
DEFINITIONS

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

“AEC”	ASEAN Economic Community
“Ample Capital” or “Sponsor”	Ample Capital Limited, a corporation licensed to carry on types 4, 6 and 9 regulated activities (advising on securities, advising on corporate finance and asset management) under the SFO, and the sponsor to the [REDACTED]
“Articles” or “Articles of Association”	the articles of association of the Company conditionally adopted on [●] 2016 with effect from the [REDACTED] and as amended from time to time, a summary of which is set out in Appendix IV in this document
“ASEAN”	the Association of Southeast Asian Nations
“associate(s)”	has the meaning ascribed to it in the GEM Listing Rules
“Audit Committee”	the audit committee of the Board
“Billion Oriental”	Billion Oriental Limited, a company incorporated with limited liability in BVI on 1 July 2015 and a wholly-owned subsidiary of the Company
“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

[REDACTED]

“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

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“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 Operational Procedures”	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures 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
“Champion Ascent”	Champion Ascent Limited, a company incorporated in BVI on 1 September 2015 with limited liability which is beneficially owned as to 40% by Mr. Gan and 60% by Mr. Chang as at the Latest Practicable Date
“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” and the “PRC” do not include Hong Kong, the Macau Special Administrative Region and Taiwan
“close associate(s)”	has the meaning ascribed to it in the GEM Listing Rules
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and 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) which came into effect on 3 March 2014 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”	Worldgate Global Logistics Ltd (盛良物流有限公司), a company incorporated in the Cayman Islands on 18 February 2016 as an exempted company with limited liability

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“connected person(s)”	has the same meaning ascribed to it in the GEM Listing Rules
“Controlling Shareholders”	the controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company, and in the context of this document means Mr. Lee, Mr. Chin and RLDC Investment
“Deed of Indemnity”	the deed of indemnity dated [●] and entered into between our Controlling Shareholders and the Company, pursuant to which each of the Controlling Shareholders has given certain tax and estate duty indemnities and other indemnities in favour of the Company (for itself and as trustee for each of the subsidiaries), further particulars of which are set out in paragraph 14 in Appendix V in this document
“Deed of Non-competition”	the deed of non-competition undertaking dated [●] and entered into between the Controlling Shareholders and the Company (for itself and as trustee for each of the subsidiaries), the principal terms of which are summarised in paragraph 3 of the section headed “Relationship with Controlling Shareholders” in this document
“Director(s)”	the director(s) of the Company
“Dong Tai”	Dong Tai Logistics Holdings Limited, a company incorporated with limited liability in BVI on 30 March 2015 and a wholly-owned subsidiary of the Company
“Dong Tai (HK)”	Dong Tai Logistics (Hong Kong) Holdings Limited (formerly known as Dong Tai Logistics Limited), a company incorporated with limited liability in Hong Kong on 20 April 2015 and a wholly-owned subsidiary of the Company
“EMI”	Euromonitor International Limited, a market research and consulting company, an Independent Third Party
“EMI Report”	the report titled “Logistics Services Focusing on Freight Forwarding Services in Malaysia” prepared by EMI, details of which are set out in the section headed “Industry Overview” in this document
“Freight Transport”	Freight Transport Network Sdn. Bhd., a company incorporated in Malaysia on 8 January 2010 with limited liability and a wholly-owned subsidiary of the Company

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“Gallant Pride”	Gallant Pride Limited, a company incorporated with limited liability in BVI on 1 July 2015 and a wholly-owned subsidiary of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM (as amended 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
“Group”	the Company together with the subsidiaries and in respect of the period before the Company became the holding company of its present subsidiaries, the companies which carried on the business of the Group at the relevant time
“HK\$” or “HK dollar(s)” or “HKD” and “cent(s)”	Hong Kong dollar(s) and cent(s), respectively, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“IILS”	International Integrated Logistics Service
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which, as far as the Directors are aware after having made all reasonable enquiries, is or are not a connected person(s) of the Company within the meaning of the GEM Listing Rules
“Latest Practicable Date”	14 March 2016, being the latest practicable date for ascertaining certain information prior to the printing of this document
[REDACTED]	[REDACTED]

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[REDACTED]	[REDACTED]
“Listing Division”	the listing division of the Stock Exchange
“Malaysia Legal Advisers”	Ben & Partners, the legal advisers to the Company as to the laws of Malaysia
“Malaysian Subsidiaries”	Worldgate Express, My Forwarder, Freight Transport and Worldgate Haulage
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company adopted on [●] and as amended from time to time
“MIDA”	Malaysian Investment Development Authority
“Mr. Chang”	Mr. Chang Kin Man, a shareholder holding a 60.0% equity interest in Champion Ascent which in turn holds a [REDACTED] equity interest in the Company immediately after the [REDACTED], (assuming the [REDACTED] is not exercised and without taking into account any Shares that may be allotted and issued upon the exercise of options which may be granted under the Share Option Scheme)
“Mr. Chin”	Mr. Chin Seng Leong, the chief executive officer of the Company, and an executive Director as well as a Controlling Shareholder
“Mr. Gan”	Mr. Gan Ker Wei, a Shareholder holding the entire equity interest in Walgan Investment which in turn holds the entire equity interest in Upright Plan and 40% interest in Champion Ascent, both of which holds a [REDACTED] equity interest in the Company, respectively, immediately after the [REDACTED], (assuming the [REDACTED] is not exercised and without taking into account any Shares that may be allotted and issued upon the exercise of options which may be granted under the Share Option Scheme)
“Mr. Lee”	Mr. Lee Chooi Seng, the chairman of the Company, an executive Director as well as a Controlling Shareholder
“My Forwarder”	My Forwarder International Sdn. Bhd., a company incorporated in Malaysia on 6 May 2005 with limited liability and a wholly-owned subsidiary of the Company

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“Nomination Committee”	the nomination committee of the Board
“[REDACTED]”	the option to be granted by the Company to the [[REDACTED]] under the [REDACTED] to require the Company to issue up to an additional [REDACTED] Shares, representing [REDACTED]% of the number of the [REDACTED] at the [REDACTED], details of which are set out in the section headed “Structure and Conditions of the [REDACTED]” in this document
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the corporate reorganisation of the Group in preparation for [REDACTED] as more particularly described in the section headed “History, Reorganisation and Corporate Structure” in this document
“RLDC Investment”	RLDC Investment Holdings Limited, a company incorporated in BVI on 9 October 2015 with limited liability and is owned by Mr. Lee and Mr. Chin as to 50% each as at the Latest Practicable Date
“RM”	Malaysian ringgit, the lawful currency of Malaysia
“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

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“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme conditionally adopted by the Company, please refer to paragraph 13 in Appendix V in this document for further details
“sq.m.”	square meters
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the GEM Listing Rules, unless the context otherwise required
“Substantial Shareholder(s)”	substantial shareholder(s) of the Company having the meaning ascribed to it in the GEM Listing Rules
“Superb Vantage”	Superb Vantage Limited, a company incorporated with limited liability in BVI on 7 July 2015 and a wholly-owned subsidiary of the Company
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the years ended 31 December 2014 and 2015
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Upright Plan”	Upright Plan Limited, a company incorporated in BVI on 1 December 2014 with limited liability and is wholly and beneficially owned by Mr. Gan as at the Latest Practicable Date
“US”	the United States of America
“US\$” or “US dollar(s)” or “USD”	United States dollar(s), the lawful currency of the United States

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“Walgan Investment”	Walgan Investment Limited, a company incorporated with limited liability in the BVI on 18 December 2014 and is wholly-owned by Mr. Gan
“Worldgate Express”	Worldgate Express Services Sdn. Bhd., a company incorporated in Malaysia on 25 November 1999 with limited liability and a wholly-owned subsidiary of the Company
“Worldgate Haulage”	Worldgate Haulage Services Sdn Bhd, a company incorporated in Malaysia on 18 February 2016 with limited liability and is owned by Mr. Lee and Mr. Chin as to 50% each as to the Latest Practicable Date, and a wholly-owned subsidiary of the Company upon [REDACTED]
“Worldgate International”	Worldgate International Investments Limited, a company incorporated in BVI on 2 October 2015 with limited liability and is wholly-owned by RLDC Investment as at the Latest Practicable Date, and a wholly-owned subsidiary of the Company
“%”	percent

Unless otherwise specified or for transactions that have occurred at historical exchange rates, amounts denominated in HK\$ have been translated, for the purpose of illustration only, into RM in this document at the following rates:

$$HK\$1.90 = RM1.00$$

Unless otherwise specified, all references to any shareholding in the Company in this document assume no Share which may be allotted and issued upon the exercise of any options which may be granted under the Share Option Scheme.