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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following words and expressions shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this prospectus.*

“1134351 B.C.”	1134351 B.C. Unlimited Liability Company, an unlimited liability company incorporated under the laws of the province of British Columbia, Canada on September 18, 2017, and is our indirect wholly-owned subsidiary
“Accountant’s Report”	the accountant’s report of our Company issued by PricewaterhouseCoopers as set out in Appendix I to this prospectus
“Alberta”	the province of Alberta, Canada
“Application Form(s)”	<b>WHITE</b> and <b>YELLOW</b> application form(s), or where the context so requires, any of them that are used in connection with the Hong Kong Public Offering
“Articles of Association” or “Articles”	the articles of association of our Company conditionally adopted on June 1, 2018 which shall become effective upon commencement of trading of our Shares on the Stock Exchange and as amended, supplemented or otherwise modified from time to time, a summary of which is set out in the section headed “Summary of the Constitution of Our Company and the Cayman Islands Companies Law” in Appendix III to this prospectus
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“AT Holdings”	AT Horizons Holdings Inc., a limited liability company incorporated under the laws of the province of Ontario, Canada on August 31, 2011
“BCPC”	Consumer Protection BC
“Board”	our board of Directors
“British Columbia” or “BC”	the province of British Columbia, Canada
“Business Day(s)” or “business day(s)”	any day(s) (other than a Saturday, Sunday or public holiday in Hong Kong and any day on which tropical cyclone warning 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.) on which banks in Hong Kong are open generally for normal banking business

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“BVATH”	BVATH Inc., a limited liability company incorporated under the laws of the province of Ontario, Canada on August 1, 2017 and continued in the BVI on October 23, 2017. It is wholly-owned by AT Holdings
“BVDCH”	BVDCH Inc., a limited liability company incorporated under the laws of the province of Ontario, Canada on August 1, 2017, and continued in the BVI on October 23, 2017. It is wholly-owned by DC Holdings
“BVI”	the British Virgin Islands
“BVRTH”	BVRTH Inc., a limited liability company incorporated under the laws of the province of Ontario, Canada on August 1, 2017, and continued in the BVI on October 23, 2017. It is wholly-owned by RT Group and is one of our Controlling Shareholders
“BVTEHC”	BVTEHC Inc., a limited liability company incorporated under the laws of the province of Ontario, Canada on August 1, 2017, and is our indirect wholly-owned subsidiary
“BVTEHU”	BVTEHU Inc., a limited liability company incorporated under the laws of the province of Ontario, Canada on August 1, 2017, and continued in the BVI on October 23, 2017. It is our direct wholly-owned subsidiary
“CAGR”	compound annual growth rate
“Canada”	Canada, its territories, its possessions and all areas subject to its jurisdiction
“Canadian Dollars” or “CAD”	Canadian dollars, the lawful currency of Canada
“Canadian legal advisors”	McMillan LLP, a Canadian law firm and the legal counsel to our Company as to matters of Canadian law for the Listing
“Cayman Islands Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a 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, 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
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCC Family Trust”	a discretionary trust established on May 10, 1994 by Ms. Min Tsu (as the settlor) and Mrs. Tsang (as the trustee), for the benefit of Mrs. Tsang, Ms. Claudia Tsang and Ms. Camille Tsang. It has been terminated on September 1, 2011
“China” or the “PRC”	the People’s Republic of China and, except where the context otherwise requires and for the purpose of this prospectus only, excludes Hong Kong, Taiwan and Macau
“CIC”	China Insights Industry Consultancy Limited, an industry research consultant
“CIC Report”	the report commissioned by us and compiled by CIC on the air ticketing, travel business process management and travel products and services markets in Canada and the United States
“Class A preference shares”	the Class “A” preference non-voting shares in the capital of Tour East Canada (as so designated pursuant to the articles of amendment dated September 1, 2011)
“Class A special shares”	the Class “A” special non-voting shares in the capital of Tour East Canada (as so designated pursuant to the articles of amendment dated September 1, 1999)
“Class B special shares”	the Class “B” special non-voting shares in the capital of Tour East Canada (as so designated pursuant to the articles of amendment dated September 1, 1999)
“Class C special shares”	the Class “C” special non-voting shares in the capital of Tour East Canada (as so designated pursuant to the articles of amendment dated September 1, 1999)

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“Class X preference shares”	the Class “X” preference non-voting shares in the capital of RT Group (as so designated pursuant to the articles of amendment dated September 27, 2017)
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“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
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) which took effect from March 3, 2014, as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	CTEH INC. (加達控股有限公司), a company incorporated in the province of Ontario, Canada on August 18, 2017 and registered by way of continuation in the Cayman Islands as an exempted company with limited liability on October 20, 2017
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the context of our Company, refers to Mrs. Tsang, RT Group and BVRTH
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CRA”	the Canada Revenue Agency, a federal agency of the Government of Canada that administers tax laws
“DC Holdings”	Dennis Chu Holdings Inc., a limited liability company incorporated under the laws of the province of Ontario, Canada on August 31, 2011
“Deed of Indemnity”	the deed of indemnity dated June 4, 2018 entered into by our Controlling Shareholders in favor of our Company (for itself and on behalf of its subsidiaries), pursuant to which our Controlling Shareholders agree to provide us with certain indemnities, particulars of which are set out in the section headed “D. Other information — 2. Tax and other indemnities” in Appendix IV to this prospectus
“Deed of Non-competition”	the deed of non-competition dated June 4, 2018 entered into by our Controlling Shareholders in favor of our Company (for itself and on behalf of its subsidiaries), particulars of

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	which are set out in the section headed “Relationship with our Controlling Shareholders — Non-competition Undertakings” in this prospectus
“Director(s)”	our director(s) of our Company
“Downward Offer Price Adjustment”	an adjustment that has the effect of setting the final Offer Price up to 10% below the bottom end of the indicative Offer Price range
“Dr. Chu”	Dr. Kwok Chun Dennis Chu, a non-executive Director of our Company and a brother of Mrs. Tsang and Ms. Tsu
“electronic application instruction(s)”	instruction given by a CCASS Participant electronically via CCASS to HKSCC, being one of the methods to apply for the Hong Kong Offer Shares
“GDP”	gross domestic product
“GEM”	GEM of the Stock Exchange
“Group” or “our Group”	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, such subsidiaries as if they were our subsidiaries at that time
“HK\$” or “Hong Kong dollars” or “HK dollars” or “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKSCC Nominees”	Hong Kong Securities Clearing Company Nominees Limited, a wholly-owned subsidiary of HKSCC
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	30,000,000 Offer Shares being initially offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering, subject to reallocation as described in the section headed “Structure of the Share Offer” in this prospectus
“Hong Kong Public Offering”	the offer by our Company for subscription of Offer Shares to the public in Hong Kong (subject to reallocation as described in the section headed “Structure of the Share Offer” in this prospectus) at the Offer Price (plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock

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	Exchange trading fee of 0.005%) and on and subject to the terms and conditions described in this prospectus and the Application Forms, as further described in the section headed “Structure of the Share Offer” in this prospectus
“Hong Kong Share Registrar”	Boardroom Share Registrars (HK) Limited, the branch registrar of our Shares in Hong Kong
“Hong Kong Underwriters”	the underwriter(s) of the Hong Kong Public Offering listed in the section headed “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated June 14, 2018 relating to the Hong Kong Public Offering entered into by, among others, our Company, our Controlling Shareholders and the Hong Kong Underwriters as described in the section headed “Underwriting — Underwriting arrangements, commissions and expenses” in this prospectus
“IFRSs”	International Financial Reporting Standards as issued by the International Accounting Standards Board
“Independent Third Party(ies)”	any entity(ies) or person(s) which or who is/are not our connected person(s)
“International Offer Shares”	the 270,000,000 Shares being initially offered by our Company for subscription at the Offer Price pursuant to the International Offering together with, where relevant, any additional Shares which may be issued or sold pursuant to the exercise of the Over-allotment Option, the number of which is further subject to reallocation as described in the section headed “Structure of the Share Offer” in this prospectus
“International Offering”	the conditional offering of the International Offer Shares by the International Underwriter(s), as described in the section headed “Structure of the Share Offer” in the prospectus
“International Underwriters”	the underwriters of the International Offering, who are expected to enter into the International Underwriting Agreement
“International Underwriting Agreement”	the underwriting agreement relating to the International Offering and to be entered into by, among others, our Company, our Controlling Shareholders and the International Underwriters on or around the Price Determination Date

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“ITA”	the Income Tax Act (Canada), as amended, supplemented or otherwise modified from time to time
“Joint Bookrunners”	Lego Securities Limited and Kingsway Financial Services Group Limited
“Joint Lead Managers”	Kingsway Financial Services Group Limited, China Galaxy International Securities (Hong Kong) Co., Limited, Pacific Foundation Securities Limited, Future Land Resources Securities Limited and VMS Securities Limited, being the joint lead managers to the Share Offer
“Latest Practicable Date”	June 7, 2018, being the latest practicable date for ascertaining certain information in this prospectus
“Lego” or “Sole Sponsor”	Lego Corporate Finance Limited, a licensed corporation licensed to carry on type 6 (advising on corporate finance) regulated activity under the SFO
“Listing”	the listing of our Shares on the Main Board of the Stock Exchange
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
“Listing Date”	the date, currently expected to be on or about Thursday, June 28, 2018, on which dealings in our Shares first commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Stock Exchange
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company, conditionally adopted on June 1, 2018 which shall become effective upon commencement of trading of our Shares on the Stock Exchange and as supplemented, amended or otherwise modified from time to time, a summary of which is set out in the section headed “Summary of the Constitution of Our Company and the Cayman Islands Companies Law” in Appendix III to this prospectus
“Mrs. Tsang”	Mrs. Rita Pik Fong Tsang, the chairperson of our Board, an executive Director of our Company, one of our Controlling Shareholders, and a sister of Ms. Tsu and Dr. Chu

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“Ms. Tsu”	Ms. Annie Shuk Fong Tsu, the president and chief executive officer of our Group, an executive Director of our Company, and a sister of Mrs. Tsang and Dr. Chu
“Non-Resident Shareholder”	a Shareholder that is, for purposes of the ITA and applicable income tax treaty or convention, neither resident nor deemed to be resident in Canada
“Offer Price”	the final price per Offer Share in Hong Kong dollars (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%), of not more than HK\$0.425 and expected to be not less than HK\$0.335, such price to be agreed upon by us and the Sole Global Coordinator (for itself and on behalf of the Underwriters) on or before the Price Determination Date, subject to any Downward Offer Price Adjustment
“Offer Share(s)”	the Hong Kong Offer Share(s) and the International Offer Share(s) including, where relevant, any additional Shares which may be issued and allotted pursuant to the exercise of the Over-allotment Option
“Ontario”	the province of Ontario, Canada
“OPC”	Office de la Protection du Consommateur
“OSC”	the Ontario Securities Commission
“Over-allotment Option”	the option expected to be granted by our Company to the International Underwriters and exercisable by the Sole Global Coordinator (for itself and on behalf of the International Underwriters) pursuant to which our Company may be required to issue and allot up to an aggregate of 45,000,000 additional Shares (in aggregate representing 15% of the Shares initially being offered under the Share Offer) to cover, over-allocation in the International Offering, details of which are described in the section headed “Structure of the Share Offer” in this prospectus
“Price Determination Date”	the date, expected to be on or about Thursday, June 21, 2018 but no later than Tuesday, June 26, 2018, on which the Offer Price is to be fixed by agreement between our Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) for the purposes of the Share Offer
“Principal Share Registrar”	Harneys Fiduciary (Cayman) Limited

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“Québec”	the province of Québec, Canada
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the reorganization of our Group in preparation for the Listing, details of which are set out in the section headed “History, Reorganization and Corporate Structure” in this prospectus
“RT Group”	Rita Tsang Group Holdings Inc., a limited liability company incorporated under the laws of province of Ontario, Canada on August 31, 2011, and is one of our Controlling Shareholders
“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 Offer”	the Hong Kong Public Offering and the International Offering
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on May 7, 2018, the principal terms of which are summarized in the section headed “D. Other information — 1. Share Option Scheme” in Appendix IV to this prospectus
“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of HK\$0.0001 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Share(s)
“Sole Global Coordinator”	Lego Securities Limited, a licensed corporation licensed to carry on type 1 (dealing in securities) regulated activities under the SFO, being the sole global coordinator to the Share Offer
“Stabilizing Manager”	Lego Securities Limited and Kingsway Financial Services Group Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“The 1994 Rita Tsang Family Trust”	a discretionary trust established on July 15, 1994 by Ms. Min Tsu (as the settlor) and Mrs. Tsang (as the trustee), for the benefit of Ms. Claudia Tsang and

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	Ms. Camille Tsang, the children of Mrs. Tsang. The 1994 Rita Tsang Family Trust has been terminated on September 1, 2011
“The 2011 Rita Tsang Family Trust”	a discretionary trust established on August 26, 2011 by Ms. Min Tsu (as the settlor) and Mrs. Tsang, Ms. Claudia Leung and Mr. William Yee (as the trustees), for the benefit of (i) Mrs. Tsang, (ii) Ms. Claudia Tsang, (iii) Ms. Camille Tsang, (iv) grandchildren of Mrs. Tsang who have attained the age of 18 years, and (v) companies that are incorporated after August 26, 2011 that are wholly owned by any one or more of Mrs. Tsang, Ms. Claudia Tsang and Ms. Camille Tsang who have attained the age of 18 years. Both Ms. Claudia Leung and Mr. William Yee are Independent Third Parties
“Tour East Canada”	Tour East Holidays (Canada) Inc., a limited liability company incorporated under the laws of the province of Ontario, Canada and was amalgamated on January 1, 1999. It is our indirect wholly-owned subsidiary
“Tour East New York”	Tour East Holidays (New York) Inc., a limited liability company incorporated under the law of the state of New York on November 14, 1980 and is our indirect wholly-owned subsidiary
“Track Record Period”	the period comprising the three financial years ended December 31, 2017
“U.S. dollars” or “US\$” or “USD”	United States dollars, the lawful currency of the United States
“U.S. Exchange Act”	the United States Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “U.S.”	the United States of America
“we”, “us” or “our”	our Company or our Group (as the context may require)

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“ <b>WHITE</b> Application Form(s)”	the application form(s) for the Hong Kong Offer Shares for use by the public who require(s) such Hong Kong Offer Shares to be issued in the applicant’s/applicants’ own name(s)
“ <b>YELLOW</b> Application Form(s)”	the form(s) of application for the Hong Kong Offer Shares for use by the public who require such Hong Kong Offer Shares to be deposited directly into CCASS
“Withdrawal Mechanism”	a mechanism which requires our Company, among other things, to (a) issue a supplemental prospectus as a result of material changes in the information, e.g. the Offer Price, in this Prospectus; (b) extend the offer period and to allow potential investors, if they so desire, to confirm their applications using an opt-in approach, i.e. requiring investors to positively confirm their applications for shares despite the change
“%”	percentage or per cent.

*Unless expressly stated or the context otherwise requires, all data in this prospectus is as of the Latest Practicable Date.*

*Unless otherwise specified, all references to any shareholdings in our Company are based on the assumption that the Over-allotment Option is not exercised.*

*If there is any inconsistency between this prospectus and the Chinese translation of this prospectus, this prospectus shall prevail.*

*Certain amounts and percentage figures comprised in this prospectus have been subject to rounding adjustments. Accordingly, figures presented as totals in certain tables may not be arithmetic aggregation of the figures preceding them.*