
DEFINITIONS

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

“Articles of Association” or “Articles”	the amended and restated articles of association of our Company adopted on 27 May 2012 with effect from the [●] and as amended from time to time
“associate”	has the meaning ascribed thereto under the [●]
“Beijing U-Ton”	Beijing U-Ton Teda Electrical New Technology Development Co., Ltd. (北京優通泰達電氣新技術發展有限公司) (formerly known as Beijing U-Ton Taida Network Science and Technology Co., Ltd. (北京優通泰達管網集成科技有限公司)), a limited liability company established on 22 January 2007 in accordance with the laws of the PRC and a wholly-owned subsidiary of Hebei Deer
“Believe Power”	Believe Power Investments Limited (信力投資有限公司), a limited liability company incorporated on 12 August 2005 in accordance with the laws of the BVI, which is owned as to 42.63%, 38.97% and 18.40% by Mr. Jiang, Mr. Li and Mr. Du, respectively
“Believe Power Deed of Confirmation”	the deed of confirmation in Chinese dated 28 June 2011 entered into between Partnerfield and Believe Power, the particulars of which are set forth in the section headed “History, development and reorganisation” in this document
“Board”	the board of Directors
“Boom World”	Boom World Investments Limited (茂世投資有限公司), a limited liability company incorporated on 12 August 2005 in accordance with the laws of the BVI and wholly owned by Mr. Du
“Boom World Deed of Confirmation”	the deed of confirmation in Chinese dated 28 June 2011 entered into among Partnerfield, Boom World and Mr. Du, the particulars of which are set forth in the section headed “History, development and reorganisation” in this document
“Bridgecity Deed of Termination”	the deed of termination in Chinese dated 28 June 2011 entered into among Bridgecity Investments Limited, Partnerfield, Believe Power and Mr. Yan, the particulars of which are set forth in the section headed “History, development and reorganisation” in this document

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“Bright Warm”	Bright Warm Limited, a limited liability company incorporated on 4 January 2011 in accordance with the laws of the BVI and wholly owned by Mr. Jiang. Bright Warm is our Controlling Shareholder, holding 60% of the total issued share capital of our Company upon [●]
“Budgeting Measures”	Administrative Measures for Financial Estimates and Budgeting of Telecommunication Infrastructures (通信建設工程概算、預算編製辦法) published by the Ministry of Industry and Information Technology and became effective on 1 July 2008
“business day”	has the meaning ascribed thereto under the [●]
“BVI”	the British Virgin Islands
“CCID Consulting”	CCID Consulting Company Limited (賽迪顧問股份有限公司), an Independent Third Party, a China-based professional market research and consulting firm
“Circular 75”	the Notice on Relevant Issues Relating to the Administration of Foreign Exchange of Financing and Return Investment Activities by Domestic Residents Conducted via Offshore Special Purpose Vehicles (國家外匯管理局關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知) issued by the SAFE issued on 21 October 2005
“Commerce & Finance”	Commerce & Finance Law Offices, legal advisers to our Company as to PRC law
“Companies Law” or “Cayman Companies Law”	the Companies Law (2011 Revision) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time
“Company” or “our Company”	China U-Ton Holdings Limited (中國優通控股有限公司), an exempted company incorporated on 7 March 2011 with limited liability in accordance with the laws of the Cayman Islands
“Connected Person(s)”	has the meaning ascribed thereto under GEM Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules and, in the context of this document, means Mr. Jiang and Bright Warm
“CSRC”	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 securities markets

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“Deed of Indemnity”	the deed of indemnity dated 27 May 2012 and executed by Mr. Jiang, Bright Warm, Mr. Li and Ordillia in favour of our Company, the particulars of which are set forth in the section headed “Other information — Estate duty, tax and other indemnity” in Appendix IV to this document
“Delong Deed of Termination”	the deed of termination in Chinese dated 28 June 2011 entered into among Delong China International Limited, Partnerfield, Believe Power, Mr. Yan, Plansmart, Boom World, Soo Fong To (蘇方桃) and Ordillia, the particulars of which are set forth in the section headed “History, development and reorganisation” in this document
“Director(s)”	the director(s) of our Company
“Dragonview Deed of Termination”	the deed of termination in Chinese dated 28 June 2011 entered into among Dragonview Capital Inc., Partnerfield, Believe Power, Mr. Yan, Plansmart, Boom World, Soo Fong To (蘇方桃) and Ordillia, the particulars of which are set forth in the section headed “History, development and reorganisation” in this document
“EIT”	enterprise income tax payable under the EIT Law
“EIT Law”	the enterprise income tax law of the PRC (中華人民共和國企業所得稅法)
“Golden Acropolis Deed of Termination”	the deed of termination in Chinese dated 28 June 2011 entered into among Golden Acropolis Management Limited, Partnerfield, Believe Power and Mr. Yan, the particulars of which are set forth in the section headed “History, development and reorganisation” in this document
“Group”, “our Group”, “our”, “we” or “us”	our Company and its subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the present subsidiaries or the business currently operated by such subsidiaries, as the case may be
“Guofu Deed of Termination”	the deed of termination in Chinese dated 28 June 2011 entered into among Guofu (Hong Kong) Holdings Limited, Partnerfield, Believe Power and Mr. Yan, the particulars of which are set forth in the section headed “History, development and reorganisation” in this document

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“Hebei Changtong”	Hebei Changtong Communication Engineering Co., Ltd. (河北昌通通信工程有限公司) (formerly known as Hengshui Hengshun Telecommunication Co., Ltd. (衡水恒順通信有限公司) and Hengshui Changtong Telecommunication Engineering Co., Ltd. (衡水昌通通信工程有限公司)), a limited liability company established on 20 June 2000 in accordance with the laws of the PRC and a wholly-owned subsidiary of Hebei Deer
“Hebei Deer”	Hebei Deer City Network Technology Co., Ltd. (河北德爾城市網絡科技有限公司), a limited liability company established on 20 October 2003, converted into a sino-foreign equity joint venture enterprise on 31 October 2005, and converted into a wholly foreign-owned enterprise on 25 May 2011 in accordance with the laws of the PRC. Hebei Deer is a wholly-owned subsidiary of Partnerfield
“Hebei Ruihui”	Hebei Ruihui New Energy-saving Glass Products Co., Ltd. (河北瑞輝新型節能玻璃製品有限公司), a limited liability company established on 6 February 2009 in accordance with the laws of the PRC and the equity interests of which were owned as to 65% and 35% by Mr. Du and Mr. Zhang, respectively, as at 25 May 2011
“Hebei Xinhua”	Qinghe County Xinhua Cashmere Company Limited (清河縣鑫華羊絨製品有限公司), a limited liability company established on 21 September 1999 in accordance with the laws of the PRC
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hoifu Deed of Termination”	the deed of termination in Chinese dated 28 June 2011 entered into among Hoifu Investment Limited, Partnerfield, Believe Power and Mr. Yan, the particulars of which are set forth in the section headed “History, development and reorganisation” in this document
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“IFRSs”	International Financial Reporting Standards
“Independent Third Party(ies)”	a person(s) or company(ies) which is/are independent of and not connected with any director, chief executive or substantial shareholder of our Company or its subsidiaries or any of their respective associates within the meaning of the [●]
“Latest Practicable Date”	[●], being the latest practicable date prior to the publication of this document for ascertaining certain information contained in this document

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“Major Telecommunication Operator”	our largest client during the Track Record Period, being one of the major telecommunication operators in the PRC and an Independent Third Party
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company, adopted on 27 May 2012 with effect from the [●] and as amended from time to time
“Ministry of Construction”	Ministry of Construction of the PRC (中華人民共和國建設部)
“Ministry of Industry and Information Technology”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“Ministry of Information Industry”	Ministry of Information Industry of the PRC (中華人民共和國信息產業部), the predecessor of the Ministry of Industry and Information Technology
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Du”	Mr. Du Yanhua (杜延華), a resident of the PRC and a member of our senior management
“Mr. Jiang”	Mr. Jiang Changqing (姜長青), a resident of the PRC, an executive Director, a Controlling Shareholder, and the spouse of Ms. Guo
“Mr. Li”	Mr. Li Qingli (李慶利), a resident of the PRC, an executive Director, a Substantial Shareholder, and the spouse of Ms. Ren
“Mr. Yan”	Mr. Yan Shibiao (顏世彪), a resident of the PRC and an Independent Third Party
“Mr. Zhang”	Mr. Zhang Jinli (張金利), a resident of the PRC and an Independent Third Party
“Ms. Guo”	Ms. Guo Aru (郭阿茹), a resident of the PRC, an executive Director, and the spouse of Mr. Jiang
“Ms. Ren”	Ms. Ren Yanping (任艷蘋), a resident of the PRC, and the spouse of Mr. Li
“M&A Regulations”	Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (關於外國投資者併購境內企業的規定) jointly issued by six PRC regulatory bodies, including the MOFCOM, the State-owned Assets Supervision and Administration Commission, the SAT, the SAIC, the CSRC and the SAFE on 8 August 2006

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“Notice to the EIT Law”	Notice of the State Council on the Implementation of the Enterprise Income Tax Transitional Preferential Policy (國務院關於實施企業所得稅過渡優惠政策的通知) issued by the State Council on 26 December 2007 and became effective on 1 January 2008
“Ordillia”	Ordillia Group Limited, a limited liability company incorporated on 29 September 2006 in accordance with the laws of the BVI and wholly owned by Mr. Li. Ordillia is a Substantial Shareholder, holding 15% of the total issued share capital of our Company upon [●]
“Partnerfield”	Partnerfield Investments Limited, a limited liability company incorporated on 7 July 2005 in accordance with the laws of the BVI and a wholly-owned subsidiary of our Company
“PBOC”	the People’s Bank of China
“Plansmart”	Plansmart Investments Limited, a limited liability company incorporated on 8 July 2005 in accordance with the laws of the BVI. Plansmart has been wholly owned by Mr. Li, our Substantial Shareholder, since 14 January 2011
“Plansmart Deed of Confirmation”	the deed of confirmation in Chinese dated 28 June 2011 entered into among Partnerfield, Plansmart and Mr. Zhang Gaobo (張高波), the particulars of which are set forth in the section headed “History, development and reorganisation” in this document
“PRC” or “China”	the People’s Republic of China which, for the purpose of this document, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“PRC Government” or “Chinese Government”	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and organisations of such government or, as the context requires, all of them
“Price Scale”	benchmark price scale set by the Ministry of Industry and Information Technology in accordance with the Budgeting Measures
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Reorganisation”	the corporate reorganisation of our Group in preparation for the [●], the particulars of which are set out in the section headed “History, development and reorganisation — Reorganisation” in this document
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)

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“SAIC”	the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“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 and supplemented from time to time
“Shaanxi Wanghe”	Shaanxi Wanghe City Network Technology Co., Ltd. (陝西旺河城市網絡科技有限公司), a limited liability company established on 14 March 2006 in accordance with the laws of the PRC and the equity interests of which were owned by an Independent Third Party
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.10 each in the capital of our Company
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 27 May 2012, the principal terms of which are set out in the section headed “Other information — Share Option Scheme” in Appendix IV to this document
“Shareholder(s)”	holder(s) of the Share(s)
“Shijiazhuang Qiushi”	Shijiazhuang Qiushi Communication Facilities Co., Ltd. (石家莊求實通信設備有限公司), a limited liability company established on 25 March 1999 in accordance with the laws of the PRC and a wholly-owned subsidiary of Hebei Deer
“SPV”	special purpose vehicle
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases of Hong Kong
“Track Record Period”	the two financial years ended 31 December 2010 and 2011
“United States” or “US” or “USA”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States

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“VAT”	value-added tax of the PRC (中華人民共和國增值稅)
“km”	kilometre(s)
“mm”	minimetre(s)
“sq. ft.”	square foot (feet)
“sq. m.”	square metre(s)
“%”	per cent.

The English names of the PRC entities, the PRC laws or regulations or the PRC governmental authorities mentioned in this document are translation or transliteration from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.

Unless the context requires otherwise, translation of US\$ into HK\$ and RMB into HK\$ is made in this document, for illustration purpose only, at the rates of US\$1.00 = HK\$7.78 and RMB0.8107 = HK\$1.00. No representation is made that any amount in US\$, HK\$ or RMB could have been or could be converted at the above rate or at any other rate or at all.

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.