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## DEFINITIONS

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*In this document, unless the context otherwise requires, the following words and expressions have the following meanings:*

“associate”	has the meaning ascribed thereto in the GEM Listing Rules
“BVI”	British Virgin Islands
“Capitalisation Issue”	the issue of Shares to be made upon the capitalisation of part of the share premium account of the Company referred to in paragraph headed “Changes in share capital of the Company” under the section headed “Further information about the Company” in Appendix V to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by Hongkong Clearing
“China Everbright”	China Everbright Capital Limited, an investment adviser registered under the Securities Ordinance (Chapter 333 of the laws of Hong Kong), the sponsor to the Placing
“Companies Law”	the Companies Law (2000 Revision) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Techwayson Holdings Limited, a company incorporated in the Cayman Islands on 1 September 2000 with limited liability
“connected persons”	has the meaning ascribed thereto in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Dr. Sze”	Dr. Sze Kwan, chairman of the Company
“First Relevant Lock-up Period”	a period of six months from the date on which dealings in the Shares commence on GEM
“Forward Looking Period”	the period commencing on the Latest Practicable Date and ending on 30 June 2003
“GDP”	gross domestic product
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Goldwiz”	Goldwiz Technology Limited, a limited liability company incorporated in the BVI on 31 March 2000 and 100 per cent. beneficially owned by Goldwiz Holdings. For the purpose of the GEM Listing Rules, it is one of the Initial Management Shareholders

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“Goldwiz Holdings”	Goldwiz Holdings Limited, a company incorporated in Bermuda with limited liability, the securities of which are listed on the Main Board. By virtue of its 100 per cent. ownership of Goldwiz which beneficially owns 17.66 per cent. shareholding of the Company, it is deemed as one of the Initial Management Shareholders for the purpose of the GEM Listing Rules
“Group”	the Company and its subsidiaries or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries of the Company
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hongkong Clearing”	Hong Kong Securities Clearing Company Limited
“IDC”	International Data Corporation, a leading provider of IT data, industry analysis and strategic and technical guidance to builders, providers and users of IT. IDC is owned by International Data Group based in the U.S.
“IEC”	The International Electrotechnical Commission, a world organisation that prepares and publishes international standards for all electrical, electronic and related technologies
“Intellution”	Intellution Corporation Limited, an independent third party and a major international developer of control software applications for automation and control systems
“Initial Management Shareholders”	Goldwiz, Goldwiz Holdings, Otto Link, Dr. Sze and Mr. Tung, being the initial management shareholders of the Company for the purposes of the GEM Listing Rules
“JS Cresvale”	JS Cresvale International Limited, an investment adviser and dealer registered under the Securities Ordinance and the lead manager and bookrunner of the Placing
“Latest Practicable Date”	23 January 2001, being the latest practicable date for ascertaining certain information in this prospectus prior to its publication
“Listing Date”	the date on which the Shares commence trading on the GEM
“Lloyd’s Register of Shipping”	a leading international ship classification society and an independent technical inspection and advisory organisation which carries out inspection and certification of all types of fixed and mobile structures and provides a wide range of services for land-based industry including safety technology and environmental and quality assurance.
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of the GEM (excluding the option market) and which stock market continues to be operated in parallel with the GEM

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“Mr. K. F. Siu”	Mr. Siu Kwok Fai, who, apart from his equity interest in the Company, is independent from the Company and not an associate of any of the chief executive, directors, management shareholders and substantial shareholders of the Company
“Mr. T. Siu”	Mr. Siu Ting, who, for the purpose of the GEM Listing Rules, is a significant and substantial shareholder. He is also a substantial shareholder of Goldwiz Holdings holding approximately 13.79 per cent. equity interest in Goldwiz Holdings
“Mr. Tung”	Mr. Tung Fai, who is a Director and is deemed to be an Initial Management Shareholder for the purpose of the GEM Listing Rules
“Offer Price”	the final Hong Kong dollar price per Placing Share (exclusive of brokerage and Stock Exchange transaction levy) at which Placing Shares are to be sold under the Placing, to be determined as described in the section headed “Structure of the Placing”
“Otto Link”	Otto Link Technology Limited, a company incorporated in the BVI on 17 March 2000 and beneficially owned as to 80 per cent. by Dr. Sze who is the chairman of the Company and as to the remaining 20 per cent. by Mr. Tung who is a director of the Company. For the purpose of the GEM Listing Rules, it is one of the Initial Management Shareholders
“Over-allotment Option”	the option granted by the Company to the Underwriters exercisable by JS Cresvale on behalf of the Underwriters to require the Company to allot and issue at the Offer Price up to an aggregate of 10,500,000 additional new Shares representing 15 per cent. of the number of Shares initially being offered under the Placing at the Offer Price, solely to cover over-allocations under the Placing
“Placing”	the conditional placing by the Underwriters of the Placing Shares at the Offer Price with professional and institutional investors and other investors as described in the section headed “Structure of the Placing”
“Placing Shares”	the 70,000,000 new Shares being offered by the Company at the Offer Price under the Placing together, where relevant, with any additional Shares to be issued pursuant to the exercise of the Over-allotment Option, as described in the section headed “Structure of the Placing” in this prospectus
“PRC” or “China”	the People’s Republic of China which, for the purposes of this prospectus and for geographical reference only (unless otherwise stated), does not include Hong Kong, Macau and Taiwan
“PRC government”	the central government of the PRC, including provincial, municipal, county and other regional or local government entities and political sub-divisions thereof
“Regulation S”	Regulation S under the US Securities Act

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“Relevant Securities”	has the meaning ascribed thereto in Rule 13.15 of the GEM Listing Rules
“Reorganisation”	the reorganisation of the Group as described in the paragraph headed “Corporate Reorganisation” under the section headed “Further information about the Company and its subsidiaries” in Appendix V to this prospectus
“SDI Ordinance”	Securities (Disclosure of Interests) Ordinance (Chapter 396 of the Laws of Hong Kong)
“Second Relevant Lock-up Period”	a period of six months commencing from the expiry of the First Relevant Lock-up Period
“Securities Ordinance”	Securities Ordinance (Chapter 333 of the Laws of Hong Kong)
“SFC”	Securities and Futures Commission of Hong Kong
“Share(s)”	share(s) of \$0.10 each in the share capital of the Company
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 22 January 2001, the principal terms of which are summarised in the paragraph headed “Share Option Scheme” in Appendix V to this prospectus
“Significant Shareholder”	Mr. T. Siu, being the significant shareholder of the Company for the purpose of the GEM Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Streetwise”	Streetwise Investments Limited, a limited liability company incorporated in the BVI on 20 April 2000 and 100 per cent. beneficially owned by Ms. Wong Mei Fong, Peggy who, apart from her indirect equity interest in the Company, is independent from the Company and not an associate of any of the chief executive, directors, management shareholders and substantial shareholders of the Company.
“substantial shareholder”	has the meaning as ascribed in the GEM Listing Rules
“Techwayson Industrial”	Techwayson Industrial Ltd. (德維森實業(深圳)有限公司), a wholly-foreign owned enterprise established with limited liability in the PRC and a wholly-owned subsidiary of the Company
“Underwriters”	JS Cresvale, Celestial Capital Limited, DBS Asia Capital Limited, Kim Eng Securities (Hong Kong) Limited, MasterLink Securities (H.K.) Corp. Ltd., Tai Fook Securities Company Limited and Worldsec Corporate Finance Limited

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“Underwriting Agreement”	the conditional underwriting agreement relating to the Placing dated 30 January 2001 entered into between the Company, the executive Directors, the Initial Management Shareholders, the Significant Shareholder, JS Cresvale (in its capacity as lead manager and bookrunner of the Placing and for and on behalf of the Underwriters) and China Everbright, as described under the section headed “Underwriting”
“United States” or “US”	the United States of America
“US Securities Act”	the United States Securities Act of 1933 (as amended)
“Usualink”	Usualink Development Limited, a company incorporated in the BVI
“WTO”	The World Trade Organisation
“HK\$” or “\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States
“sq. ft.”	square feet
“sq.m.”	square metres
“%”	per cent.

*For the purpose of this prospectus, unless otherwise indicated, Hong Kong dollar amounts have been translated using the following rates:*

<i>RMB1</i>	<i>:</i>	<i>HK\$0.94</i>
<i>US\$1</i>	<i>:</i>	<i>HK\$7.80</i>

*Such exchange rates have been used, where applicable, for purposes of illustration only and do not constitute a representation that any amounts have been, could have been or may be exchanged, at these or any other rates.*

*Note:* The English name of a company established in the PRC appearing herein is only an English translation of its official Chinese name.