

DEFINITIONS

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

“Aiko”	Aiko Products Limited (艾科產品有限公司) (formerly known as “Aiko Beauty Products Limited (艾科產品有限公司)”), a company incorporated in Hong Kong with limited liability on 6 August 2003, which is wholly owned by Telefield (BVI), an indirect wholly-owned subsidiary of the Company
“Aiko (Shenzhen)”	愛康科商貿(深圳)有限公司 (Aiko Beauty (Shenzhen) Limited), a company established in the PRC with limited liability on 26 September 2006, which is wholly owned by Aiko, an indirect wholly-owned subsidiary of the Company
“Alagona”	Alagona Holdings Limited, a company incorporated in BVI with limited liability on 23 October 2009, which is wholly owned by Telefield (BVI), an indirect wholly-owned subsidiary of the Company
“Americas”	comprising North America, Central America and South America, including the Caribbean
“Application Form(s)”	WHITE , YELLOW and GREEN application form(s), or where the context so requires, any of them, used in the Public Offer
“Articles of Association” or “Articles”	the articles of association of the Company adopted on 31 December 2010 and as amended from time to time, a summary of which is set out in Appendix V to this prospectus
“Asia-Pacific region”	for the purpose of this prospectus only, comprising the Asian continent from India to the PRC, Korea, south of Russia, Indonesia, Singapore, Taiwan, Hong Kong, the Philippines and Australia
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors

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“Bracciano”	Bracciano Limited, a company incorporated in BVI with limited liability on 5 January 2010, which is wholly owned by Telefield (BVI), an indirect wholly-owned subsidiary of the Company
“Business Day”	a day (other than a Saturday or a Sunday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalisation Issue”	the issue of Shares to be made upon capitalisation 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 all the Shareholders passed on 31 December 2010” in Appendix VI to this prospectus
“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
“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
“CDL (HK)”	Circuit Development Limited, a company incorporated in Hong Kong with limited liability on 7 September 1993, which is wholly owned by Telefield (HK), an indirect wholly-owned subsidiary of the Company
“Century Win”	Century Win Industrial Limited (紀宏實業有限公司), a company incorporated in Hong Kong with limited liability on 22 May 1987, which is owned as to approximately 53.68% by Mr. Cheng and 46.32% by Mrs. Cheng and one of the Controlling Shareholders

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“China Merchants Securities” or “Sole Bookrunner” or “Sponsor”	China Merchants Securities (HK) Co., Limited, a corporation licensed under the SFO to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) of the regulated activities (as defined under the SFO), being the sole bookrunner, sponsor and one of the Joint Lead Managers for the Share Offer and an Independent Third Party
“Companies Law”	the Companies Law (2010 Revision) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	Telefield International (Holdings) Limited (中慧國際控股有限公司), an exempted company incorporated in the Cayman Islands on 18 May 2010 under the Companies Law with limited liability
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and, in the context of this prospectus, means Dragon Fortune, Telefield Charitable Fund, Century Win, Mr. Cheng and Mrs. Cheng or, where the context so requires, any of them
“Director(s)”	director(s) of the Company
“Dragon Fortune”	Dragon Fortune International Limited (龍豐國際有限公司), a company incorporated in Hong Kong with limited liability on 5 September 1997, which is owned as to approximately 52.62% by Century Win, 8.77% by Mr. KB Lee, 8.77% by Mr. KY Ng, 6.58% by Healthy & Tracy, 6.58% by Titanic Horizon, 5.27% by Fame Channel, 3.51% by Mr. Chiu and 3.07% by Ms. Ko, 3.07% by Mr. Tam and 1.76% by Mr. Poon and one of the Controlling Shareholders
“DTZ”	DTZ Debenham Tie Leung Limited, an independent professional property valuer

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“Fame Channel”	Fame Channel Investment Limited, a company incorporated in Hong Kong with limited liability on 9 February 1995, which is owned as to 99.99% by Mr. Wong and 0.01% by Ms. Kwan
“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
“ GREEN Application Form(s)”	the application form(s) to be completed by the HK eIPO White Form Service Provider
“Guangzhou”	Guangzhou municipality, Guangdong province, the PRC
“Guangzhou Telefield”	廣州中慧電子有限公司 (Guangzhou Telefield Limited), a company established in the PRC with limited liability on 27 October 1992 and is wholly owned by Telefield (HK), an indirect wholly-owned subsidiary of the Company
“Healthy & Tracy”	Healthy & Tracy Company Limited, a company incorporated in Hong Kong with limited liability on 8 August 1995, which is owned as to 50% by Mr. Sum and 50% by Ms. Suen
“ HK eIPO White Form ”	the application for the Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of HK eIPO White Form service provider at www.hkeipo.hk
“ HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by the Company, as specified on the designated website at www.hkeipo.hk
“HKFRS”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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“Hong Kong Share Registrar”	Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong
“Huizhou”	Huizhou municipality, Guangdong province, the PRC
“Huizhou Telefield”	惠州中慧電子有限公司 (Huizhou Telefield Limited), a company established in the PRC with limited liability on 27 February 2008 and is wholly owned by SAL (HK), an indirect wholly-owned subsidiary of the Company
“Independent Third Party(ies)”	a person(s) or company(ies) which is/are independent of and not connected with the Company and its connected persons
“iSuppli”	iSuppli Corporation, an industry and market research services provider in the United States and an Independent Third Party
“Joint Lead Managers”	China Merchants Securities and Kingsway
“Kingsway”	Kingsway Financial Services Group Limited, a corporation licensed under the SFO to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) of the regulated activities (as defined under the SFO), being one of the Joint Lead Managers for the Share Offer and an Independent Third Party
“Latest Practicable Date”	7 January 2011, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information in this prospectus
“Listing”	the listing of the Shares on the Main Board
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
“Listing Date”	the date on which trading of the Shares on the Main Board first commences, which is currently expected to be on Thursday, 27 January 2011
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time

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“Main Board”	the stock market operated by the Stock Exchange, which excludes Growth Enterprises Market of the Stock Exchange and the options market
“Memorandum”	the memorandum of association of the Company adopted on 31 December 2010
“Metro Creator”	Metro Creator Limited (天捷有限公司), a company incorporated in Hong Kong with limited liability on 4 August 2009, which is wholly owned by Alagona, an indirect wholly-owned subsidiary of the Company
“Miss Cheng”	Miss Cheng Wai See Eunice, the daughter of Mr. Cheng and Mrs. Cheng
“Modern Channel”	Modern Channel Limited (啟協有限公司), a company incorporated in Hong Kong with limited liability on 4 August 2009, which is wholly owned by Telefield (BVI), an indirect wholly-owned subsidiary of the Company
“Mr. Cheng”	Mr. Cheng Han Ngok Steve, the founder of the Group, the Chairman, an executive Director, one of the Controlling Shareholders, the spouse of Mrs. Cheng and the brother-in-law of Mr. Poon
“Mr. Chiu”	Mr. Chiu King Yim Dominic
“Mr. KB Lee”	Mr. Lee Kai Bon, an executive Director
“Mr. KY Ng”	Mr. Ng Kim Yuen, an executive Director
“Mr. Poon”	Mr. Poon Ka Lee Barry, an executive Director and the brother-in-law of Mr. Cheng
“Mr. Sum”	Mr. Sum Kwok Fai
“Mr. Tam”	Mr. Tam Kam Fong
“Mr. Wong”	Mr. Wong Sik Hung
“Mrs. Cheng”	Ms. Ma Mei Han Elitte, the spouse of Mr. Cheng and one of the Controlling Shareholders
“Ms. Fok”	Ms. Fok Pui Yin, an executive Director
“Ms. Ko”	Ms. Ko Mee Ling

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“Ms. Kwan”	Ms. Kwan Wai Yee, the spouse of Mr. Wong
“Ms. Suen”	Ms. Suen Lai Hung, the spouse of Mr. Sum
“North America”	Canada and the United States
“NPD”	NPD Intellect, LLC, an industry and market research services provider in the United States and an Independent Third Party
“Offer Price”	the final price for each Offer Share (excluding brokerage, the Stock Exchange trading fee and the SFC transaction levy thereon) at which the Offer Shares are to be offered for subscription pursuant to the Share Offer
“Offer Shares”	the Public Offer Shares and the Placing Shares
“Over-allotment Option”	the option expected to be granted by the Company to China Merchants Securities, at any time within a period commencing from the Listing Date and ending on the 30th day after the last date for lodging of applications under the Public Offer, to require the Company to allot and issue the Over-allotment Shares at the Offer Price to cover over-allocations in the Placing and/or to satisfy the obligation of China Merchants Securities to return securities borrowed under the Stock Borrowing Agreement subject to the terms of the Placing Underwriting Agreement
“Over-allotment Shares”	up to an aggregate of 15,000,000 new Shares to be issued pursuant to the exercise of the Over-allotment Option, representing 15% of the number of Shares initially available under the Share Offer
“PBOC”	中國人民銀行 (the People’s Bank of China), the central bank of the PRC
“Placing”	the conditional placing of the Placing Shares by the Placing Underwriters on behalf of the Company for cash at the Offer Price with professional, institutional and individual investors as described in the section headed “Structure of the Share Offer” in this prospectus

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“Placing Shares”	the 90,000,000 new Shares initially offered for subscription under the Placing subject to Over-allotment Option and re-allocation as described in the section headed “Structure of the Share Offer” in this prospectus
“Placing Underwriters”	the underwriters listed in the section headed “Underwriting – Placing Underwriters” in this prospectus, being the underwriters of the Placing
“Placing Underwriting Agreement”	the conditional placing underwriting agreement relating to the Placing which is expected to be entered into on or about the Price Determination Date among the Company, Mr. Cheng, Mrs. Cheng, Century Win, Dragon Fortune, the executive Directors, the Joint Lead Managers and the Placing Underwriters
“PRC” or “China”	the People’s Republic of China which, for the purpose of this prospectus only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“PRC Enterprise Income Tax Law”	《中華人民共和國企業所得稅法》(the Enterprise Income Tax Law of the PRC) and 《中華人民共和國企業所得稅法實施條例》(the Regulation on the Implementation of the Enterprise Income Tax Law of the PRC), which took effect on 1 January 2008
“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
“PRC Legal Advisers”	King & Wood PRC Lawyers, legal advisers to the Company as to PRC law
“Price Determination Agreement”	the agreement to be entered into between the Company and China Merchants Securities (for itself and on behalf of the Underwriters) on or about the Price Determination Date to record and fix the Offer Price

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“Price Determination Date”	the date, expected to be on or around Thursday, 20 January 2011, or such later date as China Merchants Securities (for itself and on behalf of the Underwriters) and the Company may agree but in any event no later than 9:00 p.m. (Hong Kong time) on Friday, 21 January 2011, on which the Offer Price will be fixed for the purposes of the Share Offer
“Public Offer”	the conditional offer of the Public Offer Shares by the Company for subscription by members of the public in Hong Kong for cash at the Offer Price, payable in full on application, on and subject to the terms and conditions stated herein and in the related Application Forms
“Public Offer Shares”	the 10,000,000 new Shares initially offered for subscription under the Public Offer, representing 10% of the initial number of Offer Shares, subject to re-allocation as described in the section headed “Structure of the Share Offer” in this prospectus
“Public Offer Underwriters”	the underwriters listed in the section headed “Underwriting – Public Offer Underwriters” in this prospectus, being the underwriters of the Public Offer
“Public Offer Underwriting Agreement”	the conditional public offer underwriting agreement dated 13 January 2011 relating to the Public Offer and entered into among the Company, Mr. Cheng, Mrs. Cheng, Century Win, Dragon Fortune, the executive Directors, the Joint Lead Managers and the Public Offer Underwriters
“RCA Agreements”	the RCA Asset Purchase Agreement and the RCA Licence Agreement
“RCA Asset Purchase Agreement”	the asset purchase agreement entered into among Thomson Inc., TFNA (US) and Telefield (HK) executed on 27 February 2009 but effective for all purposes as at 1 March 2009, with respect to certain assets and liabilities
“RCA Licence Agreement”	the trademark licence agreement entered into among RCA Trademark Management SAS, TFNA (US) and Telefield (HK) executed on 27 February 2009 but effective for all purposes as at 1 March 2009, with respect to the “RCA” brand

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“Reorganisation”	the corporate reorganisation of the Group in preparation for the Listing as described under the paragraph headed “Group reorganisation” in Appendix VI to this prospectus
“RSM Consulting”	RSM Nelson Wheeler Consulting Limited, the internal control consultants to the Group, an Independent Third Party and a limited liability company effectively owned by the partners of RSM Nelson Wheeler, the reporting accountants to the Group
“SAFE”	中華人民共和國國家外匯管理局 (State Administration of Foreign Exchange of the PRC)
“SAL (HK)”	Sino Achieve Limited (中禧有限公司), a company incorporated in Hong Kong with limited liability on 9 November 2007, which is wholly owned by Telefield (BVI), an indirect wholly-owned subsidiary of the Company
“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\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Offer”	the Public Offer and the Placing
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 31 December 2010, a summary of its principal terms of which is set out under the paragraph headed “Share Option Scheme” in Appendix VI to this prospectus
“Shenzhen”	Shenzhen municipality, Guangdong province, the PRC
“Shenzhen Telefield”	廣州中慧電子有限公司深圳分公司 (Guangzhou Telefield Limited Shenzhen Branch), a branch office of Guangzhou Telefield established in the PRC on 15 November 1994

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“Space Wisdom”	Space Wisdom Limited (智航有限公司), a company incorporated in BVI with limited liability on 6 January 2010, which is wholly owned by Telefield (BVI), an indirect wholly-owned subsidiary of the Company
“Stock Borrowing Agreement”	the stock borrowing agreement to be entered into between Dragon Fortune and China Merchants Securities, pursuant to which China Merchants Securities may borrow up to an aggregate of 15,000,000 Shares to cover any over-allocation in the Placing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Szmigiel Family”	Mr. Shimon Szmigiel and his family
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Repurchases
“Tarez”	Tarez GmbH, a company incorporated in Germany with limited liability on 24 February 2010 which is wholly owned by Ms. Heidi Szmigiel née Raetz, the spouse of Mr. Shimon Szmigiel
“Tavida”	Tavida GmbH, a company incorporated in Germany with limited liability on 24 February 2010 which is wholly owned by Ms. Tanja Szmigiel, the daughter-in-law of Mr. Shimon Szmigiel
“Telefield (BVI)”	Telefield Holdings Limited (formerly known as “Orient Power Telecommunication Limited” and “Big Apple Enterprises Limited”), a company incorporated in BVI with limited liability on 25 September 1997, which is wholly owned by Dragon Fortune before the Reorganisation

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“Telefield Charitable Fund”	Telefield Charitable Fund Limited (中慧慈善基金有限公司), a company incorporated in Hong Kong on 20 October 2010 and limited by guarantee and one of the Controlling Shareholders, the members of which are the shareholders of Dragon Fortune and the contribution of each member to the assets of Telefield Charitable Fund shall be prorated according to his/her/its respective effective shareholding interests in Dragon Fortune as at 20 August 2010, i.e. an individual Dragon Fortune shareholder’s proportion of contribution in Telefield Charitable Fund shall equal to such Dragon Fortune shareholder’s effective shareholding interests in Dragon Fortune divided by the aggregate Dragon Fortune shareholders’ effective shareholding interests in Dragon Fortune except for the proportion of contribution by Fame Channel and Healthy & Tracy which shall be borne by Mr. Wong and Mr. Sum, respectively. As such, it will be owned as to approximately 52.62% by Century Win, 8.77% by Mr. KB Lee, 8.77% by Mr. KY Ng, 6.58% by Ms. Fok, 6.58% by Mr. Sum, 5.27% by Mr. Wong, 3.51% by Mr. Chiu, 3.07% by Ms. Ko, 3.07% by Mr. Tam and 1.76% by Mr. Poon
“Telefield (HK)”	Telefield Limited (中慧有限公司) (formerly known as “Telefield Limited”), a company incorporated in Hong Kong with limited liability on 28 April 1989, which is wholly owned by Telefield (BVI), an indirect wholly-owned subsidiary of the Company
“Telefield Medical”	Telefield Medical Devices Limited (中慧醫療器材有限公司), a company incorporated in Hong Kong with limited liability on 25 January 2010, which is wholly owned by Bracciano, an indirect wholly-owned subsidiary of the Company
“Telefield TrekStor”	Telefield TrekStor S.a.r.l., a company incorporated in Luxembourg on 29 October 2009, which is owned as to 51% by Metro Creator, 33% by Tarez and 16% by Tavida
“TFNA (US)”	Telefield NA, Inc., a company incorporated in Oregon, the United States on 26 December 2008, which is wholly owned by TFUL (HK), an indirect wholly-owned subsidiary of the Company

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“TFUL (HK)”	Telefield Universal Limited (中慧環球有限公司) (formerly known as “Good Creation International Limited (利創國際有限公司)”), a company incorporated in Hong Kong with limited liability on 2 December 2008, which is wholly owned by Telefield (BVI), an indirect wholly-owned subsidiary of the Company
“Titanic Horizon”	Titanic Horizon Limited, a company incorporated in BVI with limited liability on 1 September 1997, which is wholly owned by Ms. Fok
“Track Record Period”	the period comprising the three years ended 31 December 2007, 2008 and 2009 and the eight months ended 31 August 2010
“TrekStor Transfer Agreement”	a sale and transfer agreement dated 3 November 2009 and entered into among the insolvency administrator for the estate of TrekStor GmbH & Co. KG, TrekStor (HK) and TrekStor (Germany) in relation to the sale and purchase of certain assets and liabilities of TrekStor GmbH & Co. KG (in liquidation) with effect from 2 November 2009
“TrekStor (Germany)”	TrekStor GmbH (formerly known as “Mainsee 646. VV GmbH”), a company incorporated in Germany with limited liability on 9 September 2009, which is wholly owned by Telefield TrekStor, an indirectly owned subsidiary of the Company
“TrekStor (HK)”	TrekStor Limited (formerly known as “Century Joiner Limited (環華有限公司)”), a company incorporated in Hong Kong with limited liability on 8 September 2009, which is owned as to 51% by Alagona, 33% by Tarez and 16% by Tavida
“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 the rules and regulations promulgated under it

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“€” or “Euro”	the lawful currency of the member states of the European Union that adopted the single currency in accordance with the Treaty establishing the European Community (signed in Rome on 25 March 1957), as amended by the Treaty on European Union (signed in Maastricht on 7 February 1992)
“HK\$” or “HK dollars” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the US
“¥” or “Yen”	Japanese Yen, the lawful currency of Japan
“sq.ft.”	square foot/feet
“sq.m.”	square metre(s)
“%”	per cent.

Unless otherwise specified, for the purpose of this prospectus and for the purpose of illustration only, Hong Kong dollars amount have been translated using the following rates:

US\$1	=	HK\$7.75
RMB0.8772	=	HK\$1
€1	=	HK\$9.8829
¥1,000	=	HK\$91.72

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 prospectus 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.