

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set out below.

[REDACTED]	[REDACTED] and [REDACTED], individually or collectively, as the context may require, used in the [REDACTED]
“Articles of Association” or “Articles”	the amended and restated articles of association of our Company conditionally adopted on 25 September 2017, which shall become effective on the [REDACTED], a summary of which is set out in Appendix III to this document, as amended, supplemented or otherwise modified from time to time
“associate(s) or “close associates”	has the same meanings ascribed thereto under the GEM Listing Rules
“Board of Directors” or “Board”	the board of Directors
“Business Day”	a day on which banks in Hong Kong are generally open for business to the public and which is not (i) a Saturday, Sunday or public holiday in Hong Kong or (ii) a day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.
“BVI”	the British Virgin Islands
“CA Transportation”	CA Transportation & Warehousing Pte Ltd, a private company limited by shares incorporated in Singapore on 12 February 1992 and a wholly-owned subsidiary of our Company upon completion of the Reorganisation

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“Capitalisation Issue”	the issue of [REDACTED] Shares to be made upon capitalisation of a sum of HK\$[REDACTED] standing to the credit of the share premium account of our Company as referred to in the section headed “Statutory and general information — A. Further information about our Company — 3. Written resolutions of the sole Shareholder passed on 25 September 2017” in Appendix IV to this document
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant(s)”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant(s)”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant(s)”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant(s)”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Companies Law” or “Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

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“Company” or “our Company”	C&N Holdings Limited (春能控股有限公司*), an exempted company incorporated in the Cayman Islands with limited liability on 10 February 2017 and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 14 March 2017
“connected person(s)” or “core connected person(s)”	has the same meaning ascribed thereto under the GEM Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules, which in the context of this document refers to Ventris Global and Mr. K L Chua
“CPF”	Central Provident Fund of Singapore, a comprehensive social security system that enables working Singapore citizens and permanent residents to set aside funds for retirement
“CWUMPO”	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
“Deed of Indemnity”	the deed of indemnity dated 3 October 2017 entered into 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 — E. Other information — 1. Estate duty, tax and other indemnities” in Appendix IV to this document
“Deed of Non-competition”	the deed of non-competition dated 3 October 2017 entered into by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for and on behalf of our subsidiaries) as further described in the section headed “Relationship with our Controlling Shareholders” in this document

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“Director(s)”	the director(s) of our Company
“Executive Director(s)”	the executive Director(s)
“FWL”	Foreign Worker Levy, which is a pricing mechanism to regulate the number of foreign workers (including foreign domestic workers) in Singapore
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing Securities on GEM, as amended, modified and supplemented from time to time
“Group”, “our Group”, “we”, “our” or “us”	our Company and our subsidiaries or, where the context otherwise requires, in respect of the period before our Company becoming the holding company of our present subsidiaries and the businesses carried on by them or their predecessors (as the case may be)
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
[REDACTED]	[REDACTED] , the [REDACTED] of our Company

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“IAS”	International Accounting Standards
“IFRS”	International Financial Reporting Standards
“Independent Non-Executive Director(s)”	our independent non-executive Director(s)
“Independent Third Party(ies)”	individual(s) or company(ies) who/which is/are independent of and not connected with any of the directors, chief executive, the controlling shareholders or the substantial shareholders of our Company or our subsidiaries or any of their respective associates within the meaning of the GEM Listing Rules
“Ipsos”	Ipsos Pte. Ltd., an industry consultant engaged by our Company to prepare the Ipsos Report and an Independent Third Party
“Ipsos Report”	the industry report prepared by Ipsos and commissioned by our Company, the content of which is quoted in this document
“Issue Mandate”	the general mandate to allot, issue and deal with new Shares given to our Directors by our sole Shareholder, a summary of which is contained in the section headed “Statutory and general information — A. Further information about our Company — 3. Written resolutions of the sole Shareholder passed on 25 September 2017” in Appendix IV to this document
[REDACTED]	[REDACTED]
“Latest Practicable Date”	26 September 2017, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this document

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[REDACTED]

[REDACTED]

“Listing Committee”

the listing committee of the Stock Exchange

[REDACTED]

[REDACTED]

“Memorandum” or
“Memorandum of Association”

the amended and restated memorandum of association of our Company adopted on 25 September 2017, as amended, supplemented or otherwise modified from time to time, a summary of which is set out in Appendix III to this document

“MOM”

Ministry of Manpower of Singapore

“Mr. C H Chua”

Mr. Chua Chin Ho, a member of our senior management team. For more information, please refer to the section headed “Directors and senior management — Senior management”

“Mr. K L Chua”

Mr. Chua Kang Lim, our founder, a Controlling Shareholder and an Executive Director. For more information, please refer to the section headed “Directors and senior management — Directors”

“Ms. S F Chua”

Ms. Chua Sui Feng, an Executive Director. For more information, please refer to the section headed “Directors and senior management — Directors”

“Ms. S H Chua”

Ms. Chua Shu Hui, a member of our senior management team. For more information, please refer to the section headed “Directors and senior management — Senior management”

“New Pine”

New Pine Global Limited, a company incorporated in the BVI with limited liability on 29 November 2016, which became a wholly-owned subsidiary of our Company upon completion of the Reorganisation

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“Nexis Logistics” Nexis Logistics Services Pte. Ltd., a limited exempt private company incorporated in Singapore on 30 April 2003 and a wholly-owned subsidiary of our Company upon completion of the Reorganisation

“NTA” the net tangible assets

[REDACTED] [REDACTED]

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

[REDACTED] the conditional [REDACTED] of the [REDACTED] for and on behalf of our Company, as further described under the section headed “Structure and conditions of the [REDACTED]” in this document

[REDACTED] [REDACTED]

[REDACTED] the [REDACTED] of the [REDACTED] whose names are set out in the section headed “[REDACTED] — [REDACTED]” in this document

[REDACTED] [REDACTED]

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“PRC” or “China”	the People’s Republic of China, which for the purpose of this document, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
[REDACTED]	the date, expected to be on or before [REDACTED] or such other date as the [REDACTED] (for itself and on behalf of the [REDACTED]) and our Company may agree, on which the [REDACTED] will be fixed for the purpose of the [REDACTED]
[REDACTED]	[REDACTED], the Cayman Islands share registrar of our Company
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	the [REDACTED] of the [REDACTED] whose names are set out in the section headed “[REDACTED] — [REDACTED]” in this document
[REDACTED]	[REDACTED]

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[REDACTED]	[REDACTED]
“Reorganisation”	the pre-listing reorganisation of our Group, further details of which are described under the section headed “History, Reorganisation and Corporate structure — Reorganisation” in this document
“Repurchase Mandate”	the general mandate to repurchase Shares given to our Directors by our sole Shareholder, a summary of which is contained in the section headed “Statutory and general information — A. Further information about our Company — 3. Written resolutions of the sole Shareholder passed on 25 September 2017” in Appendix IV to this document
“S\$”	Singapore dollars, the lawful currency of Singapore
“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 HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of our issued Share(s)
[REDACTED]	the [REDACTED] and the [REDACTED]
“Share Option Scheme”	the share option scheme conditionally approved and adopted by our Company on 25 September 2017, the principal terms of which are summarised in the section headed “Statutory and general information — D. Share Option Scheme” in Appendix IV to this document
[REDACTED]	[REDACTED]

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“Sole Sponsor”	Vinco Capital Limited, a wholly-owned subsidiary of Vinco Financial Group Limited (stock code: 8340), a corporation licensed to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the sole sponsor to the [REDACTED]
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the GEM Listing Rules
“substantial Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the two financial years ended 31 December 2016 and the five months ended 31 May 2017
[REDACTED]	together, the [REDACTED] and the [REDACTED]
[REDACTED]	together, the [REDACTED] and the [REDACTED]
“United States” or “U.S.”	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
“US\$”	United States dollars, the lawful currency of the United States
“Ventris Global”	Ventris Global Limited, a company incorporated in the BVI with limited liability on 22 December 2016, being wholly-owned by Mr. K L Chua, which is a Controlling Shareholder

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“%”

per cent.

* *For identification purposes only.*

Unless otherwise specified, amounts denominated in S\$ have been translated, for the purpose of illustration only, into HK\$ (or vice versa) in this document at the following exchange rates:

S\$1.00: HK\$5.50

No representation is made that any S\$ amount were or could have been or could be converted into HK\$, at such rate or any other rate on any date.

Any discrepancies in any table between the total shown and the sum of the amount (including the percentage) listed are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

If there is any inconsistency between the English names and their Chinese translations, the English names should prevail. The Chinese translation of the names in English or another language which are marked with “” are translations provided for identification purpose only.*