

DEFINITIONS

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

“Accountants’ Report” . . .	the report of the Reporting Accountants dated [•] 2016, the text of which is set out in Appendix I of this document
“affiliate(s)”	any person(s), directly or indirectly, controlling or controlled by or under direct or indirect common control with another person(s)
“[REDACTED]”	[REDACTED]
“Articles” or “Articles of Association”	the articles of association of our Company, conditionally adopted on [•] 2016 and effective on the [REDACTED], and as amended from time to time, a summary of which is contained in Appendix III to this document
“associate(s)”	has the meaning given to it under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Board” or “our Board” . . .	our board of Directors
“Business Day”	any day other than a Saturday, Sunday or public holiday in Hong Kong on which licensed banks in Hong Kong are generally open for normal banking business to the public
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961 as consolidated and revised), as amended, supplemented or otherwise modified from time to time
“[REDACTED]”	[REDACTED]
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	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

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“CCASS Participant(s)” . . .	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Chairman”	the chairman of our Board
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this document, Hong Kong, the Macau Special Administrative Region of PRC and Taiwan
“close associate(s)”	has the meaning given to it under the Listing Rules
“Companies Ordinance” . .	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) 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” or “our Company”	Plover Bay Technologies Limited (玊灣科技有限公司), an exempted company incorporated in the Cayman Islands on 5 May 2015 with limited liability
“connected person(s)” . .	has the meaning given to it under the Listing Rules
“Controlling Shareholder”	has the meaning given to it under the Listing Rules, and in the context of our Company, means Mr. Chan
“core connected person(s)”	has the meaning given to it under the Listing Rules
“Deed of Non-Competition”	the deed of non-competition dated [•] 2016 entered into by the Controlling Shareholder in favour of our Company, a summary of the principal terms of which is set out in the section headed “Relationship with Our Controlling Shareholder” in this document
“Director(s)”	the director(s) of our Company
“EMEA”	Europe, the Middle East and Africa
“E.U.”	the European Union
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Group” or “our Group” or “we” or “us”	our Company and our subsidiaries or any of them, or where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“HKFRS(s)”	Hong Kong Financial Reporting Standards promulgated by HKICPA

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“HKICPA”	The Hong Kong Institute of Certified Public Accountants
“HKSCC”.	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong”	the Hong Kong Special Administrative Region of PRC
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Third Party(ies)”.	individual(s) or company(ies) which is/are independent of and not connected with (within the meaning of the Listing Rules) any directors, chief executives and substantial shareholders of our Company or any of our subsidiaries and any of their respective associates
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]

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“[REDACTED]”	[REDACTED]
“IRD”	Inland Revenue Department of Hong Kong
“Latest Practicable Date”	[17 March] 2016, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this document
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
[REDACTED]	
“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 market (excluding the option market) operated by the Stock Exchange, independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, as amended from time to time, conditionally adopted on [•] 2016 and effective, a summary of which is contained in Appendix III to this document
“Mr. Chan”	Mr. Chan Wing Hong Alex, our Chairman and executive Director, and is also our Controlling Shareholder
“New Taiwan Dollars” . . .	the lawful currency of Taiwan
“Nomination Committee”	the nomination committee of our Board
“ODM”	original design manufacturer
“OEM”	original equipment manufacturer
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]

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“[REDACTED]”	[REDACTED]
“Pacific Smart”	Pacific Smart Systems Limited, a company incorporated in Hong Kong with limited liability on 4 September 2015, and is an indirect wholly-owned subsidiary of our Company
“Pegatrack”	Pegatrack Limited, a company incorporated in Hong Kong with limited liability on 6 February 2015, and is an indirect wholly-owned subsidiary of our Company
“Peplink International” . .	Peplink International Limited, a company incorporated in Hong Kong with limited liability on 22 August 2007, and is an indirect wholly-owned subsidiary of our Company
“Peplink Worldwide” . . .	Peplink Worldwide Limited, a company incorporated in BVI with limited liability on 20 October 2011, and is an indirect wholly-owned subsidiary of our Company
“Pepwave”	Pepwave Limited, a company incorporated in Hong Kong with limited liability on 13 October 2006, and is an indirect wholly-owned subsidiary of our Company
“Pismo Labs”	Pismo Labs Limited, a company incorporated in Hong Kong with limited liability on 13 October 2006, and is an indirect wholly-owned subsidiary of our Company
“Pismo Labs Technology”	Pismo Labs Technology Limited (栢思科技有限公司), a company incorporated in Hong Kong with limited liability on 14 November 2006, and is an indirect wholly-owned subsidiary of our Company
“Pismo Research (Malaysia)”	Pismo Research (Malaysia) SDN. BHD., a company incorporated in Malaysia with limited liability on 3 August 2011, and is an indirect wholly-owned subsidiary of our Company
“Predecessor Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) prior to its repeal and replacement on 3 March 2014 by the Companies Ordinance and the Companies (Winding Up and Miscellaneous Provisions) Ordinance
“[REDACTED]”	[REDACTED]
“Protean Holdings”	Protean Holdings Limited, a company incorporated in BVI with limited liability on 8 April 2015, and is a direct wholly-owned subsidiary of our Company

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“PRC”	the People’s Republic of China
“Quocirca”	Quocirca Ltd, an independent market researcher and consultant
“Quocirca Report”	a report dated [•] 2016 in respect of, among other things, the SD-WAN router market prepared by Quocirca and commissioned by us
“R&D”	research and development
“Regulation S”	Regulation S under the U.S. Securities Act
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Remuneration Committee”	the remuneration committee of our Board
“Reorganisation”	the [REDACTED] reorganisation of our Group, further details of which are described under the section headed “History, Reorganisation and Corporate Structure — Reorganisation” in this document
“Reporting Accountants”	Deloitte Touche Tohmatsu
“Risk Management Committee”	the risk management committee of our Board
“RM” or “Malaysian Ringgit”	Malaysian Ringgit, the lawful currency of Malaysia
“[REDACTED]”	[REDACTED]
“Sanctioned Countries”	countries which are the targets of economic sanctions as administered by the U.S., the E.U., the U.N. and Australia, such as Iraq and Russia
“Sanctions Law Advisers”	Norton Rose Fulbright LLP and Clayton Utz
“Sanctioned Person(s)”	certain person(s) and entity(ies) listed on the Office of Foreign Assets Control (OFAC) of the U.S. Department of Treasury Specially Designated Nationals and Blocked Person List or other restricted parties lists maintained by the E.U., Australia or the U.N.
“[REDACTED]”	[REDACTED]
“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) with a value of HK\$0.01 each in the capital of our Company

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“Shareholder(s)”	holder(s) of our Share(s)
“Share Option Scheme”	the post-IPO share option scheme conditionally adopted by our Company, further details of which are described in the section headed “Other information — 15. Share Option Scheme” in Appendix IV to this document
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Track Record Period”	the period comprising the three years ended 31 December 2013, 2014 and 2015
“Tramunta Ventures”	Tramunta Ventures Limited, a company incorporated in the BVI with limited liability on 22 March 2001, and has been wholly-owned by Mr. Chan since 2 March 2004
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“U.K.”	the United Kingdom of Great Britain and Northern Ireland
“U.N.”	the United Nations
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United Securities Act of 1933, as amended from time to time, and the rules and regulations promulgated thereunder
“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“[REDACTED]”	[REDACTED]

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“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

“sq. ft.” square feet

“%” per cent

In this document, the terms “associate”, “close associate”, “connected person”, “connected transaction”, “core connected person”, “Controlling Shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

Unless expressly stated or otherwise required by the context, all data contained in this document are as at the Latest Practicable Date.

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.