
DEFINITIONS

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

“Articles of Association” or “Articles”	the articles of association of the Company adopted on 11 November 2009 and as amended from time to time, a summary of which is set out in Appendix V to this document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Beijing Deep Thought”	北京深思软件股份有限公司 (Beijing Deep Thought Software Co., Ltd.), a company established in the PRC and owned as to approximately 69.98% by a brother of Mr. Chen Jian, as to approximately 17.49% by Ms. Zhang Yun, as to approximately 0.72% by Mr. Xie Hui, the vice president of Futong Dongfang, and eight other individuals who are Independent Third Parties
“Board”	the board of Directors
“Business Cooperation Agreement”	the business cooperation agreement dated 31 December 2003 (as supplemented by the supplemental agreement dated 4 June 2004 and was terminated with effect from 1 January 2006 by an agreement dated 3 January 2005 and supplemented on 1 January 2006) entered into between Futong ComputerLand and Futong HK in relation to, inter alia, the procurement of IT products by Futong ComputerLand from certain manufacturers on behalf of Futong HK
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalization Issue”	the issue of Shares to be made upon capitalization of certain sums standing to the credit of the share premium account of the Company referred to in the paragraph headed “Resolutions in writing of the Shareholders passed on 11 November 2009 and 18 November 2009” in Appendix VI to this document
“CEPA”	Mainland and Hong Kong Closer Economic Partnership Arrangement
“ChinaEquity”	ChinaEquity Investment Company Limited (now known as A.C. China Team Holdings Limited), a company incorporated in Hong Kong with limited liability on 30 March 2001, which is a subsidiary of ChinaEquity Holdings and one of the Minority Ex-Shareholders
“ChinaEquity Holdings”	ChinaEquity International Holdings Limited, a company incorporated in the BVI with limited liability and the holding company of ChinaEquity

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“China Group Associates”	China Group Associates Limited, a company incorporated in the BVI with limited liability on 26 April 2004 and is wholly owned by Mr. Chen Jian, being one of the Controlling Shareholders
“Circular 75”	the Notice on Issues relating to Foreign Exchange Control on Fund Raising and Round-trip Investments by Domestic Residents through Offshore Special Purpose Vehicles (《國家外匯管理局關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知》)
“Cognos”	Cognos Inc., a company that develops business intelligence and performance management software and was acquired by IBM in 2008
“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), as amended from time to time
“Company”	Futong Technology Development Holdings Limited (富通科技發展控股有限公司), an exempted company incorporated in the Cayman Islands on 29 July 2009 under the Companies Law with limited liability
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the context of this document, means China Group Associates, Rich China, Rich World and Mr. Chen Jian or, where the context so requires, any of them
“CSRC”	中國證券監督管理委員會 (China Securities Regulatory Commission)
“Director(s)”	director(s) of the Company
“Fuqing Fujie”	福清福捷塑膠有限公司 (Fuqing Fujie Plastics Co., Ltd.), a manufacturing and trading company established in the PRC and a then subsidiary of Start Technology
“Futong BVI”	Futong Technology Co. Ltd., a company incorporated in the BVI with limited liability on 8 July 1999 and a direct wholly-owned subsidiary of the Company
“Futong ComputerLand”	北京富通天地電腦有限公司 (Beijing Futong ComputerLand Co. Ltd.), a company established in the PRC on 10 September 1996, which was owned as to 80% by Futong Times and as to 20% by Ms. Zhang Yun and was deregistered on 10 July 2009

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“Futong Dongfang”	北京富通東方科技有限公司 (Beijing Futong Dongfang Technology Co., Ltd.), a WFOE established in the PRC on 4 December 2003 and an indirect wholly-owned subsidiary of the Company
“Futong HK”	Futong Technology (HK) Company Limited (富通科技(香港)有限公司), a company incorporated in Hong Kong with limited liability on 26 November 1999 and an indirect wholly-owned subsidiary of the Company
“Futong Times”	北京時代興達電腦有限公司 (Beijing Times Xingda Computer Co., Ltd.) (formerly known as 北京富通時代電腦有限公司 (Beijing Futong Times Computer Co. Limited), 北京富通時代電腦公司 (Beijing Futong Times Computer Co.) and 北京曉通電腦公司 (Beijing Xiaotong Computer Co.)), a company established in the PRC in 1993 and is owned as to 80% by Mr. Chen Jian and as to 20% by Ms. Zhang Yun
“Futong Unica”	北京富通東方優尼卡科技有限公司 (Beijing Futong Dongfang Unica Technology Co. Ltd.), a company established in the PRC on 24 July 2009 which is owned as to 55% by Futong Dongfang and as to 45% by an Independent Third Party
“GDP”	gross domestic product
“Group”	the Company and its subsidiaries or, where the context otherwise requires, in respect of the period before the Company became the holding company of its present subsidiaries, the present subsidiaries of the Company, some or any of them and the businesses carried on by such subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huawei Symantec”	Huawei Symantec Technologies Co. Ltd. and its group of companies, which is a supplier of the Group
“IBM”	International Business Machines Corporation and its group of companies, which is a supplier of the Group
“IDC”	International Data Corporation, a premier global provider of market intelligence, advisory services and events for the information technology, telecommunications, and consumer technology markets
“Independent Third Party (ies)”	a person(s) or company(ies) which is/are independent of and not connected with any member of the Group, the Directors, the chief executives and the substantial shareholders of the Company and its subsidiaries and their respective associates

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“Intel”	Intel Corporation, a leading manufacturer of computer components, networking and communications products based in the US
“Latest Practicable Date”	18 November 2009, being the latest practicable date prior to the printing of this document for ascertaining certain information in this document
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Main Board”	the stock market operated by the Stock Exchange, which excludes Growth Enterprises Market of the Stock Exchange and the options market
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“Minority Ex-Shareholders”	ChinaEquity, SCS, Phoenix International Management Holdings Limited, Kemble Green Limited and Aventures 1 Pte Ltd., being the former minority shareholders of Futong BVI immediately before the Reorganization
“Mr. Chen Jian”	Mr. Chen Jian, the chairman of the Board, an executive Director, a director of various subsidiaries of the Company, a Controlling Shareholder and the brother-in-law of Ms. Zhang Yun
“Ms. Zhang Yun”	Ms. Zhang Yun, an executive Director who holds approximately 33.33% equity interest in Rich China and the sister-in-law of Mr. Chen Jian
“Oracle”	Oracle Corporation and its group of companies, which is a supplier of the Group
“PRC” or “China”	the People’s Republic of China which, for the purposes of this document only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC government”	the government of the PRC including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and organs thereof or, as the context requires, any of them
“Reorganization”	the corporate reorganization of the Group in preparation for the [●] as described under the paragraph headed “Group reorganization” in Appendix VI to this document

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“Rich China”	Rich China Investments And Trading Ltd., a company incorporated in the BVI on 25 November 1999 and is owned as to approximately 66.7% by Mr. Chen Jian and approximately 33.3% by Ms. Zhang Yun, being one of the Controlling Shareholders
“Rich World”	Rich World Development Ltd., a company incorporated in BVI on 30 August 1999 and is owned as to approximately 81.7% by Mr. Chen Jian, as to approximately 13.3% by Mr. Guan Tao (an executive Director), as to approximately 3.3% by Mr. Xie Hui (the vice president of Futong Dongfang) and as to approximately 1.7% by Mr. Jie Wen (an employee of Futong Dongfang), being one of the Controlling Shareholders
“SAFE”	中華人民共和國國家外匯管理局 (State Administration of Foreign Exchange of the PRC)
“SCS”	SCS Computer Systems Pte. Ltd. (formerly known as Singapore Computer Systems Limited), a company incorporated in Singapore, an indirect wholly owned subsidiary of Singapore Telecommunications Limited (the shares of which are listed on the Singapore Exchange Securities Trading Limited and the ASX Limited) and one of the Minority Ex-Shareholders
“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(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 11 November 2009, a summary of its principal terms of which is set out under the paragraph headed “Share Option Scheme” in Appendix VI to this document
“Start Technology”	Start Technology Company Limited (now known as Fintronics Holdings Company Limited) (stock code: 706), an investment holding company incorporated in Bermuda with limited liabilities on 23 December 1997, which shares are listed on the Stock Exchange
“Stepping Stones”	Stepping Stones Limited, a company incorporated in the BVI on 11 September 1992, a wholly-owned subsidiary of Start Technology
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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“subsidiary(ies)”	has the meaning ascribed thereto under the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Technical Services Cooperation Agreement”	the technical services cooperation agreement dated 31 December 2003 (as supplemented by the supplemental agreement dated 4 June 2004 and was terminated with effect from 1 May 2005 by an agreement dated 29 April 2005) entered into between Futong ComputerLand and Futong Dongfang in relation to, inter alia, the technical support and services provided by Futong Dongfang to Futong ComputerLand and its customers
“Track Record Period”	the period comprising the three years ended 31 December 2008 and the six months ended 30 June 2009
“US” or “United States”	the United States of America
“WFOE”	wholly foreign-owned enterprise
“HK\$” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“US\$”	United States dollars, the lawful currency of the US
“sq. m.”	square metre(s)
“%”	per cent

Unless otherwise specified, for the purpose of this document and for the purpose of illustration only, Hong Kong dollar amounts have been translated using the following rates:

<i>US\$1</i>	<i>HK\$7.8</i>
<i>RMB0.8815</i>	<i>HK\$1</i>

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

For ease of reference, the names of the PRC established companies or entities have been included in this document in both the Chinese and English languages. The English names of these companies and entities are only English translation of their respective official Chinese names. In the event of any inconsistency, the Chinese version shall prevail.