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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following expressions have the meanings set out below. Certain other terms are defined in the section headed “Glossary of Technical Terms”:*

“Application Lists”	the application lists for the Public Offer
“Articles”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Au Family Shareholders”	Mr. Au, Ms. Tai Noi Kit (Mr. Au’s spouse), Mr. Au Kwok Lun, Ms. Ou Ri Ai and Mr. Ou Guo Liang, each of them is the shareholder of Kytronics Holdings, Mr. Au and Ms. Tai being the parents of Mr. Au Kwok Lun, Ms. Ou Ri Ai and Mr. Ou Guo Liang
“AUI”	株式會社 AUI (AUI Co., Ltd.), a company incorporated on 18th June, 2004 in Japan and a wholly-owned subsidiary of Kongyue Information
“Beijing Computer”	北京四通電腦有限公司 (Beijing Stone Computer Limited)*, a limited liability company established in the PRC and an Independent Third Party which holds 80% of the interest in Beijing Stone
“Beijing Kongyue”	北京江裕映美信息技術有限公司 (Beijing Kong Yue Jolimark Information Technology Ltd.)*, a limited liability company established in the PRC on 19th February, 2001 owned as to 80% by Mr. Ou Bo Chou, an associate of the Au Family Shareholders and 20% by Mr. Ou Guo Liang, a Director and an Au Family Shareholder
“Beijing Stone”	北京四通商用信息技術有限公司 (Beijing Stone Business Information Technology Ltd.)*, a limited liability company established in the PRC on 2nd March, 2004 and owned as to 20% by Kongyue Information and 80% by Beijing Computer
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of Shares to be made upon the capitalisation of HK\$3,719,110 standing to the credit of the share premium account of the Company referred to in the paragraph headed “Written resolutions of the Shareholders passed on 13th June, 2005” in the section headed “Further Information about the Company and its subsidiaries” in Appendix V to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCID”	China Center of Information Industry Development (中國電子信息產業發展研究院), an institution under the MII and is mainly engaged in the provision of consulting services for the information industry in the PRC

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“CCW Research”	China Computer World Research (計世資訊), an independent market intelligence and advisory firm for the information technology industry in the PRC
“Chengdu Kongyue”	成都市武侯區江裕信息產品有限公司 (Chengdu City Wuhou District Kong Yue Information Product Ltd.)*, a limited liability company established in the PRC on 15th November, 2000 owned as to 80% by Mr. Ou Bo Chou, an associate of the Au Family Shareholders, and 20% by Mr. Ou Guo Liang, a Director and an Au Family Shareholder
“China Computer Users Association”	China Computer Users Association (中國計算機用戶協會), a non-profit-making organisation formed in the PRC to promote the usage of computer in the PRC and strengthen the communication among government, manufacturers of information technology products and computer users in the PRC
“Citizen”	Citizen Group which was established in Japan and a supplier of the Group
“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 and supplemented or otherwise modified from time to time
“Company”	Jolimark Holdings Limited, a company incorporated in the Cayman Islands on 22nd July, 2004
“Connected Distributors”	Beijing Kongyue, Shenyang Kongyue, Chengdu Kongyue, Shanghai KY Electronics, Wuhan Kongyue, Xian Kongyue, Dalian Kongyue and Guangzhou Kongyue
“Connected Logistics Agents”	Kongyue Technology and New Success
“Connected Purchase Agent”	Kong Yue Technology (S) Pte. Ltd, a limited liability company established in Singapore and owned as to approximately 99% by Mr. Au and approximately 1% by Ms. Ou Ri Oi, an Au Family Shareholder
“Connected Suppliers”	Guangdong Precision and Jiangmen Yida
“Dalian Kongyue”	大連江裕信息科技有限公司 (Dalian Kong Yue Information Technology Ltd.)*, a limited liability company established in the PRC on 8th December, 1999 which is owned as to 80% by KY Import/Export and 20% by Mr. Ou Guo Liang
“Dinomax”	Dinomax Pte Ltd., company incorporated in Singapore on 6th November, 1993 which is owned as to approximately 59.999% by Kong Yue Technology (S) Pte Ltd. (which is in turn wholly-owned by the Mr. Au and his associate), approximately 20% each by Mr. Au Kwok Lun and Ms. Ou Ri Ai, both being Au Family Shareholders and approximately 0.001% by Mr. Roderic Sng Yeow Chai, an associate of the Au Family Shareholders

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“Directors”	director(s) of the Company
“Epson”	Seiko Epson Corporation, a company established in Japan, a customer and supplier of the Group, an Independent Third Party. Epson and Seiko Precision belong to the Seiko Group
“Epson Group”	Epson and its subsidiaries, being Independent Third Parties
“Euro” or “€”	Euro, the lawful currency of twelve European Union countries
“Euromonitor International”	Euromonitor Plc., a provider of global consumer market intelligence tracking international trends in both consumer and industrial markets
“Group”	the Company and its subsidiaries at the relevant point of time (including 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)
“Guangdong Jolimark”	廣東映美科技服務有限公司 (Guangdong Jolimark Technology Services Ltd.)*, a limited liability company established in the PRC on 24th February, 2004 which is owned as to 10% by Kongyue Jolimark and 90% by Guangzhou Auction
“Guangdong Precision”	廣東江裕精密工業製造有限公司 (Guangdong Kong Yue Precision Industry Ltd.), a limited liability company established in the PRC on 25th June, 2002 which is a WFOE 100% held by Dinomax on trust for the Au Family Shareholders in equal shares
“Guangdong Province”	Guangdong Province (廣東省), a province in the southeast of the PRC
“Guangdong Tax”	廣東粵稅科技有限公司 (Guangdong Tax Technology Limited)*, a company authorised by Guangdong Province Tax Authority
“Guangzhou Auction”	廣州市加德拍賣行有限公司 (Guangzhou City Jiade Auction Limited)* a limited liability company established in the PRC and an Independent Third Party which holds 90% of the interest in Guangdong Jolimark
“Guangzhou Kongyue”	廣州江裕信息科技有限公司 (Guangzhou Kong Yue Information Technology Ltd.)*, a limited liability company established in the PRC on 18th January, 2000 owned as to 20% by Mr. Ou Guo Liang, a Director and an Au Family Shareholder, and 80% by KY Import/Export
“Hebei Sheng Hong”	河北晟宏映美科技有限公司 (Hebei Sheng Hong Jolimark Technology Ltd.)*, a limited liability company established in the PRC on 6th September, 2004 which is owned as to 10% by Kongyue Jolimark and 90% by 石家莊晟宏科貿有限公司 (Shijiazhuang Sheng Hong Kemao Limited)*, an Independent Third Party
“HK\$” or “HK dollars” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

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## DEFINITIONS

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“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“IDC”	International Data Corporation, a global market intelligence and advisory firm in the information technology and telecommunications industries, which analyses and predicts technology trends and which is a subsidiary of International Data Group, a technology media, research and events company
“Independent Third Party”	an independent third party not connected with the directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or their respective associates
“Industrial Park”	江裕科技园(新會)有限公司 (Kong Yue Industrial Park (Xinhui) Ltd.)*, a limited liability company established in the PRC on 1st July, 1999 and is a WFOE owned by Kong Yue Holding Limited which is owned as to 36% by Mr. Au and 32% by each of Mr. Ao Kao and Mr. Ao Pak U, both being associates of the Au Family Shareholders
“Japanese Yen”, “JPY” or “¥”	Yen, the lawful currency of Japan
“Jiangmen”	Jiangmen City (江門市), a city located at southwest of the Guangdong Province
“Jiangmen Information”	江門市江裕信息科技有限公司 (Jiangmen Kongyue Information Technology Ltd.)* (formerly known as 江門市映美信息科技有限公司 (Jiangmen Jolimark Information Technology Ltd.)*), a limited liability company established in the PRC on 26th February, 2001 which is owned as to 90% by Mr. Ou Guo Liang, a Director and an Au Family Shareholder, and 10% by Mr. Ou Bo Chou, an associate of the Au Family Shareholders
“Jiangmen Palace Hotel”	江門麗宮酒店 (Jiangmen Palace Hotel)*, a company established in the PRC and an associate of Mr. Au
“Jiangmen Yida”	江門江裕億達精工有限公司 (Guang Dong Jotech Kong Yue Precision Industries Ltd.)*, a limited liability company established in the PRC on 12th March, 2003 which is owned as to 5% by Jiangmen Information, 35% by Dinomax (on trust for the Au Family Shareholders in equal shares) and 60% by Jotech Metal Fabrication Industries Sdn Bhd, an Independent Third Party
“Jolimark China”	映美信息科技(中國)有限公司 (Jolimark Information Technology (China) Limited)*, a limited liability company established in the PRC on 7th September, 2004 and an indirect wholly-owned subsidiary of the Company

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“Jolimark Information”	江門市映美信息系統工程有限公司 (Jiangmen Jolimark Information System Engineering Ltd.)*, a limited liability company established in the PRC on 20th January, 2004 which is owned as to 95% by Kongyue Jolimark and 5% by Mr. Ou Guo Liang, a Director and an Au Family Shareholder
“Jolimark Tax”	江門市江裕映美稅控服務有限公司 (Jiangmen Kong Yue Jolimark Tax Control Services Ltd.)*, a limited liability company established in the PRC on 16th April, 2003 which is owned as to 95% by Kongyue Jolimark and 5% by Mr. Ou Guo Liang, a Director and an Au Family Shareholder
“Jolimark Technology”	Jolimark Technology Limited (映美科技有限公司) (formerly known as Fortunate City Holdings Limited), a limited company incorporated in Hong Kong on 17th May, 2004 and an indirect wholly-owned subsidiary of the Company
“Kingsway Capital” or “Sponsor”	Kingsway Capital Limited, acting as the sponsor to the Company in relation to the Share Offer, a licensed corporation holding of the SFC permitted to engage in Type 6 (advising on corporate finance) of the regulated activity under the SFO, and a fellow subsidiary of Kingsway Financial
“Kingsway Financial”, “Bookrunner” or “Global Coordinator”	Kingsway Financial Services Group Limited, acting as the global coordinator, bookrunner and lead manager of the Share Offer, a licensed corporation of the SFC permitted to engage in 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 under the SFO, and a fellow subsidiary of Kingsway Capital
“Kongyue Information”	新會江裕信息產業有限公司 (Kong Yue Electronics & Information Industry (Xin Hui) Ltd.)* (formerly known as 新會江裕精密電子有限公司 (Xin Hui Kong Yue Microelectronics Limited)*), a limited liability company established in the PRC on 11th December, 1998 which is owned as to 95% by Kong Yue Investment and 5% by Jiangmen Information
“Kong Yue Investment”	Kong Yue Investment Limited (江裕投資有限公司)* (formerly known as Resultant Consultants Limited), a limited liability company incorporated in the BVI on 16th April, 2004 and a wholly-owned subsidiary of the Company
“Kongyue Jolimark”	江門江裕映美信息科技有限公司 (Jiangmen Kong Yue Jolimark Information Technology Ltd.)* (formerly known as 新會江裕映美信息科技有限公司 (Xin Hui Kong Yue Jolimark Information Technology Ltd.)*), a limited liability company established in the PRC on 22nd March, 2001 and an indirect wholly-owned subsidiary of the Company

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## DEFINITIONS

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“Kongyue Printing”	新會江裕打印設備制造有限公司 (Xinhui Kong Yue Printing Equipment Manufacturing Limited)* (formerly known as 新會江裕打印機設備廠有限公司 (Xin Hui Kong Yue Printing Equipment Factory Limited)*), a company incorporated in the PRC in December 1995 and owned as to 90% by Kongyue Technology and 10% by an Independent Third Party, 新會市小岡鎮經濟發展實業總公司 (Xinhui City Xiaogang Town Economic Development Limited)*
“Kongyue Technology”	江裕科技有限公司 (Kong Yue Technology Limited), a company incorporated in Hong Kong on 9th August 1988 and owned as to 36% by Mr. Au and as to 32% by each of Mr. Ao Kao and Mr. Ao Pak U, both being associates of the Au Family Shareholders
“Kong Yue Industrial Park”	a piece of land situated at 18 Jianguo Road, Jinguzhou, Xinhui District, Jiangmen, Guangdong Province owned by Industrial Park
“Kytronics Holdings”	Kytronics Holdings Limited, the holding company of the Company, incorporated with limited liability in the BVI on 8th April, 2004
“KY Import/Export”	江門市江裕信息產品進出口有限公司 (Jiangmen Kong Yue Information Product Import Export Ltd.)* (formerly known as 新會市江裕信息產品有限公司 (Xinhui City Kong Yue Information Product Limited)* and 新會市江裕科技有限公司 (Xinhui City Kong Yue Technology Limited)*, a limited liability company established in the PRC on 28th February, 1995 which is owned as to 50% by Jiangmen Information, 30% by Mr. Ou Bo Chou and 20% by Ms. Ou Nu Chan, both being associates of the Au Family Shareholders
“Latest Practicable Date”	13th June, 2005, being the latest practicable date for ascertaining certain information contained in this prospectus before its publication
“Listing Committee”	the listing sub-committee of the Stock Exchange
“Listing Date”	the date on which dealings in the Shares first commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of the Growth Enterprise Market of the Stock Exchange (excluding the options market) and which continues to be operated by the Stock Exchange in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum”	the memorandum of association of the Company
“MII”	the PRC Ministry of Information Industry (中華人民共和國信息產業部)
“Mr. Au”	Mr. Au Pak Yin, the founder and a Director of the Group, and an Au Family Shareholder

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## DEFINITIONS

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“Neopost”	Neopost Industrie, a company headquartered in France and a customer of the Group
“New Success”	New Success Logistics Limited, a company incorporated in Hong Kong on 12th February, 2003 and owned as to 90% by Mr. Ou Guo Liang and as to 10% by Mr. Ou Bo Chou, both being associates of the Au Family Shareholders
“Offer Price”	the price for each Offer Share (exclusive of brokerage, SFC transaction levy, SFC investor compensation levy and Stock Exchange trading fee) of HK\$1.14
“Offer Shares”	the Public Offer Shares and the Placing Shares
“OKI”	OKI Data Corporation, a company established in Japan and a customer of the Group
“Over-allotment Option”	the option granted by the Company to Kingsway Financial (acting for itself and on behalf of the Placing Underwriters), exercisable at any time within 30 calendar days after the last date for lodging the application forms for Public Offer to require the Company to allot and issue up to an aggregate of 18,750,000 additional new Shares, representing 15% of the number of Offer Shares initially being offered under the Share Offer, in such numbers and to such person or persons as Kingsway Financial in its sole and absolute discretion shall require, at the Offer Price
“Phenix Digital”	上海鳳凰數碼科技有限公司 (Phenix Digital Technology (Shanghai) Ltd.)* a limited liability company established in the PRC on 25th February, 2004 and an indirect 65% owned subsidiary of the Company
“Phenix Optics”	鳳凰光學股份有限公司 (Phenix Optics Ltd.)*, an Independent Third Party and a limited liability company established in the PRC on 23rd May, 1999
“Placing”	the conditional placing of the Placing Shares at the Offer Price as described in the section headed “Structure of Share Offer” in this prospectus
“Placing Shares”	the 112,500,000 new Shares initially being offered under the Placing subject to re-allocation and up to 18,750,000 additional new Shares which may be issued pursuant to the exercise of the Over-allotment Option as described in the section headed “Structure of Share Offer” in this prospectus
“Placing Underwriters”	the underwriters of the Placing listed in the sub-section headed “Name of Placing Underwriters” in the “Underwriting” section of this prospectus
“Placing Underwriting Agreement”	the conditional placing agreement relating to the Placing dated 16th June, 2005 entered into between, among others, the Company, the executive Directors, the Sponsor, Kingsway Financial and the Placing Underwriters, certain particulars of which are set out in the “Underwriting” section of this prospectus

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“PRC” or “China”	the People’s Republic of China but, for the purpose of this prospectus and for geographical reference only, excludes Hong Kong, Macau and Taiwan and references to provinces in the People’s Republic of China include municipalities directly under the administration of the central government of the People’s Republic of China
“Public Offer”	the offer of the Public Offer Shares for subscription by members of the public in Hong Kong for cash at the Offer Price on and subject to the terms and conditions stated herein and in the related application forms
“Public Offer Shares”	the 12,500,000 new Shares initially being offered under the Public Offer subject to the re-allocation as described in the section headed “Structure of Share Offer” in this prospectus
“Public Offer Underwriters”	the underwriters of the Public Offer named in the sub-section headed “Names of Public Offer Underwriters” in the “Underwriting” section of this prospectus
“Public Offer Underwriting Agreement”	the conditional public offer agreement relating to the Public Offer dated 17th June, 2005 entered into between, among others, the Company, the executive Directors, the Sponsor, Kingsway Financial and the Public Offer Underwriters, certain particulars of which are set out in the “Underwriting” section of this prospectus
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Reorganisation”	the reorganisation of the Group in preparation for the listing of the Shares on the Main Board, details of which are set out in the section headed “Corporate Reorganisation” in Appendix V to this prospectus
“SAFE”	the PRC State Administration for Foreign Exchange (中華人民共和國國家外匯管理局)
“Seiko Group”	a group of companies consisting of Seiko Corporation, Seiko Instrument Inc. and Epson and their respective group companies
“Seiko Precision”	Seiko Precision Inc., a company established in Japan and a customer and a supplier of the Group. Seiko Precision and Epson belong to the Seiko Group
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shanghai KY Electronics”	上海江裕電子有限公司 (Shanghai Kong Yue Electronics Ltd.)*, a limited liability company established in the PRC on 19th April, 1999 owned as to 30% by Fu Guo Qing, an Independent Third Party and 70% by 上海江裕科技有限公司 (Shanghai Kong Yue Technology Limited)* which is owned as to approximately 33.3% by 江門市華港新科技開發公司 (Jiangmen Huagang New Technology Development Limited)*, an Independent Third Party and 66.7% by KY Import/Export



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“Shanghai Liang Biao”	上海良標商用設備有限公司 (Shanghai Liang Biao Business Appliances Ltd.)*, a limited liability company established in the PRC on 2nd July, 2004 which is owned as to 35% by Kongyue Jolimark, 40% by 上海良標智能終端股份有限公司 (Shanghai Liang Biao Intellectual Terminus Shares Limited*), an Independent Third Party and 25% by 上海敦勛電子科技有限公司 (Shanghai Dunxun Electronic Technology Limited*), an Independent Third Party
“Shanghai Qijie”	上海奇杰科技發展有限公司 (Shanghai Qijie Jolimark Technology Development Ltd.)*, a limited liability company established in the PRC on 13th May, 1999 which is owned as to 10% by Kongyue Jolimark, 58% by Zhang Qi, 10% by Li Si Min and 22% by Gao Hui Ling, the latter three being Independent Third Parties
“Shares”	ordinary shares of HK\$0.01 of the Company
“Share Offer”	the Public Offer and the Placing
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 13th June, 2005, the principal terms of which are set forth under paragraph headed “Share Option Scheme” in Appendix V to this prospectus
“Shareholder(s)”	holder(s) of Shares
“Shenyang Kongyue”	沈陽江裕映美信息科技有限公司 (Shenyang Kong Yue Jolimark Information Technology Ltd.)*, a limited liability company established in the PRC on 19th March, 2002 owned as to 80% by Mr. Ou Bo Chou, an associate of the Au Family Shareholders and 20% by Mr. Ou Guo Liang, a Director and an Au Family Shareholder
“Shenzhen Jolimark”	深圳映美商業設備有限公司 (Shenzhen Jolimark Business Appliances Ltd.)*, a limited liability company established in the PRC on 26th February, 2002 and is owned as to 25% by Kongyue Information and 75% by Kongyue Jolimark
“sq.m.”	square metre
“Stock Borrowing Agreement”	a stock borrowing agreement entered into on 16th June, 2005 between Kingsway Financial and Kytronics Holdings pursuant to which Kytronics Holdings agreed to lend up to 18,750,000 Shares to Kingsway Financial on the terms set out therein, further details of which are set out under the paragraph headed “Stabilisation in Hong Kong” in the section headed “Structure of the Share Offer” of this prospectus
“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed to it under the Companies Ordinance
“Substantial Shareholder”	has the meaning ascribed thereto in the Listing Rules

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“Suzhou Jolimark”	蘇州映美信息科技有限公司 (Suzhou Jolimark Information Technology Ltd.)*, a limited liability company established in the PRC on 27th May, 2004 which is owned as to 10% by Kongyue Jolimark, 50% by Du Wen Chao and 40% by Li Wei, the latter two being Independent Third Parties
“Track Record Period”	the periods comprising the three financial years ended 31st December, 2004
“Underwriters”	the Placing Underwriters and the Public Offer Underwriters
“Underwriting Agreements	the Placing Underwriting Agreement and the Public Offer Underwriting Agreement
“United States” or “US”	the United States of America
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States
“VAT”	value added tax
“Visionic Investment”	Visionic Investment Limited (域新投資有限公司)* (formerly known as Easeon Consultants Limited), a limited liability company incorporated in the BVI on 26th April, 2004 and a wholly-owned subsidiary of the Company
“WFOE”	a wholly foreign owned enterprise established in the PRC
“Wuhan Kongyue”	武漢江裕信息科技有限公司 (Wuhan Kong Yue Information Technology Ltd.)*, a limited liability company established in the PRC on 5th January, 2001 owned as to 20% Mr. Ou Guo Liang, a Director and an Au Family Shareholder, and 80% by KY Import/Export
“Xian Kongyue”	西安江裕信息科技有限公司 (Xian Kong Yue Information Technology Ltd.)*, a limited liability company established in the PRC on 28th February, 2002 owned as to 20% by Mr. Ou Guo Liang, a Director and an Au Family Shareholder, and 80% by KY Import/Export
“Xin Yue”	Xin Yue Logistics Limited (新裕物流有限公司) (formerly known as Capital Pilot Limited), a limited company incorporated in Hong Kong on 18th October, 2004 and a wholly-owned subsidiary of the Company
“Ying Mei Investment”	Ying Mei Investment Limited (映美投資有限公司)* (formerly known as Eager Info Limited), a limited liability company incorporated in the BVI on 16th April, 2004 and a wholly-owned subsidiary of the Company
“%”	per cent

*In this prospectus, unless otherwise stated, certain amounts denominated in Renminbi have been translated (for information only) into HK dollars or US dollars at the exchange rate of HK\$1.00 to RMB1.06 or US\$1.00 to RMB8.28 respectively. Such conversion shall not be construed as a representation that amounts in Renminbi were or may have been converted into HK dollars or US dollars at such exchange rates or any other exchange rates.*

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*In this prospectus, unless otherwise stated, references to “sales of Epson branded SDM printers” exclude sales of those Epson branded SDM printers which were manufactured by the Group on EMS basis, and references to “business equipment” exclude tax control equipment.*

*\* For identification only*