

DEFINITIONS

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

“Amoisonic”	Xiamen Amoisonic Electronics Co., Ltd. (廈門廈新電子股份有限公司), a company established in the PRC which is listed on the Shanghai Stock Exchange# (上海證券交易所) and a third party independent of the Company and its associates. It is a customer of the Group and is principally engaged in the manufacture and sale of digital video, audio and consumer telecommunication products
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“BVI”	the 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 the paragraph headed “Changes in share capital of the Company” under the section headed “Further information about the Company” in Appendix VI to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by Hongkong Clearing
“Companies Law”	the Companies Law (2000 Revision) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (as amended)
“Company”	Sinotronics Holdings Limited, a company incorporated in the Cayman Islands with limited liability on 29th September, 2000 under the Companies Law
“Controlling Shareholder”, “Initial Management Shareholder” or “Mr. Lin”	Mr. Lin Wan Qaing, the chairman of the Group and the controlling shareholder and an initial management shareholder of the Company having the meaning ascribed to it under Rule 1.01 of the GEM Listing Rules and as described under the section headed “Substantial shareholder, Initial Management Shareholder and Significant Shareholders” in this prospectus
“DTCFL” or “Sponsor”	Deloitte & Touche Corporate Finance Limited, an investment adviser and securities dealer registered under the Securities Ordinance and the sponsor of the Placing
“Director(s)”	the director(s) of the Company

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“East Sign”	East Sign Limited, a company incorporated in Hong Kong with limited liability and an investment holding company wholly owned by Mr. Lin
“Electronic Research Institute”	The Electronic Research Institute of Fujian Province [#] (福建省電子技術研究所), a national research institute established by the government of Fujian Province, the PRC and a third party independent of the Company and its associates
“Forward Looking Period”	the period commencing on the Latest Practicable Date and ending on 30th June, 2003
“Furi Electronics”	Fujian Furi Electronics Co., Ltd. (福建福日電子股份有限公司), a joint stock company established in the PRC which is listed on the Shanghai Stock Exchange [#] (上海證券交易所) and a third party independent of the Company. It owned 10 per cent. shareholding interests of Fuqiang and was 72.7 per cent. owned by Furi Group as at the Latest Practicable Date and is principally engaged in the manufacture and sale of televisions, computers and computer accessories, telecommunication products and electronic components
“Furi Group”	Fujian Furi Group Company (福建福日集團公司), a state-owned enterprise established in the PRC which, as at the Latest Practicable Date, owned 72.7 per cent. of Furi Electronics and a third party independent of the Company
“Fuqiang”	Fujian Fuqiang Delicate Circuit Plate Co., Ltd. (福建福強精密印制綫路板有限公司), a sino-foreign joint venture established in the PRC on 20th March, 1996 in which 90 per cent. interest is indirectly held by the Company through Superford and the remaining 10 per cent. interest by Furi Electronics
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Committee”	the listing committee of the Stock Exchange with responsibility for GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange
“GEM Website”	http://www.hkgem.com , being the internet website operated by the Stock Exchange for the purposes of GEM
“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 or their respective businesses, the present subsidiaries of the Company or some or any of them

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“Guotai Junan”	Guotai Junan Securities (Hong Kong) Limited, an investment adviser and securities dealer registered under the Securities Ordinance and one of the Joint Lead Managers
“Hongkong Clearing”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong GAAP”	generally accepted accounting principles in Hong Kong
“Issue Price”	HK\$0.90 per Placing Share (subject to adjustment and exclusive of brokerage and Stock Exchange transaction levy) at which the Shares are to be subscribed and issued pursuant to the Placing
“Joint Lead Managers”	Guotai Junan and JS Cresvale, the joint lead managers of the Placing
“JS Cresvale” or “Co-Sponsor”	JS Cresvale International Limited, an investment adviser and securities dealer registered under the Securities Ordinance, the co-sponsor of the Placing and one of the Joint Lead Managers
“Latest Practicable Date”	30th April, 2001, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Listing Date”	the date on which the Shares commence trading on GEM
“Minxiang”	Fujian Minxiang Electronics Factory* (福建閩鄉電子廠), a state-owned enterprise established in the PRC and a third party independent of the Company and its associates, which is principally engaged in the manufacture of television broadcasting equipment, computers and electronics parts and components
“Newland”	Fujian Newland Computer Co., Ltd. (福建新大陸電腦股份有限公司), a joint stock company established in the PRC which is listed on the Shenzhen Stock Exchange* (深圳證券交易所) and a third party independent of the Company and its associates. It is a customer of the Group and is principally engaged in the manufacture, sale and leasing of computer and computer accessories, computer technology consulting services, information technology, and automated highway system design, testing and implementation
“Over-allotment Option”	the option granted by the Company to the Underwriters exercisable by Guotai Junan, on behalf of the Underwriters under the Underwriting Agreement, pursuant to which the Company may be required to issue and allot up to an aggregate of 10,125,000 additional Shares, representing 15 per cent. of the Shares initially available under the Placing, at the Issue Price to cover over-allocations in the Placing

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“Overseas Chinese Electronics”	Xiamen Overseas Chinese Electronics Co., Ltd. (廈門華僑電子企業有限公司), a company established in the PRC and a third party independent of the Company and its associates. It is a customer of the Group and is principally engaged in the manufacture and sale of consumer electronic products
“Placing”	the conditional placing of the Placing Shares as described under the section headed “Structure of the Placing” in this prospectus
“Placing Shares”	the 67,500,000 new Shares initially being offered under the Placing 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, excludes Hong Kong, Macau and Taiwan
“PRC GAAP”	general accepted accounting principles in the PRC
“Qiangwang”	Fujian Fuqing Qiangwang Fishery Product Development Corporation [#] (福建福清強旺水產開發公司), an enterprise established in PRC and beneficially wholly owned by Mr. Lin under an arrangement entered into between Mr. Lin and Fuqing City Suburban Enterprise Bureau [#] (福清市鄉鎮企業局), whereby it was registered as a collective enterprise [#] (集體所有制企業). It is principally engaged in cultivating, wholeselling and retailing of freshwater eels and freshwater fishes
“Reorganisation”	the corporate reorganisation of the Group in preparation for the Placing, details of which are set out in the paragraph headed “Corporate Reorganisation” under the section headed “Further information about the Company” in Appendix VI in this prospectus
“SAST”	Shenzhen SAST Electronics Co., Ltd. (深圳先科電子股份有限公司), a company established in the PRC and a third party independent of the Company and its associates. It is a customer of the Group and is principally engaged in the manufacture and sale of audio and video products
“SDI Ordinance”	the Securities (Disclosure of Interests) Ordinance (Chapter 396 of the Laws of Hong Kong)
“Securities Ordinance”	the Securities Ordinance (Chapter 333 of the Laws of Hong Kong (as amended))

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“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Share Option Scheme”	the share option scheme conditionally adopted by the sole shareholder of the Company on 8th May, 2001, the principal terms of which are set out in the paragraph headed “Share Option Scheme” under the section headed “Further information about Directors, senior management and staff” in Appendix VI to this prospectus
“Shinco”	Jiangsu Shinco Electronics Group Co. (江蘇新科電子集團公司), a company established in the PRC and a third party independent of the Company and its associates. It is a customer of the Group and is principally engaged in the manufacture and sale of home audio and video products
“Significant Shareholders”	Ms. Kwok Kin Kwok and Ms. Pok Lo Ha, the significant shareholders of the Company having the meaning ascribed to it under Rule 1.01 of the GEM Listing Rules and as described under the section headed “Substantial shareholder, Initial Management Shareholder and Significant Shareholders” in this prospectus
“Sponsors”	DTCFL and JS Cresvale
“Start Network”	Fujian Start Network Technology Co., Ltd. (福建實達網絡科技有限公司), a company established in the PRC and a subsidiary of Fujian Start Computer Group Co. Ltd. (福建實達電腦集團股份有限公司) which is listed on the Shanghai Stock Exchange* (上海證券交易所). It is a third party independent of the Company and its associates and a customer of the Group principally engaged in the development, manufacture and sale of internet connection devices, internet merging devices, training and consultation of web-publishing and system integration service
“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“subsidiary”	a subsidiary company as defined in section 2 of the Companies Ordinance
“Superford”	Superford Holding Limited, an investment holding company incorporated in the British Virgin Islands on 5th January, 2000 and a wholly-owned subsidiary of the Company
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended from time to time
“Underwriters”	Guotai Junan, JS Cresvale, DBS Asia Capital Limited, DTCFL, Kingsway SW Securities Limited and Shenyin Wanguo Capital (H.K.) Limited

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“Underwriting Agreement”	the conditional underwriting and placing agreement relating to the Placing entered into on 11th May, 2001 between, amongst other, the Company, the Directors, the Initial Management Shareholder, the Sponsors and the Underwriters, as described in the section headed “Underwriting” in this prospectus
“United States” or “US”	the United States of America
“WTO”	World Trade Organisation
“\$” or “HK\$” or “Hong Kong dollars” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“Euros”	the lawful currency of the participants in the European Monetary Union of the European Union
“RMB”	Renminbi, the lawful currency of the PRC
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States
“%” or “per cent.”	percentage
“mm”	millimetres

Unless otherwise specified in this prospectus, amounts denominated in foreign currencies (other than those relating to the financial information of the Group which are translated at the rates as at the relevant dates in question) have been translated, for the purpose of illustration only, into Hong Kong dollars using the following rate:

US\$1 = HK\$7.80

HK\$1 = RMB1.06

No representation is made that any amount in US\$, RMB, HK\$ or Euros could have been or could be converted at the above rate or at any other rates or at all.

** denotes the English translation of the name of the enterprise/governmental department/institution which is for identification purposes only*