
DEFINITIONS

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

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| “associate” | has the meaning ascribed thereto in the GEM Listing Rules |
| “BVI” | the British Virgin Islands |
| “CAGR” | compound annual growth rate |
| “Capitalisation Issue” | the issue of Shares to be made upon capitalisation of part of the share premium account of the Company referred to in the paragraph headed “Resolutions in writing of the sole shareholder of the Company passed on 1st August 2000” in Appendix IV to this prospectus |
| “CCASS” | the Central Clearing and Settlement System established and operated by Hongkong Clearing |
| “Companies Act” | the Companies Act 1981 of Bermuda (as amended) |
| “Companies Ordinance” | the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) |
| “Company” or “CyberM” | CyberM International (Holdings) Limited, an exempted company incorporated in Bermuda with limited liability |
| “Core Pacific - Yamaichi” or “CPY” | Core Pacific - Yamaichi Capital Limited, an investment adviser and dealer registered under the Securities Ordinance, the international coordinator and sponsor of the listing of the Company’s shares on GEM. Core Pacific - Yamaichi is a wholly-owned subsidiary of CPY international |
| “CPY International” | Core Pacific - Yamaichi International (H.K.) Limited, an investment adviser and dealer registered under the Securities Ordinance, the Lead Manager of the Placing |
| “Cyber-Port” | a comprehensive development with high intelligent facilities located at the southern side of the Hong Kong Island, designed to foster the development of Hong Kong’s information services sector and to enhance Hong Kong’s position as the premier information and telecommunications hub in Asia |
| “Director(s)” | the director(s) of the Company |
| “Eastern China” | Eastern China covers Henan, Jiangsu, Anhui, Zhejiang and Shanghai |
| “Existing Shareholders” | Noble Class Group Limited, Pacific Dragon Resources Limited and Digital Capital Markets Limited |
| “Forward Looking Period” | the period commencing from the Latest Practicable Date to 31st March, 2003 |
| “GEM” | The Growth Enterprise Market operated by the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM |
| “Government” | the government of Hong Kong |

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| “Greater China Region” | the PRC, Hong Kong and Taiwan |
| “Group” | the Company and its subsidiaries or, where the context so requires, in respect of the period prior to the Company became the holding company of its present subsidiaries, the present subsidiaries of the Company |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Hongkong Clearing” | Hong Kong Securities Clearing Company Limited |
| “HKPC” | Hong Kong Productivity Council |
| “IDC” | International Data Corporation |
| “Indemnitors” | Noble Class Group Limited, Sunrise International (Holdings) Limited and Mr. Lau |
| “ISO” | International Standards Organisation |
| “ISO9001” | quality systems model for quality assurance in design, development, production, installation and servicing |
| “IT” | Information Technology |
| “Latest Practicable Date” | 8th August, 2000, being the latest practicable date for the purpose of ascertaining certain information prior to the publication of this prospectus |
| “Lead Manager” | CPY International |
| “Management Relevant Period” | the period commencing on the date on which dealings in the Shares commence on GEM and ending two years thereafter |
| “Main Board” | the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the option market) which continues to be operated in parallel with GEM |
| “MPF” | Mandatory Provident Fund, a system to be implemented with the objective of providing basic retirement benefits to all members of the workforce in Hong Kong |
| “Mr. Lai” | Mr. Lai Shu Pui, Fergus, an executive Director of the Company |
| “Mr. Lau” | Mr. Lau Chiu Pui, the Chairman and the Managing Director of the Company |
| “Mr. Yip” | Mr. Yip Ho Pong, an executive Director of the Company |
| “Mr. Wong” | Mr. Wong Kit Mei, an executive Director of the Company |
| “Mr. Fung” | Mr. Fung Yiu Fai, an executive Director of the Company |
| “Nasdaq” | National Association of Securities Dealers Automated Quotation System |
| “New Shares” | the 37,500,000 new Shares being offered for subscription under the Placing |

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| “Northern China” | Northern China covers Shangdong, Shanxi, Hebei, Inner Mongolia, Beijing and Tianjin |
| “ORSO” | Occupational Retirement Schemes Ordinance (Chapter 426 of the Laws of Hong Kong), pursuant to which voluntary retirement schemes are set up by employers for employees |
| “Over-allocation Option” | the option granted by Noble Class Group Limited to the Underwriters exercisable by CPY International, on behalf of the Underwriters, to require Noble Class Group Limited to sell up to 7,500,000 additional Shares, the aggregate represents 15% of the number of the Placing Shares initially being offered under the Placing at the Placing Price |
| “Over-allocation Shares” | the 7,500,000 existing Shares to be sold by Noble Class Group Limited pursuant to the exercise of the Over-allocation Option in full |
| “Placing” | the conditional placing by the Underwriters of the Placing Shares and the Over-allocation Shares at the Placing Price with institutional and professional investors and other investors, as described under the section headed “Structure of the Placing” |
| “Placing Price” | the placing price per Placing Share at HK\$0.93 payable on application under the Placing |
| “Placing Shares” | the 37,500,000 new Shares being offered for subscription and the 12,500,000 existing Shares being offered for sale by the Vendors initially under the Placing, together, where relevant, with any existing Shares sold pursuant to the exercise of the Over-allocation Option |
| “Placing Underwriters” | CPY International, Kingsway SW Securities Limited, GOA Securities Limited, KGI Asia Limited, Phoenix Capital Securities Limited, Yuanta Brokerage Company Limited and YF Securities Company Limited |
| “PRC” or “China” | the People’s Republic of China, but for the purposes of this prospectus and for geographical reference only (unless otherwise indicated) excludes Taiwan, Macau and Hong Kong |
| “Relevant Securities” | it has the meaning ascribed thereto in Rule 13.15 of the GEM Listing Rules but excluding the Over-allocation Shares, if applicable |
| “Reorganisation” | the reorganisation of the Group as described in the paragraph headed “Corporate reorganisation” in Appendix IV to this prospectus |
| “R & D” | research and development |
| “Sale Shares” | an aggregate of 12,500,000 existing Shares to be issued as part of the Capitalisation Issue held by the Vendors being offered for sale under the Placing |

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| “SDI Ordinance” | the Securities (Disclosure of Interests) Ordinance (Chapter 396 of the Laws of Hong Kong) |
| “Securities Ordinance” | the Securities Ordinance (Chapter 333 of the Laws of Hong Kong) |
| “SFC” | Securities and Futures Commission |
| “Southern China” | Southern China covers Hubei, Hunan, Guangxi, Guangdong, Jiangxi, Fujian and Hainan |
| “SME(s)” | small and medium sized enterprise(s) |
| “Share(s)” | share(s) of HK\$0.10 each in the share capital of the Company |
| “Share Option Scheme” | the share option scheme conditionally adopted by the Company on 1st August, 2000, the principal terms of which are summarised in the section headed “Statutory and General Information — Share option scheme” in Appendix IV to this prospectus |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Sybase HK” | Sybase Hong Kong Limited, a wholly-owned subsidiary of Sybase Inc. |
| “Tradelink” | Tradelink Electronic Commerce Limited |
| “Trade Marks Registry” | the Trade Marks Registry of the Intellectual Property Department of the Government |
| “Underwriters” | CPY International, Kingsway SW Securities Limited, GOA Securities Limited, KGI Asia Limited, Phoenix Capital Securities Limited, Yuanta Brokerage Company Limited and YF Securities Company Limited |
| “Underwriting Agreement” | the underwriting agreement dated 11th August, 2000 in respect of the Placing and made between, among others, the Company and the Underwriters, further details of which are set out in the section headed “Underwriting” |
| “US” | The United States of America |
| “Vendors” | Pacific Dragon Resources Limited and Digital Capital Markets Limited, the vendors of the Sale Shares, and Noble Class Group Limited, the vendor of the Over-allocation Shares |
| “WTO” | World Trade Organisation |
| “HK\$” and “cents” | Hong Kong dollars and cents respectively, the lawful currency of Hong Kong |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “US\$” | US dollars, the lawful currency of the US |
| “NT\$” | New Taiwan dollars, the lawful currency of Taiwan |
| “BD\$” | Bermuda dollars, the lawful currency of Bermuda |