
DEFINITIONS

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

“Articles”	the articles of association of the Company as amended from time to time
“associate(s)”	the meaning as given to it in the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday) on which banks in Hong Kong are open for business
“BVI”	British Virgin Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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”	Incutech Investments Limited, a company incorporated on 5th December, 2001 in the Cayman Islands as an exempted company with limited liability under the original name of Incutech Investments Limited (俊科投資有限公司) which was changed to Incutech Holdings Company Limited and then to Incutech Investments Limited both on 24th April, 2002
“Custodian”	Wing Hang Bank, Limited, a bank incorporated in Hong Kong with limited liability
“Custodian Agreement”	the conditional custodian agreement dated 15th May, 2002 and entered into between the Company, the Investment Manager and the Custodian
“Director(s)”	the director(s) of the Company
“Exchange Participants”	the meaning as defined in the Listing Rules
“FIE(s)”	foreign investment enterprise(s) in the PRC
“Financial Year”	financial year of the Company, being the period of 12 months from 1st January to 31st December

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“Foreign Enterprises Tax Law”	Income Tax Law of the PRC for Enterprises with Foreign Investment and Foreign Enterprises
“GDP”	gross domestic product
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Investment Limit”	the lower of 20% of NAV or HK\$10,000,000 or such other amount as may be resolved by the Board from time to time as the limit exercisable by the Investment Manager for any single investment
“Investment Management Agreement”	the investment management agreement dated 15th May, 2002 and entered into between the Company and the Investment Manager
“Investment Manager”	Upbest Assets Management Limited, a company incorporated in Hong Kong on 16th June, 1999, and an investment adviser registered under the Securities Ordinance
“Latest Practicable Date”	17th May, 2002, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information in this prospectus
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the stock market operated by the Stock Exchange, which excludes GEM and the options market
“Memorandum”	the memorandum of association of the Company
“Net Asset Value” or “NAV”	the consolidated net asset value of the Company calculated in accordance with the provisions of the Articles
“New Issue”	the issue of the New Shares to the public in Hong Kong by way of an offer for subscription at the New Issue Price, payable in full on application, on and subject to the terms and conditions stated in this prospectus and the application forms relating hereto

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“New Issue Price”	a price of HK\$1.00 per New Share
“New Share(s)”	30,000,000 new Shares being offered for subscription under the New Issue
“PBOC”	the People’s Bank of China of the PRC
“PBOC Exchange Rate”	daily exchange rate for Renminbi published by PBOC
“PRC”	the People’s Republic of China (for the purpose of this prospectus excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Renminbi”	yuan, the lawful currency of the PRC
“SAFE”	the State Administration for Foreign Exchange, the PRC government authority responsible for matters relating to foreign exchange administration
“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)
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Sponsor”	Upbest Securities
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Swap Centre”	foreign currency adjustment centres established by the SAFE for the purpose of exchanging Renminbi with foreign currencies
“Takeovers Code”	The Code on Takeovers and Mergers
“UBA”	UBA Investments Limited, a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the Main Board
“Underwriter”	Upbest Securities

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“Underwriting Agreement”	the underwriting agreement dated 24th May, 2002 entered into between, inter alia, the Company, Typical Success Limited, Endless Wealth Limited, the Underwriter, the executive Directors and the Sponsor relating to the New Issue
“United States” or “USA”	the United States of America
“US\$”	United States dollars, the lawful currency of the United States
“Upbest Securities”	Upbest Securities Company Limited, a dealer and an investment adviser registered under the Securities Ordinance and the Sponsor and the Underwriter and a wholly owned subsidiary of Upbest Group Limited
“Valuation Date”	the last dealing day of the Stock Exchange in each calendar month or such other dealing day as considered appropriate by the Board for the purpose of calculating the Net Asset Value
“%”	per cent.