
DEFINITIONS

In this document, unless the context otherwise requires, the following expressions shall have the following meanings.

“ Articles of Association ” or “ Articles ”	the articles of association of our Company conditionally adopted on [28 August 2009], as amended from time to time;
“ Assignment ”	the assignment of the Note by Chengwei to Mr. Chan pursuant to the terms and conditions of the Assignment Agreement;
“ Assignment Agreement ”	the assignment agreement dated 17 November 2008 and entered into between Chengwei, Mr. Chan and Creative Sector or, where the context so requires, as supplemented by a supplemental agreement dated 28 April 2009 and entered into between these parties, in respect of the assignment of the Note by Chengwei to Mr. Chan, as described in the section headed “History and Development — Convertible Loans — Convertible Note to Chengwei” in this document;
“ associate(s) ”	has the meaning ascribed thereto in the Listing Rules;
“ Atlantis ”	Atlantis Investment Management Limited is a company incorporated in the United Kingdom. The shares of Atlantis is owned by Atlantis Fund Management (Guernsey) Ltd., a limited company registered in Guernsey and an Independent Third Party. Atlantis is one of our existing Shareholders;
“ average selling price ”	the average selling price for any given product, which is calculated by dividing the revenue for such product by the sales volume for such product;
“ Beijing Data Communication ”	北京數訊聯通信科技有限公司 (Beijing Data Communication Technology Co., Ltd.), a company established under the laws of the PRC, a shareholder of SkyComm and an Independent Third Party;
“ Board ”	our board of Directors;
“ Business Day ”	any day (other than a Saturday or a Sunday) on which banks in Hong Kong are generally open for normal banking business;
“ Business Transfer ”	the business transfer as contemplated under the Business Transfer Agreement;

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“Business Transfer Agreement”	the business transfer agreement dated 31 August 2006 and entered into between Hebei SkyComm, Shanghai SkyComm and Noter or, where the context so requires, as supplemented by a supplemental agreement dated 28 April 2009 and entered into by and among the same parties, as more particularly described in the section of “History and Development — Corporate Development — The Reorganisation” in this document;
“BVI”	the British Virgin Islands;
“CAA BVI”	China All Access Group Limited, a company incorporated in the BVI as a BVI business company on 12 May 2006 and a direct wholly-owned subsidiary of the Company;
“CAA HK”	All Access Global Limited, a company incorporated in Hong Kong with limited liability on 18 June 2008 and an indirect wholly-owned subsidiary of the Company;
“CCID Consulting”	CCID Consulting Co., Ltd, a provider of business intelligence;
“Chengwei”	Chengwei CAA Holdings Limited, an investment holding company incorporated in the BVI and is owned as to 89.28% by Chengwei Ventures Evergreen Fund, L.P., 4% by Chengwei Partners L.P. and 6.72% by Chengwei Ventures Evergreen Advisors Fund, LLC, all of which are Independent Third Parties other than their relationship with Chengwei CAA Holdings Limited by virtue of their shareholding therein. Each of Chengwei Ventures Evergreen Fund, L.P., Chengwei Partners L.P. and Chengwei Ventures Evergreen Advisors Fund, LLC are investment funds that make investments in primarily China-based companies. They are managed by Chengwei Ventures Evergreen Management, LLC, a limited liability company incorporated in the Cayman Islands on 2 July 2004 which is controlled by EXL Holdings LLC, a company incorporated in the Cayman Islands which is controlled by Mr. Li Eric Xun, one of the investment managers of these investment funds. Chengwei is one of the holders of the convertible loans as further described in the section headed “History and development — Convertible Loans” in this document.

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“Chengwei Conversion Trigger Price”	125% of the effective purchase price per Share of Chengwei in acquiring the 106,200,000 Shares pursuant to the conversion of its convertible loans as further described in the section headed “History and development — Convertible loans” in this document, that is, 125% of the quotient by dividing the HK dollars equivalent of US\$10 million, being the outstanding principal amount of the convertible loans (to be determined by using the middle market exchange rate published by The Hongkong and Shanghai Banking Corporation Limited at the close of business on the Price Determination Date) by 106,200,000, being the number of Shares that Creative Sector is required to transfer to Chengwei pursuant to the conversion of its convertible loans. For illustration purpose only, assuming that the middle market exchange rate for translation of US dollars to HK dollars as published by The Hongkong and Shanghai Banking Corporation at the close of business on the Price Determination Date is US\$1 = HK\$7.74, the Chengwei Conversion Trigger Price shall be HK\$0.91;
“China” or “PRC”	the People’s Republic of China, but for the purposes of this document and for geographical reference only (unless otherwise indicated), excluding Taiwan, the Macau Special Administrative Region of the PRC and Hong Kong;
“CISI Rules”	Rules on the Administration of Qualification of Computer Network System Integration (Trial) (計算機資訊系統集成資質管理辦法(試行));
“Companies Law”	the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Company” or “our Company”	China All Access (Holdings) Limited 中國全通(控股)有限公司, an exempted company incorporated in the Cayman Islands with limited liability on 4 December 2007;
“connected person”	shall have the same meaning as defined in the Listing Rules;
“Controlling Shareholders”	Mr. Chan and Creative Sector, controlling shareholders of the Company;
“Covenantor(s)” or “Indemnifier(s)”	the Controlling Shareholders or any one of them;
“Creative Sector”	Creative Sector Limited, a company incorporated in the BVI as a BVI business company on 18 January 2008 which is wholly owned by Mr. Chan, one of the Controlling Shareholders.

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“CSRC”	China Securities Regulatory Commission;
“Deed of Assignment and Novation”	the deed of assignment and novation dated [28 August 2009] and entered into by and among Mr. Chan, Atlantis, FMG, CAA BVI, Creative Sector and our Company to supplement certain provisions in the Shareholders’ Agreement and to assign and novate all the respective rights and obligations of Mr. Chan and CAA BVI under the Shareholders’ Agreement to Creative Sector and our Company respectively;
“Director(s)”	the directors of our Company;
“Encouraging Policies”	the Notice of Certain Policies on Encouraging the Development of Software Industry and Integrated Circuit Industry (關於鼓勵軟件產業和集成電路產業發展的若干政策的通知);
“Even Grow”	Even Grow Investments Limited, an investment holding company incorporated in the BVI and wholly-owned by Ms. Tam Siu Fun Yeko. Even Grow is one of the holders of the convertible loans as further described in the section headed “History and Development — Convertible Loans” in this document.
“Excluded Business”	all the then businesses of Hebei SkyComm and Shanghai SkyComm as of 30 June 2006 not being transferred under the Business Transfer, being the businesses that may only be carried on with the requisite telecommunication business operation licence (電訊業務經營許可證) or the value-added telecommunication business operation licence (增值電信業務經營許可證) in the PRC, as more particularly described in the section headed “Our relationship with SkyComm Group and our Controlling Shareholders — Relationship with SkyComm Group — Business Transfer and Business Model before and after the Business Transfer” in this document;
“Excluded Services”	the services to be rendered under the Excluded Business;
“Exclusive Distribution Agreement with RaySat”	the exclusive distribution agreement made and entered into between RaySat and the Company, for itself and as trustee for the benefit of Noter effective as of 8 May 2008 for the supply and distribution of StealthRay Products in the PRC, Hong Kong and Macau;

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“ FMG ”	FMG China Fund Limited, an open ended investment company registered in Bermuda and listed on the Bermuda Stock Exchange, and it is managed by FMG Fund Managers, a company incorporated in Bermuda. FMG is one of our existing Shareholders.
“ Group ”, “ our Group ”, “ our ”, “ we ” or “ us ”	our Company and our subsidiaries at the relevant part of time (including, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the present subsidiaries of our Company) or where the context refers to any time before the establishment of Noter and the Reorganisation, those businesses and operations which its predecessors were engaged in and which were subsequently transferred to it pursuant to the Reorganisation;
“ Hebei Hongda ”	河北省宏大通訊有限公司 (Hebei Hongda Communication Co., Ltd.), a company established under the laws of the PRC, a shareholder of SkyComm and an Independent Third Party;
“ Hebei SkyComm ”	河北天宇通信有限公司 (Hebei Sky Communication Co., Ltd.), a company established under the laws of the PRC and a subsidiary of SkyComm located in Hebei, PRC, one of our predecessors and business partners and an Independent Third Party;
“ Hebei SkyComm Technology ”	河北天宇通信技術有限公司 (Hebei SkyComm Communication Technology Co., Ltd.), a company established under the laws of the PRC, a shareholder of SkyComm and an Independent Third Party;
“ HKFRS ”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants;
“ HKSCC ”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited;
“ HKSCC Nominees ”	HKSCC Nominees Limited;
“ HK\$ ” or “ HK dollars ” or “ cents ”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong;
“ Hong Kong Companies Ordinance ”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“ Hong Kong ” or “ HK ”	the Hong Kong Special Administrative Region of the PRC;

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“ Independent Third Party(ies) ”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, are independent of the Company and its connected persons;
“ Investors’ Rights Agreement ”	the investors rights agreement dated 17 November 2008 entered into between our Company, CAA BVI, Mr. Chan, Creative Sector and Chengwei to regulate the relationship among themselves in our Group, particulars of which are set out in the section headed “History and Development — Convertible Loans — Convertible note to Chengwei” in this document;
“ Latest Practicable Date ”	[●], being the latest practicable date for the inclusion of certain information in this document prior to its publication;
“ LIBOR ”	London Inter-Bank Offered Rate
“ Listing Rules ”	the Rules Governing the Listing of Securities on the Stock Exchange;
“ Long Term Co-operation Agreement ”	the long term co-operation agreement dated 28 February 2008 and entered into between SkyComm and Noter or, where the context so requires, as supplemented by a supplemental agreement dated 14 April 2009 and entered into by and among the same parties, as described in the section headed “Our Relationship with SkyComm Group and our Controlling Shareholders — Relationship with SkyComm Group — Long Term Co-operation Agreement” in this document;
“ Memorandum of Association ” or “ Memorandum ”	the memorandum of association of our Company adopted on [28 August 2009], as amended from time to time;
“ Mr. Chan ”	Mr. Chan Yuen Ming, the chairman of the Board, an executive Director and one of the Controlling Shareholders.
“ MII ”	the Ministry of Information Industry of the PRC, now superseded by the MIIT;
“ MIIT ”	the Ministry of Industry and Information Technology of the PRC;

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“ Note ”	the senior secured promissory note dated 17 November 2008 for the principal amount of US\$10 million issued by CAA BVI, bearing interest at the rate of 4% per annum and with a maturity date of 1 October 2009, the terms and conditions of which are described in the section headed “History and Development — Convertible Loans — Convertible Note to Chengwei” in this document;
“ Note Purchase Agreement ”	the note purchase agreement dated 7 November 2008 and entered into between CAA BVI, Noter, Mr. Chan and Chengwei in respect of the sale and purchase of the Note, as described in the section headed “History and Development — Convertible Loans — Convertible Note to Chengwei” in this document;
“ Noter ”	河北諾特通信技術有限公司 (Hebei Noter Communication Technology Co., Ltd.), a company incorporated under the laws of the PRC and a principal operating subsidiary of our Company;
“ PBOC ”	the People’s Bank of China;
“ PRC Government ”	the government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities);
“ PRC Legal Advisers ”	Commerce & Finance Law Offices, the legal advisers to our Company as to PRC laws;
“ PRC GAAP ”	the generally accepted accounting principles in the PRC;
“ Profit Concept ”	Profit Concept International Limited, an investment holding company incorporated in the BVI and wholly-owned by Ms. Wang Yan Yun. Profit Concept is one of the holders of the convertible loans as further described in the section headed “History and Development — Convertible Loans” in this document.
“ RaySat ”	RaySat Antenna Systems L.L.C., a limited liability company incorporated in Delaware, U.S.A, our supplier of the StealthRay Products and an Independent Third Party;
“ Regulation S ”	Regulation S under the U.S. Securities Act;

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“ Related Business ”	all the then businesses of Hebei SkyComm and Shanghai SkyComm as of 30 June 2006 being transferred under the Business Transfer, including the research and development of, and the related consultation services for, communication technologies, installation, testing maintenance, upgrade and technical support services for communication equipment, but excluding the Excluded Businesses, as more particularly described in the section headed “Our relationship with SkyComm Group and our Controlling Shareholders — Relationship with SkyComm Group — Business Transfer and Business Model before and after the Business Transfer” in this document;
“ Related Services ”	the services to be rendered under the Related Business;
“ Reorganisation ”	the reorganisation arrangements undergone by us in preparation for the Listing as described in the paragraph headed “Corporate Development” in the “History and Development” section of this document and in the paragraph “Group Reorganisation” in Appendix VI to this document;
“ RMB ” and “ Renminbi ”	the lawful currency of the PRC;
“ Rule 144A ”	Rule 144A under the U.S. Securities Act;
“ SAFE ”	the State Administration of Foreign Exchange of the PRC, which is the PRC government agency responsible for matters relating to foreign exchange administration;
“ 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;
“ Shanghai Development Co ”	上海陸家嘴金融貿易區開發股份有限公司 (Shanghai Lujiazui Finance & Trade Zone Development Co., Ltd.), a joint stock limited company established in the PRC whose ordinary shares are listed on the Shanghai Stock Exchange, a shareholder of SkyComm and an Independent Third Party;
“ Shanghai SkyComm ”	上海天宇通信有限公司 (Shanghai Sky Communication Co., Ltd), a company established under the laws of the PRC and a subsidiary of SkyComm located in Shanghai, one of our predecessors, our business partners, and an Independent Third Party;

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“Shanghai Software Co”	上海浦東陸家嘴軟件產業發展有限公司 (Shanghai Pudong Lujiazui Software Industrial Development Co., Ltd.), a subsidiary of Shanghai Development Co, a shareholder of SkyComm and an Independent Third Party;
“Shareholder(s)”	holders of the Shares;
“Shareholders’ Agreement”	the shareholders’ agreement dated 21 January 2008 and entered into by and among Mr. Chan, Atlantis, FMG and CAA BVI to regulate their respective rights and obligations as shareholders of CAA BVI, the details of which are set out in the section headed “History and Development — Shareholders’ Agreement with Atlantis and FMG” in this document;
“Share(s)” or “our Share(s)”	ordinary share(s) in the share capital of our Company, with a nominal value of HK\$0.01 each;
“SkyComm”	天宇通信集團有限公司 (Sky Communication Group Co., Ltd), a company established under the laws of the PRC with limited liability, one of our business partners, and an Independent Third Party;
“SkyComm Group”	SkyComm and its subsidiaries from time to time;
“Software Administration Measures”	the Measures on the Administration of Software Products (軟件產品管理辦法)
“StealthRay”	an in-motion steerable two-way satellite system (developed and manufactured by RaySat), designed to provide communication for vehicles in motion;
“StealthRay Products”	StealthRay and any new improvements for similar two-way antennas products and other auxiliary products supplied by RaySat;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiaries”	has the meaning ascribed thereto in section 2 of the Hong Kong Companies Ordinance;
“substantial shareholders”	shall have the meaning as defined in the Listing Rules;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“Track Record Period”	comprises the three financial years ended 31 December 2008 and the five months ended 31 May 2009;
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction;

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“U.S. Securities Act”	the United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time;
“US\$” or “US dollars”	United States dollars, the lawful currency for the time being of the United States; and
“%”	per cent.

Unless otherwise specified, translations of (i) HK\$ into RMB and RMB into HK\$; and (ii) HK\$ into US\$ and US\$ into HK\$ in this document are based on the rates set out below respectively (for the purpose of illustration only):

HK\$1.00 : RMB0.88

HK\$7.80 : US\$1.00

Any discrepancies in any table or chart between the total shown and the sum of amounts listed are due to rounding.

If there is any discrepancy or inconsistency between the Chinese names of the PRC entities in this document and their English translations, the Chinese version shall prevail.

No representation is made that any amounts in RMB and HK\$ and/or US\$ and HK\$ can be or could have been converted at the relevant dates at the above rates or any other rates at all.