
DEFINITIONS

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

“AMD”	Advanced Micro Devices, Inc., an Independent Third Party, a global semiconductor company listed on the New York Stock Exchange under the ticker AMD, which designs and sells microprocessors, chipsets and graphics processors, and/or, where the context requires, any one or more of its relevant subsidiaries and/or associated companies
“APAC”	Asia Pacific Region
”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, to be used in relation to the Public Offering
“Articles”	the amended and restated articles of association of the Company, approved and adopted on 21 December 2011 and as amended from time to time
“ASK Group”	ASK Technology Group Limited, a company incorporated in Hong Kong with limited liability on 10 March 2008 and a wholly owned subsidiary of the Company, and/or, where the context requires, any one or more of its relevant subsidiaries and/or associated companies
“ASK Technology”	ASK Technology Limited, a company incorporated in Hong Kong with limited liability which is wholly-owned by Mr. Ho, a Director, and therefore a connected person of the Company
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“ATI”	ATI Technologies Inc., an Independent Third Party, which was acquired by AMD in 2006, and/or, where the context requires, any one or more of its relevant subsidiaries and/or associated companies

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“Baineng Factory”	東莞栢能電子廠 (Dongguan Baineng Electronics Factory*), a processing factory established in the PRC in July 1997 which was deregistered on 23 October 2010
“Board”	the board of Directors
“Business Day”	any day (excluding a Saturday or a Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CCASS”	Central Clearing and Settlement System
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“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 or a CCASS Custodian Participant or a CCASS Investor Participant
“CeBIT”	Centrum für Büroautomation, Informationstechnologie und Telekommunikation, a trade show in Hannover
“CES	Consumer Electronics Show, a trade show in Las Vegas
“Classic Venture”	Classic Venture International Inc., a company incorporated in the BVI on 18 July 1995 which is held as to 100% by Mrs. Ho Wong Mary Mee-Tak, who is a Controlling Shareholder
“Co-founders”	The late Mr. Ho Hin Wun Bosco, Mr. Wong Shik Ho Tony, Mr. Leung Wah Kan and Mr. Wong Fong Pak
“Companies Law” or “Cayman Companies Law”	the Companies Law (2011 Revision) of the Cayman Islands as amended, supplemented or otherwise modified from time to time

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“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “we” or “us”	PC Partner Group Limited, a company incorporated in the Cayman Islands under the Companies Law with limited liability on 1 April 2010 and reference to “our” should be construed accordingly
“Computex”	a computer exhibition in Taiwan
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and in the context of this prospectus refers to Mrs. Ho Wong Mary Mee-Tak, Classic Venture and Perfect Choice
“Director(s)”	the director(s) of the Company
“Dongguan Baineng”	東莞栢能電子科技有限公司, a wholly foreign-owned enterprise established in the PRC on 10 July 2009 and a wholly-owned subsidiary of the Company
“Dongguan Baiye”	東莞市百業進出口有限公司 (Dongguan City Baiye Import and Export Co., Ltd.*), a company incorporated in the PRC with limited liability and an Independent Third Party
“Dongguan Tianpei”	東莞市天沛電子科技有限公司, a wholly foreign-owned enterprise established in the PRC on 11 July 2008 and a wholly-owned subsidiary of the Company
“EMEAI”	Europe, Middle East, Africa and India
“European Union”	an economic and political partnership between European countries, further details of which can be found at the website of the European Union (http://europa.eu)
“GREEN Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited

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“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 and the businesses carried on by such subsidiaries or (as the case may be) their predecessors or, where the context so requires, any one or more of the present subsidiaries of the Company
“HK\$” or “HK dollars” and “HK cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hon Hai Precision”	Hon Hai Precision Industry Co., Ltd., an Independent Third Party, and/or, where the context requires, any one or more of its relevant subsidiaries and/or associated companies
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	a party which is not connected (as defined in the Listing Rules) to the Directors, chief executive or substantial Shareholders
“Innovision Multimedia”	Innovision Multimedia Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
“Joint Lead Underwriters”	WAG Worldsec and Luen Fat and a “Joint Lead Underwriter” means any one of them
“KRW”	South Korean won, the lawful currency of South Korea

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“Latest Practicable Date”	23 December 2011, being the latest practicable date prior to the date of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Listing”	the listing of the Shares on the Main Board
“Listing Date”	the date, expected to be on or about 12 January 2012, on which the Shares are listed and from which dealings in the Shares first commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Luen Fat”	Luen Fat Securities Company Limited, a Joint Lead Underwriter to the Listing and a corporation licensed to conduct type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange, which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Manli Group”	Manli Technology Group Limited, a company incorporated in Hong Kong with limited liability on 10 March 2008 and a wholly owned subsidiary of the Company, and/or, where the context requires, any one or more of its relevant subsidiaries and/or associated companies
“Manli Technology”	Manli Technology Co. Limited, a company incorporated in Hong Kong with limited liability in which Mr. Man, a Director, owns 50% interest, and therefore a connected person of the Company
“Memorandum”	the amended and restated memorandum of association of the Company, approved and adopted on 21 December 2011 and as amended from time to time

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“Mr. Ho”	Ho Nai Nap, please refer to the section headed “Directors, senior management and staff” in this prospectus
“Mr. Lee”	Lee Wing Chung, a director of Manli Group
“Mr. Lin”	林國良 (Lin Guoliang) and an Independent Third Party
“Mr. Man”	Man Wai Hung, please refer to the section headed “Directors, senior management and staff” in this prospectus
“Mr. Yin”	尹樹基 (Yin Shuji) and an Independent Third Party
“NALA”	North America and Latin America
“NALA Sales”	NALA Sales Inc. a company incorporated in the State of California, the United States on 4 December 2007 under the laws of the State of California, a connected person of the Company, further details of which are set out in the subsection headed “Provision of services by NALA Sales to Zotac Nevada relating to sales, promotion and distribution of products of Zotac Nevada” in the section headed “Connected Transactions” in this prospectus
“NVIDIA”	NVIDIA Corporation, listed on The NASDAQ Stock Market under the ticker NVDA, is a leading supplier of GPUs, an Independent Third Party and/or, where the context requires, any one or more of its relevant subsidiaries and/or associated companies
“Offer Price”	the offer price per Offer Share of HK\$1.60 (exclusive of brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) at which Shares are to be subscribed or purchased pursuant to the Offering
“Offer Share(s)”	the Public Offer Share(s) and the Placing Share(s)
“Offering”	the Public Offering and the Placing

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“Over-allotment Option”	the option to be granted by the Company to the Placing Underwriters exercisable by Luen Fat under the Placing Underwriting Agreement pursuant to which the Company may be required to issue up to an aggregate of 15,750,000 additional new Shares (representing 15% of the Offer Shares initially being offered under the Offering) to cover over-allocations in the Placing, details of which are described in the section headed “Structure and conditions of the Offering” in this prospectus
“Over-allotment Shares”	up to 15,750,000 Shares which the Company may be required to issue at the Offer Price pursuant to the Over-allotment Option
“PC Partner”	PC Partner Limited, a company incorporated in Hong Kong with limited liability on 12 February 1988 and a wholly-owned subsidiary of the Company
“PC Partner Holdings”	PC Partner Holdings Limited, a company incorporated in the BVI with limited liability on 2 May 1997 and a wholly-owned subsidiary of the Company
“PC Partner Holdings Shareholders”	all the shareholders of PC Partner Holdings immediately prior to the signing of the deed of sale and purchase dated 21 December 2011 referred to in paragraph (m) of the section headed “3.1 Summary of Material Contracts” in Appendix V to this prospectus, namely, Classic Venture (a Controlling Shareholder), Perfect Choice (a Controlling Shareholder), Wong Shik Ho Tony (a Director), Wong Fong Pak (a Director), Daniel Kearney, Leung Wah Kan (a Director), Mr. Ho (a Director), Chiu Kan Ho, K.U. INTERNATIONAL LIMITED, Kingdom Right Limited, Mr. Lee, Mr. Man (a Director), Lee Ming Wai David, Lai Shui Wah, Tsang Chiu Po, Tsang Wan Wai, Gong Jian Hua, Fong Wing Fai, Hong Wen Zheng, Chow Hon Fat, Zhang Ji Ming, Lee Po Yuk Juanne, Chow Pak Keung, Lau Chee Keung, Liu Yao Ming, Liao Yang Lin, Lee Siu Wai, who became shareholders of the Company pursuant to the Reorganisation
“PC Partner International”	PC Partner International Limited, a company incorporated in the BVI with limited liability on 10 July 2003 and a wholly-owned subsidiary of the Company

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“Perfect Choice”	Perfect Choice Limited, a company incorporated in the BVI on 5 July 1995 which is held as to 100% by Mrs. Ho Wong Mary Mee-Tak, who is a Controlling Shareholder
“Placing”	the conditional placing of the Placing Shares by the Placing Underwriters for cash at the Offer Price, as further described in the section headed “Structure and conditions of the Offering” in this prospectus
“Placing Shares”	an aggregate of 94,500,000 Shares (comprising 76,500,000 new Shares and the Sale Shares) initially being offered for subscription at the Offer Price under the Placing with any additional Shares issued pursuant to the exercise of the Over-allotment Option, subject to reallocation as described in the section headed “Structure and conditions of the Offering” in this prospectus
“Placing Underwriters”	the underwriters of the Placing, led by the Joint Lead Underwriters, who are expected to enter into the Placing Underwriting Agreement
“Placing Underwriting Agreement”	the conditional placing and underwriting agreement relating to the Placing and to be entered into by, among others, the Company, the Selling Shareholder and the Placing Underwriters
“PRC” or “China” or “mainland” or “mainland China”	the People’s Republic of China which, for the purpose of this prospectus, excludes Hong Kong, Macau and Taiwan
“PRC Legal Advisers”	Guantao Law Firm, legal adviser to the Group as to PRC law
“Pre-IPO Share Option Scheme”	the share option scheme conditionally adopted by the Company pursuant to a written resolution passed by the Shareholders on 14 December 2011, the principal terms of which are summarised in the section headed “6. Pre-IPO Share Option Scheme — A. Summary of the terms of the Pre-IPO Share Option Scheme” in Appendix V to this prospectus
“Public Offer Shares”	the 10,500,000 new Shares initially being offered for subscription by the Company at the Offer Price under the Public Offering, subject to reallocation as described in the section headed “Structure and conditions of the Offering” in this prospectus

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“Public Offer Underwriters”	the underwriters of the Public Offering whose names are set out in the section headed “Underwriting” in this prospectus
“Public Offer Underwriting Agreement”	the conditional public offer underwriting agreement dated 28 December 2011 relating to the Public Offering entered into by, among others, the Company, the Controlling Shareholders, the Sponsor, the Joint Lead Underwriters and the Public Offer Underwriters
“Public Offering”	the offer by the Company of the Public Offer Shares for subscription by the public in Hong Kong at the Offer Price, subject to and in accordance with the terms and conditions set out in the prospectus and the related application forms
“Regulation S”	Regulation S under the US Securities Act
“Reorganisation”	the reorganisation arrangements undergone by the Group in preparation for the Listing as described in the section headed “History and development — Reorganisation” in this prospectus and the section headed “1.4 Corporate Reorganisation” in Appendix V to this prospectus
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange (國家外匯管理局)
“Sale Shares”	the 18,000,000 Shares to be offered by the Selling Shareholder under the Placing
“Sapphire”	Sapphire Global Holdings Limited, an Independent Third Party and an investment of the Group, further details of which are set out in the subsection headed “Investment in Sapphire Global Holdings Limited” in the section headed “Financial Information” in this prospectus and/or, where the context requires, any one or more of its relevant subsidiaries, associated companies and/or related companies
“Selling Shareholder”	Classic Venture
“SFC”	the Securities and Futures Commission of Hong Kong

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“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)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Social Insurance”	contribution for various funds in the PRC, including pension insurance, medical insurance, unemployment insurance and occupational injuries insurance
“South Korea”	The Republic of Korea
“Sponsor”	WAG Worldsec
“State Council”	中華人民共和國國務院 (State Council of the PRC)
“Stock Borrowing Agreement”	the agreement to be entered into by the Selling Shareholder with Luen Fat in respect of the borrowing of up to 15,750,000 Shares from the Selling Shareholder by Luen Fat to cover over-allocation
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Synovate”	Synovate Ltd., an Independent Third Party, is a research institute founded in 2003 and the market research arm of Aegis Group plc, a media communications company listed on the London Stock Exchange.
“Synovate Report”	a report prepared by Synovate on the global market landscape and competitive analysis of add-in video graphics cards, which was commissioned by the Group
“TDEK”	TDEK Holdings, Ltd., a company incorporated in Bermuda with limited liability on 4 August 1997 previously owned by Mr. Wong Shik Ho Tony as to 64.44% which was dissolved in March 2011

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“Track Record Period”	the financial years comprising the three years ended 31 December 2010 and the six months ended 30 June 2011
“UK”	the United Kingdom of Great Britain and Northern Ireland
“Underwriters”	the Placing Underwriters and the Public Offer Underwriters
“Underwriting Agreements”	the Placing Underwriting Agreement and the Public Offer Underwriting Agreement
“US” or “United States”	the United States of America
“US Securities Act”	the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States
“VTech Group”	VTech Holdings Limited, a company incorporated in Bermuda with limited liability and listed on the Stock Exchange, (stock code: 303), or where the context requires, any one or more of its relevant subsidiaries or associated companies
“WAG Worldsec”	WAG Worldsec Corporate Finance Limited, acting as the Sponsor and a Joint Lead Underwriter to the Listing, a corporation licensed to conduct type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the SFO
“White Form eIPO”	the application for Hong Kong 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
“Xianxing Development”	東莞市先興發展有限公司 (Dongguan Xianxing Development Co., Ltd), a company incorporated in the PRC with limited liability and an Independent Third Party

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“Zotac Korea”	Zotac Korea Co., Ltd., a company incorporated in Korea and a wholly-owned subsidiary of the Company
“Zotac Macao”	Zotac International (Macao Commercial Offshore) Limited, a company incorporated in Macau under the laws of Macau and a wholly-owned subsidiary of the Company
“Zotac Nevada”	Zotac USA, Inc., a company incorporated in the State of Nevada, the United States on 9 October 2007 under the laws of the State of Nevada and a wholly-owned subsidiary of the Company
“ZOTAC USA”	collective description of Zotac Nevada and NALA Sales
“sq.ft.”	square foot or square feet
“sq.m.”	square metre(s)
“%”	per cent

Unless otherwise specified, statements contained in this prospectus assume no exercise of the Over-allotment Option.

All times refer to Hong Kong time.

If there is any discrepancy between the Chinese name or title of the PRC laws and regulations or other Chinese documents mentioned in this prospectus and their English translation, the Chinese version shall prevail.

Translated English names of Chinese natural persons, legal persons, governmental authorities, institutions or other entities contained in this prospectus are unofficial translations for reference only.