
DEFINITIONS

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

“Acting-in-Concert Agreements”	the acting-in-concert agreements entered into among the Founders on 11 May 2016, 31 May 2016 and 6 September 2019 concerning their cooperation as parties acting in concert regarding the management of, and to exercise control over, our Group
“AdTiger Company”	Adtiger Company Limited, a company incorporated in the BVI with limited liability on 5 March 2019 and a direct wholly-owned subsidiary of our Company
“AdTiger International”	Adtiger International Limited, a company incorporated in Hong Kong with limited liability on 27 March 2019 and an indirect wholly-owned subsidiary of our Company
“AdTiger Media”	Adtiger Media Limited, a company incorporated in the BVI with limited liability on 21 February 2019 and a direct wholly-owned subsidiary of our Company
“Apotheosis”	Apotheosis Limited, a company incorporated in Hong Kong with limited liability on 5 November 2018 and an indirect wholly-owned subsidiary of our Company
[REDACTED]	
“Articles” or “Articles of Association”	the articles of association of our Company (as amended from time to time), adopted on 22 June 2020, a summary of which is set out in Appendix III to this document
“Beijing AdTiger”	Beijing AdTiger Media Co., Limited (北京虎示傳媒有限公司), a company incorporated in the PRC with limited liability on 11 May 2016, an operating and indirect wholly-owned subsidiary of our Company
“Board”	board of directors of our Company
“Business Day”	a day (other than a Saturday, a Sunday or public holiday) on which banks in Hong Kong are open for normal banking business
“BVI”	the British Virgin Islands

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[REDACTED]	the issue of Shares to be made upon [REDACTED] of certain sums standing to the credit of the share premium account of our Company referred to in the section headed “Statutory and General Information — A. Further Information About Our Company — 3. Resolutions in writing of our Shareholders passed on 22 June 2020” in Appendix IV to this document
“Cayman Companies Law” or “Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) 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 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
“CFormula”	CFormula Technology Company Limited (希程式科技有限公司), a company incorporated in Hong Kong with limited liability on 9 October 2017, a dormant and indirect wholly-owned subsidiary of our Company
“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this document, Hong Kong, Macau and Taiwan
“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”	Adtiger Corporations Limited (虎視傳媒有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 1 February 2019
“Controlling Shareholders”	Ms. Chang, Fetech, Rowtel, Ms. Li, Hera and Westel

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“COVID-19”	the novel coronavirus (2019-nCoV)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the PRC national securities markets
“Deed of Indemnity”	the deed of indemnity dated 22 June 2020 and entered into by our Controlling Shareholders in favour of us (for ourselves and as trustee for each of our subsidiaries), pursuant to which our Controlling Shareholders have given certain indemnities, further particulars of which are set out in the section headed “Statutory and General Information — E. Other Information — 1. Deed of Indemnity” in Appendix IV to this document
“Directors”	the directors of our Company
“EIT”	the enterprise income tax of the PRC
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》) issued on 16 March 2007 and its implementation rules issued on 6 December 2007, both effective from 1 January 2008

[REDACTED]

“Fetech”	Fetech Media Limited, a company incorporated in the BVI with limited liability on 29 October 2018, one of our Controlling Shareholders
“Founders”	Ms. Chang and Ms. Li

[REDACTED]

“Group” or “our Group”	our Company and its subsidiaries, and, except where the context otherwise requires, all of our subsidiaries, or where the context refers to the time before we became the holding company of our present subsidiaries, our present subsidiaries
“Hera”	Hera Bridge Media Limited, a company incorporated in the BVI with limited liability on 29 October 2018, one of our Controlling Shareholders

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“Heyue Investment”	Milin Heyue Investment Co., Ltd. (米林和月投資有限公司), a company established in the PRC with limited liability on 29 April 2015, which is 70% owned by an Independent Third Party and 30% owned by Mr. Zhang Ning, who is Ms. Chang’s spouse
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HK” or “Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HongKong AdTiger”	HongKong AdTiger Media Co., Limited (香港虎視傳媒有限公司) (formerly known as Asia-Pacific Institute of Child Development Limited 亞太兒童成長學會有限公司), a company incorporated in Hong Kong with limited liability on 22 November 2010, an operating and indirect wholly-owned subsidiary of our Company
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC

[REDACTED]

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“Independent Third Party” person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not connected with our Company or our connected persons as defined under the Listing Rules

[REDACTED]

“IRD” the Inland Revenue Department of Hong Kong

“iResearch” Shanghai iResearch Co., Ltd, an industry consultant

“iResearch Report” the market research report titled “A Market Study for Online Advertising Industry in China” prepared by iResearch and commissioned by us

“IRO” the Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong)

“Khorgas AdTiger” Khorgas AdTiger Information Technology Co., Ltd. (霍爾果斯虎視信息科技有限公司), a company established in China with limited liability on 2 June 2017 and deregistered on 18 April 2019

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“Latest Practicable Date”	22 June 2020, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
“Legal Counsel”	Mr. Matthew Ho, barrister-at-law in Hong Kong

[REDACTED]

“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
“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

[REDACTED]

“M&A Rules”	Rules on Merger and Acquisition of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》) (Order of MOFCOM [2019] No. 6)
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, as amended from time to time
“Mr. Hsia”	Mr. HSIA Timothy Chunhon, our non-executive Director and our substantial Shareholder
“Mr. Yang”	Mr. YANG Wei (楊威), Ms. Chang’s brother in law
“Ms. Chang”	Ms. CHANG Sufang (常素芳), our executive Director, one of our Founders and Controlling Shareholders
“Ms. Li”	Ms. LI Hui (李慧), our executive Director, one of our Founders and Controlling Shareholders

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[REDACTED]

“PBOC”	People’s Bank of China, the central bank of the PRC
“[REDACTED] Share Option Scheme”	the share option scheme conditionally adopted by our Company, further details of which are described in the subsection headed “Statutory and General Information — D. [REDACTED] Share Option Scheme” in Appendix IV to this document
“PRC government” or “Chinese government”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities)
“PRC Legal Adviser”	Commerce & Finance Law Offices, our legal advisers as to PRC law

[REDACTED]

“R&D”	research and development
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[REDACTED]

“Reorganisation”	the reorganisation of our Group in preparation of the [REDACTED], details of which are set out in the section headed “History, Reorganisation and Corporate Structure” in this document
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares given to the Board by our Shareholders, particulars of which are set forth in the paragraph headed “Statutory and General Information — A. Further Information About Our Company and Our Subsidiaries — 3. Resolutions of the Shareholders of our Company” in Appendix IV to this document
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Robust Season”	Robust Season Limited, a company incorporated in the Cayman Islands on 5 June 2015 and is beneficially wholly owned by Ms. Chang
“Rowtel”	Rowtel Technology Limited, a company incorporated in the BVI with limited liability on 27 December 2018, one of our Controlling Shareholders
“Runzhi Media”	Khorgas Runzhi Media Company Limited (霍爾果斯潤智傳媒有限公司), a company established in the PRC on 8 May 2017, and deregistered on 15 April 2019
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), the PRC government authority responsible for matters relating to foreign exchange administration
“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 and supplemented from time to time
“Share(s)”	ordinary shares in the capital of our Company with nominal value of US\$0.0005 each
“Shareholder(s)”	holder(s) of Shares
“Sole Sponsor”	CEB International Capital Corporation Limited (licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO)
“Son of Sunrise”	Son of Sunrise Investment Ltd, a company incorporated in the BVI with limited liability on 8 April 2016 was struck off and dissolved on 4 November 2019 and was beneficially wholly owned by Ms. Li

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[REDACTED]

“State Council” State Council of the PRC (中華人民共和國國務院)

[REDACTED]

“Stock Exchange” The Stock Exchange of Hong Kong Limited

“Taschh” Taschh Limited, a company incorporated in Hong Kong with limited liability on 22 May 2015, our substantial shareholder

“Tiequan LLC” Tiequan LLC, a company incorporated in the Cook Islands with limited liability on 25 May 2015, our substantial shareholder

“Tiequan Trust” a trust established in the Cook Islands with Mr. Hsia as the sole beneficiary and the trustee of which is Southpac Trust International, Inc. is appointed on 25 May 2015, our substantial shareholder

“Track Record Period” the period comprising the three years ended 31 December 2019

[REDACTED]

“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 United States Securities Act of 1933, as amended

“US\$” or “USD” United States dollars, the lawful currency of the United States

“Venus” Venus Holdings Limited, a company incorporated in the BVI with limited liability on 10 July 2015 and is beneficially wholly owned by Ms. Chang

“Westel” Westel Technology Limited, a company incorporated in the BVI with limited liability on 27 December 2018, one of our Controlling Shareholders

“Wulian Shenbiao” Wulian Shenbiao Electronic Technology Partnership (Limited Partnership) (五蓮深標電子科技合夥企業(有限合夥)), a limited partnership established in the PRC on 2 May 2017 which is 89% beneficially owned by Ms. Li

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“Wulian Siguo” Wulian Siguo Electronic Technology Partnership (Limited Partnership) (五蓮思果電子科技合夥企業(有限合夥)), a limited partnership established in the PRC on 3 May 2017 which is 63.75% owned by Ms. Chang and 36.25% owned by Ms. Li

“Xinyu Investment” Xinyu Mihe Yuehua Investment Management Co., Ltd (新余米和月華投資管理有限公司), a company established in the PRC on 19 January 2016 and is wholly owned by Independent Third Parties

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

The English names of the PRC nationals, enterprises, departments, facilities, certificates, regulations, titles and the like are translation and/or transliterations of their Chinese names and are included for identification purposes only. In the event of inconsistency between the Chinese names and their English translations and/or transliterations, the Chinese names shall prevail.

Unless otherwise specified, all references to any shareholdings in our Company following the completion of the [REDACTED] assume that the [REDACTED] is not exercised and without taking into account any Shares which may be issued pursuant to the [REDACTED] Share Option Scheme.