
DEFINITIONS

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

“Accountant’s Report”	the accountant’s report of our Group as set out in Appendix I to this document
“Articles of Association” or “Articles”	the amended and restated articles of association of our Company, conditionally adopted on [•] 2022 which will become effective upon [REDACTED] and as amended, supplemented or modified from time to time, a summary of which is set out in Appendix III to this document
“Board of Directors” or “Board”	the board of Directors
“BoardWare HK”	BoardWare Information System (HK) Limited (博維資訊系統(香港)有限公司) (formerly known as BoardWare Information System Limited (博維資訊系統有限公司)), a company incorporated in Hong Kong with limited liability on 30 March 2017 and an indirect wholly-owned subsidiary of our Company
“BoardWare Macau”	BoardWare Information System Limited (博維資訊系統有限公司), a company incorporated in Macau with limited liability on 21 April 2003 and an indirect wholly-owned subsidiary of our Company
“BoardWare BVI (I)”	BoardWare (BVI) Holdings Limited, a company incorporated in the BVI with limited liability on 19 February 2021 and a direct wholly-owned subsidiary of our Company
“BoardWare BVI (II)”	BW (BVI) Holdings Limited, a company incorporated in the BVI with limited liability on 19 February 2021 and a direct wholly-owned subsidiary of our Company
“BoardWare GZ Branch”	珠海博维网络信息有限公司广州分公司 (Zhuhai BoardWare Network Information Limited Guangzhou Branch*), branch office of BoardWare ZH in Guangzhou, the PRC established on 20 May 2020
“BoardWare NS”	广州博维网络信息有限公司 (Guangzhou BoardWare Network Information Limited*), a wholly foreign-owned enterprise established under the laws of the PRC on 8 January 2021 in Guangzhou, the PRC and an indirect wholly-owned subsidiary of our Company
“BoardWare ZH”	珠海博维网络信息有限公司 (Zhuhai BoardWare Network Information Limited*) (formerly known as 珠海博维网络信息咨询有限公司 (Zhuhai BoardWare Network Information Consulting Limited*), a wholly foreign-owned enterprise established under the laws of the PRC on 20 November 2014 in Zhuhai, the PRC and an indirect wholly-owned subsidiary of our Company

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"Business Day"	a day (excluding Saturday, Sunday or public or statutory holiday in Hong Kong and any day on which a tropical cyclone warning No. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a "black" rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business in Hong Kong throughout their normal business hours
"BVI"	the British Virgin Islands
"CAGR"	compound annual growth rate

[REDACTED]

"Cayman Companies Act" or "Companies Act"	the Companies Act, (as revised) of the Cayman Islands, as amended, consolidated or otherwise modified from time to time
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[REDACTED]

DEFINITIONS

[REDACTED]

“China”, “PRC”, “Mainland China” or the “People’s Republic of China”	the People’s Republic of China, and for the purpose of this document only, excludes, Hong Kong, Macau and Taiwan
“Companies (WUMP) 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
“Companies Ordinance” or “Hong Kong Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	BoardWare Intelligence Technology Limited (博維智慧科技有限公司), a company incorporated in the Cayman Islands on 18 February 2021 as an exempted company with limited liability and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 7 June 2021
“connected person(s)” or “core connected person(s)”	has the meaning given to it under the Listing Rules
“connected transaction(s)”	has the meaning given to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning given to it under the Listing Rules and, unless the context otherwise requires, refers to Tai Wah and Mr. Chao, or any of them
“Cotai Casino Expansion Project”	projects awarded by Customer D in relation to the design and deployment of data network infrastructure, surveillance network extension and server and storage systems for an integrated resort operator in Cotai, Macau

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“Customer A”	one of our five largest customers during the Track Record Period. It is a group of companies engages in the provision of telecommunications and related services; interactive pay-TV services and over-the-top digital media entertainment services; investments in, and development of, systems integration, network engineering and information technology-related businesses; and development and management of premium-grade property and infrastructure projects and premium-grade property investments
“Customer B”	one of our five largest customers under the enterprise IT solutions business during FY2020. It is a group of companies engages in the provision of information and communication technologies and telecommunication network services in Hong Kong
“Customer C”	one of our five largest customers during FY2019 and FY2020. It is a group of companies engages in the provision of information and communications technology services
“Customer D”	one of our five largest customers during the Track Record Period. It engages in the business of resorts, hospitality and gaming
“Customer E”	one of our five largest customers during FY2020 and FY2021. It is a developer, owner and operator of integrated resort facilities in Asia and Europe
“Customer F”	one of our five largest customers during the Track Record Period. It conducts casino gaming operations and gaming-related activities in Macau
“Customer G”	one of our five largest customers during FY2019. It engages in the development of leisure and entertainment integrated resort facilities in Macau
“Customer H”	one of our customers among our top five projects for enterprise IT solutions in terms of recognised revenue during FY2019. It engages in the business of gaming and entertainment
“Customer J”	one of our five largest customers under the distribution and resale businesses in FY2019 and FY2020. It is a provider of IT security solutions and consultancy services in Hong Kong
“Customer K”	one of our five largest customers under the distribution and resale businesses in FY2019. It is one of the leading integrated telecommunications services providers in Macau, offering a range of professional telecommunication services including mobile, fixed telephone network, broadband and enterprise solutions

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“Customer L”	one of our five largest customers under the distribution and resale businesses in FY2020 and FY2021. It engages in the sale of computer products and solutions and provision of IT hardware (including installation and maintenance services) and software services (including software development, consultancy and professional services)
“Customer M”	one of our customers among our top five projects for enterprise IT solutions in terms of recognised revenue during FY2021. It is a subsidiary of a company listed on the Main Board of the Stock Exchange. It is a developer and operator of integrated entertainment resorts located on the Macau Peninsula and in Cotai and holds one of the six gaming concessions/subconcessions to operate casinos in Macau
“Customer N”	one of our five largest customers under the enterprise IT solutions business during FY2021. It is a group of companies whose parent company is a company listed on the Main Board of the Stock Exchange. This group of companies primarily engage in the provision of wireline and mobile telecommunications services, Internet access services, information services and other value-added telecommunications services in the PRC
“Customer O”	one of our customers among our top five projects for enterprise IT solutions in terms of recognised revenue during FY2021. It is a limited liability company incorporated in the PRC, which primarily engages in the business of software development
“Customer Q”	one of our five largest customers under the distribution and resale businesses during FY2021. The company is a solution provider and system supplier in Hong Kong
“Customer R”	one of our customers among our top 10 enterprise IT solutions projects on hand. It is a public utility company supplying electricity in Macau
“Customer S”	one of our customers among our top five projects for enterprise IT solutions in terms of recognised revenue during FY2021. The company provides marketing and brand management services for enterprises in Macau
“Customer T”	one of our five largest customers during FY2021. It is a digital technology solution and managed service provider in Hong Kong
“Customer U”	one of our five largest customers under the enterprise IT solutions business during FY2021. It is a regulatory institution in Macau which supervises monetary and financial operations

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“Customer V”	one of our customers among our top 10 enterprise IT solutions projects on hand. It is a solution provider and system integrator in the intelligent systems industry in the PRC
“Deed of Indemnity”	the deed of indemnity dated [•] 2022 given by our Controlling Shareholders in favour of our Company (for itself and as trustee for each of its subsidiaries), particulars of which are set out in “Statutory and General Information — E. Other Information — 1. Tax and other indemnities” in Appendix IV to this document
“DHQ”	DA HENG QIN (MACAU) LIMITADA (大橫琴(澳門)有限公司) (formerly known as DA HENG QIN (MACAO) DEVELOPMENT CORPORATION LIMITED (大橫琴(澳門)發展一人有限公司)), a company incorporated in Macau with limited liability on 3 December 2019. DHQ is an Independent Third Party and a [REDACTED]. For further details, see “History, Reorganisation and Corporate Structure — [REDACTED]” in this document
“Director(s)”	the director(s) of our Company
“EIT”	enterprise income tax of the PRC
“EIT Law”	the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) promulgated on 16 March 2007, as amended, supplemented or otherwise modified from time to time
“Extreme Conditions”	extreme conditions, including but not limited to, serious public disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons as announced by the government of Hong Kong
“Frost & Sullivan” or “F&S”	Frost & Sullivan Limited, an Independent Third Party and an independent market research expert
“F&S Report”	the market research report on the IT solutions market in Macau, Hong Kong and the Greater Bay Area prepared by Frost & Sullivan and commissioned by us
“FY2017”	the financial year ended 31 December 2017
“FY2018”	the financial year ended 31 December 2018
“FY2019”	the financial year ended 31 December 2019
“FY2020”	the financial year ended 31 December 2020
“FY2021”	the financial year ended 31 December 2021

DEFINITIONS

[REDACTED]

“Greater Bay Area”

the Guangdong-Hong Kong-Macau Greater Bay Area, which comprises the two Special Administrative Regions of Hong Kong and Macau, and the nine municipalities of Guangzhou, Shenzhen, Zhuhai, Foshan, Huizhou, Dongguan, Zhongshan, Jiangmen and Zhaoqing in the Guangdong Province, the PRC, with a total area of 56,000 km²

[REDACTED]

“Group”, “our Group”, “we”, “our”
or “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 (or before such associated companies of our Company), the business operated by such subsidiaries or their predecessors (as the case may be)

“Hengqin”

a city in Zhuhai and a special economic zone in Guangdong Province of the PRC

[REDACTED]

“HK\$” or “Hong Kong dollars” or
“HK dollars” or “cents”

Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong

“Hong Kong” or “HK”

the Hong Kong Special Administrative Region of the People’s Republic of China

[REDACTED]

DEFINITIONS

[REDACTED]

“IAS”	International Accounting Standards
“IFRS”	International Financial Reporting Standards promulgated by International Accounting Standards Board
“Independent Third Party(ies)”	a person or persons or a company or companies which, to the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, is independent of and not connected with (within the meaning of the Listing Rules) any of our Directors and substantial shareholders (within the meaning of the Listing Rules) of our Company, any of its subsidiaries or any of their respective associates (within the meaning of the Listing Rules)

[REDACTED]

DEFINITIONS

[REDACTED]

“Kallo”	KALLO HOLDINGS LIMITED (嘉猷控股有限公司), a company incorporated in the BVI on 21 May 2020. Kallo is an Independent Third Party and a [REDACTED]. For further details, see “History, Reorganisation and Corporate Structure — [REDACTED]” in this document
“Latest Practicable Date”	5 June 2022, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to the printing of this document

[REDACTED]

“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Macau”	the Macau Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Macau Legal Advisers”	Rato, Ling, Lei & Cortês — Advogados, a qualified Macau law firm and the legal advisers to our Company as to Macau laws
“Main Board”	the stock exchange (excluding the options market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company, adopted on [•] 2022, as amended from time to time, a summary of which is set out in Appendix III to this document
“MOP”	Macau Pataca, the lawful currency of Macau
“Mr. Chao”	Mr. Chao Ka Chon (周家俊), an executive Director, our chief executive officer, chairman of the Board and our Controlling Shareholder
“Ms. Chiu”	Ms. Chiu Koon Chi (趙冠芝), an executive Director
“Nansha”	a city and a special economic zone in Guangzhou, the capital of Guangdong Province, the PRC
“New Property SI Project”	a project awarded by Customer F in relation to the provision of system infrastructure and cybersecurity services for a casino operator in Cotai, Macau which is expected to be completed in November 2022

[REDACTED]

DEFINITIONS

“PRC Legal Advisers”	Jingtian & Gongcheng, the legal advisers to our Company as to PRC laws
“[REDACTED]”	the investments made by each of the [REDACTED], particulars of which are set out in “History, Reorganisation and Corporate Structure — [REDACTED]” in this document
“[REDACTED]”	collectively, DHQ and Kallo, and each a “[REDACTED]”

[REDACTED]

“Reorganisation”	the corporate reorganisations undergone by our Group in preparation for the [REDACTED] described in “History, Reorganisation and Group Structure — Reorganisation” in this document
“Resort Complex Project”	a project awarded by Customer G in relation to the provision of total professional IT services solution for an integrated resort operator in Cotai, Macau which is expected to be completed in August 2025
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“R&D”	research and development
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“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, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Shares

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“Share Option Scheme”	the share option scheme conditionally adopted by our Company on [•] 2022, a summary of the principal terms of which are set out in the section headed “Statutory and General Information — D. Share Option Scheme” in Appendix IV to this document
“Sole Sponsor” or “[REDACTED]”	China Tonghai 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
“sq. ft.”	square feet
“sq. m.”	square meter(s)

[REDACTED]

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning given to it under the Listing Rules
“substantial shareholder(s)”	has the meaning given to it under the Listing Rules
“Supplier A”	one of our five largest suppliers during the Track Record Period. It engages in the business of wholesale distribution of IT hardware and software products
“Supplier B”	one of our five largest suppliers during the Track Record Period. It engages in the distribution of technology products, services and solutions
“Supplier C”	one of our five largest suppliers during FY2019. It engages in the distribution IT solutions worldwide
“Supplier E”	one of our five largest suppliers during FY2020 and FY2021. It is a group of companies engages in the distribution and trading of electronic components and consumer electronic products, and the provision of IT solutions and services
“Supplier F”	one of our five largest suppliers during FY2019. It engages in the distribution of IT hardware, software and professional consultation services

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“Supplier G”	one of our five largest suppliers during FY2019 and FY2020. It is a company incorporated in Hong Kong and engages in the distribution of IT solutions
“Supplier H”	one of our five largest suppliers during FY2020. It is a global leader in IT security software
“Supplier I”	one of our five largest suppliers which were system vendors during FY2021. It engages in the provision of IT security solutions
“Supplier J”	a system vendor of which we were its sole distributor in Hong Kong. It engages in the design, development and sale of routers, solutions and services
“Supplier K”	a system vendor of which we were its sole distributor in Hong Kong. It engages in the design, development and sale of security products and solutions for IoT, Internet of Medical Things, and operational technology devices
“Supplier L”	one of our five largest suppliers during FY2021. It is a wholly-owned subsidiary of a company listed on the Main Board of the Stock Exchange and one of the largest distributors of IT solutions across Asian countries
“Surveillance Network Project”	a project awarded by Customer E in relation to the provision of data networking services for an integrated resort operator in Cotai, Macau which is expected to be completed in September 2023
“Synergy CCL”	Synergy Computers & Communications Limited (智揚科技有限公司) (formerly known as Forever Top Technology Limited (智揚科技有限公司) and Synergy Computers & Communications Limited), a company incorporated in Hong Kong with limited liability on 30 October 1990 and an indirect wholly-owned subsidiary of our Company
“Synergy BVI”	Synergy (BVI) Holdings Limited, a company incorporated in the BVI with limited liability on 19 February 2021 and a direct wholly-owned subsidiary of our Company
“Tai Wah”	Tai Wah (BVI) Holdings Limited, a company incorporated in the BVI with limited liability on 16 February 2021 and wholly-owned by Mr. Chao and is our Controlling Shareholder
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the SFC as amended, supplemented or otherwise modified from time to time
“TMT”	telecommunications, media and technology

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“Track Record Period”	the period comprising the three financial years ended 31 December 2019, 2020 and 2021
“trading day”	a day on which trading of the Shares takes place on the Stock Exchange

[REDACTED]

“United States” or “U.S.”	the United States of America, its territories and possessions, and all areas subject to its jurisdiction
“%”	per cent

- *The terms “associate”, “close associate”, “connected person”, “connected transaction”, “controlling shareholder”, “core connected person”, “significant shareholder”, “subsidiary” and “substantial shareholder” have the meanings given to such terms under the Listing Rules, unless the context otherwise requires.*
- *This document contains explanations and definitions of certain terms used in connection with our Group’s business. The terms and their meanings used in this document may not correspond to standard industry meaning or usage of these terms. As there is no official industry classification, the classification of our products is determined based on our Directors’ knowledge and experience. Unless otherwise expressly stated or the context otherwise requires, all data in this document is as at the Latest Practicable Date.*
- *Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown in totals in certain tables may not be the arithmetic aggregation of the figures preceding them.*
- *If there is any inconsistency between this document and the Chinese translation of the document, this document shall prevail. If there is any inconsistency between the names of any of the entities mentioned in this document which are not in the English language and their English translations, the names in their respective original languages shall prevail.*