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## DEFINITIONS

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

“Advance New Technology”	Advance New Technology Limited, a company incorporated in Hong Kong on 8 November 2000 with limited liability and a wholly owned subsidiary of PolyU
“ANT-Option”	the option granted by the Company to Advance New Technology on 21 November 2001 to subscribe for such number of Shares that shall represent 2.5% of the issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue (without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option, the ANT-Option and the options granted under the Share Option Schemes) at an exercise price equivalent to 90% of the Issue Price, which may be exercised at any time between the 1st and 3rd anniversary of the Listing Date, a summary of the principal terms of which is set out in Appendix IV to this prospectus
“ANT-Option Agreement”	the option agreement dated 21 November 2001 entered into between the Company and Advance New Technology in respect of the grant of the ANT-Option
“associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Board”	the board of Directors
“Caltex”	Caltex Oil Hong Kong Limited
“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 as referred to in the paragraph headed “Written resolutions of all shareholders of the Company passed on 21 November 2001” under the section headed “Further information about the Company and its subsidiaries” in Appendix IV to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by Hongkong Clearing

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“Celestial Capital” or “Sponsor”	Celestial Capital Limited, an investment adviser and dealer registered under the Securities Ordinance (Chapter 333 of the Laws of Hong Kong) and an approved sponsor for listing on GEM, and the sponsor to the Placing
“Companies Law”	the Companies Law, Chapter 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”	Eco-Tek Holdings Limited, a company incorporated on 6 December 2000 in the Cayman Islands with limited liability
“Director(s)”	the director(s) of the Company
“Dr. Chiang”	Dr. Lily Chiang, the founder of the Group and the Chairman of the Company
“Dr. Pau”	Dr. Pau Kwok Ping, the Managing Director of the Company
“Eco-Tek”	Eco-Tek Company Limited, a company incorporated in Hong Kong on 27 October 1999 with limited liability and a wholly-owned subsidiary of the Company
“Eco-Tek (BVI)”	Eco-Tek (BVI) Investment Holdings Limited, a company incorporated in the British Virgin Islands on 2 October 2000 with limited liability and a wholly-owned subsidiary of the Company
“Eco-Tek Technology”	Eco-Tek Technology Limited, a company incorporated in the British Virgin Islands on 9 November 2000 with limited liability and a wholly-owned subsidiary of the Company
“ <i>Eco-Trap</i> ”	the diesel particulate trap launched by the Group under the name of “ <i>Eco-Trap</i> 環康保” which consists of two different sizes, one for the installation in diesel vehicles of below 3,000 c.c. and the other for the installation in diesel vehicles of 3,000 c.c. or above
“EPD”	Environmental Protection Department of Hong Kong

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“Filter”	the vehicle emission filter initially developed by PolyU and Dr. Chiang
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Committee”	the listing sub-committee of the board of the Stock Exchange with responsibility for GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“GEM Website”	the Internet website of GEM operated by the Stock Exchange and located at <i>www.hkgem.com</i>
“Group”	the Company and its subsidiaries or, where the context so requires, in respect of the period prior to the Company becoming the holding company of its present subsidiaries, the present subsidiaries of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Patent”	the Short-Term Patent No. HK1015620 granted by the Patents Registry of the Intellectual Property Department of Hong Kong to PolyU on 30 September 1999 in respect of a filter, which was further modified and developed by PolyU and Eco-Tek into <i>Eco-Trap</i> under a cooperative arrangement for a term of four years commencing from 12 July 1999 and renewable for a further term of four years
“Hongkong Clearing”	Hong Kong Securities Clearing Company Limited
“Initial Management Shareholders”	collectively, Dr. Chiang, Peace City, Team Drive, Dr. Pau, Mr. Shah Tahir Hussain, Advance New Technology and PolyU
“Issue Price”	the price per Placing Share (exclusive of brokerage, the SFC transaction levy and the Stock Exchange trading fee) at which the Shares are to be subscribed and issued pursuant to the Placing, and which is expected to be not more than HK\$0.25 and not less than HK\$0.23, subject to determination as described in section headed “Structure and conditions of the Placing” in this prospectus
“Joint Lead Managers”	SBI E2-Capital Securities and Celestial Capital

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“Latest Practicable Date”	21 November 2001, being the latest practicable date for ascertaining certain information contained in this prospectus prior to its printing
“Listing Date”	the date on which trading in the Shares on GEM commences
“management shareholder”	has the meaning as ascribed thereto in the GEM Listing Rules
“Over-allotment Option”	the option granted by the Company to SBI E2-Capital Securities, exercisable by SBI E2-Capital Securities, pursuant to the Underwriting Agreement under which the Company may be required to issue up to 20,730,000 additional new Shares, representing 15% of the number of the Shares initially available for subscription under the Placing, to cover over-allocations in the Placing
“Patents”	Hong Kong Patent and PRC Patent
“Patent Applications”	the patent applications set out in the paragraph headed “Intellectual property rights of the Group” under the section headed “Statutory and general information” in Appendix IV to this prospectus
“Peace City”	Peace City Development Limited, a company incorporated in Hong Kong on 3 November 1989 with limited liability and wholly owned by Dr. Chiang
“Placing”	the conditional placing by the Underwriters of the Placing Shares with professional, institutional and private investors for cash at the Issue Price on and subject to the terms and conditions stated in this prospectus
“Placing Shares”	138,200,000 new Shares initially being offered by the Company for subscription under the Placing together, where relevant, with any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option
“PolyU”	The Hong Kong Polytechnic University (香港理工大學)

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“Post-IPO Share Option Scheme”	the share option scheme adopted by the Company on 21 November 2001, the principal terms of which are summarised in the paragraph headed “Share Option Schemes – Post-IPO Share Option Scheme” under the section headed “Statutory and general information” in Appendix IV to this prospectus
“PRC”	the People’s Republic of China which for the purposes of this prospectus, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC-EPA”	中華人民共和國國家環境保護總局 (State Environmental Protection Administration of the PRC), an organ directly under the State Council of the PRC responsible for environmental protection
“PRC Patent”	the Patent No. ZL99209774.6 granted by 中華人民共和國國家知識產權局 (State Intellectual Property Office of the PRC) to PolyU on 26 February 2000 in respect of a filter, which was further modified and developed by PolyU and Eco-Tek into <i>Eco-Trap</i> under a cooperative arrangement for a term of 10 years commencing from 12 May 1999 and expiring on 11 May 2009
“Pre-IPO Share Option(s)”	option(s) granted by the Company pursuant to the Pre-IPO Share Option Scheme
“Pre-IPO Share Option Scheme”	the share option scheme adopted by the Company on 21 November 2001, the principal terms of which are summarised in the paragraph headed “Share Option Schemes – Pre-IPO Share Option Scheme” under the section headed “Statutory and general information” in Appendix IV to this prospectus
“PTeC”	PolyU Technology & Consultancy Co. Limited, a company limited by guarantee incorporated in Hong Kong and wholly owned by PolyU
“Relevant Securities”	has the meaning ascribed thereto under Rule 13.15 of the GEM Listing Rules
“Reorganisation”	the corporate reorganisation of the Group in preparation for the listing of the Shares on GEM as described in the paragraph headed “Group reorganisation” under the section headed “Statutory and general information” in Appendix IV to this prospectus

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“SBI E2-Capital” or “Co-sponsor”	SBI E2-Capital (HK) Limited, an investment adviser and a dealer registered under the Securities Ordinance (Chapter 333 of the Laws of Hong Kong) and the co-sponsor to the Placing
“SBI E2-Capital Securities”	SBI E2-Capital Securities Limited, a dealer registered under the Securities Ordinance (Chapter 333 of the Laws of Hong Kong) and one of the Joint Lead Managers
“SDI Ordinance”	the Securities (Disclosure of Interests) Ordinance (Chapter 396 of the Laws of Hong Kong) (as amended from time to time)
“Share(s)”	share(s) of HK\$0.01 each in the capital of the Company
“Share Option Schemes”	the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme
“SFC”	Securities and Futures Commission of Hong Kong
“Sponsors”	Celestial Capital and SBI E2-Capital
“Stock Borrowing Agreement”	the stock borrowing agreement dated 26 November 2001 and entered into between Team Drive and the Joint Lead Managers
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Team Drive”	Team Drive Limited, a company incorporated in the British Virgin Islands on 14 March 2000 with limited liability and wholly owned by Peace City
“Underwriters”	SBI E2-Capital Securities, Celestial Capital, Kim Eng Securities (Hong Kong) Limited, Core Pacific-Yamaichi International (H.K.) Limited, First Shanghai Securities Limited, GC Securities Limited, ICEA Capital Limited, Kingston Securities Limited, Kingsway SW Securities Limited, OpenIBN (HK) Limited, Pacific Foundation Securities Limited, Quest Stockbrokers (HK) Limited and South China Securities Limited

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“Underwriting Agreement”	the underwriting agreement dated 23 November 2001 entered into between the Company, the executive Directors, the Initial Management Shareholders, the Sponsors, the Joint Lead Managers and the Underwriters in relation to the Placing, particulars of which are summarised in the section headed “Underwriting” in this prospectus
“US” or “United States”	the United States of America
“Voluntary Installation and Subsidy Program”	a program launched by the EPD, which commenced on 18 August 2000 and expired on 17 October 2001, in relation to the provision of grants by the Hong Kong government to owners of diesel light vehicles including private diesel cars, light diesel buses and light diesel goods vehicles, which are up to gross weight of four tonnes and first registered on or before 31 March 1995, and diesel taxis first registered on or before 31 December 1995, to install particulate reduction devices
“HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“NT\$”	New Taiwan dollars, the lawful currency of Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“US\$” or “US dollars”	United States dollars, the lawful currency of the US
“%”	per cent.
“c.c.”	cubic centimetres
“kg/cm <sup>2</sup> ”	kilogramme per square centimetre
“sq.ft.”	square feet
“sq.m.”	square metres
“g/m <sup>3</sup> ”	gramme per cubic metre

*Unless otherwise specified in this prospectus, amounts denominated in US dollars, Renminbi and New Taiwan dollars have been translated, for the purpose of illustration only, into Hong Kong dollars at the respective rates of HK\$7.80 = US\$1.00, HK\$1.00 = RMB1.06 and HK\$1.00 = NT\$3.95. No representation is made that any amounts in US dollars, Renminbi, New Taiwan dollars or Hong Kong dollars could have been or could be converted at the above rates or at any other rates or at all.*