
DEFINITIONS

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

“2022 Share Subdivision”	the subdivision of each issued and unissued ordinary share and the Preferred Share in the Company with a par value of US\$0.0001 into 20 shares with a par value of US\$0.000005 each with effect from August 8, 2022, the details of which are described in “History, Reorganization, and Corporate Development – 2022 Share Subdivision” in this document
“AFRC”	Accounting and Financial Reporting Council
“affiliate”	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
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company, conditionally adopted on [●] with effect from the [REDACTED], a summary of which is set out in Appendix IV to this document
“Board” or “Board of Directors”	the board of directors of our Company
“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
	[REDACTED]
“Cayman Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time

[REDACTED]

DEFINITIONS

“CCBI Overseas”	CCB International Overseas Limited (建銀國際海外有限公司), a limited liability company incorporated in Hong Kong on February 22, 2011
“Chengdu Trueland”	Chengdu Trueland Information Technology Co., Ltd (成都珍島信息技術有限公司), a company established in the PRC on September 14, 2015, and a Consolidated Affiliated Entity
“China” or the “PRC”	the People’s Republic of China, which for the purpose of this document and for geographical reference only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“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”, “our Company” or “the Company”	Marketingforce Management Ltd (邁富時管理有限公司*), an exempt company incorporated in the Cayman Islands with limited liability on February 23, 2021
“Compliance Advisor”	Alliance Capital Partners Limited
“Consolidated Affiliated Entity(ies)”	entities controlled by the Company through the Contractual Arrangements and considered as our subsidiaries, namely Shanghai Trueland and its subsidiaries. For further details of these entities, see “Contractual Arrangements” in this document
“Contractual Arrangements”	the series of contractual arrangements entered into by, among others, the WFOE, Shanghai Trueland and the Registered Shareholders as detailed in “Contractual arrangements”
“Controlling Shareholder(s)” or “Controlling Shareholder Group”	has the meaning ascribed to it under the Listing Rules and unless the context requires otherwise, refers to Mr. Zhao, Ms. Zhu, Real Force Limited, Precious Sight Limited, Willam Zhao Limited, Shuina Zhu Limited and Willian Zhao I Limited

DEFINITIONS

“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
“Dongchali”	Shanghai Dongchali Digital Technology Group Co., Ltd. (上海洞察力數字科技集團有限公司), a company established in the PRC on May 24, 2011 and a Consolidated Affiliated Entity
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong

[REDACTED]

“Founders’ Family Trust”	a family trust to be established before the [REDACTED] with Mr. Zhao as the settlor, Ms. Zhu as the protector, Willam Zhao Limited and Shuina Zhu Limited as beneficiaries and The Core Trust Company Limited acts as trustee
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research consultant, which is an Independent Third Party

[REDACTED]

“Group,” “our Group,” “the Group,” “we,” “us” or “our”	the Company, its subsidiaries and the Consolidated Affiliated Entities or, where the context so 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
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DEFINITIONS

“Guangdong Trueland” Guangdong Trueland Information Technology Co., Ltd. (廣東珍島信息技術有限公司), a company established in the PRC on January 29, 2015 and a Consolidated Affiliated Entity

“HK\$” or “HKD” Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

“Hong Kong” or “HK” the Hong Kong Special Administrative Region of the People’s Republic of China

[REDACTED]

“Hong Kong Stock Exchange” or “Stock Exchange” The Stock Exchange of Hong Kong Limited

DEFINITIONS

[REDACTED]

“Independent Third Party(ies)” an individual(s) or a company(ies) who or which is/are not connected person(s) (within the meaning of the Listing Rules) of the Company

[REDACTED]

DEFINITIONS

“Isle Wealth” Isle Wealth Limited, a business company incorporated in BVI with limited liability and wholly owned by TCT (BVI) Limited, holding our Shares pursuant to the RSU Scheme on trust for and on behalf of grantees or the Company (as the case may be) under the RSU Scheme

[REDACTED]

“Joint Sponsors” China International Capital Corporation Hong Kong Securities Limited and CCB International Capital Limited

“Latest Practicable Date” April 19, 2024, being the latest practicable date for ascertaining certain information in this document before its publication

[REDACTED]

“Listing Committee” the Listing Committee of the Hong Kong Stock Exchange

[REDACTED]

“Listing Rules” or “Hong Kong 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

“M&A Rules” 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 SASAC, the SAT, the CSRC, the SAIC and the SAFE on August 8, 2006, effective as of September 8, 2006 and amended on June 22, 2009

DEFINITIONS

“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“Marketingforce Network” or “WFOE”	Marketingforce Network Technology (Shanghai) Company Limited (邁富時網絡技術(上海)有限公司), a company established in the PRC on April 20, 2021, and a wholly-owned subsidiary of our Company
	[REDACTED]
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company, conditionally adopted on [●], with effect from the [REDACTED], a summary of which is set out in Appendix IV to this document
“MOF”	the 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. Zhao”	also known by his alias name Zhao Xulong (趙旭隆), our founder, executive Director, chairman of the Board and chief executive officer, the spouse of Ms. Zhu and the sibling of Ms. Zhao Fangqi, and one of our Controlling Shareholders
“Ms. Zhu”	spouse of Mr. Zhao, and the sister-in-law of Ms. Zhao Fangqi, and one of our Controlling Shareholders
“NDRC”	the 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)

DEFINITIONS

[REDACTED]

“Ordinary Shares” or “Shares” ordinary shares in the share capital of the Company with a par value of US\$0.000005 each prior to the Share Subdivision and US\$0.000005 each upon the completion of the Share Subdivision

[REDACTED]

“PRC Legal Advisor” JunHe LLP, the PRC legal advisor to our Company

DEFINITIONS

- “Pre-[REDACTED] Investments” the investments made by the Pre-[REDACTED] Investors, the principal terms of which are summarized in “History, Reorganization and Corporate Development – Early Investments in Shanghai Trueland and Pre-[REDACTED] Investments” in this document
- “Pre-[REDACTED] Investors” the investors of the Pre-[REDACTED] Investments, namely Shanghai Zhiyu Limited, Kaihua Tan Limited, Peimin Guo Limited, Wenhua Xu Limited, Mr. Zhenjun HE, Great Boom Group Limited (旺佳集團有限公司), Top Mountain Shuye LP, Multi Link Corporate Development Limited (港聯企業發展有限公司), Shanghai Shunying Business Information Consulting Partnership (Limited Partnership) (上海順灤商務信息諮詢合夥企業(有限合夥)), Jiaxing Hengjie Equity Investment Partnership (Limited Partnership) (嘉興恆捷股權投資合夥企業(有限合夥)), NB DIGITAL Evergreen Investment Limited Partnership, CCBI Overseas, Haorong Co., Limited, Rongjing Co. Limited, Miracle International Development Limited, details of which are set out in “History, Reorganization and Corporate Development” in this document
- “Preferred Shares” collectively, Series A-1 Preferred Shares, Series A-2 Preferred Shares and Series B Preferred Shares
- [REDACTED]
- “Registered Shareholders” the registered shareholders of Shanghai Trueland, namely Mr. Zhao, Ms. Zhu, Shanghai Hongyu, Ms. ZHAO Fangqi, Shanghai Zhiyu, Mr. TAN Kaihua, Ms. XU Wenhua, and Mr. GUO Peimin
- “Relevant Individual Shareholders” the individual shareholders of Shanghai Trueland, namely, Mr. Zhao, Ms. Zhu, Ms. ZHAO Fangqi, Mr. TAN Kaihua, Ms. XU Wenhua, and Mr. GUO Peimin
- “Reorganization” the reorganization arrangements undergone by our Group for the purpose of the [REDACTED] as set out in “History, Reorganization and Corporate Development”

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“RSU Scheme”	the RSU Scheme of our Company as approved and adopted on November 10, 2021, a summary of the principal terms of which is set out in “Statutory and General Information – F. RSU Scheme” in Appendix IV to this document
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAMR”, or formerly known as “SAIC”	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), and formerly known as State Administration of Industry and Commerce of the PRC (中華人民共和國工商行政管理局)
“SASAC”	the State Assets Supervision and Administration Commission (國務院國有資產監督管理委員會)
“Series A-1 Preferred Shares”	the series A-1 preferred shares in the share capital of our Company
“Series A-2 Preferred Shares”	the series A-2 preferred shares in the share capital of our Company
“Series B Preferred Shares”	the series B preferred shares in the share capital of our Company
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai Hongyu”	Shanghai Hongyu Asset Management Partnership Enterprise (Limited Partnership) (上海竝宇資產管理合夥企業(有限合夥)), a limited partnership incorporated in the PRC on November 6, 2015 as the Group’s employee stock ownership platform and one of the Registered Shareholders

DEFINITIONS

“Shanghai Kaililong”	Kaililong (Shanghai) Information Technology Co., Ltd. (凱麗隆(上海)軟件信息科技有限公司), a company established in the PRC on May 16, 2011 and a Consolidated Affiliated Entity
“Shanghai Tianbei”	Shanghai Tianbei Information Technology Co., Ltd (上海天貝信息技術有限公司), a company established in the PRC on October 15, 2021 and a wholly owned subsidiary of our Company
“Shanghai Trueland”	Trueland Information Technology (Shanghai) Co., Ltd. (珍島信息技術(上海)股份有限公司), a company established in the PRC on September 25, 2009 and a Consolidated Affiliated Entity
“Shanghai Zhiyu”	Shanghai Zhiyu Asset Management Partnership Enterprise (Limited Partnership) (上海祉裕資產管理合夥企業(有限合夥)), a limited partnership incorporated in the PRC on November 13, 2015 and one of the Registered Shareholders
“Share Subdivision”	the subdivision of each share in the Company’s issued and unissued share capital with par value of US\$0.000005 each into [ten] shares of the corresponding class with par value of US\$0.000005 each immediately before the [REDACTED], the details of which are set out in “History, Reorganization and Corporate Development – Share Subdivision”
“Shareholder(s)”	holder(s) of our Shares
	[REDACTED]
“STA”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
	[REDACTED]
“State Council”	the PRC State Council (中華人民共和國國務院)

DEFINITIONS

“subsidiary(ies)”	has the meaning ascribed to it under the Companies Ordinance, including any Consolidated Affiliated Entity of the Company
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the period comprising the three years ended December 31, 2021, 2022 and 2023
“Trueland Digital”	Trueland Digital Technology (Shanghai) Co., Ltd. (珍島數字科技(上海)有限公司), a company established in the PRC on December 28, 2015 and a Consolidated Affiliated Entity
“Trueland Network”	Shanghai Trueland Network Technology Co., Ltd. (上海珍島網絡科技有限公司), a company established in the PRC on December 28, 2015 and a Consolidated Affiliated Entity
“United States”, “U.S.” or “US”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency for the time being of the United States

[REDACTED]

“Wuxi Kaililong”	Wuxi Kaililong Advertising Technology Co., Ltd. (無錫凱麗隆廣告科技有限公司), a company established in the PRC on December 26, 2017 and a Consolidated Affiliated Entity
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DEFINITIONS

“Wuxi Trueland”

Wuxi Trueland Digital Eco Service Platform Technology Co., Ltd. (無錫珍島數字生態服務平台技術有限公司), a company established in the PRC on May 20, 2014 and a Consolidated Affiliated Entity

In this document, the terms “associate”, “close associate”, “connected person”, “core connected person”, “connected transaction”, and “substantial shareholder” shall have the meanings given to such terms in the Hong Kong Listing Rules, unless the context otherwise requires.

Certain amounts and percentage figures included in this document have been subject to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

For the ease of reference, the names of the PRC established companies or entities, laws or regulations have been included in this document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. The company name which is marked with “” is for identification purpose only.*