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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company
“Beijing Tianqiao”	北京天橋北大青鳥科技股份有限公司 (Beijing Tianqiao Beida Jade Bird Sci-Tech Company Limited), a joint stock limited company incorporated in the PRC with limited liability, the shares of which are listed on the Shanghai Stock Exchange in the PRC. As at the Latest Practicable Date, its equity was owned as to approximately 23.03% and its board of directors was controlled by Jade Bird. It is engaged in the operation of department stores in the PRC and the design, development, manufacture and marketing of business automation systems, bank funds clearing and payment systems. It is one of the Promoters
“BVI”	the British Virgin Islands
“CCASS”	the Central Clearing and Settlement System established and operated by Hongkong Clearing
“Commercial Cryptographic Administration Regulations”	商用密碼管理條例 (Commercial Cryptographic Administration Regulations) introduced by the State Council on 7th October, 1999
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company” or “Jade Bird Universal”	北京北大青鳥環宇科技股份有限公司 (Beijing Beida Jade Bird Universal Sci-Tech Company Limited), a Sino-foreign joint stock limited company incorporated in the PRC with limited liability on 29th March, 2000
“Company Law”	中華人民共和國公司法 (the Company Law of the PRC), as enacted by the Standing Committee of the Eighth NPC on 29th December, 1993 and becoming effective on 1st July, 1994, as amended, supplemented or otherwise modified from time to time
“CSRC”	中國證券監督管理委員會 (China Securities Regulatory Commission), a regulatory body responsible for the supervision and regulation of the PRC national securities markets

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“Director(s)”	the director(s) of the Company
“Domestic Shares”	ordinary shares issued by the Company, with a nominal value of RMB1.00 each, which are subscribed for in Renminbi by PRC nationals and/or PRC incorporated entities. As at the Latest Practicable Date, no Domestic Shares have been issued save for the Promoters Shares issued to the Four Domestic Promoters
“Dynamic Win”	Dynamic Win Assets Limited, an investment holding company incorporated in Hong Kong with limited liability on 18th August, 1999, the share capital of which is owned as to approximately 6.63% by Gamerian Limited and as to approximately 93.37% by Heng Huat. It is one of the Promoters. Gamerian Limited, an investment holding company incorporated in the BVI, is a wholly owned subsidiary of New World CyberBase Limited, the securities of which are listed on the Main Board
“Factory”	北京北大青鳥有限責任公司電子儀器分公司(Beijing Beida Jade Bird Company Limited Electric Instrument Branch), formerly known as 北京大學電子儀器廠(Peking University Electric Instrument Factory), is a branch of Jade Bird. It is one of the Predecessor Entities
“Financial Advisor”	BOCI Asia Limited, the financial advisor to the Jade Bird Group
“Four Domestic Promoters”	Jade Bird Software, Jade Bird, Yu Huan, Beijing Tianqiao (that is, the Predecessor Entities (excluding the Factory) plus Jade Bird Software), which are respectively controlled by Peking University through either its controlling directly or indirectly the exercise of 30% or more of the voting power at general meetings of each of the Four Domestic Promoters or the composition of the majority of the board of directors of each of the Four Domestic Promoters
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Division”	the Listing Division of GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

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“GEM Website”	<a href="http://www.hkgem.com">http://www.hkgem.com</a>
“Heng Huat”	Heng Huat Investments Limited, a company incorporated in the BVI, the entire issued share capital of which is held by three of the executive Directors as trustees for the benefit of the qualified employees of the Company and the Jade Bird Group
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Hongkong Clearing”	Hong Kong Securities Clearing Company Limited
“H Shares”	overseas-listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are to be listed on GEM, and subscribed for and traded in Hong Kong dollars
“Initial Management Shareholders”	Peking University, the Four Domestic Promoters, Dynamic Win, New View Venture Limited, Heng Huat, Gameraian Limited, New World CyberBase Limited, Prof. Yang Fu Qing, Prof. Wang Yang Yuan, Mr. Xu Zhen Dong, Prof. Chen Zhong, Prof. Zhang Wan Zhong, Mr. Xu Zhi Xiang and Prof. Liu Yue
“Institutes”	the Institute of Software Engineering and the Institute of Microelectronics of Peking University
“Jade Bird”	北京北大青鳥有限責任公司 (Beijing Beida Jade Bird Limited), a company incorporated in the PRC with limited liability on 19th November, 1994, of which Jade Bird Software has an approximately 46% equity interest. It is principally engaged in the design and development of a variety of software based on its software tools and components. It is one of the Promoters
“Jade Bird Group”	Jade Bird Software, Jade Bird, Yu Huan and Beijing Tianqiao and their respective subsidiaries and associated companies
“Jade Bird Software”	北京市北大青鳥軟件系統公司 (Beijing Beida Jade Bird Software System Co.), a state-owned enterprise established in the PRC on 1st November, 1992. It is one of the Promoters

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“Jade Bird Software Company Limited”	北京北大青鳥軟件有限公司 (Beijing Beida Jade Bird Software Company Limited), a company incorporated in the PRC with limited liability on 23rd September, 1996 and which is owned as to 40% by Jade Bird and as to 60% by Jade Bird Software
“Latest Practicable Date”	12th July, 2000, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information contained herein
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market)
“Mandatory Provisions”	到境外上市公司章程必備條款 (The Mandatory Provisions for Articles of Association of Companies to be Listed Overseas) (as amended and supplemented from time to time), for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas, which were promulgated by the Securities Commission and the State Restructuring Commission on 27th August, 1994
“Ministry of Information Industry Wireless Management Authority”	國家信息產業部無線電管理局 (Ministry of Information Industry Wireless Management Authority)
“Ministry of Public Security”	公安部 (Ministry of Public Security)
“NPC”	全國人民代表大會 (the National People’s Congress)
“Over-allotment Option”	the option granted by the Company to the Placing Underwriters exercisable by Tai Fook Securities (for itself and on behalf of the Placing Underwriters) pursuant to the Placing and Underwriting Agreement to require the Company to issue an aggregate of up to 2,400,000 additional H Shares, representing 10% of the Placing or approximately 2.49% of the enlarged issued share capital of the Company, at the Placing Price to cover over-allocations in the Placing
“PBOC”	中國人民銀行 (the People’s Bank of China), the central bank of the PRC

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“PBOC Rate”	the exchange rate for foreign exchange transactions set daily by the PBOC based on the previous day’s PRC interbank foreign exchange rates
“Placing and Underwriting Agreement”	the Placing and Underwriting Agreement dated 19th July, 2000 entered into between, inter alia, the Company and the Placing Underwriters in relation to the underwriting of the Placing
“Placing”	the conditional placing of the Placing Shares at the Placing Price, as further described in the section headed “Structure and conditions of the Placing”
“Placing Price”	the price per Placing Share (excluding brokerage and Stock Exchange transaction levy) of HK\$11.00
“Placing Shares”	the 24,000,000 H Shares initially being offered at the Placing Price under the Placing, as described in the section headed “Structure and conditions of the Placing”
“Placing Underwriters”	Tai Fook Securities, BOCI Asia Limited, Daiwa Securities SB Capital Markets Hong Kong Limited, Guotai Junan Securities (Hong Kong) Limited, JS Cresvale International Limited, KGI Asia Limited, Oriental Patron Asia Limited, Polaris Securities (Hong Kong) Limited, Shenyin Wanguo Capital (H.K.) Limited and Sinpac Securities (Hong Kong) Co., Limited
“PRC”	the People’s Republic of China which for the purposes of this prospectus, excludes Hong Kong, Macau and Taiwan
“Predecessor Entities”	Beijing Tianqiao, Jade Bird, Yu Huan and the Factory (that is, the Four Domestic Promoters (excluding Jade Bird Software) plus the Factory) which carried out the Company’s operations in the design and development of embedded technology and embedded system products prior to the Reorganisation
“Promoters”	Jade Bird Software, Yu Huan, Jade Bird, Beijing Tianqiao, New View Venture Limited, Asian Technology Investment Company Limited, Dragon Air Investments Limited, Dynamic Win and Hinet Company Limited, the initial promoters of the Company

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“Promoters Shares”	ordinary shares issued by the Company, with a nominal value of RMB1.00 each, which are subscribed by the Promoters
“Reorganisation”	the reorganisation of the businesses and operations of the Company in preparation for listing of its H Shares on GEM as referred to in the paragraph headed “The Reorganisation” in Appendix 5 to this prospectus
“SDI Ordinance”	the Securities (Disclosure of Interests) Ordinance (Chapter 396 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of the Company with a nominal value of RMB1.00 each, comprising Promoters Shares and H Shares
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 5th July, 2000, the principal terms of which are summarised in the paragraph headed “Summary of terms of the Share Option Scheme” in Appendix 5 to this prospectus
“Special Regulations”	國務院關於股份有限公司境外募集股份及上市的特別規定 (the PRC Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies), issued by the State Council on 4th August, 1994, as amended, supplemented or otherwise modified from time to time
“State”	the PRC government
“State Administration of State Asset”	國家國有資產管理局 (State Administration of State Asset)
“State Council”	中國國務院 (the State Council of the PRC)
“State Cryptography Control authorities”	國家密碼管理機構 (State Cryptography Control Authorities and Associations)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	members of the supervisory committee of the Company

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“Tai Fook Capital” or “Sponsor”	Tai Fook Capital Limited, an investment advisor registered under the the Securities Ordinance (Chapter 333 of the Laws of Hong Kong), the sponsor of the Placing
“Tai Fook Securities”	Tai Fook Securities Company Limited, a dealer registered under the Securities Ordinance (Chapter 333 of the Laws of Hong Kong) and one of the joint bookrunners and lead managers of the Placing
“Trademark Administration”	中國國家工商局商標局 (Trademark Office of the State Administration for Industry and Commerce of the PRC)
“US”	United States of America
“US\$” or “US dollars”	United States dollars, the lawful currency of the US
“WTO”	World Trade Organisation
“Yu Huan”	北京市北大宇環微電子系統工程公司 (Beijing Beida Yu Huan Microelectronics System Engineering Company), a state-owned enterprise established by the Institute of Microelectronics of Peking University on 1st February, 1993. It is principally engaged in the research, design and development of ASIC and the development of advanced microelectronic instruments for IC measurement. It is one of the Promoters.
“HK\$” and “¢”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“sq.m.”	square metres
“%”	per cent.