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## DEFINITIONS

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

“associate”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Bye-laws”	the bye-laws of the Company
“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 “Written resolutions of all the shareholders of the Company passed on 30 May, 2002” in Appendix IV to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“Companies Ordinance”	Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Topsearch International (Holdings) Limited (至卓國際(控股)有限公司*), an exempted company incorporated in Bermuda with limited liability on 12 May, 1998
“DBS Asia”	DBS Asia Capital Limited, an investment adviser and a dealer registered under the Securities Ordinance, being the sponsor to the listing of the Shares on the Main Board and the lead manager of the New Issue
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

\* *for identification purposes only*

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## DEFINITIONS

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“HKSCC”	Hong Kong Securities Clearing Company Limited
“Independent Third Parties” or “Independent Third Party”	a person(s) or company(ies) who is/are not connected with any member of the Group, the Directors, the chief executives and the substantial shareholders (as defined in the Listing Rules) of the Company and its subsidiaries and their respective associates
“Inni International”	Inni International Inc., a company incorporated in Republic of Liberia on 9 May 1984, one of the Substantial Shareholders, and which is owned as to 49% by Mr. Cheok and as to 51% jointly by Mr. Cheok and Mrs. Cheok
“Latest Practicable Date”	4 June, 2002, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information in this prospectus
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Mr. Cheok”	Mr. Cheok Ho Fung, the Group’s Chairman and Chief Executive Officer, an executive Director and one of the Substantial Shareholders
“Mr. Kwok”	Mr. Kwok Chi Kwong, Danny, the Group’s Quality Assurance Director and an executive Director
“Mr. Ng”	Mr. Ng Chi Shing, the Group’s Chief Operating Officer and an executive Director
“Mr. Wong”	Mr. Wong Shui Hing, the Group’s Chief Finance Officer and an executive Director
“Mrs. Cheok”	Mrs. Cheok Chu Wai Min, the spouse of Mr. Cheok and one of the Substantial Shareholders
“New Issue”	the issue of the New Shares for subscription at the Offer Price under the Public Offer and the Placing

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## DEFINITIONS

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“New Shares”	the 160,000,000 Shares to be issued at the Offer Price under the Public Offer and the Placing and where relevant, any additional Shares to be issued pursuant to the exercise of the Over-allotment Option
“Offer Price”	HK\$1.38 per New Share (excluding stamp duty, the Stock Exchange trading fee, transaction levy imposed by the Securities and Futures Commission and brokerage fee payable thereon) at which the New Shares are to be offered for subscription pursuant to the New Issue
“Over- allotment Option”	the option granted by the Company to DBS Asia, exercisable by DBS Asia at its sole discretion, within 30 days from the date of this prospectus, to require the Company to allot and issue up to an aggregate of 24,000,000 Shares at the Offer Price to cover over-allocations in the Placing, subject to the terms of the Underwriting Agreement
“Over-allotment Shares”	the Shares to be issued pursuant to the exercise of the Over-allotment Option
“Placing”	the placing of the Placing Shares to professional, institutional and private investors as described in the section headed “Structure of the New Issue” in this prospectus
“Placing Shares”	the 136,000,000 New Shares initially being offered for subscription under the Placing subject to reallocation and the Over-allotment Option as described in the section headed “Structure of the New Issue” in this prospectus
“Placing Underwriter”	DBS Asia
“PRC”	the People’s Republic of China which, for the purposes of this prospectus only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Public Offer”	the 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

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## DEFINITIONS

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“Public Offer Shares”	the 24,000,000 New Shares initially offered for subscription under the Public Offer subject to reallocation as described in the section headed “Structure of the New Issue” in this prospectus
“Public Offer Underwriters”	DBS Asia, DBS Vickers (Hong Kong) Limited, KGI Asia Limited, Kingsway SW Securities Limited, Phillip Securities (HK) Ltd., Phoenix Capital Securities Ltd. and Tartan Securities (Asia) Ltd.
“Reorganisation”	the corporate reorganisation of the Group in preparation of the listing of the Shares as described under the paragraph headed “Corporate reorganisation” in Appendix IV to this prospectus
“SDI Ordinance”	Securities (Disclosure of Interests) Ordinance (Chapter 396 of the Laws of Hong Kong)
“Securities Ordinance”	Securities Ordinance (Chapter 333 of the Laws of Hong Kong)
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 30 May, 2002, the principal terms of which are set forth under “Share Option Scheme” in Appendix IV to this prospectus
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“State”	the government of the PRC
“Stock Borrowing Agreement”	the stock borrowing agreement dated 10 June, 2002 entered into between Inni International and DBS Asia
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholders”	has the meaning ascribed to it under the Listing Rules and in the context of the Company, means Inni International, Mr. Cheok and Mrs. Cheok
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Topsearch HK”	Topsearch Printed Circuits (HK) Limited, a wholly-owned subsidiary of the Company incorporated in Hong Kong on 9 June, 1987

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## DEFINITIONS

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“Topsearch Industries”	Topsearch Industries (Holdings) Limited, a wholly-owned subsidiary of the Company incorporated in Hong Kong on 30 August, 1984
“Topsearch Industries (BVI)”	Topsearch Industries (BVI) Ltd, a wholly-owned subsidiary of the Company incorporated in BVI on 16 October, 1997
“Topsearch Malaysia”	TPS Marketing (M) Sdn. Bhd., a wholly-owned subsidiary of the Company incorporated in Malaysia on 23 July, 1997
“Topsearch Shenzhen”	Topsearch Printed Circuits (Shenzhen) Ltd, a wholly-owned subsidiary of the Company established in the PRC on 25 September, 1987
“Topsearch Singapore”	Topsearch Marketing (S) Pte Ltd, a wholly-owned subsidiary of the Company incorporated in Singapore on 6 August, 1994
“Topsearch Taiwan”	Topsearch Marketing (Taiwan) Limited, a wholly-owned subsidiary of the Company incorporated in Taiwan on 24 December, 1998
“Topsearch Thailand”	Topsearch PCB Marketing (Thailand) Co., Ltd, an associate company of the Company incorporated in Thailand on 27 May, 1998 and which is owned as to 49% by the Company and as to 51% by six Thailand residents, who are Independent Third Parties
“Topsearch UK”	Topsearch Marketing (U.K.) Limited, a wholly-owned subsidiary of the Company incorporated in the UK on 10 July, 1997
“Topsearch USA”	Topsearch Marketing (USA) Inc., a wholly-owned subsidiary of the Company incorporated in the US on 28 August, 1998
“Underwriters”	the Placing Underwriter and the Public Offer Underwriters
“Underwriting Agreement”	the conditional placing and underwriting agreement relating to the New Issue dated 10 June, 2002 and entered into between the Company, the executive Directors, the Substantial Shareholders, DBS Asia and the other Underwriters, particulars of which are set forth in the section headed “Underwriting” in this prospectus

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## DEFINITIONS

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“UK”	the United Kingdom
“US” or “United States”	the United States of America
“Baht”	Thai Baht
“HK\$” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“kg”	kilogram
“km”	kilometre(s)
“mm”	millimetre(s)
“NT\$”	New Taiwan dollar, the lawful currency of Taiwan
“RM”	Ringgit Malaysia, the lawful currency of Malaysia
“RMB”	Renminbi, the lawful currency of the PRC
“sq.ft.”	square foot/feet
“sq.m.”	square metres
“US\$”	United States dollars, the lawful currency of the US
“WTO”	World Trade Organisation
“%”	Percentage or per centum

*Unless the context requires otherwise, translations of RMB into HK\$ are made, for illustration purpose only, at the rate of HK\$1.00 = RMB1.06 and translations of US\$ into HK\$ are made, for illustration purpose only, at the rate of US\$1.00 = HK\$7.79 and translations of RM into HK\$ are made, for illustration purpose only, at the rate of RM1.00 = HK\$2.05 and translations of NT\$ into HK\$ are made, for illustration purpose only, at the rate of NT\$1.00 = HK\$0.23.*

*No representation is made that any amounts in RMB, HK\$, RM, US\$ or NT\$ could have been or could be converted at the above rates or at any other rates or at all.*