
DEFINITIONS

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

“ABN AMRO Rothschild”	the unincorporated equity capital markets joint venture between ABN AMRO Asia Corporate Finance Limited and NM Rothschild & Sons (Hong Kong) Limited, each trading as ABN AMRO Rothschild
“Application Form(s)”	white application form(s) and yellow application form(s) or where the context so requires, either of them
“Articles” or “Articles of Association”	the articles of association of the Company, adopted on 4 March 2004 and as amended from time to time, the summary of which is set out in Appendix IV to this prospectus, provided that any references in this prospectus to the “Articles” or “Articles of Association” prior to 4 March 2004 shall be to the articles of association of the Company prior to the adoption of its current articles of association
“associates”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“business day”	a day that is not a Saturday, Sunday or public holiday in Hong Kong
“Capital Reduction”	the capital reduction of the Company, details of which are described in the section headed “Share Capital — Capital Reduction” of this prospectus
“Capitalisation Issue”	the issue of shares to the Preference Shareholders, to be made upon capitalisation of the share premium account of the Company as referred to in the sections headed “Share Capital — Capitalisation Issue” and “1. Further Information about the Company — C. Resolutions of the shareholders of the Company” in Appendix V to this prospectus, as a condition to the Conversion taking effect. For the purposes of this prospectus, unless the context otherwise requires, the number of Shares to be issued pursuant to the Capitalisation Issue is based on an assumption of the Offer Price being HK\$5.10 per Share, being the mid-point of the price range stated in this prospectus, and that the Capitalisation Issue takes effect on 31 March 2004. The exact number of Shares to be issued pursuant to the Capitalisation Issue will be subject to the final Offer Price
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Broker Participant”	a person admitted to participate in CCASS as a broker participant
“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

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“CCASS Participant”	a CCASS Broker Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Celtel”	Celtel International B.V., formerly known as Mobile Systems International Cellular Investments Holdings B.V., a company incorporated in The Netherlands
“CEPA”	the Mainland/Hong Kong Closer Economic Partnership Arrangement dated 29 June 2003 between Hong Kong and the Mainland (defined to include the entire customs territory of China) signed by the Financial Secretary of Hong Kong and the Vice Minister of Commerce of the PRC, respectively
“China Mobile”	China Mobile Communications Corporation
“China Resources”	China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability under the Companies Ordinance and the controlling shareholder of the Company
“China Resources Group Companies”	associates (as defined in the Listing Rules) and subsidiaries of China Resources from time to time, including but not limited to China Resources Enterprise Limited; China Resources Petrochems (Group) Company Limited; China Resources Property Management Limited; Chinese Arts & Craft (HK) Limited; Chung Dah Warehouse Company Limited; CRC Department Store Limited; CRC Purchasing Company, Limited; CRC Retail (Group) Limited; CRE Property (Star House) Limited; CRE Property (Lok Sing Centre) Limited; CRE Property (Argyle Centre) Limited; Longdation Enterprises Limited; Ng Fung Hong Limited; Pak Sik Enterprises Limited; Redland Consultants Limited; Sha Tin Cold Storage Company Limited; Tate’s Cairn Tunnel Company Limited; and Yuen Fat Wharf & Godown Company Limited, each of which is a subsidiary of China Resources; and each a “China Resources Group Company”
“CITIC Ka Wah Bank”	CITIC Ka Wah Bank Limited
“CLSA Asia Pacific Markets”	CLSA Limited
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our”, “our Company”, “we” or “us”	China Resources Peoples Telephone Company Limited, a company incorporated in Hong Kong with limited liability on 28 June 1994, and where the context requires, “we”, “us”, “our” or “our Company” shall mean the Company
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules

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“Conversion”	the conversion of Preference Shares to Shares conditional upon the Capitalisation Issue taking effect as referred to in the section headed “Share Capital — Preference Shares” of this prospectus, which is expected to take place immediately after completion of the Global Offering but before commencement of dealings in the Shares on the Stock Exchange on 31 March 2004
“CRC Bluesky”	CRC Bluesky Limited holds a 100 per cent. interest in the registered capital of China Resources and is a wholly owned subsidiary of CRL
“CRL”	華潤股份有限公司 (China Resources Co., Limited), a company incorporated under the laws of the PRC, which is a subsidiary of CRNC
“CRNC”	中國華潤總公司 (China Resources National Corporation), a company which holds a 99.984 per cent. interest in the registered capital of CRL
“CSL”	Hong Kong CSL Limited
“Director(s)”	the director(s) of the Company
“Ericsson”	Ericsson Limited, the principal supplier of our radio and switching infrastructure and equipment
“Global Coordinator”	UBS, being the global coordinator of the Global Offering
“Global Offering”	the Hong Kong Public Offering and the International Placing
“Government”	the Government of Hong Kong
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HK\$300.0 million facility”	the unsecured HK\$300.0 million floating rate loan facility entered into by the Company on 10 March 2004 with CITIC Ka Wah Bank
“HKGAAP”	generally accepted accounting principles in Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“HKTI”	Hong Kong Telecommunications International Limited (now known as Reach Networks Hong Kong Limited)
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 26,852,500 Shares initially offered for subscription by the public in Hong Kong pursuant to the Hong Kong Public Offering, representing approximately 10 per cent. of the initial number of the Offer Shares, subject to the reallocation as described in the section headed “Structure of the Global Offering” of this prospectus

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“Hong Kong Public Offering”	the offering by our Company of the Hong Kong Offer Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure of the Global Offering” of this prospectus) for cash at the Offer Price (plus brokerage of 1 per cent., SFC transaction levy of 0.005 per cent., investor compensation levy of 0.002 per cent. and Stock Exchange trading fee of 0.005 per cent.) and on the terms and subject to the conditions described in this prospectus and the Application Forms
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Hong Kong Underwriters” of this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 19 March 2004 relating to the Hong Kong Public Offering and entered into by the Company, the Global Coordinator and the Hong Kong Underwriters
“Hutchison”	Hutchison Telephone Company Limited
“Hutchison 3G”	Hutchison 3G HK Limited
“International Placing”	the placing of the International Placing Shares at the Offer Price (plus brokerage of 1 per cent., SFC transaction levy of 0.005 per cent., investor compensation levy of 0.002 per cent. and Stock Exchange trading fee of 0.005 per cent.) by our Company outside the United States and Canada (including to professional investors in Hong Kong, other than to retail investors in Hong Kong) and in the United States to QIBs under Rule 144A, as further described in the section headed “Structure of the Global Offering — The International Placing” of this prospectus
“International Placing Shares”	the 241,672,500 Shares initially offered as to 122,597,500 Shares by the Company and as to 119,075,000 Shares by the Selling Shareholders pursuant to the International Placing as further described in the section headed “Substantial Shareholders and Selling Shareholders — Selling Shareholders”
“International Underwriters”	the underwriters of the International Placing listed in the section headed “Underwriting — International Underwriters” of this prospectus
“International Underwriting Agreement”	the underwriting agreement relating to the International Placing which is expected to be entered into by the Company, the Selling Shareholders, the Global Coordinator and the International Underwriters on or around 26 March 2004
“KPN”	KPN Telecom B.V. (formerly known as PTT Telecom B.V.), a company incorporated in The Netherlands
“Latest Practicable Date”	29 February 2004, being the latest practicable date for determining certain information for the purpose of inclusion in this prospectus
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)

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“Mobile Systems”	Mobile Systems International Plc, a company incorporated in England and Wales, one of the founding members of our Company
“mVantage”	mVantage Limited (as referred to in the section headed “Business — Connected Transactions” of this prospectus)
“New World”	New World PCS Limited
“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage of 1 per cent., SFC transaction levy of 0.005 per cent., investor compensation levy of 0.002 per cent. and Stock Exchange trading fee of 0.005 per cent.) at which the Offer Shares are to be subscribed for and issued, or purchased and sold pursuant to the Global Offering, to be determined as further described in the section headed “Structure of the Global Offering — Pricing and Allocation” of this prospectus
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares
“OFTA”	Office of the Telecommunications Authority, the executive arm of the TA
“Onwel Capital”	Onwel Capital Company Limited, a company incorporated in the British Virgin Islands and wholly owned by Leung Kai Hung, Michael
“Onwel Group Companies”	Million Capital Group Limited, Onwel Capital Company Limited, Onwel Strategic Holdings Limited and Torreon Investment Limited, each an “Onwel Group Company”
“Over-allotment Option”	the option to be granted by the Company to UBS at any time from the date of the International Underwriting Agreement until 30 days from the last day for the lodging of applications under the Hong Kong Public Offering to require the Company to allot and issue up to an aggregate of 40,278,000 additional Shares to, amongst other things, cover over-allocations in the International Placing, if any, details of which are contained in the section headed “Structure of the Global Offering — Stabilisation” of this prospectus
“Overseas Telecom AB”	a company incorporated in Sweden and formerly known as Telia Overseas AB
“PCCW”	PCCW-HKT Telephone Limited, the dominant fixed telecommunications network services operator in Hong Kong, and a wholly owned subsidiary of PCCW Limited
“PRC” or “China”	the People’s Republic of China. Except where the context requires, references in this prospectus to the PRC or China do not apply to Hong Kong, the Macau Special Administrative Region or Taiwan

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“Preference Shares”	cumulative redeemable convertible participating preference shares of nominal value HK\$0.48 each in the capital of the Company issued by the Company and held by China Resources, Onwel Capital and Celtel, which are subject to the Conversion, provided that any references in this prospectus to “Preference Shares” as at a date before 17 February 2004 (being the effective date of the Capital Reduction) shall be to the cumulative redeemable convertible participating preference shares of nominal value of HK\$1.00 each in the capital of the Company
“Preference Shareholders”	China Resources, Onwel Capital and Celtel
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme conditionally approved and adopted by the Company on 4 March 2004, the principal terms of which are summarised in the section headed “Pre-IPO Share Option Scheme” in Appendix III to this prospectus
“Price Determination Date”	the date on which the Offer Price is fixed for the purpose of the Global Offering, expected to be on or around Friday, 26 March 2004 but no later than Tuesday, 30 March 2004
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Relevant Period”	the three years ended 31 December 2003
“Rule 144A”	Rule 144A under the U.S. Securities Act
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Selling Shareholders”	KPN, Overseas Telecom AB and Celtel
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 4 March 2004, the principal terms of which are summarised in the section headed “Share Option Scheme” in Appendix III to this prospectus
“Share(s)”	ordinary share(s) of nominal value of HK\$0.48 each in the share capital of the Company, provided that any references in this prospectus to “Share(s)” as at a date before 17 February 2004 (being the effective date of the Capital Reduction) shall be to the ordinary share(s) of nominal value of HK\$1.00 each in the share capital of the Company
“SmarTone”	SmarTone Mobile Communications Limited
“SmarTone 3G”	SmarTone 3G Limited
“Sponsor”	UBS

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“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into on or about 26 March 2004 between UBS and Onwel Capital pursuant to which Onwel Capital will agree to lend up to such number of Shares to be allotted and issued under the Over-allotment Option to UBS on the terms set out therein, further details of which are set out under the paragraph headed “Stock Borrowing” in the section headed “Structure of the Global Offering” of this prospectus
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sun”	Sun Microsystems, Inc.
“Sunday”	the trading name of Mandarin Communications Limited
“SUNDAY 3G”	SUNDAY 3G (Hong Kong) Limited
“TA”	the Telecommunications Authority appointed under section 5 of the Telecommunications Ordinance
“Telecommunications Ordinance”	the Telecommunications Ordinance (Chapter 106 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Telepaging”	Telepaging Limited, a company incorporated in Hong Kong with limited liability under the Companies Ordinance
“UBS”	UBS AG acting through its business group UBS Investment Bank
“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
“U.S. Exchange Act”	the United States 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
“U.S.\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“WTO”	World Trade Organization

In this prospectus, unless otherwise stated or the context requires, “customer”, “user” and “subscriber” shall bear the same meaning; and references to the issued share capital of the Company immediately after the closing of the Global Offering, the Capitalisation Issue and the Conversion are based on the assumption that such events take place on 31 March 2004.