
DEFINITIONS

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

“3i System”, “3i-CS System”, “3i-RS System”, “3i-Tactical System”, “3i-Filter System”	names of major products developed by the Group
“Accountants’ Report”	the accountants’ report of the Group for the years ended 31 December 2014, 2015 and 2016 prepared by Mazars CPA Limited and Mazars LLP as set out in Appendix I to this document
“Alpha Sense (BVI)”	Alpha Sense Investments Limited, a company incorporated under the laws of the BVI with limited liability on 18 May 2016 and one of the Controlling Shareholders, which is wholly owned by Mr. Foo
[REDACTED]	[REDACTED]
“Articles”	the articles of association of the Company, conditionally adopted on [●], which will take effect on the [REDACTED] Date, and as amended, supplemented or otherwise modified from time to time, a summary of which is contained in Appendix III to this document
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Business Day(s)”	any day(s) (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
[REDACTED]	the issue of [REDACTED] Shares upon capitalisation of part of the share premium account of the Company as further described in the section headed “Statutory and General Information — A. Further information about the Group — 3. Written resolutions of the Shareholder” in Appendix IV to this document
“Cayman Company Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, modified and supplemented from time to time
“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 participant or a general clearing participant

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“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 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(s)”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“CEO”	Chief Executive Officer
“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”	Nexion Technologies Limited, a company incorporated in the Cayman Islands as an exempted company with limited liability on 22 June 2016
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules, and in the context of this document, refers to Mr. Foo and Alpha Sense (BVI)
“Cyber Pioneer (BVI)”	Cyber Pioneer Investments Limited, a company incorporated under the laws of the BVI with limited liability on 18 May 2016 and one of the substantial shareholders of the Company, which is wholly owned by Mr. Chan
“Deed of Indemnity”	the deed of indemnity dated [●] and executed by the Controlling Shareholders in favour of the Company (for itself and as trustee for the present subsidiaries) in respect of, among others, certain indemnities regarding taxation and non-compliance matters, 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

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“Deeds of Non-Competition” . . .	collectively, (i) the deed of non-competition executed by the Controlling Shareholders namely, Alpha Sense (BVI) and Mr. Foo, as covenantors in favour of the Company (for itself and as trustee for the subsidiaries from time to time), and (ii) the deed of non-competition executed by the substantial Shareholders namely, Future Way (BVI) and Mr. Hoo, as covenantors in favour of the Company (for itself and as trustee for the subsidiaries from time to time), both dated [●], particulars of which are set out in the section headed “Relationship with Controlling Shareholders — Non-competition undertaking” in this document
“Director(s)”	the director(s) of the Company
“Expert Team (BVI)”	Expert Team (BVI) Limited, a company incorporated under the laws of the BVI with limited liability on 31 May 2016, which is an indirect wholly-owned subsidiary of the Company upon completion of the Reorganisation
“Expert Team (Singapore)”	Expert Team Pte. Ltd., a company incorporated under the laws of Singapore with limited liability on 15 August 2012 and the issued share capital of which was owned as to 68% by Mr. Foo, 17% by Mr. Chan and 15% by Mr. Hoo prior to the Reorganisation, which is an indirect wholly-owned subsidiary of the Company upon completion of the Reorganisation
“Former Shareholder”	a former individual shareholder and former director of Expert Team (Singapore) and GET (Malaysia), an Independent Third Party
“Future Way (BVI)”	Future Way Investments Limited, a company incorporated under the laws of the BVI with limited liability on 18 May 2016, and one of the substantial shareholders of the Company, which is wholly owned by Mr. Hoo
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented, or otherwise modified from time to time
“GET (BVI)”	Global Expert Team (BVI) Limited, a company incorporated under the laws of the BVI with limited liability on 31 May 2016 and an indirect wholly-owned subsidiary of the Company upon completion of the Reorganisation
“GET (Malaysia)”	Global Expert Team Sdn. Bhd., a company incorporated under the laws of Malaysia with limited liability on 18 February 2015 and the issued share capital of which was owned as to 51% by Mr. Foo, 17% by Mr. Chan and 32% by Mr. Hoo prior to the Reorganisation, which is an indirect wholly-owned subsidiary of the Company upon completion of the Reorganisation

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“Greater China”	the region comprising the PRC, Hong Kong, Macau and Taiwan
[REDACTED]	[REDACTED]
“Group”	the Company and its subsidiaries or, where the context so requires in respect of period before the Company becomes the holding company of its present subsidiaries, the present subsidiaries of the Company and the businesses carried on by such subsidiaries or their predecessors (as the case may be)
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“HK\$” or “Hong Kong dollar(s)”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Share Registrar”	[REDACTED], the Hong Kong branch share registrar and transfer office
“International Sanctions”	All applicable laws and regulations related to economic sanctions, export controls, trade embargoes and wider prohibitions and restrictions on international trade and investment related activities, including those adopted, administered and enforced by the Government of the US, the European Union and its member states, the United Nations or the Government of Australia
“IFRS”	International Financial Reporting Standards, as issued by the International Accounting Standards Board

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“Independent Third Party(ies)” . . .	an individual(s) or a company(ies) who or which is/are independent of and not connected with (within the meaning of the GEM Listing Rules) any of the directors, chief executives or substantial shareholders of the Company or subsidiaries of the Company or any of their respective associates
“Industry Expert”	China Insights Consultancy Limited, the Company’s industry consultant and an Independent Third Party
“Industry Report”	the industry report dated [●] prepared by Industry Expert on cyber infrastructure solution and cyber security solution industry in Southeast Asian countries, the contents of which are quoted in this document
“Issue Mandate”	the general mandate to issue Shares given to the Directors by the Shareholders, particulars of which are set out in the sub-section headed “Statutory and General Information — A. Further information about the Group — 3. Resolutions in writing of the Shareholder” in Appendix IV to this document
“Latest Practicable Date”	Wednesday, 12 April 2017, being the latest practicable date prior to the date of this document for ascertaining certain information in this document
[REDACTED]	the [REDACTED] and commencement of dealings in the Shares on GEM
“[REDACTED] Date”	the date expected to be on or about [REDACTED], on which dealings in the Shares commence on GEM
“Listing Division”	the Listing Division of the Stock Exchange
“Major Projects”	shall have the meaning as ascribed to it in the section headed “Financial Information — Description of selected items from the Group’s combined statements of profit or loss and other comprehensive income — Revenue” in this document
“Memorandum”	the memorandum of association of the Company, conditionally adopted on [●], which will take effect on the [REDACTED] Date, and as amended, supplemented or otherwise modified from time to time, a summary of which is set out in Appendix III to this document
“Mr. Chan”	Mr. Chan Kok Liang, Frankie, the Group’s Chief Development Officer and a Shareholder
“Mr. Chen”	Mr. Chen Kao Chih, the Group’s R&D Director
“Mr. Foo”	Mr. Foo Moo Teng, the chairman of the Board, an executive Director and a Controlling Shareholder

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"Mr. Gonzales"	Mr. Edgardo Osillada Gonzales II, the Group's Chief Technology Officer and an executive Director
"Mr. Hoo"	Mr. Hoo Kam Choy, the Group's Sales and Marketing Director and a substantial Shareholder
"Ms. Tang"	Ms Tang Mei Leng, Olivia, the Group's Head of Sales and Marketing Department
"Netsis (BVI)"	Netsis Technology (BVI) Limited, a company incorporated under the laws of the BVI with limited liability on 31 May 2016 and an indirect wholly-owned subsidiary of the Company upon completion of the Reorganisation
"Netsis (Singapore)"	Netsis Technology (S) Pte. Ltd., a company incorporated under the laws of Singapore with limited liability on 11 March 2002 and the issued share capital of which was owned as to 100% by Foo Moo Teng prior to the Reorganisation, which is an indirect wholly-owned subsidiary of the Company upon completion of the Reorganisation
"Netsis Hybrid Converge Hub", "Netsis Security Hub"	names of cyber infrastructure planned by the Group
"Nexion Global (BVI)"	Nexion Global Investments Limited, a company incorporated under the laws of the BVI with limited liability on 20 May 2016 and a wholly-owned subsidiary of the Company upon completion of the Reorganisation
"Nexion (Hong Kong)"	Nexion (Hong Kong) Limited, a company incorporated under the laws of Hong Kong with limited liability on 31 May 2016 and an indirect wholly-owned subsidiary of the Company upon completion of the Reorganisation
"Nomination Committee"	the nomination committee of the Board
"OFAC"	the US Treasury Department's Office of Foreign Assets Control
[REDACTED]	the final [REDACTED] per [REDACTED] (exclusive of brokerage, Stock Exchange trading fee and SFC transaction levy) at which the [REDACTED] are to be subscribed pursuant to the [REDACTED]
[REDACTED]	the [REDACTED] and the [REDACTED], collectively
[REDACTED]	the option to be granted by the Company to the [REDACTED] exercisable by the [REDACTED] (for itself and on behalf of the [REDACTED]), at its sole and absolute discretion under the [REDACTED] to require the Company to issue up to an additional [REDACTED] Shares, representing 15% of the number of the [REDACTED], details of which are described in the section headed "Structure and Conditions of the [REDACTED]" in this document

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- [REDACTED] the conditional [REDACTED] of the [REDACTED] by the [REDACTED] on behalf of the Company for cash at the [REDACTED], as further described in the section headed "Structure and Conditions of the [REDACTED]" in this document

- [REDACTED] the [REDACTED] being offered by the Company for subscription at the [REDACTED] pursuant to the [REDACTED], subject to reallocation and the [REDACTED] as described under the section headed "Structure and conditions of the [REDACTED]" in this document

- [REDACTED] the [REDACTED], whose names are set out under the section headed "[REDACTED] — Hong Kong [REDACTED] — [REDACTED]" in this document, expected to enter into the [REDACTED] to [REDACTED] the [REDACTED]

- [REDACTED] the conditional agreement relating to the [REDACTED] expected to be entered into, amongst others, the Company, the executive Director, the Controlling Shareholders, the Sole Sponsor, the [REDACTED], the [REDACTED] and the [REDACTED], on or about the [REDACTED]

- "PRC" or "China" the People's Republic of China, excluding, for the purpose of this document, Hong Kong, Macau and Taiwan

- "[REDACTED] Investment" the investment made by Vantage Network (BVI) as described in the section headed "History, Reorganisation and Corporate Structure — [REDACTED] Investment" in this document

- [REDACTED] the agreement to be entered into between the Company and the [REDACTED] (for itself and on behalf of the other [REDACTED]) on the [REDACTED] to fix and record the [REDACTED] (or such later time or date as may be agreed between the Company and the [REDACTED])

- [REDACTED] the date, expected to be on or around [REDACTED] (or such later time or date as may be agreed between the Company and the [REDACTED]), on which the [REDACTED] will be determined for the purpose of the [REDACTED]

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“PSIA” or “Singapore Private Security Industry Act”	the Private Security Industry Act, Chapter 250A of Singapore
[REDACTED]	the [REDACTED] of the [REDACTED] for subscription in Hong Kong at the [REDACTED] on and subject to the terms and conditions stated in this document and in the Application Forms as further described in the section headed “Structure and Conditions of the [REDACTED]” in this document
[REDACTED]	the [REDACTED] being offered by the Company for subscription at the [REDACTED] pursuant to the [REDACTED], subject to reallocation as described under the section headed “Structure and Conditions of the [REDACTED]” in this document
[REDACTED]	the [REDACTED] of the [REDACTED], whose names are set out in the section headed “[REDACTED] — [REDACTED] — [REDACTED]” in this document
[REDACTED]	the conditional [REDACTED] dated [●] 2017 relating to the [REDACTED] entered into by, amongst others, the Company, the executive Directors, the Controlling Shareholders, the [REDACTED], the [REDACTED], the [REDACTED] and the [REDACTED]
“R&D”	Research and Development
“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the corporate reorganisation arrangements that the Company has undergone in preparation for the [REDACTED] and prior to the issue of this document which are more particularly described in the section headed “History, Reorganisation and Corporate Structure — Reorganisation” in this document
“Repurchase Mandate”	the general mandate to repurchase Shares given to the Directors by the Shareholders, particulars of which are set out in the section headed “Statutory and General Information — A. Further information about the Group — 3. Resolutions in writing of the Shareholder” in Appendix IV to this document
“S\$” or “Singapore Dollar(s)”	Singapore dollar(s), the lawful currency of the Republic of Singapore
“Sanctioned Countr(ies)”	Countr(ies) which is/are the targets of International Sanctions as adopted, administered and enforced by the US, the United Nations, the European Union and its member states or Australia
“Sanctioned Person”	certain persons and entities listed on OFAC’s SDN List and other restricted parties lists maintained by the European Union, the United Nations or Australia

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"SDN List"	OFAC's Specially Designated Nationals and Blocked Persons List
"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 the Company
[REDACTED]	the [REDACTED] and the [REDACTED]
"Share Option Scheme"	the share option scheme conditionally approved and adopted by the Company pursuant to the written resolutions of the Shareholders passed on [●], 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
"Shareholder(s)"	the holder(s) of Share(s)
"Southwest HK Brokerage", [REDACTED] or [REDACTED]	[REDACTED], a corporation licensed by the SFC to conduct Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO
"Southwest HK Capital" or "Sole Sponsor"	Southwest Securities (HK) Capital Limited, a corporation licensed by the SFC to conduct 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" or "HKEx" . . .	The Stock Exchange of Hong Kong Limited
"Strategic Investor" or "Vantage Network (BVI)"	Vantage Network Global Limited, a company incorporated under the laws of the BVI with limited liability on 18 May 2016, one of the substantial Shareholder of the Company, and the issued share capital of which is owned as to 100% by Vast Mega Limited, a company incorporated in the BVI
"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 period comprising the financial years ended 31 December 2014, 2015 and 2016
"UAE"	the United Arab Emirates
[REDACTED]	the [REDACTED] and the [REDACTED]

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

"US" the United States of America

"US\$" or "US dollar(s)" United States dollar(s), the lawful currency of the United States of America

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

"%" per cent

In this document:

* the term "associate(s)", "close associate(s)", "connected person(s)", "core connected person(s)", "subsidiary(ies)" and "substantial shareholder(s)" shall have the meanings given to such terms in the GEM Listing Rules, unless the context otherwise requires.