

In this prospectus, unless the context otherwise requires, the following expressions have the following meanings. Certain other terms are explained in the section headed “Glossary of technical terms” of this prospectus.

“Application Form(s)”	WHITE application form(s) and YELLOW application form(s), or where the context so requires, any of them
“associates”	has the meaning ascribed thereto in the Listing Rules
“authorised institution”	has the meaning ascribed thereto in the Banking Ordinance (Chapter 155 of the Laws of Hong Kong)
“Barrie Bay”	Barrie Bay Limited, a company incorporated in the BVI on 26 October 2004, the entire issued share capital of which is held by HSBC Trustee
“Barrie Bay Trust”	a discretionary trust set up by Mr. Guo and Ms. Yang on 22 November 2004, the discretionary objects of which include the children of Mr. Guo and Ms. Yang
“Barrie Bay Unit Trust”	a unit trust of which 9,999 units are held by HSBC Trustee acting as the trustee of the Barrie Bay Trust and the remaining 1 unit held by Ms. Yang Hua
“Board”	the board of Directors
“BVI”	British Virgin Islands
“CAGR”	compound annual growth rate
“ <i>Callnet</i> ”	a customisable call centre solution designed by the Group, the details of which are set out in the paragraphs headed “Products and solutions” in the section headed “Business” in this prospectus
“Capitalisation Issue”	the capitalisation issue referred to in the paragraphs headed “Written resolutions of all the shareholders of the Company passed on 21 November 2004” in Appendix VI to this prospectus
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“CCID”	中國電子信息產業發展研究院 (China Center of Information Industry Development), an institution established as a legal person by and under the supervision of MII and is mainly engaged in the provision of consulting services for the information industry in the PRC

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“China Unicom”	中國聯合通信有限公司 (China United Telecommunications Corporation), a State-owned telecommunication enterprise which was established on 19 July 1994 and is the controlling shareholder of China Unicom Limited whose shares were officially listed on the Main Board and the New York Stock Exchange in June 2000, and an Independent Third Party
“China Unicom Group”	China Unicom and its subsidiaries and local branches, being collectively and individually Independent Third Parties
“China Wireless Employee Benefit Trust”	a discretionary trust established for the benefit of the employees of the Group
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the laws of Hong Kong)
“Company”	China Wireless Technologies Limited (中國無線科技有限公司), a company incorporated in the Cayman Islands on 11 June 2002 with limited liability
“Data Dreamland”	Data Dreamland Holding Limited (formerly known as Choice Above Investments Limited), a company incorporated in the BVI on 3 February 2003 and is wholly-owned by Barrie Bay, and is a controlling shareholder of the Company
“DBS Asia”	DBS Asia Capital Limited, which is a deemed licensed corporation under SFO permitted to engage in types 1, 4, 6 and 9 of the regulated activities (as defined in the SFO), being the Sponsor, bookrunner and the lead manager of the Share Offer
“Director(s)”	the director(s) of the Company
“DTI”	Digital Tech Inc., a company incorporated in the BVI on 25 March 2002 with limited liability and a wholly-owned subsidiary of the Company
“GDP”	gross domestic product (all references to GDP growth rates are to real as opposed to nominal rates of GDP growth)
“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, the present subsidiaries of the Company or some or any of them
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“HSBC Trustee”	HSBC International Trustee Limited, which is acting as the trustee of the Barrie Bay Trust
“IDC”	International Data Corp., a global market intelligence and advisory firm for the information technology and telecommunications industries, which analyses and predicts technology trends and which is a subsidiary of International Data Group, a technology media, research and events company
“Independent Third Parties” or “Independent Third Party”	a person(s) or company(ies) which is/are independent of any of the directors, the controlling shareholders, the substantial shareholders and the chief executive (as such term is defined in the Listing Rules) of the Company or its subsidiaries, and their respective associates
“JATF”	JAFCO Asia Technology Fund, a company established in the Cayman Islands and is beneficially owned by JAFCO Asia Technology Fund L.P., a limited partnership
“Latest Practicable Date”	23 November 2004, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information contained therein
“Listing Date”	the date on which dealings in the Shares on the Main Board first commence
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the stock exchange (excluding the options market) operated by the Stock Exchange in parallel with the Growth Enterprise Market of the Stock Exchange, and for the avoidance of doubt, the Main Board excludes the Growth Enterprise Market of the Stock Exchange
“MII”	中華人民共和國信息產業部 (the Ministry of Information Industry of the PRC), which is responsible for, among other things, matters relating to information industry including telecommunication, telemedia and the Internet in the PRC
“MOC”	中華人民共和國商務部 (the Ministry of Commerce of the PRC), the former Ministry of Foreign Trade and Economic Cooperation of the PRC, which is responsible for, among other things, the formulation of PRC’s policy towards foreign trade, foreign investment and the economic cooperation with foreign countries
“MOF”	中華人民共和國財政部 (the Ministry of Finance of the PRC), which is responsible for, among other things, the administration of the PRC State revenues and expenditures, financial and taxation policies and overall supervision of financial institutions

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“MPT”	中華人民共和國郵電部 (the Ministry of Post and Telecommunication) which, prior to the establishment of MII, was responsible for, among other things, matters relating to the PRC information industry including telecommunication, telemedia and the Internet
“Mr. Guo”	郭德英先生 (Mr. Guo Deying), the chairman and an executive Director, a founding member of the Group, spouse of Ms. Yang and son-in-law of Ms. Ma
“Ms. Ma”	馬德惠女士 (Ms. Ma Dehui), a non-executive Director, mother of Ms. Yang and mother-in-law of Mr. Guo
“Ms. Yang”	楊曉女士 (Ms. Yang Xiao), a non-executive Director, spouse of Mr. Guo and daughter of Ms. Ma
“Network Access Licence”	電信設備進網許可證 (Network Access Licence for Telecommunications Equipment) granted by the MII
“New Issue”	the issue of New Shares under the Share Offer
“New Shares”	the 100,000,000 new Shares initially offered for subscription under the New Issue
“OEM”	original equipment manufacturer, entity that manufactures or purchases from other manufacturers and possibly modifies goods or equipment for branding and resale by others
“Offer Price”	the final offer price per Offer Share (excluding 0.005% of the Stock Exchange trading fee, 0.005% of the transaction levy imposed by the SFC, 0.002% of the investor compensation levy and 1% of the brokerage payable thereon), which is expected to be not more than HK\$0.87 and is expected to be not less than HK\$0.79. The final Offer Price is to be determined on the Price Determination Date
“Offer Shares”	the Public Offer Shares and the Placing Shares
“Option”	the option granted to JATF by Data Dreamland pursuant to the Option Agreement which, subject to rule 10.07(1) of the Listing Rules if exercised, would entitle JATF to acquire from Data Dreamland a certain number of Shares (to be determined in accordance with the mechanism as set out in the Option Agreement and will vary depending on the Offer Price) at a nominal aggregate consideration of US\$1.00
“Option Agreement”	the option agreement dated 22 December 2003 and entered into between JATF, Data Dreamland, Mr. Guo, Ms. Yang and Ms. Ma (as amended by an amendment deed dated 23 November 2004 and entered into among the five parties and Barrie Bay)

“Over-allotment Option”	the option expected to be granted by the Company to the Placing Underwriters, exercisable by DBS Asia (for itself and on behalf of the other Placing Underwriters) at any time prior to the date falling 30 days after the last day for lodging application under the Public Offer, to require the Company to issue the Over-allotment Shares at the Offer Price to cover over-allocations in the Placing and/or the obligations of DBS Asia to return securities borrowed under the Stock Borrowing Agreement
“Over-allotment Shares”	up to an aggregate of 19,800,000 new Shares (equivalent to 15% of the Offer Shares initially available under the Share Offer) to be issued pursuant to the exercise of the Over-allotment Option
“Placing”	the conditional placing of the Placing Shares by the Placing Underwriters at the Offer Price with professional, institutional, corporate and other investors anticipated to have a sizeable demand for the Shares, particulars of which are set forth in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Placing and Underwriting Agreement”	the conditional placing and underwriting agreement relating to the Placing which is expected to be entered into by, among others, the Company, the Vendor and the Placing Underwriters on or about the Price Determination Date
“Placing Shares”	118,800,000 Shares comprising 86,800,000 New Shares and 32,000,000 Sale Shares initially offered for subscription and purchase under the Placing, representing approximately 90% of the initial number of the Offer Shares, subject to the Over-allotment Option and the re-allocation as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Placing Underwriters”	the group of underwriters of the Placing led by DBS Asia which are expected to enter into the Placing and Underwriting Agreement to underwrite the Placing
“PRC” or “China”	the People’s Republic of China, which for the purpose of this prospectus only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Lawyers”	Beijing JunZeJun Law Offices, the Company’s legal advisers as to PRC law
“Preference Share(s)”	redeemable convertible preference share(s) of HK\$0.01 each in the share capital of the Company issued on 22 August 2003, all of which were converted into ordinary shares of the Company by redesignation and re-classification on 22 December 2003 and the summary of the major rights attached to which is set out in the section headed “Investment by JATF” in this prospectus

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“Price Determination Date”	the date on which the Offer Price is to be determined by DBS Asia (for itself and on behalf of the other Underwriters), the Company and the Vendor, which is expected to be on or about 6 December 2004 and, in any event, not later than 7 December 2004
“Public Offer”	the offer for subscription of the Public Offer Shares to the public in Hong Kong at the Offer Price on and subject to the terms and conditions set forth in this prospectus and the Application Forms relating hereto
“Public Offer Shares”	the 13,200,000 New Shares initially being offered by the Company for subscription under the Public Offer, representing approximately 10% of the initial number of the Offer Shares, subject to re-allocation as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Public Offer Underwriters”	the underwriters listed under the paragraph headed “Public Offer Underwriters” in the section headed “Underwriting” in this prospectus
“Public Offer Underwriting Agreement”	the conditional underwriting agreement dated 29 November 2004 relating to the Public Offer entered into, among others, the Company and the Public Offer Underwriters
“R&D”	research and development
“ <i>Realink PHS Intelligent Coverage System</i> ”	a coverage system for PHS networks developed by the Group, details of which are set in the paragraphs headed “Products and solutions” in the section headed “Business” in this prospectus
“Sale Shares”	the 32,000,000 Shares being offered for sale by the Vendor at the Offer Price under the Placing
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)” or “Ordinary Shares”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Offer”	the Placing and the Public Offer
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 21 November 2004, the principal terms of which are summarised in the paragraph headed “Share Option Scheme” in Appendix VI to this prospectus

“Smartphone Manufacturing Partner”	the manufacturer designated by MII as one of the handset manufacturers, with whom the Group collaborates in submitting application for Network Access Licence of its <i>Coolpad</i> CDMA1X, GSM/GPRS and CDMA-GSM dual-mode smartphone
“Space Star”	深圳太空星網絡有限公司 (Shenzhen Space Star Network Company Limited), an enterprise incorporated in the PRC with limited liability on 28 September 1996, and owned as to 90% by Ms. Yang and 10% by Ms. Ma. Prior to May 2002, Space Star held 52% of the issued share capital of Yulong Shenzhen. According to the business licence of Space Star dated 29 June 1998, its scope of business covers the sale and purchase of software and hardware of communication computer, visual monitoring device and communication device, technological design of computer website and monitoring system
“Sponsor”	DBS Asia
“State”	the government of the PRC
“State Council”	中華人民共和國國務院 (the State Council of the PRC)
“Stock Borrowing Agreement”	the stock borrowing agreement to be entered into between Data Dreamland and DBS Asia on or about the Price Determination Date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	a subscription agreement dated 15 August 2003 between the Company, JATF, Data Dreamland, Ms. Yang, Mr. Guo and Ms. Ma whereby JATF agreed to subscribe for 4,000,000 Preference Shares
“TCL”	TCL Electrical Appliance Sales Co., Ltd., an Independent Third Party
“Track Record Period”	the three financial years ended 31 December 2003 and the five months ended 31 May 2004
“Underwriters”	the Placing Underwriters and the Public Offer Underwriters
“Underwriting Agreements”	the Public Offer Underwriting Agreement and the Placing and Underwriting Agreement
“Uniswitch”	module developed by the Group and designed as a central data processing unit to enable automatic multi-dimensional data transmission based on pre-determined criteria
“United States” or “U.S.”	the United States of America
“Vendor”	JATF

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“WFOE”	wholly foreign owned enterprise in the PRC
“Wintech Consultants”	Wintech Consultants Limited, a company incorporated in the BVI on 8 January 2004 and is wholly and beneficially owned by Mr. Guo, which will own 18,000,000 Shares as trustee of the China Wireless Employee Benefit Trust immediately upon the completion of the Share Offer and the Capitalisation Issue
“Wireless Value-added Services Platform”	a customisable software and hardware solution designed by the Group, details of which are set out in the paragraphs headed “Products and solutions” in the section headed “Business” of this prospectus
“WTO”	the World Trade Organisation
“Yulong Infotech”	Yulong Infotech Inc., a company incorporated in the BVI on 27 June 2000 with limited liability and a wholly-owned subsidiary of the Company
“Yulong Shenzhen”	宇龍計算機通信科技(深圳)有限公司 (Yulong Computer Telecommunications Scientific (Shenzhen) Co., Ltd), a limited company established in the PRC on 29 April 1993 and an indirect wholly-owned subsidiary of the Company
“HK\$” or “HK Dollar(s)” and “cents”	Hong Kong dollar(s) and cents, respectively, the lawful currency of Hong Kong
“RMB” or “Renminbi”	the lawful currency of the PRC
“US\$” or “US dollar(s)”	United States dollar(s), the lawful currency of the United States
“%”	per cent.
“sq. ft.”	square foot (feet)
“sq. m.”	square metre(s)

Unless the context requires otherwise, for illustration purpose only, amounts denominated in HK\$, RMB or US\$ have the following exchange rates:

HK\$1.00 = RMB1.06

HK\$7.8 = US\$1.00

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

In this prospectus, the English names of enterprises established in the PRC, government authorities and departments, entities and documents, and citizens of the PRC are translations of their Chinese names and are included for identification purpose only. In the event of inconsistency, the Chinese names shall prevail.