

DEFINITIONS

Unless the context otherwise requires, the following expressions have the following meanings in this document. Certain other terms are explained in the section headed "Glossary of Technical Terms"

"Accountant's Report"	the report of our reporting accountant, the text of which is set out in Appendix I to this document
"Acting in Concert Confirmation"	the confirmation dated 28 February 2018 executed by our Controlling Shareholders (other than Rich Blessing) whereby they confirmed their acting in concert arrangements as further detailed in the section headed "Relationship with our Controlling Shareholders — Our Controlling Shareholders" in this document
"Agreeable"	Agreeable Company Limited (致同有限公司), a company incorporated in Hong Kong with limited liability on 30 March 2017 and an indirect wholly-owned subsidiary of our Company
"[REDACTED]"	[REDACTED] and [REDACTED], or where the context to requires, any of them that are used in connection with the [REDACTED]
"Articles" or "Articles of Association"	the articles of association of our Company conditionally adopted on [●], which will become effective upon the [REDACTED], a summary of which is set out in Appendix III to this document, and as amended, supplemented or modified from time to time
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Audit Committee"	the audit committee of the Board
"Board" or "Board of Directors"	the board of Directors
"Business Day" or "business day"	a day (other than a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for normal banking business
"BVI"	the British Virgin Islands

[REDACTED]

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“Cayman Companies Law” or “Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“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”	a person admitted to participate in CCASS as an investor participant, who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Central government”, “Chinese government” or “PRC government”	the central government of PRC, including all government subdivisions (including provincial, municipal or other regional or local government entities) and instrumentalities
“China” or “PRC”	the People’s Republic of China, but for the purpose of this document only and except where the context requires otherwise, references in this document to “China” or “PRC” do not include Hong Kong, Macau and Taiwan
“ChiNext Board”	the growth enterprise board launched by the Shenzhen Stock Exchange
“close associate(s)”	has the meaning ascribed 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”	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”	Eternity Technology Holdings Limited (恒達科技控股有限公司), a company incorporated in the Cayman Islands with limited liability on 15 March 2017
“connected person(s)”	has the meaning ascribed to it under the Listing Rules

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“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the context of this document, means Mr. Ma, Ms. Chen, Ms. Cheng Lihong, Mr. Cheng and Rich Blessing
“Dakin Capital” or “Sole Sponsor”	Dakin Capital Limited, a licensed corporation under the SFO permitted to carry out Type 6 (advising on corporate finance) regulated activity (as defined under the SFO), being the sole sponsor to our Company for the [REDACTED]
“Deed of Indemnity”	the deed of indemnity dated [●] entered into by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for and on behalf of our subsidiaries), particulars of which are set out in the paragraph headed “D. Other information — 2. Tax and other indemnities” in Appendix IV to this document
“Deed of Non-Competition”	the deed of non-competition dated [●] entered into by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for and on behalf of our subsidiaries), particulars of which are set out in the paragraph headed “Relationship with our Controlling Shareholders — Non-Competition Undertakings” in this document
“Director(s)”	the director(s) of our Company
“EIT”	the enterprise income tax of the PRC (中華人民共和國企業所得稅)
“Elite Foster”	Elite Foster International Investment Limited (卓培國際投資有限公司), a company incorporated in the BVI with limited liability on 3 December 2015 and wholly-owned by the [REDACTED] Investor
“Eternity Technology”	Eternity Technology Development Limited (恒昌科技發展有限公司), a company incorporated in Hong Kong on 2 January 2003 with limited liability and an indirect wholly-owned subsidiary of our Company
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a market research and consulting company, and an Independent Third Party
“Frost & Sullivan Report”	a market research report on the China and global EMS market commissioned by us and prepared by Frost & Sullivan

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“Group”, “our Group”, “we”, “our” and “us”	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 subsidiaries of our Company at the relevant time
“HKAS”	the Hong Kong Accounting Standards
“HKFRS”	the Hong Kong Financial Reporting Standards issued by HKICPA
“HKICPA”	the Hong Kong Institute of Certified Public Accountants
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	the HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“HK\$” or “Hong Kong dollars”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Share Registrar”	[REDACTED]
“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 Listing Rules) any Directors, chief executive or substantial shareholders of our Company, its subsidiaries or their respective associates
“INED(s)”	independent non-executive director(s) or, in the context of our Company, our independent non-executive Director(s)
“In Good Investment”	In Good Investment Limited (長進投資有限公司), a company incorporated in Hong Kong with limited liability on 8 February 2017 and wholly-owned by Elite Foster
“Internal Control Consultant”	CT Partners Consultants Limited
“Latest Practicable Date”	28 February 2018, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this document
	[REDACTED]
“Listing Committee”	the listing sub-committee of the directors of the Stock Exchange

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[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 Main Board operated by the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, conditionally adopted on [●] which will become effective upon the [REDACTED], a summary of which is set out in Appendix III to this document, as amended, supplemented or modified from time to time
“Mr. Cheng”	Mr. Cheng Bin (程彬), one of our executive Directors and Controlling Shareholders, and the younger brother of Ms. Cheng Lihong (one of our Controlling Shareholders) and the brother-in-law of Mr. Ma
“Mr. Ma”	Mr. Ma Fujun (馬富軍), the chairman of our Board, our chief executive officer, one of our executive Directors and Controlling Shareholders, and the spouse of Ms. Cheng Lihong (one of our Controlling Shareholders) and the brother-in-law of Mr. Cheng
“Ms. Chen”	Ms. Chen Xiaoyuan (陳筱媛), one of our executive Directors and Controlling Shareholders
“Nomination Committee”	the nomination committee of the Board

[REDACTED]

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[REDACTED]

“PRC Legal Advisers”

Tian Yuan Law Firm (天元律師事務所), our Group’s legal adviser as to PRC laws

“[REDACTED] Investor”

Mr. Lu Wan Ching (呂萬慶), whose background is set out in the paragraph headed “History, Development and Reorganisation — [REDACTED] Investment — Background of the [REDACTED] Investor” in this document

[REDACTED]

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[REDACTED]

“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the reorganisation arrangements undertaken by our Group in preparation for the [REDACTED], which are described in detail in the section headed “History, Development and Reorganisation” to this document
“Rich Blessing”	Rich Blessing Group Limited, one of our Controlling Shareholders and a company incorporated in the BVI on 13 February 2017 with limited liability, which is owned as to 62.91% by Mr. Ma, 20.00% by Ms. Chen, 14.89% by Ms. Cheng Lihong and 2.20% by Mr. Cheng
“RMB”	Renminbi, the lawful currency of the PRC
“SAIC”	State Administration for Industry & Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAT”	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” or “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

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“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of Shares
	[REDACTED]
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on [●], the principal terms of which are summarised under the paragraph headed “D. Other Information — 1. Share Option Scheme” in Appendix IV to this document
“Shenzhen Hengchang Sheng”	Shenzhen Hengchang Sheng Technology Company Limited* (深圳市恒昌盛科技有限公司), an enterprise established under the laws of the PRC with limited liability on 9 May 2005 and an indirect wholly-owned subsidiary of our Company
“Shenzhen Production Plant”	our production plant and warehouses located on Units 101, 201 and 401, Block A2, Yingzhan Electronic Park Area Factory, Longtian Road Office, Pingshan District, Shenzhen and 3th Floor, Block A1, Yingzhan Industrial Park, Longtian Community, Kengzi Road, Pingshan New District, Shenzhen
	[REDACTED]
“sq.m”	square metre
	[REDACTED]
“Stock Borrowing Agreement”	the stock borrowing agreement to be entered into on or about [●] between the [REDACTED] and Rich Blessing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules, unless the context otherwise requires
“Substantial Shareholder(s)”	has the meaning ascribed to it in the Listing Rules and details of our Substantial Shareholders are set out in the section headed “Substantial Shareholders” in this document
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time

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“Total United” Total United Holdings Limited (全協控股有限公司), a company incorporated in the BVI with limited liability on 1 December 2016 and a wholly-owned subsidiary of our Company

“Track Record Period” the three financial years ended 31 December 2017

[REDACTED]

“United States” or “U.S.” the United States of America

“US\$” or “US dollars” United States dollars, the lawful currency of the United States

“VAT” value-added tax of the PRC (中華人民共和國增值稅)

[REDACTED]

“%” per cent.

Unless otherwise specified, for the purpose of this document and for illustration purposes only, amounts denominated in Hong Kong dollars have been converted to RMB at the rate of RMB0.85:HK\$1.00, and vice versa. For details, please refer to the section headed “Information about this Document and the [REDACTED] — Exchange Rate Conversion” in the document. Our Company does not make any representation that any amounts in RMB or Hong Kong dollars had been or may be converted at the date of this document or any other date at such rate or any other rate.

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.

Unless otherwise specified, all times refer to Hong Kong time and references to years in this document are to calendar years.

The English translation of company names in Chinese or another language which are marked with “” and the Chinese translation of company name in English which are marked with “*” are for identification purposes only. Translated English names of Chinese natural persons, legal persons, governmental authorities, institutions, PRC-incorporated companies or other entities or any descriptions for which no English translation exists are unofficial translations for identification purposes only.*