
DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the following meanings. Certain technical terms are explained in the section headed “Glossary of Technical Terms”.

“2019 Share Incentive Plan”	the share incentive plan approved and adopted by our Company on 31 October 2019, the principal terms of which are set out in “Statutory and General Information — D. Equity Incentive Schemes” in Appendix IV
“Accountants’ Report”	the accountant’s report of our Company, the text of which is set out in Appendix I to this prospectus
“affiliate(s)”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	the Accounting and Financial Reporting Council, the full-fledged independent auditor regulator of Hong Kong established under the Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted by special resolutions passed on 7 September 2023 with effect from the Listing Date
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAC”	the Cyberspace Administration of China (中華人民共和國國家互聯網信息辦公室)
“Capital Market Intermediaries”	the capital market intermediaries as named in “Directors and Parties Involved in the Global Offering”
“Cayman Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961) of the Cayman Islands, as amended or supplemented or otherwise modified from time to time

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“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 EIPO”	The application for the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to the applicant’s designated CCASS Participant’s stock account through causing HKSCC Nominees to apply on the applicant’s behalf, including by (i) instructing the applicant’s broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Hong Kong Offer Shares on the applicant’s behalf, or (ii) if the applicant is an existing CCASS Investor Participant, giving electronic application instructions through the CCASS internet system (https://ip.ccass.com) or through the CCASS Phone System (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time)
“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 “the PRC”	the People’s Republic of China, and for the purposes of this document only, except where the context requires otherwise, references to China or the PRC exclude Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“CIC”	China Insights Industry Consultancy
“CIC Report”	the report prepared by CIC
“Class A Share(s)”	Class A ordinary share(s) in the share capital of our Company with a par value of US\$0.00002 each, conferring a holder of a Class A

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	Share one vote per share on any resolution tabled at our Company's general meetings
“Class B Share(s)”	Class B ordinary share(s) in the share capital of our Company with a par value of US\$0.00002 each, conferring weighted voting rights in our Company such that a holder of a Class B Share is entitled to ten votes per share on any resolution tabled at our Company's general meetings, save for resolutions with respect to any Reserved Matters, in which case they shall be entitled to one vote per share
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”, “our Company”, or “the Company”	TUHU Car Inc., an exempted company with limited liability incorporated in the Cayman Islands on 8 July 2019
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Chen Min and the companies through which Mr. Chen Min has an interest in our Company, namely Ilnewgnay Investment Limited and Nholresi Investment Limited
“COVID-19”	a viral respiratory disease caused by the severe acute respiratory syndrome coronavirus
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“EIT”	enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法), promulgated on 16 March 2007 and came into effect on 1 January 2008 and was most recently amended on 29 December 2018 which became effective on the same date

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“Equity Incentive Schemes”	collectively, the 2019 Share Incentive Plan and the Post-IPO Share Scheme, details of which are set out in “Statutory and General Information — D. Equity Incentive Schemes” in Appendix IV
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“Fire Safety Consultant”	Taitong Construction Co., Ltd. (太通建設有限公司)
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Governmental Authority”	any governmental, regulatory, or administrative commission, board, body, authority, or agency, or any stock exchange, self-regulatory organisation, or other non-governmental regulatory authority, or any court, judicial body, tribunal, or arbitrator, in each case whether national, central, federal, provincial, state, regional, municipal, local, domestic, foreign, or supranational
“GREEN Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group”, “our Group”, “the Group”, “we”, “us”, or “our”	our Company and its subsidiaries from time to time, and where the context requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“HK” or “Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”, “HK dollars” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong Offer Shares”	the 4,061,800 Class A Shares being initially offered for subscription in the Hong Kong Public Offering (subject to reallocation and the Offer Size Adjustment Option as described in “Structure of the Global Offering”)

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“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565%) on the terms and subject to the conditions described in this document, as further described in the section headed “Structure of the Global Offering — The Hong Kong Public Offering”
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Takeovers Code” or “Takeovers Code”	Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering as listed in the section headed “Underwriting — Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement, dated 12 September 2023, relating to the Hong Kong Public Offering, entered into by our Company, the Controlling Shareholders, the Joint Sponsors, the Joint Sponsor-Overall Coordinators and the Hong Kong Underwriters, as further described in the section headed “Underwriting — Underwriting Arrangements and Expenses — The Hong Kong Public Offering — Hong Kong Underwriting Agreement”
“IFRS”	International Financial Reporting Standards, as issued by the International Accounting Standards Board
“Independent Third Party(ies)”	person(s) or company(ies), who/which, to the best of our Directors’ knowledge, information and belief, is/are not our connected persons
“International Offer Shares”	the 36,555,300 Class A Shares being initially offered for subscription under the International Offering together, where relevant, with any additional Class A Shares that may be sold pursuant to any exercise of the Over-allotment Option (subject to reallocation and the Offer Size Adjustment Option as described in the section headed “Structure of the Global Offering”)
“International Offering”	the conditional placing of the International Offer Shares at the Offer Price outside the United States in offshore transactions in accordance with Regulation S and in the United States to QIBs only in reliance on Rule 144A or any other available exemption

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	from the registration requirements under the U.S. Securities Act, as further described in the section headed “Structure of the Global Offering”
“International Underwriters”	the underwriters expected to enter into the International Underwriting Agreement relating to the International Offering
“International Underwriting Agreement”	the international underwriting agreement, expected to be entered into on or about Tuesday, 19 September 2023, relating to the International Offering, by, among others, our Company, the Joint Sponsors, the Joint Sponsor-Overall Coordinators and the International Underwriters, as further described in the section headed “Underwriting — The International Offering”
“Joint Sponsor-Overall Coordinators”, “Joint Bookrunners”, “Joint Global Coordinators”, “Joint Lead Managers”	the joint sponsor-overall coordinators, the joint bookrunners, the joint global coordinators, and the joint lead managers as named in the section headed “Directors and Parties Involved in the Global Offering”
“Joint Sponsors”	the Joint Sponsors of the Listing as named in the section headed “Directors and Parties Involved in the Global Offering”
“Latest Practicable Date”	4 September 2023, being the latest practicable date for ascertaining certain information in this document before its publication
“Laws”	all laws, statutes, legislation, ordinances, rules, regulations, guidelines, opinions, notices, circulars, directives, requests, orders, judgements, decrees, or rulings of any Governmental Authority (including the Stock Exchange and the SFC) of all relevant jurisdictions
“Listing”	the listing of the Class A Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about Tuesday, 26 September 2023, on which the Class A Shares are to be listed and on which dealings in the Class A Shares are to be first permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

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“M&A Rules”	the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》)
“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 memorandum of association of our Company conditionally adopted by special resolutions passed on 7 September 2023, with effect from the Listing Date
“Ministry of Transport”	Ministry of Transport of the People’s Republic of China (中華人民共和國交通運輸部)
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Chen Min”	Mr. Chen Min (陳敏), our co-founder, chairman of the Board, chief executive officer, executive Director and Controlling Shareholder, as well as the holder of the Class B Shares entitling him to weighted voting rights as detailed in the section headed “Share Capital — Weighted Voting Rights Structure”, whose biography is further described in the section headed “Directors and Senior Management — Directors — Executive Directors”
“Mr. Hu Xiaodong”	Mr. Hu Xiaodong (胡曉東), our co-founder, president and executive Director, whose biography is further described in the section headed “Directors and Senior Management — Directors — Executive Directors”
“NASDAQ”	Nasdaq Global Select Market
“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)
“NPC”	National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

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“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565%), expressed in Hong Kong dollars, at which Hong Kong Offer Shares are to be subscribed for pursuant to the Hong Kong Public Offering and International Offer Shares are to be offered pursuant to the International Offering, to be determined as described in the section headed “Structure of the Global Offering — Pricing of the Global Offering”
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares, being Class A Shares, together, where relevant, with any additional Class A Shares to be issued by our Company pursuant to the exercise of the Offer Size Adjustment Option and/or the Over-allotment Option
“Offer Size Adjustment Option”	the option under the Hong Kong Underwriting Agreement, exercisable by the Company on or before the Price Determination Date, pursuant to which the Company may issue and allot up to an aggregate of 6,092,500 additional Class A Shares at the Offer Price, to cover additional market demand, if any, as described in the section headed “Structure of the Global Offering”
“Over-allotment Option”	the option expected to be granted by our Company to the International Underwriters, exercisable by the Stabilisation Manager on behalf of the International Underwriters for up to 30 days from the day following the last day for the lodging of applications under the Hong Kong Public Offering, to require our Company to allot and issue up to 6,092,500 additional Class A Shares (representing approximately 15% of the number of Offer Shares initially being offered under the Global Offering assuming the Offer Size Adjustment Option is not exercised at all) or up to an additional 7,006,400 Class A Shares (assuming the Offer Size Adjustment Option is exercised in full) at the Offer Price, to, among other things, cover over-allocations in the International Offering, if any, details of which are described in the section headed “Structure of the Global Offering”
“PBOC”	People’s Bank of China (中國人民銀行), the central bank of the PRC

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“Post-IPO Share Scheme”	the post-IPO share scheme conditionally approved and adopted by our Company on 7 September 2023, the principal terms of which are set out in the section headed “Statutory and General Information — D. Equity Incentive Schemes” in Appendix IV
“PRC Legal Advisor”	CM Law Firm, our legal advisor on PRC laws
“Pre-IPO Investment(s)”	the investment(s) in our Company undertaken by the Pre-IPO Investors prior to this initial public offering, the details of which are set out in the section headed “History, Reorganisation, and Corporate Structure”
“Pre-IPO Investor(s)”	the investors in our Company prior to our Listing, as set out in the section headed “History, Reorganisation, and Corporate Structure”
“Preferred Shares”	the Series Seed Preferred Shares, the Series A Preferred Shares, the Series B Preferred Shares, the Series C-1 Preferred Shares, the Series C-2 Preferred Shares, the Series C-3 Preferred Shares, the Series D-1 Preferred Shares, the Series D-2 Preferred Shares, the Series E-1 Preferred Shares, the Series E-2 Preferred Shares, the Series E-3 Preferred Shares, the Series E-4 Preferred Shares, the Series F Preferred Shares, the Series F-2 Preferred Shares and the Series F-3 Preferred Shares
“Price Determination Agreement”	the agreement to be entered into between our Company and the Joint Sponsor-Overall Coordinators (for themselves and on behalf of the Underwriters) at or about the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or about Tuesday, 19 September 2023 and in any event no later than Friday, 22 September 2023, on which the Offer Price is to be fixed for the purposes of the Global Offering
“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“R&D”	research and development
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the corporate restructuring of our Group in preparation for the Listing, as described in the section headed “History, Reorganisation, and Corporate Structure — Reorganisation”

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“Reserved Matters”	those matters with respect to which each Share is entitled to one vote at general meetings of our Company pursuant to the Articles of Association, being: (i) any amendment to the Memorandum or Articles, including the variation of the rights attached to any class of shares; (ii) the appointment, election or removal of any independent non-executive Director; (iii) the appointment or removal of our Company’s auditors; and (iv) the voluntary liquidation or winding-up of our Company
“RMB” or “Renminbi”	Renminbi, the lawful currency of China
“RSU(s)”	restricted stock unit(s)
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration for Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), which has now been merged into the 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)
“SAMR”	the 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)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	the Standing Committee of the National People’s Congress (中華人民共和國全國人民代表大會常務委員會)
“Series A Preferred Share(s)”	the series A convertible redeemable preferred share(s) of our Company, with a par value of US\$0.00002 each
“Series B Preferred Share(s)”	the series B convertible redeemable preferred share(s) of our Company, with a par value of US\$0.00002 each
“Series C-1 Preferred Share(s)”	the series C-1 convertible redeemable preferred share(s) of our Company, with a par value of US\$0.00002 each
“Series C-2 Preferred Share(s)”	the series C-2 convertible redeemable preferred share(s) of our Company, with a par value of US\$0.00002 each

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“Series C-3 Preferred Share(s)”	the series C-3 convertible redeemable preferred share(s) of our Company, with a par value of US\$0.00002 each
“Series D-1 Preferred Share(s)”	the series D-1 convertible redeemable preferred share(s) of our Company, with a par value of US\$0.00002 each
“Series D-2 Preferred Share(s)”	the series D-2 convertible redeemable preferred share(s) of our Company, with a par value of US\$0.00002 each
“Series E-1 Preferred Share(s)”	the series E-1 convertible redeemable preferred share(s) of our Company, with a par value of US\$0.00002 each
“Series E-2 Preferred Share(s)”	the series E-2 convertible redeemable preferred share(s) of our Company, with a par value of US\$0.00002 each
“Series E-3 Preferred Share(s)”	the series E-3 convertible redeemable preferred share(s) of our Company, with a par value of US\$0.00002 each
“Series E-4 Preferred Share(s)”	the series E-4 convertible redeemable preferred share(s) of our Company, with a par value of US\$0.00002 each
“Series F Preferred Share(s)”	the series F convertible redeemable preferred share(s) of our Company, with a par value of US\$0.00002 each
“Series F-2 Preferred Share(s)”	the series F-2 convertible redeemable preferred share(s) of our Company, with a par value of US\$0.00002 each
“Series F-3 Preferred Share(s)”	the series F-3 convertible redeemable preferred share(s) of our Company, with a par value of US\$0.00002 each
“Series Seed Preferred Share(s)”	the series Seed convertible redeemable preferred share(s) of our Company, with a par value of US\$0.00002 each
“SFC”	Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shanghai Lantu”	Shanghai Lantu Information Technology Co., Ltd. (上海蘭途信息技術有限公司), a limited liability company established in the PRC on 26 June 2014 with an initial registered capital of RMB 30 million, and an indirect wholly-owned subsidiary of our Company

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“Shanghai Xirang”	Shanghai Xirang Information Technology Co., Ltd. (上海息壤信息技術有限公司), a limited liability company established in the PRC on 2 September 2019 and an indirect wholly-owned subsidiary of our Company
“Share(s)”	the Class A Shares and Class B Shares in the share capital of our Company
“Shareholder(s)”	holder(s) of our Share(s)
“Share Subdivision”	the subdivision of each share in the Company’s issued and unissued share capital with a par value of US\$0.0001 each into 5 shares of the corresponding class with a par value of US\$0.00002 each on 8 March 2022, the details of which are set out in the section headed “History, Reorganisation and Corporate Structure”
“sophisticated investor(s)”	has the meaning ascribed to it under Guidance Letter HKEX-GL93-18 issued by the Stock Exchange
“SPV”	special purpose vehicles
“Stabilisation Manager”	Goldman Sachs (Asia) L.L.C.
“State Council”	State Council of the PRC (中華人民共和國國務院)
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Tencent”	Tencent Holdings Limited, a company whose shares are listed on the Stock Exchange (stock code: 0700), a substantial shareholder of our Company
“Tencent Group”	Tencent, its subsidiaries and its controlled affiliated entities
“Track Record Period”	the four years ended 31 December 2019, 2020, 2021 and 2022, and the three months ended 31 March 2023
“U.S.”, “US” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdictions

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“U.S. dollars”, “US dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	United States Securities Act of 1933 and the rules and regulations promulgated thereunder
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“VAT”	value-added tax
“weighted voting right(s)” or “WVR”	has the meaning ascribed to it under the Listing Rules
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name, submitted online through the designated website of the White Form eIPO Service Provider at www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“WVR Beneficiary”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Chen Min, being the ultimate holder of the Class B Shares, entitling him to weighted voting rights, details of which are set out in the section headed “Share Capital” of this prospectus
“WVR structure”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

Unless otherwise specified, in this document:

- Certain amounts and percentage figures have been subject to rounding adjustments; accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them; and
- for ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in the document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. English translations of company names and other terms from the Chinese language are provided for identification purposes only.