
DEFINITIONS

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

“Abacus”	AbacusChina Inc., a company incorporated in the Cayman Islands under the Companies Law on 4 February 2000 with limited liability and an Independent Third Party
“Articles”	the articles of association of the Company adopted by resolutions of its Shareholders on 8 September 2007 and amended on 8 October 2007, and as amended from time to time, a summary of which is set out in the section headed “Summary of the Constitution of the Company and the Cayman Islands Companies Law” in Appendix V to this prospectus
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“BTR”	Bureau of Telecommunications Regulation in Macau which succeeds all functions of GDTTI since May 2006
“Business Day”	a day (other than a Saturday or Sunday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of shares to be made upon capitalisation of certain retain profits of the Company referred to in the paragraph headed “Written resolutions of the then sole Shareholder passed on 8 September 2007, 21 September 2007 and 8 October 2007” in Appendix VI to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCM World”	CCM World Group (客戶世界機構), a company incorporated in 2002 which focuses on research and development of customer care management and an Independent Third Party, further details of which including but not limited to its business and background information can be found in the sub-section headed “About CCM World” in the section headed “Industry Overview and Regulatory Overview” of this prospectus
“CCW”	China Computer World Research Company Limited (北京時代計世資訊有限公司), a company incorporated in the PRC, the publisher of CCW Report and an Independent Third Party, further details of which including but not limited to its business and background information can be found in the sub-section headed “About CCW” in the section headed “Industry Overview and Regulatory Overview” of this prospectus
“CCW Report”	the report titled “2006-2007 Research Report on China Call Centre Service Development Trend” published by CCW in March 2007

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“CEIC”	CEIC Data Company Ltd, a company incorporated on 29 June 1993 in Hong Kong with limited liability and an Independent Third Party, further details of which including but not limited to its business and background information can be found in the sub-section headed “About CEIC” in the section headed “Industry Overview and Regulatory Overview” of this prospectus
“China” or “PRC”	the People’s Republic of China, but for the purposes of this prospectus and unless otherwise indicated, excludes Hong Kong, Macau and Taiwan
“China Elite”	廣州盛華信息有限公司 (China Elite Info. Co. Limited), a company incorporated in the PRC on 18 July 2000 under the laws of the PRC with limited liability, engaged in the provision of CRM services to PRC and overseas customers of the Group and an indirect wholly-owned subsidiary of the Company
“China Elite Guangzhou Branch Company”	廣州盛華信息有限公司廣州分公司 (China Elite Info. Co. Limited Guangzhou Branch Company), a branch company of China Elite established on 7 September 2006 under the laws of the PRC, the details of which are set out in the section headed “History and Development and Statement of Active Business Pursuits” of this prospectus
“China Elite Sanshui Branch Company”	廣州盛華信息有限公司三水分公司 (China Elite Info. Co. Limited Sanshui Branch Company), a branch company of China Elite established on 10 April 2006 under the laws of the PRC, the details of which are set out in the section headed “History and Development and Statement of Active Business Pursuits” of this prospectus
“China-HK Telecom”	China-Hong Kong Telecom Ltd. (中港通電訊有限公司), a company incorporated on 5 September 2001 in Hong Kong under the Companies Ordinance with limited liability, which is mainly engaged in the business of provision of one card multiple number services and is indirectly owned as to 50% and 50% by each of Mr. Li Kin Shing and Ms. Kwok King Wa respectively, both of them are executive Directors
“China Unicom”	China Unicom Limited (中國聯通股份有限公司), a company incorporated on 9 February 2000 in Hong Kong with limited liability, the shares of which are listed on the Main Board and the New York Stock Exchange, being a telecommunications service provider, an Independent Third Party
“China Unicom Corp”	China Unicom Telecommunications Corporation (中國聯合通信有限公司), a company incorporated on 31 December 2001 in the PRC with limited liability, being a telecommunications service provider and an ultimate controlling shareholder of China Unicom, an Independent Third Party
“China Unicom Guangdong”	China Unicom Limited — Guangdong Branch, a branch company of China Unicom established in the PRC, one of the Group’s customers and an Independent Third Party

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“Company”	International Elite Ltd. (精英國際有限公司), a company incorporated in the Cayman Islands on 18 September 2000 under the Companies Law with limited liability
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company Law”	the Company Law of the PRC (Third Revision) (《中華人民共和國公司法》(第三次修正)), as adopted by the Standing Committee of the Tenth NPC on 27 October 2005 and effective as of 1 January 2006, as amended, supplemented or otherwise modified from time to time
“Connected Person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules, being Ever Prosper, Mr. Li Kin Shing and Ms. Kwok King Wa
“CRM”	customer relationship management, the process of providing services to customers using the communication and computer networks. CRM service is also known as call centre service or customer care centre service in the PRC
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Daiwa Securities SMBC”, “Bookrunner” “Global Coordinator”, “Lead Manager” or “Sponsor”	Daiwa Securities SMBC Hong Kong Limited, a corporation licensed under the SFO for carrying out type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities
“Directel HK”	Directel Communications Limited (直通電訊有限公司), a company incorporated in Hong Kong on 20 April 1995 with limited liability and is indirectly owned as to 50% and 50% by each of Mr. Li Kin Shing and Ms. Kwok King Wa respectively, both of them are executive Directors. Directel HK is an indirect wholly-owned subsidiary of Elitel
“Director(s)”	the director(s) of the Company
“Eritel”	Eritel Limited (盛華電訊有限公司), a company incorporated on 30 August 2001 in the Cayman Islands under the Companies Law with limited liability and is owned as to 50% and 50% by each of Mr. Li Kin Shing and Ms. Kwok King Wa respectively, both of them are executive Directors
“Eritel Group”	the group comprising Eritel and four wholly-owned subsidiaries namely China - HK Telecom, Directel HK, Sunward Cayman and Sunward HK
“Ever Prosper”	Ever Prosper International Limited, a company incorporated on 29 November 1994 under the laws of the BVI with limited liability and is owned by Mr. Li Kin Shing, Ms. Kwok King Wa and Ms. Li Yin as to 50%, 46.5% and 3.5% respectively

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“Fulfillment Services”	the implementation of telesales order by performing credit check on the subscriber, preparing the service agreement between the telecommunications service provider and the subscriber in addition to other documents, explaining the terms of the service agreement to the subscriber before signing and providing the SIM card to the subscriber
“GDTTI”	Office for the Development of Telecommunications and Information Technology in Macau
“GDZIL”	Guangdong Zhitong Investment Ltd. (廣東直通投資有限公司), a company incorporated in the PRC on 12 February 1999 with limited liability. During the period from 1 January 2005 to the Latest Practicable Date, Mr. Li Wang (a brother of Mr. Li Kin Shing) and Mr. Kwok King Tin (a brother of Ms. Kwok King Wa) were the registered shareholders holding 57.75% and 42.25% shareholding interests in GDZIL respectively. According to the declarations of trust dated 15 August 2005 and signed between 1) Ms. Zheng Hui, an Independent Third Party, and Mr. Li Wang; and 2) Mr. Yan Guangsong, an Independent Third Party, and Mr. Kwok King Tin, each of Mr. Li Wang and Mr. Kwok King Tin holds the 57.75% and 42.25% shareholding interests in GDZIL on trust for and on behalf of Ms. Zheng Hui and Mr. Yan Guangsong respectively from 15 August 2005 to 14 August 2010. Therefore, Ms. Zheng Hui and Mr. Yan Guangsong are the ultimate beneficial owners of GDZIL. Mr. Li Wang was the sole executive director of GDZIL during the period from 1 January 2005 to the Latest Practicable Date. GDZIL is an investment holding company which owns 90% shareholding interest in Guangdong Zhitong. Save for the fact that 1) GDZIL and its subsidiaries have certain transactions with the Group as disclosed in note 23 of the Accountants’ Report annexed as Appendix I to this prospectus; and 2) Mr. Li Kin Shing, a Controlling Shareholder and an executive Director, leases a property located in the PRC to Guangdong Zhitong as its office, GDZIL does not have any other relationship with the Group. GDZIL is an Independent Third Party
“Guangdong Zhitong”	Guangdong Zhitong Telecommunications Service Company Limited (廣東直通電訊服務有限公司), a company incorporated in the PRC on 19 January 1999 with limited liability. Guangdong Zhitong is engaged in the provision of CRM outsourcing services in the PRC. During the period from January 2005 to April 2007, Guangdong Zhitong was respectively owned as to 90% and 10% by GDZIL and Ms. Li Yin. In order to avoid holding any minority competing interest, Ms. Li Yin disposed of her 10% shareholding interest in Guangdong Zhitong to Ms. Zheng Hui, an Independent Third Party, in April 2007. Accordingly, since April 2007, Guangdong Zhitong has been owned as to 90% and 10% by GDZIL and Ms. Zheng Hui respectively. Mr. Li Wang (a brother of Mr. Li Kin Shing) was the sole executive director of Guangdong Zhitong during the period from 1 January 2005 to the Latest Practicable Date. Upon the disposal by Ms. Li Yin in April 2007, save for the fact that 1) Guangdong Zhitong, its

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holding company and fellow subsidiaries have certain transactions with the Group as disclosed in note 23 of the Accountants' Report annexed as Appendix I to this prospectus; and 2) Mr. Li Kin Shing, a Controlling Shareholder and an executive Director, leases a property located in the PRC to Guangdong Zhitong as its office, Guangdong Zhitong does not have any other relationship with the Group. Guangdong Zhitong is an Independent Third Party

“Guangzhou Zhitong”

Guangzhou Zhitong Telecommunications Limited (廣州直通電訊有限公司), a company incorporated on 11 April 2003 in the PRC with limited liability and was ultimately owned as to 50% by Mr. Li Kin Shing and Ms. Kwok King Wa respectively during the period from January 2005 to April 2007. In April 2007, Mr. Li Kin Shing and Ms. Kwok King Wa disposed of their entire interests in Guangzhou Zhitong to Ms. Zheng Hui, an Independent Third Party. Accordingly, since April 2007, Guangzhou Zhitong has been ultimately and wholly owned by Ms. Zheng Hui. During the period from January 2005 to June 2007, Mr. Li Kin Shing, Ms. Kwok King Wa and Ms. Li Yin were the directors of Guangzhou Zhitong and all of them have resigned in June 2007 when Ms. Zheng Hui, Mr. Leung Guojian and Mr. Yan Guangsong, all of them are Independent Third Parties, were appointed as the directors of Guangzhou Zhitong. Guangzhou Zhitong is principally engaged in acting as an agent for selling service plans for telecommunications service providers in the PRC. Ms. Zheng Hui, a director of Guangzhou Zhitong, is the common ultimate beneficial/controlling shareholder of GDZIL and Guangzhou Zhitong. Save for the fact that Guangzhou Zhitong has certain transactions with the Group as disclosed in note 23 of the Accountants' Report annexed as Appendix I to this prospectus, Guangzhou Zhitong does not have any other relationship with the Group. Guangzhou Zhitong is an Independent Third Party

“GEM”

the Growth Enterprise Market operated by the Stock Exchange

“GEM Listing Committee”

the listing committee of the board of directors of the Stock Exchange with responsibility for GEM

“GEM Listing Rules”

the Rules Governing the Listing of Securities on GEM

“GEM website”

<http://www.hkgem.com>, being the Internet website operated by the Stock Exchange for GEM

“Group”

the Company and its subsidiaries, or where the context so requires in respect of the period prior to the Company becoming the holding company of its present subsidiaries, such subsidiaries for the time being

“HKSCC”

Hong Kong Securities Clearing Company Limited

“Honest Gain”

Honest Gain Investments Limited, an investment holding company incorporated on 5 January 1995 under the laws of the BVI with limited liability and is wholly owned by Mr. Li Yi Sheng, an Independent Third Party

DEFINITIONS

“Hong Kong” or “HK” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC
“HK\$” or “HK Dollars” and cents	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HTIL”	Hutchison Telecommunications International Limited, a company incorporated in the Cayman Islands on 17 March 2004 with limited liability which is engaged in the business of providing mobile and fixed-line telecommunications services, the shares of which are listed on the Main Board and the New York Stock Exchange, an Independent Third Party
“Hutchison Global”	Hutchison Global Communications Limited, a telecommunications service provider company incorporated on 22 October 1992 in Hong Kong under the Companies Ordinance with limited liability, a wholly-owned subsidiary of HTIL, one of the Group’s customers and an Independent Third Party
“Hutchison Macau”	Hutchison Telephone (Macau) Company Limited, a telecommunications service provider company incorporated in Macau in 2000 under the laws of Macau with limited liability, a non wholly-owned subsidiary of HTIL, one of the Group’s customers and an Independent Third Party
“Hutchison Telecommunications”	Hutchison Telecommunications (Hong Kong) Limited, a company incorporated in Hong Kong on 1 August 1995 under the Companies Ordinance with limited liability and a wholly-owned subsidiary of HTIL, one of the Group’s customers and an Independent Third Party
“Independent Third Party(ies)”	a person(s) or entity(ies) who/which is/are independent of and not connected with any Directors, chief executive, Initial Management Shareholders, significant shareholders or substantial shareholders (both as defined in the GEM Listing Rules) of the Company or any of its subsidiaries and their respective associates
“Initial Management Shareholder(s)”	the initial management shareholder(s) (as defined in the GEM Listing Rules) of the Company, being Ever Prosper, Mr. Li Kin Shing, Ms. Kwok King Wa and Ms. Li Yin, more details of which are set out in the section headed “Substantial Shareholders, Significant Shareholders and Initial Management Shareholders” of this prospectus
“International Elite (Macau)”	International Elite Ltd. — Macao Commercial Offshore (精英國際有限公司-澳門離岸商業服務), a company incorporated in Macau on 7 December 2002 under the laws of Macau as a private company and a wholly owned subsidiary of the Company
“Keithick”	Keithick Profits Limited (克斯克益利有限公司), a company incorporated on 25 May 1993 under the laws of the BVI with limited liability and a wholly owned subsidiary of the Company
“Latest Practicable Date”	8 October 2007, being the latest practicable date for ascertaining certain information contained in this prospectus prior to the printing of this prospectus
“Listing”	the listing of Shares on GEM

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“Listing Date”	the date on which the trading of the Shares on GEM commences, which is expected to be 16 October 2007
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the securities market operated by the Stock Exchange under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (excluding the options market) other than GEM, which stock market continues to be operated in parallel with GEM
“MOP”	Macau Patacas, the lawful currency of Macau
“NPC”	the National People’s Congress (全國人民代表大會), the national legislative body in the PRC
“Offshore Activities”	offshore activities as defined under relevant law of Macau which refer to any economic activities dedicated to foreign markets, to be pursued exclusively with non-residents and by means of transactions in currencies other than MOP
“Over-allotment Option”	the option to be granted by the Company to the Underwriters and exercisable by Daiwa Securities SMBC, for itself and on behalf of the other Underwriters, to require the Company to issue the Over-allotment Shares to cover the over-allocation in the Placing as described in detail in the section headed “Structure and Conditions of the Placing” in this prospectus
“Over-allotment Shares”	up to an aggregate of 34,200,000 additional new Shares (in aggregate representing 15% of the Shares initially offered under the Placing) which may be allotted and issued by the Company upon the exercise of the Over-allotment Option
“PacificNet Communications”	PacificNet Communications Limited — Macao Commercial Offshore (太平洋商通電訊有限公司), a company incorporated in Macau on 6 February 2003 under the laws of Macau as a private company, a wholly-owned subsidiary of PacificNet Management and an indirect wholly-owned subsidiary of the Company
“PacificNet Management”	PacificNet Management Limited, a company incorporated on 11 April 2000 under the laws of the BVI with limited liability and a wholly-owned subsidiary of the Company. Prior to the Group’s acquisition of PacificNet Management in December 2003, PacificNet Management was an indirect wholly-owned subsidiary of PacificNet Inc.. Details of the acquisition are set out in the paragraph headed “The Subsidiaries” in the section headed “History and Development and Statement of Active Business Pursuits” of this prospectus
“PBOC”	People’s Bank of China, the central bank of the PRC
“PCCW Limited”	PCCW Limited, a company incorporated in Hong Kong on 24 April 1979 under the Companies Ordinance with limited liability, the securities of which are listed on the Main Board and with securities in the form of American depositary shares traded over the counter in the United States, an Independent Third Party

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“PCCW Mobile”	PCCW Mobile HK Limited, a company incorporated in Hong Kong on 24 November 1994 under the Companies Ordinance with limited liability, an indirect wholly-owned subsidiary of PCCW Limited and trading under the brand name of PCCW Mobile, one of the Group’s customers and an Independent Third Party. PCCW Mobile was formerly known as SUNDAY
“Placing”	the conditional placing of the Placing Shares at the Placing Price, on and subject to the terms and conditions stated in this prospectus, to selected professional, institutional and private investors as further described under the section headed “Structure and conditions of the Placing” of this prospectus
“Placing Price”	HK\$1.36 per Placing Share in Hong Kong dollars (exclusive of brokerage, the Stock Exchange trading fee, and SFC transaction levy) at which the Placing Shares are to be subscribed for pursuant to the Placing
“Placing Shares”	228,000,000 new Shares being offered by the Company for subscription under the Placing, together with, where relevant, any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option
“Pre-IPO Share Option Scheme”	the share option scheme adopted by the Company on 21 September 2007, a summary of the terms and conditions of which are set out in the paragraph headed “Pre-IPO Share Option Scheme” in Appendix VI to this prospectus
“Pre-IPO Share Options”	the options granted by the Company to certain Directors, senior management and employees of the Group prior to the Listing Date pursuant to the Pre-IPO Share Option Scheme
“Qiaoli Premises”	the second and the third floors of the building located at No. 133 Qiyi Road, Guangzhou, the PRC with an aggregate floor area of approximately 3,100 square metres
“Relevant Securities”	has the meaning as defined in Rule 13.15(4) of the GEM Listing Rules
“RMB” or ‘Renminbi”	Renminbi, the lawful currency of the PRC
“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 Option Scheme”	the share option scheme conditionally adopted by the Company on 21 September 2007, the principal terms of which are summarised in the paragraph headed “Share Option Scheme” under the section headed “Statutory and General Information” in Appendix VI to this prospectus
“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“State”	the government of the PRC

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“Stock Borrowing Agreement”	the stock borrowing agreement dated 10 October 2007 and entered into between the Lead Manager and Ever Prosper, pursuant to which Ever Prosper agrees to lend an aggregate of up to 34,200,000 Shares to the Lead Manager on the terms set out therein
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary” or “Subsidiaries”	has the meaning ascribed to it in Section 2 of the Companies Ordinance
“SUNDAY”	SUNDAY o/b Mandarin Communications Limited, a company incorporated in Hong Kong under the Companies Ordinance with limited liability, one of the Group’s customers and an Independent Third Party. Mandarin Communications Limited changed its name to PCCW Mobile after it became an indirect wholly-owned subsidiary of PCCW Limited
“Sunward Cayman”	Sunward Telecom Limited, a company incorporated in the Cayman Islands on 11 January 2006 with limited liability and is indirectly owned as to 50% by Mr. Li Kin Shing and Ms. Kwok King Wa respectively, both of them are executive Directors. Sunward Cayman is a direct wholly-owned subsidiary of Elitel
“Sunward HK”	Sunward Telecom Limited, a company incorporated in Hong Kong on 23 December 2005 with limited liability and is indirectly owned as to 50% by Mr. Li Kin Shing and Ms. Kwok King Wa respectively, both of them are executive Directors. Sunward HK is an indirect wholly-owned subsidiary of Elitel
“TDL”	Telecom Digital Data Limited, a company incorporated in Hong Kong on 3 September 1999 under the Companies Ordinance with limited liability, one of the Group’s customers and an Independent Third Party
“Times Telecom”	Times Telecom Inc., founded in 1996, a corporation incorporated under the laws of Canada, one of the Group’s customers and an Independent Third Party
“Track Record Period”	the period comprising each of the two years ended 31 December 2005 and 2006 and the five months ended 31 May 2007
“UEMO”	the Unsolicited Electronic Messages Ordinance (Chapter 593 of the Laws of Hong Kong)
“Underwriters”	the underwriters of the Placing named in the paragraph headed “Underwriters” in the section headed “Underwriting” of this prospectus
“Underwriting Agreement”	the underwriting agreement expected to be entered into on 12 October 2007 by the Company, the Initial Management Shareholders, the executive Directors, the Lead Manager and the Underwriters, particulars of which are summarized in the section headed “Underwriting” in this prospectus

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“US” or “United States”	the United States of America
“US\$”	US dollars, the lawful currency of the United States
“WFOE”	wholly foreign owned enterprise
“Winet”	Winet Engineering Limited (互動工程有限公司), a company incorporated in Hong Kong on 8 December 1999 under the Companies Ordinance with limited liability, an indirect wholly-owned subsidiary of the Company
“%”	per cent

All dates and times in this prospectus refer to Hong Kong time unless otherwise stated.

Unless otherwise specified in this prospectus, amounts denominated in US\$ and RMB have been translated, for the purposes of illustration only, into Hong Kong dollars at the rate of HK\$7.8 = US\$1 = RMB7.8 respectively.

The exchange rates above are for reference only. No representation is made by the Group that any amounts in RMB, US\$ or Hong Kong Dollars could have been or could be converted at the above rates or at any other rates or at all.

For ease of reference, the names of the PRC established companies, governmental authorities and departments, entities and documents have been included in this prospectus in both the Chinese and English languages. In the event of inconsistency, the Chinese version in respect of such names shall prevail.