings Limited (寅侃控股有限公司), Ren He International Holdings Limited (仁和國際控股有限公司), Seven Big Dipper Holdings Limited (北斗七星控股有限公司), Win Tim Holdings Limited (贏添控股有限公司), Winner Wealth Investment Holdings Limited (捷裕投資控股有限公司), World Crystal Holdings Limited (世福控股有限公司) and Good Chains International Holdings Limited (錦聯國際控股有限公司) as in the context of the New Shareholders Agreement
“Frost & Sullivan” or “F&S”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a market research and consulting company commissioned by us to prepare an independent research report for the purposes of the Listing, which is an Independent Third Party
“FY2020”	the financial year ended 31 December 2020
“FY2021”	the financial year ended 31 December 2021
“FY2022”	the financial year ended 31 December 2022
“FY2023”	the financial year ending 31 December 2023

DEFINITIONS

“F&S Report”	an independent industry report commissioned by us and prepared by Frost & Sullivan for the purpose of this prospectus
“GBP”	Great Britain pound, the lawful currency of the United Kingdom
“General Rules of HKSCC”	the terms and conditions regulating the use of HKSCC’s services, as may be amended, supplemented and/or otherwise modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Global Link”	Global Link Logistics Services Limited, (航港物流有限公司), a company incorporated in Hong Kong with limited liability on 20 November 2006 and an indirect wholly-owned subsidiary of our Company
“Gongshu Technology”	Hangzhou Gongshu State-owned Investment Technology Development Co. Ltd.* (杭州拱墅國投科技發展有限公司), a limited company established in the PRC
“Government”	the Government of Hong Kong
“Grand Moore” or “Grand Moore Capital” or “Sole Overall Coordinator” or “Sole Sponsor Overall Coordinator” or “Sponsor” or “Sole Sponsor”	Grand Moore Capital Limited, a licensed corporation for carrying on type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, and sole sponsor for the Listing, and an Independent Third Party
“Group”, “our”, “we” or “us”	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 present subsidiaries, the business operated by such subsidiaries
“Guangzhou Global Link”	Guangzhou Global Link Supply Chain Company Limited* (廣州匯通天下供應鏈管理有限公司), a company established in the PRC with limited liability on 21 November 2017 and an indirectly wholly owned subsidiary of our Company

DEFINITIONS

“Hangzhou Aiyuan”	Hangzhou Aiyuan Supply Chain Management Co., Ltd.* (杭州愛遠供應鏈管理有限公司), a company established in the PRC with limited liability on 7 August 2015 and an indirectly wholly-owned subsidiary of our Company
“Hangzhou Aiyuan L.P.”	Hangzhou Aiyuan Investment Management Partnership (Limited Partnership)* (杭州愛遠投資管理合夥企業(有限合夥)), a limited partnership established in the PRC
“Hangzhou FAR”	Hangzhou FAR International Logistics Co., Ltd.* (杭州泛遠國際物流有限公司), formerly known as Hangzhou FAR International Logistics Shareholding Co. Ltd.* (杭州泛遠國際物流股份有限公司), a company established in the PRC with limited liability on 26 August 2004 and an indirectly wholly-owned subsidiary of our Company
“Hangzhou Feiyue”	Hangzhou Feiyue Supply Chain Management Co., Ltd.* (杭州飛約供應鏈管理有限公司), a company established in the PRC with limited liability on 27 June 2016 and an indirectly wholly-owned subsidiary of our Company
“Hangzhou Import & Export”	Hangzhou FAR Import & Export Company Limited* (杭州泛遠進出口有限公司), a company established in the PRC with limited liability on 13 October 2008 and an indirectly wholly-owned subsidiary of our Company
“Hangzhou Qintian”	Hangzhou Qintian Science And Technology Development Co., Ltd.* (杭州勤添科技發展有限公司), a company established in the PRC with limited liability on 13 August 2009 and an indirectly wholly-owned subsidiary of our Company
“Hangzhou Shengdelan L.P.”	Hangzhou Shengdelan Technology Partnership (Limited Partnership)* (杭州聖得蘭科技合夥企業(有限合夥)), a limited partnership established in the PRC
“Hangzhou Supply Chain”	Hangzhou AIYUAN Supply Chain Management Co., Ltd.* (杭州艾遠供應鏈管理有限公司), a company established in the PRC with limited liability on 15 March 2016 and an indirectly wholly-owned subsidiary of our Company

DEFINITIONS

“Heguang Tongchen”	Hangzhou Heguang Tongchen Logistics Co. Ltd.* (杭州和光同塵物流有限公司), which is a wholly foreign owned enterprise established in the PRC and an indirectly wholly-owned subsidiary of our Company
“HK\$” or “Hong Kong dollars” or “HK dollars” or “HKD”	Hong Kong dollar(s) and cent(s) respectively, the lawful currency of Hong Kong
“HKFRS(s)”	Hong Kong Financial Reporting Standards, which include standards, amendments and interpretations issued by the Hong Kong Accounting Standards Board and the Hong Kong Accounting Standards, and interpretation issued by the HKICPA Financial Reporting Committee Standards Committee
“HK FAR”	HK FAR Logistics Investment Limited (香港泛遠物流投資有限公司), a company incorporated in Hong Kong with limited liability on 21 April 2017 and an indirectly wholly-owned subsidiary of our Company
“HKICPA”	The Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“ HKSCC EIPO ”	the application for the Public Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your designated HKSCC Participant’s stock account through causing HKSCC Nominees to apply on your behalf, including by instructing your broker or custodian who is a HKSCC Participant to give electronic application instructions via HKSCC’s FINI system to apply for the Public Offer Shares on your behalf
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC

DEFINITIONS

“HKSCC Operational Procedures”	the operational procedures of the HKSCC, containing the practices, procedures and administrative or other requirements relating to the operations and functions of CCASS, as from time to time in force
“HKSCC Participant”	a participant admitted to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant
“Hong Kong” or “HK” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong Takeovers Code” or “Takeovers Code”	the Codes on Takeovers and Mergers and Share Buybacks issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Independent Third Party(ies)”	an individual(s) or a company(ies), which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is not a connected person of our Company within the meaning of the Listing Rules
“Joint Bookrunners”	the joint bookrunners as named in the section headed “Directors and Parties Involved in the Share Offer”
“Joint Global Coordinators”	the joint global coordinators as named in the section headed “Directors and Parties Involved in the Share Offer”
“Joint Lead Managers”	the joint lead managers as named in section headed “Directors and Parties Involved in the Share Offer”
“kg”	kilogram
“Latest Practicable Date”	3 December 2023, being the latest practicable date for the purposes of ascertaining certain information contained in this prospectus prior to its publication

DEFINITIONS

“Listing”	listing of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about 22 December 2023, on which trading in our Shares first commence on the Main Board of the Stock Exchange
“Listing Rules” or “Hong Kong 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
“m”	metre
“m ² ” or “sq. m.”	square metre(s)
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange. For the avoidance of doubt, the Main Board excludes GEM of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company conditionally adopted on 1 December 2023 which shall become effective upon Listing, a summary of which is contained in the section headed “Summary of the constitution of our Company and Cayman Islands Company Law — 1. Memorandum of Association” set out in Appendix III to this prospectus, and as amended from time to time
“MIIT”	the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Wang”	Mr. Wang Quan (王泉), an executive Director, the Chairman and a Controlling Shareholder

DEFINITIONS

“M&A Rules”	the Provisions on the Merger and Acquisition of Domestic Enterprises by Foreign Investor* (《關於外國投資者併購境內企業的規定》) promulgated by MOFCOM, the State-owned Assets Supervision and Administration Commission of the State Council, the State Administration of Taxation, SAMR, CSRC and SAFE on 8 August 2006 and amended by MOFCOM on 22 June 2009
“NEEQ”	the National Equities Exchange and Quotations (全國中小企業股份轉讓系統), an equity trading platform for the sale of existing shares or private placing of new shares by small and medium sized enterprises in the PRC
“New Shareholders Agreement”	the agreement dated 16 May 2023 entered into among our Company and the Shareholders of our Company
“Nomination Committee”	the nomination committee of our Board
“Novel Harbour”	Novel Harbour Holdings Limited (穎港控股有限公司), which is a limited company incorporated in Hong Kong on 22 December 2022 and an indirect wholly owned subsidiary of our Company
“Offer Price”	the final offer price per Offer Share in Hong Kong dollars (exclusive of the brokerage of 1.0%, the SFC transaction levy of 0.0027%, the AFRC transaction levy of 0.00015% and the Stock Exchange trading fee of 0.00565%) of not more than HK\$1.22 and expected to be not less than HK\$0.90 per Offer Share, to be agreed between us and the Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) on the Price Determination Date
“Offer Share(s)”	the Public Offer Shares and the Placing Shares, collectively, and where relevant, together with any additional Shares by our Company to be issued pursuant to the exercise of the Over-allotment Option
“Ordinary Share(s)”	ordinary share(s) with a par value of HK\$0.01 each, in the share capital of our Company

DEFINITIONS

“Original Owners Acquisition Agreement”	the acquisition agreement dated 9 May 2023 relating to the acquisition of an aggregate of approximately 88.5247% equity interest in Hangzhou FAR entered into among Huguang Tongchen and then owners (other than Alibaba China and Easygo HK) of equity interest in Hangzhou FAR
“Original Owners Subscription Agreement”	the subscription agreement dated 9 May 2023 relating to the subscription of Ordinary Shares entered into among our Company and the offshore entities formed by then owners (other than Alibaba China and Easygo HK) of equity interest in Hangzhou FAR before the Reorganisation, particulars of which are summarised in the section headed “History, development and reorganisation” in this prospectus
“Over-allotment Option”	the option expected to be granted by us to the Placing Underwriters, exercisable by the Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Placing Underwriters), pursuant to which our Company may be required to allot and issue up to 21,000,000 additional Offer Shares (in aggregate representing approximately 15% of the Offer Shares initially being offered under the Share Offer) at the Offer Price to cover over-allocation in the Placing (if any), the details of which are described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“P/E ratio”	Price-to-Earnings ratio
“Placing”	the conditional placing of the Placing Shares by the Placing Underwriter(s) with professional, institutional and corporate investors, subject to reallocation and the Over-allotment Option as described in the section headed “Structure and conditions of the Share Offer” in this prospectus

DEFINITIONS

“Placing Shares”	the 126,000,000 new Shares being initially offered by our Company for subscription at the Offer Price under the Placing, subject to reallocation where relevant, with any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Placing Underwriter(s)”	the Underwriter(s) of the Placing whose names are set out in the paragraph headed “Underwriting — Underwriters — Placing Underwriters” in this prospectus
“Placing Underwriting Agreement”	the underwriting agreement relating to the Placing to be entered into on or around the Price Determination Date by, among others, our Company and the Placing Underwriter(s), particulars of which are set out in the section headed “Underwriting” in this prospectus
“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as amended and adopted by the Standing Committee of National People’s Congress on 26 October 2018 and effective on the same date
“PRC government”	the government of the PRC including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and their instrumentalities thereof or, where the context requires, any of them
“PRC Legal Adviser”	Allbright Law Offices, a qualified PRC law firm as the PRC legal adviser of our Company as to the laws of the PRC for the Listing
“Pre-IPO Investments”	the investments made by Alibaba China, Gongshu Technology and Easygo, the details of which are set out in the section headed “History, Development and Reorganisation — Pre-IPO Investments” in this prospectus

DEFINITIONS

“Preferred Share(s)”	preferred share(s), with a par value of HK\$0.01 each, in the share capital of our Company, issued to Taobao China pursuant to the Taobao Subscription Agreement, which will be automatically converted to Ordinary Shares upon Listing”
“Price Determination Agreement”	the agreement to be entered into by our Company, the Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the other Underwriters) on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or around Wednesday, 20 December 2023 on which the Offer Price is to be determined for the purposes of the Share Offer by our Company, the Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Underwriters)
“Public Offer”	the conditional 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, as further described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Public Offer Shares”	the 14,000,000 new Shares initially offered by our Company for subscription pursuant to the Public Offer at the Offer Price, subject to any adjustment as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Public Offer Underwriter(s)”	the underwriter(s) of the Public Offer whose names are set out in the paragraph headed “Underwriting — Underwriters — Public Offer Underwriters” in this prospectus
“Public Offer Underwriting Agreement”	the underwriting agreement dated 11 December 2023 relating to the Public Offer and entered into by, among others, our Company and the Public Offer Underwriters, particulars of which are set out in the section headed “Underwriting” in this prospectus
“Regulation S”	the Regulation S under the US Securities Act

DEFINITIONS

“Relevant Person(s)”	the Sole Sponsor, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of their or the Company’s respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Share Offer
“Remuneration Committee”	the remuneration committee of our Board
“Renminbi” or “RMB”	the lawful currency of the PRC
“Reorganisation”	the corporate reorganisation of our Group in preparation for the Listing as set out in the section headed “History, Development and Reorganisation — Reorganisation” in this prospectus
“Repurchase Mandate”	the general unconditional mandate granted to our Directors by the Shareholders in relation to the repurchase of the Shares, further information is set forth in the section headed “Statutory and General Information — A. Further information about our Company — 6. Repurchase of the Shares by our Company” in Appendix IV to this prospectus
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), the PRC governmental agency responsible for matters relating to foreign exchange administration, including local branches, when applicable
“SAFE Circular 13”	the Circular of the SAFE on Further Simplification and Improvement in Foreign Exchange Administration on Director Investment* (《關於進一步簡化和改進直接投資外匯管理政策的通知》) promulgated by SAFE and which became effective on 1 June 2015
“SAFE Circular 37”	the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents’ Offshore Investment and Financing and Roundtrip Investment through Special Purpose Vehicles* (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》) promulgated by SAFE with effect from 4 July 2014

DEFINITIONS

“SAMR”	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局) or its local branch
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“SFC”	the Securities and Futures Commission of Hong Kong
“Shanghai Aiyuan”	Shanghai Aiyuan Supply Chain Management Co., Ltd.* (上海愛遠供應鏈管理有限公司), a company established in the PRC with limited liability on 23 February 2016 and a wholly-owned subsidiary of our Company
“Shanghai Supply Chain”	Shanghai Aiyuanhui Supply Chain Management Co., Ltd.* (上海艾遠匯供應鏈管理有限公司), a company established in the PRC with limited liability on 14 March 2018 and a wholly-owned subsidiary of our Company
“Share(s)”	Ordinary Share(s) and Preferred Share(s)
“Share Offer”	the Public Offer and the Placing
“Shareholder(s)”	holder(s) of our Share(s)
“Shareholders Agreement”	the agreement dated 4 January 2021 entered into among Hangzhou FAR and the shareholders of Hangzhou FAR
“Shenzhen Full Speed”	Shenzhen Full Speed Parcel Logistics Co., Ltd.* (深圳市全速包裹物流有限公司), a company established in the PRC with limited liability on 5 August 2019 and a non-wholly owned subsidiary of our Company
“Shenzhen Global Link”	Shenzhen Global Link Logistics Services Limited* (深圳市匯通天下物流有限公司), a company established in the PRC with limited liability on 23 November 2006 and a wholly-owned subsidiary of our Company

DEFINITIONS

“Shenzhen Suizi”	Shenzhen Suizi Wealth Management Co. Ltd.* (深圳市繸子財富管理有限公司), a limited company established in the PRC, being the general partner of Hangzhou Shengdelan L.P. and Ningbo Jiale L.P.
“Sichuan Global Link”	Sichuan Global Link Logistics Co., Ltd.* (四川匯通天下物流有限公司), a company established in the PRC with limited liability on 30 October 2017 and a wholly-owned subsidiary of our Company
“Sparkling Pennant”	Sparkling Pennant Limited (燦旗有限公司), a company incorporated in Hong Kong with limited liability on 5 July 2018 and deregistered on 23 December 2022 and was an indirectly wholly-owned subsidiary of Hangzhou FAR before its deregistration
“Stabilising Manager”	Grand Moore Capital Limited
“State Council”	the PRC State Council (中華人民共和國國務院)
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into on or around the Price Determination Date between Zi Yue and the Stabilising Manager or its affiliates, pursuant to which the Stabilising Manager may, on its own or through its affiliates, borrow up to 21,000,000 Shares from Zi Yue to facilitate the settlement of over-allocations
“subsidiary(ies)”	has the meaning ascribed thereto under the Companies Ordinance
“Substantial Shareholder(s)” or “substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Sure Link”	Sure Link Holdings Limited (燃連控股有限公司), a company incorporated in the BVI with limited liability on 15 December 2022 and a direct wholly-owned subsidiary of our Company
“Taobao China”	Taobao China Holding Limited (淘寶中國控股有限公司), a company incorporated under the laws of Hong Kong, being an affiliate of Alibaba China

DEFINITIONS

“Taobao Subscription Agreement”	the subscription agreement dated 11 May 2023 relating to the subscription of Preferred Shares entered into between our Company and Taobao China, particulars of which are summarised in the section headed “History, development and reorganisation” in this prospectus
“Track Record Period”	the years ended 31 December 2020, 2021, 2022 and the six months ended 30 June 2023
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“Underwriters”	the Public Offer Underwriter(s) and the Placing Underwriter(s), details of which are set out in the section headed “Underwriting” in this prospectus
“Underwriting Agreements”	the Public Offer Underwriting Agreement and the Placing Underwriting Agreement
“US Customs”	U.S. Customs and Border Protection
“US”, “U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$”, “US dollars” or “USD”	United States dollars, the lawful currency of the United States
“US Tariff Legal Adviser”	K&L Gates
“US Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“VAT”	value-added tax
“ White Form eIPO ”	the application for Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of the White Form eIPO Service Provider at www.eipo.com.hk
“ White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited

DEFINITIONS

“Yidatong”	Shenzhen Yidatong Supply Chain Service Co., Ltd* (深圳市一達通供應鏈服務有限公司), a subsidiary of Alibaba Holding
“Yiwu Aiyuan”	Yiwu Aiyuan E-Commerce Co., Ltd.* (義烏愛遠電子商務有限公司), a company established in the PRC with limited liability on 5 September 2017 and an indirectly wholly-owned subsidiary of our Company
“Yiwu FAR”	FAR International Logistics (Yiwu) Co., Ltd. (泛遠國際物流(義烏)有限公司), formerly known as Yiwu Yiyun Supply Chain Management Company Limited (義烏易雲供應鏈管理有限公司), a company established in the PRC with limited liability on 26 May 2011 and an indirectly wholly-owned subsidiary of the Company
“Zhejiang Jingyuan”	Zhejiang Jingyuan Supply Chain Management Co., Ltd.* (浙江競遠供應鏈管理有限公司), a company established in the PRC with limited liability on 22 February 2017 and an indirectly wholly-owned subsidiary of our Company
“Zhejiang Mancao”	Zhejiang Mancao Electronic Commerce Co., Ltd.* (浙江蔓草電子商務有限公司), a company established in the PRC with limited liability on 28 March 2019 and an indirectly wholly-owned subsidiary of our Company
“Zi Yue”	Zi Yue Holdings Limited (子越控股有限公司), a limited liability company established under the laws of BVI on 8 June 2022 and wholly-owned by Mr. Wang
“ZY Logistics”	ZY Logistics Company Limited (香港卓洋物流有限公司), a company incorporated in Hong Kong with limited liability on 10 November 2017 and an indirectly wholly-owned subsidiary of our Company
“%”	per cent.
“6M2022”	the six months ended 30 June 2022
“6M2023”	the six months ended 30 June 2023

DEFINITIONS

In this prospectus, unless otherwise specified:

- All dates and times refer to Hong Kong dates and time, unless otherwise stated or the context otherwise requires.
- Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments, or have been rounded to one or two decimal places.
- Any discrepancy in any table between totals and sums of amounts listed therein are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

* *for identification purpose only*

For ease of reference, the English names of the PRC established companies or entities, laws or regulations are translation and/or transliteration of their Chinese names and have been included in this prospectus for identification purposes only. In the event of any inconsistency between the Chinese names and their English translations and/or transliterations, the Chinese version shall prevail.