
DEFINITIONS

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

“affiliate(s)”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Alibaba”	Alibaba Group Holding Limited, a company incorporated in the Cayman Islands and listed on the New York Stock Exchange (NYSE:BABA)
“Alibaba Group”	Alibaba and its subsidiaries

[REDACTED]

“Articles” or “Articles of Association”	the amended and restated articles of association of our Company conditionally adopted on 12 April 2019 and effective on the [REDACTED], as amended or supplemented from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Board” or “Board of Directors”	the board of directors of our Company
“Brand Licensing Business”	business of licensing of brands by (i) sub-licensing various rights to use the brands granted by brand licensors and (ii) acting as the agent for the brand licensors to, among others, identify potential licensees for these brand licensors
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate

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[REDACTED]

“close associate”	has the meaning ascribed to it under the Listing Rules
“Companies Law” or “Cayman Companies Law”	the Companies Laws, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented 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 or supplemented from time to time
“Company”, “our Company”, “we” or “us”	MEDIALINK GROUP LIMITED, an exempted company incorporated in the Cayman Islands with limited liability on 29 October 2018 and references to “we”, “us” or “our” refer to our Group or, where the context requires, our Company
“connected person”	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
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and in the context of our Company, means Ms. Lovinia Chiu and RLA
“core connected person”	has the meaning ascribed thereto under the Listing Rules
“Deed of Indemnity”	the deed of indemnity dated 25 April 2019 executed by our Controlling Shareholders in favour of our Company, particulars of which are set out in “Appendix V – Statutory and general information – D. Other information – 2. Indemnity” in this document
“Deed of Non-Competition”	the deed of non-competition dated 25 April 2019 executed by our Controlling Shareholders in favour of our Company, particulars of which are set out in “Relationship with Controlling Shareholders – Deed of Non-Competition” in this document
“Director(s)” or “our Director(s)”	the director(s) of our Company
“EIT”	the PRC enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law
“EIT Regulations”	the Regulation on the Implementation of the EIT Law

[REDACTED]

“Frost & Sullivan”	Frost & Sullivan International Limited, an independent consulting firm that provides market research and analysis
“Frost & Sullivan Report”	a market research report commissioned by us and prepared by Frost & Sullivan, see “Industry overview” in this document for further information

[REDACTED]

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“Group”, “our Group”, “we”
or “us”

our Company and its subsidiaries at the relevant time or, where the context otherwise 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\$”, “HKD” or
“Hong Kong dollars”

Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

“HKFRS”

Hong Kong Financial Reporting Standards

[REDACTED]

“Hong Kong”

the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“Hong Kong Government”

the government of Hong Kong Special Administrative Region of the PRC

“Hong Kong Legal Counsel”

Ms. Yvonne Fong, a barrister-at-law in Hong Kong

[REDACTED]

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[REDACTED]

“Independent Third Party(ies)”	a party or parties that is or are independent of and not connected with (within the meaning of the Listing Rules) any Directors, chief executive, substantial shareholders of our Company, our subsidiaries or any of their respective associates
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[REDACTED]

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[REDACTED]

“iQIYI” iQIYI, Inc., a company established in the Cayman Islands and listed on NASDAQ (NASDAQ:IQ)

“iQIYI Group” iQIYI and its subsidiaries

“IRD” the Inland Revenue Department of Hong Kong

“IRO” the Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong), as amended or supplemented from time to time

[REDACTED]

“JPY” Japanese Yen, the lawful currency of Japan

“Kadokawa” Kadokawa Corporation, a company incorporated in Japan. Kadokawa Corporation is a subsidiary of a company listed on the Tokyo Stock Exchange

“Kadokawa Group” Kadokawa and its subsidiaries

“Latest Practicable Date” 22 April 2019, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[REDACTED]

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Macau”	the Macau Special Administrative Region of the People’s Republic of China
“MAIL”	Medialink Animation International Limited, a company incorporated in Hong Kong on 11 August 2000 with limited liability
“MAIL Acquisition”	acquisition of the remaining 50% shareholding interest in MAIL by Ms. Lovinia Chiu, completion of which took place on 27 August 2018
“Main Board”	the stock exchange (excluding the options market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“MAL”	Medialink (Asia) Limited, a company incorporated in Samoa on 2 October 2009 with limited liability and a wholly owned subsidiary of our Company
“MALTW”	薩摩亞商羚邦(亞洲)有限公司台灣分公司 (Medialink (Asia) Limited Taiwan Branch*), established as a branch of MAL in Taiwan on 4 June 2010
“Media Content Distribution Business”	business of distribution of media content by sub-licensing various rights to exploit the media content granted by the media content licensors and co-investment in the production of media content
“MEHL”	MEDIALINK ENTERTAINMENT HOLDINGS LIMITED 羚邦娛樂控股有限公司, a company incorporated in the BVI on 13 November 2018 with limited liability and a wholly owned subsidiary of our Company
“MEL”	Medialink Entertainment Limited, a company incorporated in Hong Kong on 13 October 2000 with limited liability and a wholly owned subsidiary of our Company

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“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, conditionally adopted on 12 April 2019, as amended, supplemented or otherwise modified from time to time.
“MFE”	Medialink (Far East) Limited, a company incorporated in Hong Kong on 11 July 2001 with limited liability and a wholly owned subsidiary of our Company
“MHL”	Medialink Holdings Limited, a company incorporated in Hong Kong on 29 July 2016 with limited liability and a wholly owned subsidiary of our Company
“MIHL”	MEDIALINK INVESTMENT HOLDINGS LIMITED 羚邦投資控股有限公司, a company incorporated in the BVI on 13 November 2018 with limited liability and a wholly owned subsidiary of our Company
“MLHL”	MEDIALINK LICENSING HOLDINGS LIMITED 羚邦授權控股有限公司, a company incorporated in the BVI on 13 November 2018 with limited liability and a wholly owned subsidiary of our Company
“MPL”	Medialink Pacific Limited, a company incorporated in the BVI on 27 September 2000 with limited liability and a wholly owned subsidiary of our Company
“Ms. Barbara Chiu”	Ms. Chiu Siu Ling Barbara, a member of our senior management and the sister of Ms. Lovinia Chiu
“Ms. Lovinia Chiu”	Ms. Chiu Siu Yin, Lovinia, the chairman of our Board, an executive Director and chief executive officer of our Company, our Controlling Shareholder, and the sister of Ms. Noletta Chiu
“Ms. Noletta Chiu”	Ms. Chiu Siu Fung, Noletta, our executive Director and the sister of Ms. Lovinia Chiu
“MSG”	Medialink Brand Management Pte Ltd., an exempt private company limited by shares incorporated in Singapore on 21 August 2006 and a wholly owned subsidiary of our Company

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“MSH”	羚邦星藝文化發展(上海)有限公司 (Medialink (Shanghai) Co., Limited*), a company established in the PRC on 14 September 2012 with limited liability and a wholly owned subsidiary of our Company
“MSHBJ”	羚邦星藝文化發展(上海)有限公司北京分公司 (Medialink (Shanghai) Co., Limited Beijing Branch*), established as a branch of MSH in Beijing on 11 March 2014
“MYR”	Malaysian Ringgit, the lawful currency of Malaysia
“myTV SUPER”	a media platform operated by TVB Group
“Nomination Committee”	the nomination committee of our Board

[REDACTED]

“PRC” or “China”	The People’s Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires, references in this document to “China” and the “PRC” do not include Hong Kong, Macau and Taiwan
“PRC government” or “Chinese government”	central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities)

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“PRC Legal Advisers” Beijing Dentons Law Offices, LLP (Shenzhen), the legal advisers to our Company as to the PRC law

[REDACTED]

“Regulation S” Regulation S under the U.S. Securities Act

“Remuneration Committee” the remuneration committee of our Board

“Reorganisation” the reorganisation of our Group in preparation for the [REDACTED]

“RLA” RLA Company Limited, a company incorporated in the BVI with limited liability on 23 October 2018, which is one of our Controlling Shareholders and wholly owned by Ms. Lovinia Chiu

“RMB” Renminbi, the lawful currency of the PRC

“Rp” Indonesian rupiah, the lawful currency of Indonesia

“RSM” or “Tax Adviser” RSM Tax Advisory (Hong Kong) Limited, the tax adviser to our Company

“SAFE” 中華人民共和國國家外匯管理局 (State Administration of Foreign Exchange of the PRC*)

“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 or supplemented from time to time

“SGD” Singapore dollar, the lawful currency of Singapore

“Share(s)” ordinary share(s) with a par value of HK\$0.01 each in the share capital of our Company

“Shareholder(s)” holder(s) of Shares

DEFINITIONS

“Singapore Legal Advisers” Shook Lin & Bok LLP, the legal advisers to our Company as to Singapore law

[REDACTED]

“Stock Exchange” The Stock Exchange of Hong Kong Limited

“subsidiary(ies)” has the meaning ascribed to it under the Listing Rules

“Substantial Shareholder” has the meaning ascribed to it under the Listing Rules

“Track Record Period” the three years ended 31 March 2018 and the seven months ended 31 October 2018

“TVB” Television Broadcasts Limited, a company incorporated in Hong Kong and listed on the Stock Exchange (stock code: 511)

“TVB Group” TVB and its subsidiaries

“TWD” Taiwan New Dollar, the lawful currency of Taiwan

[REDACTED]

“U.K.”, “UK” or “United Kingdom” the United Kingdom

DEFINITIONS

“U.S.”, “US” 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 United States Securities Act 1933, as amended or supplemented from time to time
“US dollars” or “US\$”	United States dollars, the lawful currency of the United States
“WSH”	Whateversmiles Limited, a company incorporated in Hong Kong on 4 December 2015 with limited liability and a wholly owned subsidiary of our Company
“WSJ”	Whateversmiles 株式會社, a joint stock company incorporated in Japan on 3 April 2017 with limited liability and a wholly owned subsidiary of our Company

[REDACTED]

“%” per cent

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

For ease of reference, PRC laws and regulations, the names of governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in this document in both the Chinese and English languages and if there is any inconsistency, the Chinese versions shall prevail. English translations of company names and other terms from the Chinese language or vice versa are marked with “*” and are provided for identification purposes only.

Unless expressly stated or otherwise required by the context, all data contained in this document are as at the Latest Practicable Date. Certain amounts and percentage figures included in this document 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.