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## DEFINITIONS

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

“Aofa Management”	Shanghai Aofa Enterprise Management Co., Ltd. (上海奧發企業管理有限公司), a limited liability company established in the PRC on March 26, 2019 and a Shareholder of our Company
“Application Form(s)”	<b>WHITE</b> Application Form(s), <b>YELLOW</b> Application Form(s) and <b>GREEN</b> Application Form(s) or, where the context so requires, any of them which is used in relation to the Hong Kong Public Offering
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company conditionally adopted on November 17, 2020 which will become effective upon the Listing Date, as amended from time to time, a summary of which is set out in Appendix III to this prospectus
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Baixing Net”	Baixing Co., Ltd. (百姓網股份有限公司), a joint stock limited liability company established in the PRC on September 30, 2005 and the holding company of Kijiji, the shares of which are listed on NEEQ (stock code: 836012)
“Baxter Investment”	Baxter Investment Holding Limited, a company incorporated under the laws of BVI on October 22, 2019, the intermediary holding vehicle set up by PraxisIFM Nerine Fiduciaries (Hong Kong) Limited for the administration of The RGRGU Trust and the immediate shareholder of Dai SPV
“Board” or “Board of Directors”	our board of Directors
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday, or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“CareFree Planning”	CareFree Planning Technology Limited, a company incorporated under the laws of BVI on March 13, 2019 and wholly owned by Mr. Qin, the settlor of the The MH’s Family Trust and one of our Controlling Shareholders

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“Capitalization Issue”	the issue of 64,470,917 Shares to be made upon capitalization of certain sums standing to the credit of the share premium account of our Company as referred to in “History, Reorganization and Corporate Structure — Capitalization Issue”
“Catalog”	Catalog for the Guidance of Encouraged Foreign Investment Industries (2019 Edition) (鼓勵外商投資產業目錄(2019年版)), promulgated by the MOFCOM and the NDRC on June 30, 2019
“Cayman Companies Law” or “Companies Law”	the Companies Law (2018 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China, but for the purpose of this prospectus and for geographical reference only, except where the context requires, references in this prospectus to “China” and the “PRC” do not apply to Hong Kong, Macau and Taiwan
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented, or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented, or otherwise modified from time to time
“Company” or “our Company”	Netjoy Holdings Limited (云想科技控股有限公司), an exempted company with limited liability incorporated under the laws of the Cayman Islands on March 29, 2019
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules

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“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Consolidated Affiliated Entity”	the entity we control through the Contractual Arrangements, namely Netjoy Network
“Contractual Arrangements”	the series of contractual arrangements, as the case may be, entered into by, among others, Yunxiang Information, Netjoy Network and its registered shareholders on March 30, 2020, details of which are described in “Contractual Arrangements”
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context otherwise requires, refers to Mr. Wang, Mr. Xu, Mr. Qin, Derun Investments, Quantum Computing, CareFree Planning, Wang SPV, Xu SPV and Qin SPV
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix 14 to the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Dai SPV”	Blackburn Capitals Holding Limited, a company incorporated under the laws of BVI on November 22, 2019 wholly owned by Baxter Investment, and directly holding the relevant Shares on behalf of The RGRGU Trust
“Derun International”	Derun International Limited, a company incorporated under the laws of BVI on October 22, 2019, the intermediary holding vehicle set up by PraxisIFM Nerine Fiduciaries (Hong Kong) Limited for the administration of The Longhills Trust and the immediate shareholder of Wang SPV
“Derun Investments”	Derun Investments Limited, a company incorporated under the laws of BVI on March 13, 2019 and wholly owned by Mr. Wang, the settlor of the The Longhills Trust and one of our Controlling Shareholders
“Director(s)”	director(s) of our Company
“Douyin”	Douyin (抖音), a creative musical and short video social media app
“EIT”	enterprise income tax in the PRC
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong

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“Family Trust(s)”	the relevant discretionary family trust set up by each of the Ultimate Controlling Shareholders, Mr. Dai and Mr. Ru, namely The Longhills Trust, The FS Trust, The MH’s Family Trust, The RGRGU Trust and The Ru Liang’s Trust
“FSS Investment”	FSS Investment Holding Limited, a company incorporated under the laws of BVI on October 22, 2019, the intermediary holding vehicle set up by PraxisIFM Nerine Fiduciaries (Hong Kong) Limited for the administration of The FS Trust and the immediate shareholder of Xu SPV
“GDP”	gross domestic product
“GFA”	gross floor area
“Global Awesomeness”	Global Awesomeness Limited, a company incorporated under the laws of BVI on March 13, 2019 and wholly owned by Mr. Dai, the settlor of the The RGRGU Trust
“Global Offering”	the Hong Kong Public Offering and the International Offering
“ <b>GREEN</b> Application Form(s)”	the application form(s) to be completed by the <b>HK eIPO White Form</b> Service Provider designated by our Company
“Group”, “our Group”, “we”, or “us”	our Company, its subsidiaries and its consolidated affiliated entity from time to time or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)
“Guomeng Internet”	Guangzhou Guomeng Network Technology Co., Ltd. (廣州果盟網絡科技有限公司), a limited liability company established in the PRC on May 20, 2019 and an indirectly wholly-owned subsidiary of our Company
“Guzon Asset”	Shanghai Guzon Asset Management Co., Ltd. (上海巨漳資產管理有限公司), a limited liability company established in the PRC on September 9, 2015 and a Shareholder of our Company
“ <b>HK eIPO White Form</b> ”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name, submitted online through the <b>IPO App</b> or the designated website at <a href="http://www.hkeipo.hk">www.hkeipo.hk</a>
“ <b>HK eIPO White Form</b> Service Provider”	the <b>HK eIPO White Form</b> service provider designated by our Company as specified in the <b>IPO App</b> or on the designated website at <a href="http://www.hkeipo.hk">www.hkeipo.hk</a>
“HK\$” or “HKD” or “Hong Kong Dollars”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

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“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“holding company(ies)”	has the meaning ascribed thereto under the Listing Rules
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 20,000,000 Shares being initially offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering, subject to reallocation as described in “Structure and Conditions of the Global Offering”
“Hong Kong Public Offering”	the offer for subscription of the Hong Kong Offer Shares to the public in Hong Kong (subject to reallocation as described in “Structure and Conditions of the Global Offering”) at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) on the terms and conditions described in this prospectus and the Application Forms
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in “Underwriting — Hong Kong Public Offer Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement dated December 4, 2020, relating to the Hong Kong Public Offering and entered into by, among others, our Company, the Controlling Shareholders, the Sole Sponsor, the Sole Global Coordinator and the Hong Kong Underwriters
“ <i>Huabian</i> Platform”, “ <i>Huabian</i> ”	<i>Huabian</i> Website ( <a href="http://www.huabian.com">www.huabian.com</a> ) and its mobile terminal, our self-operated pan-entertainment oriented content platform
“IFRSs”	International Financial Reporting Standards
“Independent Third Party(ies)”	an individual or a company which, to the best of our Director’s knowledge, information, and belief, having made all reasonable enquiries, is not a connected person of our Company within the meaning of the Listing Rules

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“International Offer Shares”	the 180,000,000 Shares being initially offered by our Company for subscription at the Offer Price pursuant to the International Offering together with, where relevant, any additional Shares which may be sold by the Over-allotment Option Grantor(s) pursuant to any exercise of the Over-allotment Option, subject to reallocation as described in “Structure and Conditions of the Global Offering”
“International Offering”	the conditional offering of the International Offer Shares outside the United States in offshore transactions in reliance on Regulation S, on and subject to the terms and conditions of the International Underwriting Agreement, as further described in “Structure and Conditions of the Global Offering”
“International Underwriters”	the underwriters of the International Offering
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering, which is expected to be entered into by, among others, our Company, the Controlling Shareholders, the Over-allotment Option Grantors, the Sole Global Coordinator and the International Underwriters on or about December 10, 2020
“ <b>IPO App</b> ”	the mobile application for the <b>HK eIPO White Form</b> service which can be downloaded by searching “ <b>IPO App</b> ” in App Store or Google Play or downloaded at <a href="http://www.hkeipo.hk/IPOApp">www.hkeipo.hk/IPOApp</a> or <a href="http://www.tricorglobal.com/IPOApp">www.tricorglobal.com/IPOApp</a>
“iResearch”	Shanghai iResearch Co., Ltd., an independent market research and consulting company
“iResearch Report”	the industry report issued by iResearch for the purpose of this prospectus
“Jingheng Jianyong”	Hangzhou Jingheng Jianyong Equity Investment Partnership (Limited Partnership) (杭州靜衡堅勇股權投資合夥企業(有限合夥)), a limited partnership established in the PRC on June 15, 2015 and a Shareholder of our Company
“Jingke International”	Jingke International Limited, a company incorporated under the laws of BVI on October 22, 2019, the intermediary holding vehicle set up by PraxisIFM Nerine Fiduciaries (Hong Kong) Limited for the administration of The Ru Liang’s Trust and the immediate shareholder of Ru SPV
“Joint Bookrunners”	Haitong International Securities Company Limited, DBS Asia Capital Limited, China Galaxy International Securities (Hong Kong) Co., Limited, China Securities (International) Corporate Finance Company Limited, BOCOM International Securities Limited, BOCI Asia Limited and AMTD Global Markets Limited

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“Joint Lead Managers”	Haitong International Securities Company Limited, DBS Asia Capital Limited, China Galaxy International Securities (Hong Kong) Co., Limited, China Securities (International) Corporate Finance Company Limited, BOCOM International Securities Limited, BOCI Asia Limited, AMTD Global Markets Limited, Futu Securities International (Hong Kong) Limited and SBI China Capital Financial Services Limited
“Kijiji”	Shanghai Kijiji Information Technology Co., Ltd. (上海客齊集信息技術股份有限公司), a joint stock limited liability company established in the PRC on June 16, 2005 and a Shareholder of our Company
“Kuaishou”	快手, a leading Chinese video-sharing social media app, which was among our five largest suppliers in 2019 and the six months ended June 30, 2020
“LAT”	land appreciation tax (土地增值稅), as defined in the Provisional Regulations of the People’s Republic of China on Land Appreciation Tax (《中華人民共和國土地增值稅暫行條例》) and the Detailed Implementation Rules on the Provisional Regulations of the People’s Republic of China on Land Appreciation Tax (《中華人民共和國土地增值稅暫行條例實施細則》)
“Latest Practicable Date”	November 29, 2020, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication
“Letui Culture”	Letui (Shanghai) Culture Broadcast Co., Ltd. (樂推(上海)文化傳播有限公司), a limited liability company established in the PRC on December 19, 2013 and an indirectly wholly-owned subsidiary of our Company
“Letui Information”	Letui Chuanshi (Shanghai) Information Technology Co., Ltd. (樂推傳視(上海)信息技術有限公司), a limited liability company established in the PRC on August 2, 2019 and an indirectly wholly-owned subsidiary of our Company
“Letui Zhixiao”	Letui Zhixiao (Shanghai) Cultural Communication Co., Ltd. (樂推智效(上海)文化傳播有限公司), a limited liability company established in the PRC on January 26, 2020 and an indirectly wholly-owned subsidiary of our Company
“Listing”	the listing of the Shares on the Main Board
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about Thursday, December 17, 2020, on which the Shares are listed on the Stock Exchange and from which dealings in the Shares are permitted to commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time

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“Luminous Stars”	Luminous Stars Limited, a company incorporated under the laws of BVI on March 14, 2019 and wholly owned by Mr. Ru, the settlor of the The Ru Liang’s Trust
“M&A Rules”	the Regulations on Merger with and Acquisition of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》) jointly issued by the MOFCOM, the State-owned Assets Supervision and Administration Commission of the State Council, the STA, the CSRC, SAMR, and the SAFE on August 8, 2006, effective as of September 8, 2006 and amended on June 22, 2009
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company, adopted on November 17, 2020 with immediate effect, and as amended from time to time
“MIIT”	Ministry of Industry and Information Technology (中華人民共和國工業和信息化部)
“MOF”	Ministry of Finance of the People’s Republic of China (中華人民共和國財政部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Dai”	Mr. Dai Liqun (戴立群), a non-executive Director
“Mr. Qin”	Mr. Qin Miaomiao (覃渺渺), a non-executive Director and a member of our Controlling Shareholders
“Mr. Ru”	Mr. Ru Liang (茹良), the ultimate controller of The Ru Liang's Trust and a registered shareholder of Netjoy Network
“Mr. Wang”	Mr. Wang Chen (王晨), an executive Director, the chief executive officer of our Company, and a member of our Controlling Shareholders
“Mr. Xu”	Mr. Xu Jiaqing (徐佳慶), an executive Director, the chairman of the Board, and a member of our Controlling Shareholders
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)

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“NEEQ”	The National Equities Exchange and Quotations (全國中小企業股份轉讓系統) of the PRC
“Netjoy BVI”	Netjoy International Limited, a company incorporated under the laws of the BVI on April 4, 2019 and a wholly-owned subsidiary of our Company
“Netjoy Friends”	Netjoy Friends (Shanghai) Investment Partnership (Limited Partnership) (嗨皮夥伴(上海)投資合夥企業(有限合夥)), a limited partnership established in the PRC on July 15, 2015 and deregistered on March 13, 2020, a previous shareholder of Netjoy Network
“Netjoy HK”	Netjoy International (Hong Kong) Limited (雲想中國有限公司), a company incorporated under the laws of Hong Kong on April 26, 2019 and an indirectly wholly-owned subsidiary of our Company
“Netjoy Network”	Netjoy (Shanghai) Network Technology Co., Ltd. (嗨皮(上海)網絡科技有限公司) (formerly known as Netjoy (Shanghai) Network Technology Holdings Co., Ltd. (嗨皮(上海)網絡科技股份有限公司)), a limited liability company established in the PRC on November 15, 2012 and the Consolidated Affiliated Entity indirectly controlled by our Company through the Contractual Arrangements
“Nomination Committee”	the nomination committee of the Board
“NRTA”	National Radio and Television Administration (中華人民共和國國家廣播電視總局)
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) at which the Hong Kong Offer Shares are to be subscribed and to be determined in the manner further described in the section headed “Structure and Conditions of the Global Offering — Pricing and Allocation”
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares together with, where relevant, any additional Shares which may be sold by the Over-allotment Option Grantor(s) pursuant to any exercise of the Over-allotment Option
“Onshore Investors”	Jingheng Jianyong, Kijiji, Qipu Xinzhe, Wutong Holding, Guzon Asset, Wideview Asset and Aofa Management

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“Over-allotment Option”	the option expected to be granted by the Over-allotment Option Grantors to the Sole Global Coordinator (for itself and on behalf of the International Underwriters) under the International Underwriting Agreement pursuant to which each of the Over-allotment Option Grantors may be required by the Sole Global Coordinator to sell up to 15,000,000 additional Offer Shares (in aggregate being 30,000,000 Shares and representing not more than 15% of the Offer Shares initially being offered under the Global Offering) at the Offer Price, to cover, among other things, over-allocations of the International Offering, if any, as further described in the section headed “Structure and Conditions of the Global Offering” in this prospectus
“Over-allotment Option Grantor(s)”	Dai SPV and Guzon Asset, each in the capacity of a grantor of the Over-allotment Option pursuant to the International Underwriting Agreement
“PBOC”	the People’s Bank of China (中國人民銀行)
“People’s Congress”	the PRC’s legislative apparatus, including the National People’s Congress and all the local people’s congresses (including provincial, municipal, and other regional or local people’s congresses) as the context may require, or any of them
“Post-IPO Share Option Scheme”	the post-IPO share option scheme conditionally adopted by the Shareholders on November 17, 2020, a summary of the principal terms of which is set forth in “Appendix IV — Statutory and General Information — D. Post-IPO Share Option Scheme”
“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time, which was lately amended on October 26, 2018 to take effective on the same date
“PRC Legal Advisors”	DeHeng Law Offices, our legal advisors as to PRC laws
“Pre-IPO Investment”	the pre-IPO investment in our Company undertaken by the Pre-IPO Investor, details of which are set out in “History, Reorganization and Corporate Structure”
“Pre-IPO Investor”	Mr. Ku Ching-Teng (古景騰), details of whom are set out in “History, Reorganization and Corporate Structure”
“Price Determination Agreement”	the agreement to be entered into by the Sole Global Coordinator and our Company on the Price Determination Date to record and fix the Offer Price

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“Price Determination Date”	the date, expected to be on or about Thursday, December 10, 2020, on which the Offer Price will be determined, or such later time as the Sole Global Coordinator and our Company may agree, but in any event, no later than Friday, December 11, 2020
“Qin SPV”	CareFree Technology Limited, a company incorporated under the laws of BVI on November 22, 2019 wholly owned by SpringRain Planning, and directly holding the relevant Shares on behalf of The MH’s Family Trust, and one of our Controlling Shareholders
“Qipu Xinzhe”	Hangzhou Qipu Xinzhe Investment Management Partnership (Limited Partnership) (杭州啓浦信喆投資管理合夥企業(有限合夥)), a limited partnership established in the PRC on March 10, 2017 and a Shareholder of our Company
“Qizheng Culture”	Qizheng (Shanghai) Culture Communication Co., Ltd. (啟征(上海)文化傳播有限公司), a limited liability company established in the PRC on May 28, 2019 and an indirectly wholly-owned subsidiary of our Company
“Quantum Computing”	Quantum Computing Power Limited, a company incorporated under the laws of BVI on March 13, 2019 and wholly owned by Mr. Xu, the settlor of the The FS Trust and one of our Controlling Shareholders
“Quantum Culture Media”	Horgos Quantum Dynamic Culture Media Co., Ltd. (霍爾果斯量子動態文化傳媒有限公司), a limited liability company established on June 8, 2017 and an indirectly wholly-owned subsidiary of our Company
“Registered Shareholders”	the registered shareholders of Netjoy Network, being Mr. Wang, Mr. Xu, Mr. Qin, Mr. Dai, Mr. Ru, Kijiji, Wutong Holding, Guzon Asset, Jingheng Jianyong, Aofa Management, Qipu Xinzhe and Wideview Asset
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Reorganization”	the reorganization arrangements undergone by our Group in preparation for the Listing as described in “History, Reorganization and Corporate Structure”
“RM”	Malaysian Ringgit, the lawful currency of Malaysia
“RMB” or “Renminbi”	the lawful currency of the PRC

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“Ru SPV”	Jingke Global Limited, a company incorporated under the laws of BVI on November 22, 2019 wholly owned by Jingke International, and directly holding the relevant Shares on behalf of The Ru Liang’s Trust
“SAFE”	State Administration of Foreign Exchange of the PRC (國家外匯管理局)
“SAFE Circular 13”	Notice on Further Simplifying and Improving the Foreign Exchange Administration Policies for Direct Investment (《國家外匯管理局關於進一步簡化和改進直接投資外匯管理政策的通知》) promulgated by SAFE in February 2015
“SAFE Circular 37”	Notice on Issues Relating to Foreign Exchange Control for Overseas Investment and Financing and Round-tripping by Chinese Residents through Special Purpose Vehicles (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》) promulgated by SAFE in July 2014
“SAMR”	State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented, or otherwise modified from time to time
“Shanghai Buwei”	Shanghai Buwei Information Technology Co., Ltd. (上海不維信息技術有限公司), a limited liability company established in the PRC on February 6, 2017, the equity interest of which is held as to 20% by Netjoy Network
“Shanghai Fangxi”	Shanghai Fangxi Investment Management Partnership (Limited Partnership) (上海訪溪投資管理合夥企業(有限合夥)), a limited partnership established in the PRC on May 19, 2015, the sole general partner of which is Mr. Wang Jianshuo
“Shanghai Paisen”	Shanghai Paisen Investment Management Partnership (Limited Partnership) (上海派森投資管理合夥企業(有限合夥)), a limited partnership established in the PRC on May 19, 2015, the sole general partner of which is Mr. Wang Jianshuo
“Shanghai Xiangnong”	Shanghai Xiangnong Investment Management Partnership (Limited Partnership) (上海香農投資管理合夥企業(有限合夥)), a limited partnership established in the PRC on May 19, 2015, the sole general partner of which is Mr. Wang Jianshuo

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“Share(s)”	ordinary share(s) in the share capital of our Company with nominal value of US\$0.00005 each
“Share Option(s)”	the right to subscribe for a specified number of shares pursuant to the Post-IPO Share Option Scheme
“Shareholder(s)”	holder(s) of the Shares
“Sole Global Coordinator”	Haitong International Securities Company Limited
“Sole Sponsor”	Haitong International Capital Limited
“SpringRain Planning”	SpringRain Planning Technology Limited, a company incorporated under the laws of BVI on October 22, 2019, the intermediary holding vehicle set up by PraxisIFM Nerine Fiduciaries (Hong Kong) Limited for the administration of The MH’s Family Trust and the immediate shareholder of Qin SPV
“STA”	State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“Stabilising Manager”	Haitong International Securities Company Limited
“State Council”	State Council of the PRC (中華人民共和國國務院)
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between the Stabilising Manager and the Over-allotment Option Grantors on or around the Price Determination Date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules
“Supplier A”	Beijing Ocean Engine Internet Technology Co., Ltd. (北京巨量引擎網絡技術有限公司) (“ <b>Ocean Engine</b> ”, a limited liability company established in the PRC on November 11, 2016), its subsidiaries, its holding company(ies) (including Bytedance), and the fellow subsidiaries of its holding company(ies). Ocean Engine is a marketing brand and platform of Bytedance, which integrates marketing capabilities of Toutiao, Douyin, Xigua Video (西瓜視頻), Dongchedi (懂車帝), Chuanshanjia (穿山甲), and other products of Bytedance, gathering traffic, content and other partners to provide integrated digital marketing solutions for global advertisers

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“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“The FS Trust”	a discretionary family trust set up by Mr. Xu (as the economic settlor and the protector), Quantum Computing (as the settlor) and PraxisIFM Nerine Fiduciaries (Hong Kong) Limited (as the trustee) for the benefit of Quantum Computing (as the initial beneficiary) and other beneficiaries as nominated by Mr. Xu from time to time
“The Longhills Trust”	a discretionary family trust set up by Mr. Wang (as the economic settlor and the protector), Derun Investments (as the settlor) and PraxisIFM Nerine Fiduciaries (Hong Kong) Limited (as the trustee) for the benefit of Derun Investments (as the initial beneficiary) and other beneficiaries as nominated by Mr. Wang from time to time
“The MH’s Family Trust”	a discretionary family trust set up by Mr. Qin (as the economic settlor and the protector), CareFree Planning (as the settlor) and PraxisIFM Nerine Fiduciaries (Hong Kong) Limited (as the trustee) for the benefit of CareFree Planning (as the initial beneficiary) and other beneficiaries as nominated by Mr. Qin from time to time
“The RGRGU Trust”	a discretionary family trust set up by Mr. Dai (as the economic settlor and the protector), Global Awesomeness (as the settlor) and PraxisIFM Nerine Fiduciaries (Hong Kong) Limited (as the trustee) for the benefit of Global Awesomeness (as the initial beneficiary) and other beneficiaries as nominated by Mr. Dai from time to time
“The Ru Liang’s Trust”	a discretionary family trust set up by Mr. Ru (as the economic settlor and the protector), Luminous Stars (as the settlor) and PraxisIFM Nerine Fiduciaries (Hong Kong) Limited (as the trustee) for the benefit of Luminous Stars (as the initial beneficiary) and other beneficiaries as nominated by Mr. Ru from time to time
“Toutiao”	Jinri Toutiao (今日頭條), a personalized news and information recommendation search engine
“Track Record Period”	the three financial years ended December 31, 2019 and the six months ended June 30, 2020
“Ultimate Controlling Shareholders”	Mr. Wang, Mr. Xu and Mr. Qin
“Underwriters”	the Hong Kong Underwriters and the International Underwriters

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## DEFINITIONS

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“Underwriting Agreements”	the International Underwriting Agreement and the Hong Kong Underwriting Agreement
“U.S.” or “United States”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax
“Wang SPV”	Derun System Limited, a company incorporated under the laws of BVI on November 22, 2019 wholly owned by Derun International, and directly holding the relevant Shares on behalf of The Longhills Trust, and one of our Controlling Shareholders
“ <b>WHITE</b> Application Form(s)”	the application form(s) for use by the public who require(s) such Hong Kong Offer Shares to be issued in the applicant’s/applicants’ own name(s)
“Wideview Asset”	Shanghai Wideview Asset Management Co., Ltd. (上海寬遠資產管理有限公司), a limited liability company established in the PRC on May 26, 2014 and a Shareholder of our Company
“Wutong Holding”	Wutong Holding Group Co., Ltd. (吳通控股集團股份有限公司), a limited liability company established in the PRC on June 22, 1999, the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300292), and a Shareholder of our Company
“Xu SPV”	Magne Core Limited, a company incorporated under the laws of BVI on November 22, 2019 wholly owned by FSS Investment, and directly holding the relevant Shares on behalf of The FS Trust, and one of our Controlling Shareholders
“ <b>YELLOW</b> Application Form(s)”	the application form(s) for use by the public who requires such Hong Kong Offer Shares to be deposited directly in CCASS
“Yunxiang Entertainment”	Yunxiang Entertainment (Shanghai) Co., Ltd. (雲想娛樂(上海)有限公司), formerly known as Netjoy (Shanghai) Information Technology Co., Ltd. (嗨皮(上海)信息技術有限公司), a limited liability company established in the PRC on August 28, 2018 and an indirectly wholly-owned subsidiary of our Company

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## DEFINITIONS

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“Yunxiang Information”	Yunxiang Shuke (Shanghai) Information Technology Co., Ltd. (雲想數科(上海)信息技術有限公司), a limited liability company established in the PRC on August 29, 2019 and an indirectly wholly-owned subsidiary of our Company
“Zheng Han”	Zheng Han Bio-tech Research Co., Limited (正漢生物科技研發有限公司), a limited liability company incorporated in Hong Kong on February 14, 2017 and a directly wholly-owned subsidiary of our Company upon completion of the Reorganization

*If there is any inconsistency between the Chinese names of the entities or enterprises established in the PRC mentioned in this prospectus and their English translations, the Chinese names shall prevail. The English translations of the Chinese names of such PRC entities are provided for identification purposes only.*