
DEFINITIONS

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

“Capitalisation Issue”	the issue of Shares to be made upon the capitalisation of certain sums standing to the credit of the share premium account of the Company as referred to in the paragraph headed “Written resolutions of all the shareholders of the Company passed on 7th December, 2001” in Appendix IV to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by Hongkong Clearing
“CBIT”	CBIT Corporation Limited, a company incorporated in Hong Kong on 19th April 2000 with limited liability and a wholly owned subsidiary of the Company
“COL”	Campus Online Limited, a company incorporated in Hong Kong on 17th November, 1999 with limited liability and a 90% owned subsidiary of the Company
“Campus Online Shanghai”	校園在綫信息技術(上海)有限公司(Campus Online (Shanghai) Limited), a wholly foreign owned enterprise established in the PRC on 27th November, 2000 and a subsidiary of the Company
“Codebank Beijing”	數碼庫(北京)科技有限公司(Codebank (Beijing) Technology Limited), a wholly foreign owned enterprise established in the PRC on 9th March, 2001 and a subsidiary of the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Codebank Limited, a company incorporated in Hong Kong with limited liability on 23rd July, 1999
“Deloitte” or “Sponsor”	Deloitte & Touche Corporate Finance Ltd, an investment adviser and a dealer registered under the Securities Ordinance (Chapter 333 of the Laws of Hong Kong), a GEM approved sponsor and the sponsor of the Placing
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“GEM Listing Committee”	the listing sub-committee of the board of the Stock Exchange with responsibility for GEM
“GEM Website”	the website operated by GEM under the domain name of www.hkgem.com
“Group”	the Company and its subsidiaries or, where the content so requires, in respect of the period before the Company became the holding company of its present subsidiaries, such subsidiaries
“Greater China”	the PRC, Hong Kong and Taiwan
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hongkong Clearing”	Hong Kong Securities Clearing Company Limited

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“Independent Third Party(ies)”	independent third party or parties not connected with any of the Directors, chief executive, any of the management shareholders and substantial shareholders of the Company or its subsidiaries or any of their respective associates
“Initial Management Shareholders”	the initial management shareholders of the Company, being collectively Super Code Limited, Mr. Yu Hang Chung, Herman, Mr. Cheng Yu Hong, Mr. Ng Wing Hong, Mr. Kam Chun Ying, Francis, Mr. Suen Kwok Kin, Digikap Asia Limited, HyComm, Cyber Campus Networks Limited and Ms. Lam Ching Shan as described in the section headed “Substantial, significant, initial management and other shareholders” in this prospectus
“Offer Price”	the price of HK\$0.50 per Placing Share
“Kingston” or “Lead Manager”	Kingston Securities Limited, a dealer registered under the Securities Ordinance (Chapter 333 of the Laws of Hong Kong), the lead manager and bookrunner to the Placing
“Latest Practicable Date”	11th December, 2001, being the latest practicable date for the purpose of ascertaining certain information contained herein prior to the printing of this prospectus
“Listing Date”	the date on which trading of the Shares commence on GEM
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“MAP”	MAP Technologies Limited, a company incorporated in Hong Kong on 3rd May, 2000 and a subsidiary of the Company
“New Issue”	the issue of the New Shares pursuant to the Placing
“New Shares”	the 105,240,000 new Shares to be issued at the Offer Price under the Placing and where relevant, any additional Shares to be issued pursuant to the Over-allotment Option
“Openday.com”	the education hub launched by the Group at www.openday.com
“Over-allotment Option”	the option granted by the Company to the Lead Manager under the Underwriting Agreement pursuant to which the Company may be required to allot and issue, at the Offer Price, up to an aggregate of 22,500,000 additional new Shares, representing 15% of the number of the Placing Shares being offered under the Placing to cover over-allocations under the Placing
“Placing”	the conditional placing of the Placing Shares as further described in the paragraph headed “The Placing” in the section headed “Structure of the Placing” in this prospectus
“Placing Shares”	the New Shares and the Sale Shares

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“PRC”	the People’s Republic of China which, for the purposes of this prospectus, excludes Hong Kong, Taiwan and the Macau Special Administrative Region of the PRC
“Pre-IPO Share Option Plan”	the share option plan approved and adopted by the Company on 7th December, 2001, the principal terms of which are summarised in the paragraph headed “Share Options” in Appendix IV to this prospectus
“Relevant Securities”	has the meaning ascribed to such expression under Rule 13.15(4) of the GEM Listing Rules
“Reorganisation”	the reorganisation of the companies now comprising the Group, details of which are set out in the paragraph headed “Corporate reorganisation” in Appendix IV to this prospectus
“Sale Shares”	the 44,760,000 Shares being offered for sale by the Vendor at the Offer Price under the Placing
“SDI Ordinance”	the Securities (Disclosure of Interests) Ordinance (Chapter 396 of the Laws of Hong Kong)
“SFC”	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 Company on 7th December, 2001, the principal terms of which are summarised in the paragraph headed “Share Options” in Appendix IV to this prospectus
“Stock Borrowing Agreement”	the stock borrowing agreement dated 17th December, 2001 and entered into between the Vendor and the Lead Manager
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Underwriters”	the Lead Manager, GC Capital (Asia) Limited, Deloitte & Touche Corporate Finance Ltd, Prudence Securities Company Limited, Hantec Securities Company Limited, Core Pacific-Yamaichi International (H.K.) Limited, Sun Hung Kai International Limited and SBI E2-Capital Securities Limited
“Underwriting Agreement”	the placing and underwriting agreement dated 17th December, 2001 entered into between the Company, the executive Directors, the Initial Management Shareholders, Mr. Ng Hoi Kam, Mr. Li Chun Wan, the Vendor, the Sponsor, the Lead Manager and the Underwriters relating to the Placing, brief particulars of which are summarised in the section headed “Underwriting” to this prospectus
“Vendor”	Super Code Limited, a company incorporated in the British Virgin Islands
“US”	the United States of America
“WTO”	World Trade Organisation

DEFINITIONS

“HK\$” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“US dollars” or “US\$”	United States dollars, the lawful currency of the US
“%”	per cent.
“sq.ft.”	square feet
“sq.m.”	square metre(s)

Notes:

1. Unless otherwise specified in this prospectus:
 - (a) references in this prospectus to “subsidiary” and “holding company” have the meanings ascribed to them in section 2 of the Companies Ordinance;
 - (b) references in this prospectus to “associated company” have the same meaning as in the Hong Kong Statement of Standard Accounting Practice Statement No. 10; and
 - (c) references in this prospectus to time and dates are to Hong Kong time and dates.
2. Unless otherwise specified in this prospectus, amounts denominated in RMB (other than those relating to the financials 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 at the rate of HK\$1=RMB1.07. No representation is made that any amounts in Renminbi or Hong Kong dollars could have been or could be converted at the above rates or at any other rates or at all.