
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms have the following meanings.

“Allied Property”	Allied Property Capital Limited, a limited liability company incorporated on 19 September 2007 in the British Virgin Islands and an investor of our Group
“Amphenol”	Amphenol — TFC (Changzhou) Communications Equipment Co., Ltd. (安費諾—泰姆斯 (常州) 通訊設備有限公司), one of our customers, an Independent Third Party
“Application Form(s)”	white application form(s), yellow application form(s) and green application form(s) or, where the context so requires, any of them, relating to the Hong Kong Public Offer
“Articles of Association” or “Articles”	the articles of association of our Company conditionally adopted pursuant to resolutions passed by our Shareholders in writing on 25 October 2010, amended from time to time and to become effective on the Listing Date
“Audit Committee”	the audit committee of the Board
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board” or “Board of Directors”	the board of Directors
“Business Day”	any day (other than Saturday and Sunday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	British Virgin Islands
“Capitalization Issue”	the issue of Shares made upon capitalization of certain amounts in the share premium account of our Company as referred to in the section entitled “Resolutions of our Shareholders” in Appendix VI to this prospectus
“Cayman Islands Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant

DEFINITIONS

“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Changshu Cable”	Changshu Honglin Wire & Cable Co., Ltd. (常熟泓淋電線電纜有限公司), a sino-foreign joint venture incorporated in the PRC on 25 August 2006 with limited liability, which is a wholly-owned subsidiary of the Company
“China”, “PRC” or the “People’s Republic of China”	the People’s Republic of China excluding, for the purpose of this prospectus, the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
“Changshu Connecting-Technology”	Changshu Honglin Connecting-Technology Co., Ltd. (常熟泓淋連接技術有限公司), a sino-foreign joint venture incorporated in the PRC on 1 March 2004 with limited liability, which is a wholly-owned subsidiary of the Company
“Changshu Electronic”	Changshu Honglin Electronic Co., Ltd. (常熟泓淋電子有限公司), a sino-foreign joint venture incorporated in the PRC on 10 June 2002 with limited liability, which is a wholly-owned subsidiary of the Company
“Changshu Huarui”	Changshu Huarui Precision Electronics Co., Ltd. (常熟華銳精密電子有限公司), a domestic enterprise incorporated in the PRC on 18 April 2009 with limited liability, which is owned as to 51% by Changshu Connecting-Technology and 49% by Mr. Cheng Guanghua
“Chenlin International”	Chenlin International Joint Stock Company Limited (晨淋國際股份有限公司), a limited liability company incorporated in the British Virgin Islands on 26 April 2007 and wholly owned by Mr. Chi
“Chenlin Trading”	Chenlin International Trading Co. (晨淋國際貿易公司), an unlimited company incorporated in Hong Kong on 20 July 2004 and wholly owned by Mr. Chi

DEFINITIONS

“Chongqing Technology”	Chongqing Honglin Technology Co., Ltd. (重慶市泓淋科技有限公司), a limited liability company incorporated in the PRC on 27 August 2010 which is a wholly-owned subsidiary of the Company
“Compal”	one of our customers, which includes Compal Electronics Inc. (仁寶電腦工業股份有限公司), Compal Electronic Technology (Kunshan) Co., Ltd. (仁寶電子科技(昆山)有限公司), Compal Information Industry (Kunshan) Co., Ltd. (仁寶資訊工業(昆山)有限公司) and Compal Information Technology (Kunshan) Co., Ltd. (仁寶信息科技(昆山)有限公司), each an Independent Third Party
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “Our Company”	HL Technology Group Limited, a limited liability company incorporated in the Cayman Islands on 16 November 2007, and where the context otherwise requires, all of its subsidiaries and associated companies following completion of the Reorganization
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the context of this prospectus, refers to Mr. Chi and Chenlin International
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the Chinese national securities market
“Deed of Non-Competition”	the deed of non-competition dated 25 October 2010 entered into between Mr. Chi, Chenlin International and the Company, as disclosed in the section headed “Appendix VI — Statutory and General Information”
“Deheng Law Firm”	Deheng Law Firm Beijing Office
“Dezhou Electronic”	Dezhou Honglin Electronic Co., Ltd. (德州泓淋電子有限公司), a sino-foreign joint venture incorporated in the PRC on 13 March 2006 with limited liability, which is a wholly-owned subsidiary of the Company

DEFINITIONS

“Dongguan Electronic”	Dongguan Honglin Electronic Co., Ltd. (東莞泓淋電子有限公司), a sino-foreign joint venture incorporated in the PRC on 11 June 2007 with limited liability, which was a wholly-owned subsidiary of the Company and has been disposed of as part of the Reorganization
“Director(s)”	the director(s) of our Company
“Eastman Kodak”	Eastman Kodak Company (伊士曼柯達公司), one of our customers, an Independent Third Party
“Exchange Act”	the U.S. Securities Exchange Act of 1934, as amended
“Global Offering”	the Hong Kong Public Offer and the International Offer
“green application form(s)”	the application form(s) to be completed by the White Form eIPO service provider, Computershare Hong Kong Investor Services Limited
“Group”, “our Group”, “our”, “we” or “us”	our Company and its subsidiaries following completion of the Reorganization or, where the context so requires, in respect of the period before our Company became the holding company of our subsidiaries, Chenlin Trading and the subsidiaries of our Company prior to completion of the Reorganization or the businesses operated by such companies or (as the case may be) their predecessors
“Hisense”	Hisense Group (海信集團), one of our customers, an Independent Third Party
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK dollars” or “HK\$” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“Hong Kong Public Offer”	the offer of the Hong Kong Public Offer Shares for subscription by the public in Hong Kong for cash at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), on the terms and subject to the conditions described in this prospectus and the Application Forms

DEFINITIONS

“Hong Kong Public Offer Shares”	the 18,000,000 new Shares (subject to adjustment as described in the section headed “Structure of the Global Offering”) being offered by us for subscription under the Hong Kong Public Offer
“Hong Kong Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offer listed in the section headed “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 2 November 2010 relating to the Hong Kong Public Offer entered into by, among others, the Company, the Controlling Shareholders, the Sole Global Coordinator and the Hong Kong Underwriters
“Honglin Technology”	Honglin Technology Co., Ltd. (泓淋科技有限公司), a limited liability company incorporated in Taiwan on 21 July 2010 which is a wholly-owned subsidiary of the Company
“Hongxin International”	Hongxin International Limited, a limited liability company incorporated in Hong Kong on 22 February 2010 and wholly owned by the Company
“Hongxin Joint Stock”	Hongxin Joint Stock Company Limited (泓鑫股份有限公司), a limited liability company incorporated in the British Virgin Islands on 26 April 2007
“IFRS”	International Financial Reporting Standards promulgated by the International Accounting Standards Board (“IASB”). IFRS include the International Accounting Standards (“IAS”) and their interpretations
“Independent Third Parties”	party(ies) which is/are independent of and not connected (within the meaning of the Listing Rules) with any of Directors, chief executives or substantial shareholders (within the meaning of the Listing Rules) of the Company or any of its subsidiaries or any of their respective associates

DEFINITIONS

“Innolux”	Innolux Display Corporation (奇美電子股份有限公司), one of our customers, an Independent Third Party
“International Offer”	the offering of the International Offer Shares at the Offer Price as set out in the section headed “Structure of the Global Offering” in this prospectus
“International Offer Shares”	the 162,000,000 new Shares initially being offered for subscription under the International Offer (subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus)
“International Underwriting Agreement”	the underwriting agreement to be entered into between, among others, the Company, the Controlling Shareholders, the Sole Global Coordinator and International Underwriters in respect of the International Offer
“International Underwriters”	the underwriters of the International Offer
“Inventec”	Inventec Corporation, one of our customers including Inventec Hi-tech Corporation (英源達科技有限公司) and Inventec (Pudong) Corporation (英順達科技有限公司), each an Independent Third Party
“Korea”	the Republic of Korea
“Latest Practicable Date”	27 October 2010, being the latest practicable date for ascertaining certain information in this prospectus before its publication
“LG”	one of our customers, which includes LG Electronics Nanjing Display Co., Ltd. (南京LG新港顯示有限公司), PT. YQ TEX Indonesia, LG Electronic De Sao Paulo Ltda and LG Electronic Co., Ltd., each an Independent Third Party
“Listing”	the listing of the Shares on the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about 16 November 2010, on which our Shares are listed on the Main Board
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)
“LME”	London Metal Exchange

DEFINITIONS

“Made In China”	Made In China Ltd., a limited liability company incorporated in the Cayman Islands on 2 August 2002 and an investor of our Group
“Memorandum”	the amended and restated memorandum of association of our Company adopted on 25 October 2010, as amended from time to time
“Ministry of Finance”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Chi”	Mr. Chi Shaolin, an executive Director, our Chairman, Chief Executive Officer and the Controlling Shareholder of the Company
“National People’s Congress” or “NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會), a macroeconomic management agency under the State Council, which studies and formulates policies for economic and social development maintenance or balances of economic aggregates and guides the overall economic system restructuring
“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee) at which the Hong Kong Offer Shares are to be subscribed under the Hong Kong Public Offer and the International Offer Shares are to be offered and sold under the International Offer, to be determined in the manner further described in the section headed “Structure of the Global Offering — Pricing and allocation” in this prospectus
“Offer Shares”	the Hong Kong Public Offer Shares and the International Offer Shares together, where relevant, with any additional Offer Shares issued and sold pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option granted by the Group to the Sole Global Coordinator, exercisable by the Sole Global Coordinator on behalf of the International Underwriters pursuant to which our Company maybe required to allot

DEFINITIONS

and issue up to an aggregate of 27,000,000 additional Offer Shares, representing 15% of the initial size of the Global Offering, to, among other things, cover over-allocations in the International Offer as described in the section headed “Structure of the Global Offering” in this prospectus

“PBOC”	The People’s Bank of China (中國人民銀行), the central bank of PRC
“PRC Company Law”	the Company Law of the PRC (中華人民共和國公司法), enacted by the Standing Committee of the Eighth National People’s Congress on 29 December 1993 and effective on 1 July 1994, and subsequently amended on 25 December 1999, 28 August 2004 and 27 October 2005, as amended, supplemented or otherwise modified from time to time
“PRC Court”	means any court or arbitral tribunal of the PRC
“PRC EIT Law”	the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法), promulgated on 16 March 2007 by the National People’s Congress and effective on 1 January 2008
“PRC government” or “State”	the central government of the PRC, including all governmental sub-divisions (such as provincial, municipal and other regional or local government entities)
“Price Determination Date”	the date on which the Offer Price is fixed for the purpose of the Global Offering
“prospectus”	this prospectus being issued in connection with the Hong Kong Public Offer
“Protiviti”	Protiviti Shanghai Co., Ltd., an independent internal control advisor
“Qingdao Electronic”	Qingdao Honglin Electronic Co., Ltd. (青島泓淋電子有限公司), a sino-foreign joint venture incorporated in the PRC on 20 February 2004 with limited liability, which was merged with Weihai Electronic and de-registered on 6 December 2007
“Haier”	Qingdao Haier Parts Procurement Co., Ltd. (青島海爾零部件採購有限公司), one of our customers, an Independent Third Party

DEFINITIONS

“Qisda”	Qisda (Suzhou) Co., Ltd. (蘇州佳仕達電通有限公司), one of our customers, an Independent Third Party
“Quanta”	Quanta Shanghai Manufacturing City Tech-Front Computer Co., Ltd. (達豐(上海)電腦有限公司), an Independent Third Party
“Regulations S”	Regulation S under the Securities Act
“Reorganization”	the reorganization undertaken by the Company in preparation for the Listing as described in the section headed “History, Reorganization and Group Structure” in this prospectus
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Samford”	Samford Management Limited, a limited liability company incorporated in the British Virgin Islands on 6 April 2010 and an investor of our Group
“Samsung”	one of our customers, which includes Samsung Electronics (Shandong) Digital Printing Co., Ltd. (三星電子(山東)數碼打印機有限公司), Suzhou Electronics Samsung Computer (三星電子蘇州電腦有限公司), Samsung Electronics Display (M) SDN. BHD, Samsung Electronics Hungary, Samsung Electronics Co., Ltd. Digital Printing, Samsung Electronics Co., Ltd., PT. Samsung Electronics Indonesia, Thai Samsung Electronics Co., Ltd. and Samsung Mexican S.A. DE C.V., each an Independent Third Party
“SCGC Capital”	SCGC Capital Holding Company Limited, a limited liability company incorporated in the British Virgin Islands on 16 November 2006 and an investor of our Group
“SEC”	the U.S. Securities and Exchange Commission
“Securities Act”	the U.S. Securities Act of 1933, as amended
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme conditionally adopted by us on 25 October 2010, the principal terms of which are

DEFINITIONS

	summarized in the section headed “Share Option Scheme” in Appendix VI to this prospectus
“Share(s)”	ordinary share(s) with a nominal value of US\$0.02 each in our share capital
“Shenzhen Communication Technology”	Shenzhen Honglin Communication Technology Co., Ltd. (深圳市泓淋通訊科技有限公司), a domestic enterprise incorporated in the PRC on 5 November 2009 with limited liability, which is owned as to 80% by Changshu Cable and 20% by Ms. Yang Huahua
“SHFE”	Shanghai Futures Exchange (上海期貨交易所)
“Sole Global Coordinator”, “Sole Bookrunner” or “Piper Jaffray Asia Securities”	Piper Jaffray Asia Securities Limited, licensed to conduct type 1 (dealing in securities) and type 4 (advising in securities) regulated activities under the SFO, acting as the sole global coordinator and the sole bookrunner of the Global Offering
“Sole Sponsor” or “Piper Jaffray Asia”	Piper Jaffray Asia Limited, a licensed corporation under the SFO permitted to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, being the Sole Sponsor to the Global Offering
“Stabilizing Manager”	Piper Jaffray Asia Securities Limited
“State”	the central government of the PRC
“State Administration for Industry and Commerce”	the State Administration for Industry and Commerce of the PRC (中華人民共和國工商行政管理總局)
“State Administration of Foreign Exchange” or “SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), the PRC governmental agency responsible for matters relating to foreign exchange administration, including local branches, when applicable
“State Administration of Taxation” or “SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“State Environmental Protection Administration”	the State Environmental Protection Administration of China (中華人民共和國國家環境保護總局)
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council (中華人民共和國國務院國有資產監督管理委員會)

DEFINITIONS

“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between Piper Jaffray Asia Securities and Chenlin International on the Price Determination Date, pursuant to which Piper Jaffray Asia Securities may borrow up to 27,000,000 Shares from Chenlin International to cover any over-allocation under the International Offer
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Subdivision”	the subdivision of the then issued and unissued shares of US\$0.10 each in the share capital of the Company into five Shares of US\$0.02 each pursuant to the shareholder resolution as referred to in the section entitled “Resolutions of our Shareholders” in Appendix VI to this prospectus
“Subsidiary”	has the meaning ascribed thereto in section 2 of the Companies Ordinance
“Taiwan Investment Commission, MOEA”	the Taiwan Investment Commission, MOEA (台灣經濟部投資審議委員會)
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases issued by the SFC, as amended, supplemented or otherwise modified from time to time
“TPV Technology”	one of our customers, which includes TPV Technology (Beijing) Co., Ltd. (冠捷科技(北京)有限公司), TPV Display Technology Co., Ltd. (Wuhan) (冠捷(武漢)顯示科技有限公司), TPV Victory Electronics (Fujian) Co., Ltd. (冠捷電子(福建)有限公司), each an Independent Third Party
“Track Record Period”	the three financial years ended 31 December 2009 and six months ended 30 June 2010
“Unconditional Date”	the date on which the Underwriting Agreements have become unconditional
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction

DEFINITIONS

“US dollars” or “US\$”	United States dollars, the lawful currency of the United States
“VAT”	value added tax
“Weihai Cable”	Weihai Honglin Wire & Cable Co., Ltd. (威海市泓淋電線電纜有限公司), a sino-foreign joint venture incorporated in the PRC on 30 July 2003 with limited liability, which is a wholly-owned subsidiary of the Company
“Weihai Electronic”	Weihai Honglin Electronic Co., Ltd. (威海市泓淋電子有限公司), a wholly foreign owned limited liability company incorporated in the PRC on 27 November 1997 with limited liability, which is a wholly-owned subsidiary of the Company
“Weihai Plastic”	Weihai Honglin Plastic Co., Ltd. (威海市泓淋塑膠有限公司), a sino-foreign joint venture incorporated in the PRC on 30 December 2001 with limited liability, which was merged with Weihai Cable and de-registered on 28 June 2007
“White Form eIPO”	the application for Hong Kong Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Wistron”	Wistron Info.Comm (Zhongshan) Corporation (廣基科技(中山)有限公司), one of our customers, an Independent Third Party
“Wuhan Electronic”	Wuhan Honglin Electronic Co., Ltd. (武漢市泓淋電子有限公司), a sino-foreign joint venture incorporated in the PRC on 11 October 2005 with limited liability, which is a wholly-owned subsidiary of the Company
“Yongchang Joint Stock”	Yongchang Joint Stock Company Limited (永昌股份有限公司), a limited liability company incorporated in the British Virgin Islands on 26 June 2009
“Yujin”	Changshu Yujin Packing Material Co., Ltd. (常熟禹進包裝材料有限公司), a sino-foreign joint venture

DEFINITIONS

incorporated in the PRC on 27 July 2006 with limited liability, which is an associate of the Company and de-registered on 31 August 2010

“ZTE”

ZTE Corporation (中興通訊股份有限公司), one of our customers, an Independent Third Party