
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following expressions have the following meanings:

“associate”	has the same meaning as defined in the GEM Listing Rules
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of Shares to be made upon capitalisation of part of the share premium account of the Company referred to in the paragraph headed “Further information about the Company” in Appendix IV to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by Hongkong Clearing
“Companies Act”	the Companies Act 1981 of Bermuda
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	China Data Broadcasting Holdings Limited, an exempted company incorporated in Bermuda on 22nd September, 1999 with limited liability
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Genius”	Genius Co., Ltd. (天津天大天財股份有限公司), a company established in the PRC with limited liabilities, the class A shares of which are listed on the Shenzhen Stock Exchange
“Genius Group”	Genius and its subsidiaries
“Group”	the Company and its subsidiaries or any of them or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, the present subsidiaries of the Company, and in respect of the period before the establishment of Tiancai Network, the operating division of Genius which previously carried on the data broadcasting business now carried on by the Group
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hongkong Clearing”	Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	7th January, 2000, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information referred to in this prospectus
“Main Board”	the securities market operated by the Stock Exchange under the Rules Governing the Listing of Securities on the Stock Exchange

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“Management Shareholders”	Ultra Challenge, and Mr. Dong Jian Xin, Professor Li Min Qiang and Mr. Yao Xiao Dong (all being executive Directors) and Mr. Tang Bin, Mr. Wang Guangxin, Mr. Zhang Renli, Mr. Li Jiancheng, Ms. Yue Shishuang, Mr. Li Yongchao, Mr. Sun Lianwen, Mr. Ji Songqiao and Ms. Cai Zhipei (all being employees of the Group)
“Manager”	Oriental Patron
“Oriental Patron”	Oriental Patron Asia Limited
“Over-allotment Option”	the option to be granted by the Company to the Sponsor pursuant to the Placing Agreement to require the Company to allot and issue up to an aggregate of 4,500,000 additional Shares at the Placing Price solely to cover over-allocation in the Placing, if any
“Pacific Top”	Pacific Top Holding Limited, a company incorporated in the BVI and a fellow subsidiary of Oriental Patron
“Placing”	the conditional placing of 30,000,000 Placing Shares (subject to adjustment) at the Placing Price on and subject to the terms and conditions described in this prospectus as further described in the section headed “Placing Structure and Expenses” in this prospectus
“Placing Agreement”	the placing agreement dated 14th January, 2000 made between, among others, the Company, Ultra Challenge and Oriental Patron relating to the Placing
“Placing Price”	not less than \$1.18 per Share and not more than \$1.30 per Share, to be determined on or before 17th January, 2000 or such later date as may be agreed by Oriental Patron and the Company, but in any event no later than 1st February, 2000
“Placing Shares”	the 30,000,000 new Shares being conditionally placed by Oriental Patron on behalf of the Company under the Placing, together, where relevant, with any additional Shares issued pursuant to the exercise of the Over-allotment Option
“PRC”	the People’s Republic of China, which, for the purposes of this prospectus, excludes Hong Kong, Macau and Taiwan
“Professor Kou”	Professor Kou Jisong, the chairman of the Company and the chairman of Genius
“Remuneration Shares”	the 2,025,000 Shares to be issued to Pacific Top as part consideration for the services provided and to be provided by Oriental Patron as referred to in the Placing Agreement
“Reorganisation”	the reorganisation of the group of companies now comprising the Group completed on 11th January, 2000, which is more particularly described in the section headed “Corporate reorganisation” in Appendix IV to this prospectus

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“RMB”	Renminbi, the lawful currency of the PRC
“SDI Ordinance”	Securities (Disclosure of Interests) Ordinance (Chapter 396 of the Laws of Hong Kong)
“Share(s)”	share(s) of \$0.10 each in the share capital of the Company
“Shareholders”	the shareholders of the Company
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 11th January, 2000, the principal terms of which are summarised in the paragraph headed “Share Option Scheme” in Appendix IV to this prospectus
“Sponsor”	Oriental Patron
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tiancai Network”	Tianjin Tiancai Network Software Company Limited (天津天財網絡軟件有限公司), a Sino-foreign cooperative joint venture enterprise established in the PRC, owned as to 70% by Verified Solutions and as to 30% by Genius
“Track Record Period”	the period comprising the two years ended 31st December, 1998 and the six months ended 30th June, 1999
“TV network operators”	include TV broadcasters and operators of TV stations and networks in the PRC
“Ultra Challenge”	Ultra Challenge Limited, a company incorporated in the BVI with limited liability, the entire issued share capital of which is owned by HSBC International Trustee Limited on trust for the beneficiaries more particularly set out in the section headed “Substantial and Management Shareholders”, and which, on completion of the Placing and the Capitalisation Issue and assuming the Over-allotment Option is not exercised, will own approximately 57.3% of the enlarged issued share capital of the Company
“Verified Solutions”	Verified Solutions Group Limited, a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of the Company
“WTO”	World Trade Organisation
“US\$”	United States dollars, the lawful currency of the United States of America
“\$” or “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“%”	per cent.