
DEFINITIONS

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

“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
“Application Form(s)”	WHITE Application Form(s), YELLOW Application Form(s) and GREEN Application Form(s), or where the context so requires, any of them, relating to the Hong Kong Public Offering
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company, conditionally adopted on December 18, 2020 with effect from the Listing Date, and 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
“Beijing Honeybear”	Beijing Honeybear Entertainment Cultural Media Co., Ltd (北京蜜熊娛樂文化傳媒有限公司), a limited liability company established in the PRC on September 10, 2020 and an indirectly non-wholly-owned subsidiary of our Company
“Beijing iQIYI”	Beijing iQIYI Technology Co., Ltd. (北京愛奇藝科技有限公司), a limited liability company established in the PRC on March 27, 2007, a wholly-owned subsidiary of iQIYI, Inc. and a connected person of our Company
“Beijing Strawbear”	Beijing Strawbear Film Co., Ltd. (北京稻草熊影業有限公司), a limited liability company established in the PRC on September 2, 2019 and indirectly controlled by our Company through the Contractual Arrangements
“Beyond Vast”	BEYOND VAST LIMITED, a BVI business company incorporated under the laws of the BVI on August 12, 2020 and wholly owned by Family Trust Singapore, the trustee of the LSS Family Trust

DEFINITIONS

“Blue Boiling Point”	Jiangsu Blue Boiling Point Film-Television Culture Co., Ltd. (江蘇藍色沸點影視文化有限公司), a limited liability company established in the PRC on June 2, 2015 and deregistered on December 20, 2019, a previous subsidiary of our Group
“Board” or “Board of Directors”	the board of directors of our Company
“Business Day” or “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 to the public
“BVI”	the British Virgin Islands
“Cayman Companies Act” or “Companies Act”	the Companies Act (2020 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 and 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

DEFINITIONS

“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”	Strawbear Entertainment Group (稻草熊娱乐集团), an exempted company with limited liability incorporated under the laws of Cayman Islands on January 3, 2018
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Consolidated Affiliated Entities”	the entities we control through the Contractual Arrangements, namely Jiangsu Strawbear and its subsidiaries, further details of which are set out in “Contractual Arrangements”
“Contractual Arrangements”	the series of contractual arrangements entered into by, among others, Nanjing Strawbear, Jiangsu Strawbear and its registered shareholders, details of which are described in “Contractual Arrangements”
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, unless the context otherwise requires, refers to Mr. Liu, Master Sagittarius and Leading Glory
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Deed of Non-competition”	a deed of non-competition undertakings dated December 18, 2020 entered into by our Controlling Shareholders in favor of our Company (for itself and as trustee for each of our subsidiaries), particulars of which are summarized in the section headed “Relationship with Our Controlling Shareholders” in this prospectus
“Director(s)”	director(s) of our Company
“EIT”	enterprise income tax in the PRC
“Employee Trust Hong Kong”	Vistra Trust (Hong Kong) Limited, an Independent Third Party professional trust company established in Hong Kong

DEFINITIONS

“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“F&S Report” or “Frost & Sullivan Report”	an independent market research report prepared by Frost & Sullivan for the purpose of this prospectus
“Family Trust Singapore”	Vistra Trust (Singapore) Pte. Limited, an Independent Third Party professional trust company established in Singapore
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a global market research and consulting company, which is an Independent Third Party
“GAPP”	the General Administration of Press and Publication of the PRC (中華人民共和國新聞出版總署)
“GDP”	gross domestic product
“GFA”	gross floor area
“Glesason Global”	GLESASON GLOBAL LIMITED, a BVI business company incorporated under the laws of the BVI on May 5, 2020 and owned as to 99% by Beyond Vast and 1% by Gold Pisces
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Gold Fish”	Gold Fish Management Holding Limited, a BVI business company incorporated under the laws of the BVI on January 30, 2018 and wholly owned by Ms. Zhai
“Gold Fish Trust”	the discretionary trust established by Ms. Zhai as the settlor and the protector, with Family Trust Singapore as the trustee, details of which are set out in the section headed “History, Reorganization and Corporate Development”
“Gold Pisces”	Gold Pisces Holding Limited, a BVI business company incorporated under the laws of the BVI on December 19, 2017 and wholly owned by Ms. Liu

DEFINITIONS

“Golden Basin”	GOLDEN BASIN GLOBAL LIMITED, a BVI business company incorporated under the laws of the BVI on April 1, 2020 and owned as to 99% by Smart Century and 1% by Gold Fish
“Gorgeous Horizon”	GORGEOUS HORIZON LIMITED, a BVI business company incorporated under the laws of the BVI on August 28, 2020 and wholly owned by Success Tale
“GREEN Application Form(s)”	the application form(s) to be completed by the HK eIPO White Form Service Provider, designated by our Company
“Group”, “our Group”, “the Group”, “we” or “us”	our Company and our subsidiaries and Consolidated Affiliated Entities at the relevant 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)
“Hangzhou Yide”	Hangzhou Yide Cultural Creativity Co., Ltd. (杭州懿德文化創意有限公司), a limited liability company established in the PRC on June 25, 2015 and an indirectly wholly-owned subsidiary of our Company
“HK eIPO White Form”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name, submitted online through the IPO App or the designated website at www.hkeipo.hk
“HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by our Company as specified in the IPO App or on the designated website at www.hkeipo.hk
“HK\$” or “HKD” or “Hong Kong Dollars”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards, which collectively include Hong Kong Accounting Standards and related interpretations, promulgated by the Hong Kong Institute of Certified Public Accountants
“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

DEFINITIONS

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 16,578,000 Shares initially being offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering (subject to reallocation as described in “Structure of the Global Offering”)
“Hong Kong Public Offering”	the offer for subscription of the Hong Kong Offer Shares to the public in Hong Kong at the Offer Price on and subject to the terms and conditions described in this prospectus and the Application Forms
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering as listed in “Underwriting — Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement, dated December 29, 2020, relating to the Hong Kong Public Offering, entered into by, among others, our Company, the Controlling Shareholders, China Merchants Securities (HK) Co., Limited, China Securities (International) Corporate Finance Company Limited and the Hong Kong Underwriters
“Horgos Strawbear”	Horgos Strawbear Film Co., Ltd. (霍爾果斯稻草熊影業有限公司), a limited liability company established in the PRC on August 4, 2016 and indirectly controlled by our Company through the Contractual Arrangements
“Ice Princess”	Ice Princess Holding Limited, a BVI business company incorporated under the laws of the BVI on December 19, 2017 and wholly owned by Ms. Zhao
“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 the Company within the meaning of the Listing Rules

DEFINITIONS

“International Offer Shares”	the 149,202,000 Shares being initially offered by our Company for subscription and purchased at the Offer Price under the International Offering together with, where relevant, any additional Shares that may be issued pursuant to any exercise of the Over-allotment Option, subject to reallocation as described in “Structure of the Global Offering”
“International Offering”	the conditional offering of the International Offer Shares by the International Underwriters to professional, institutional, and other investors at the Offer Price by the International Underwriters on behalf of our Company as described in “Structure of the Global Offering”
“International Underwriters”	the group of underwriters of the International Offering, which is expected to enter into the International Underwriting Agreement relating to 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, our Controlling Shareholders, the Joint Representatives and the International Underwriters on or about January 8, 2021
“ IPO App ”	the mobile application for the HK eIPO White Form service which can be downloaded by searching “ IPO App ” in App Store or Google Play or downloaded at www.hkeipo.hk/IPOApp or www.tricorglobal.com/IPOApp
“iQIYI”	iQIYI, Inc. (Stock Code: IQ. NASDAQ) and its subsidiaries and consolidated affiliated entities, one of the largest Chinese online video platforms listed in the U.S. with approximately 476.0 million average MAUs in 2019
“Jiangsu Strawbear”	Jiangsu Strawbear Film Co., Ltd. (江蘇稻草熊影業有限公司), a limited liability company established in the PRC on June 13, 2014 and indirectly controlled by our Company through the Contractual Arrangements

DEFINITIONS

“Joint Bookrunners”	China Merchants Securities (HK) Co., Limited, China Securities (International) Corporate Finance Company Limited, China Renaissance Securities (Hong Kong) Limited, ABCI Capital Limited, Haitong International Securities Company Limited, BOCOM International Securities Limited, Huatai Financial Holdings (Hong Kong) Limited, CMB International Capital Limited and Futu Securities International (Hong Kong) Limited
“Joint Global Coordinators”	China Merchants Securities (HK) Co., Limited, China Securities (International) Corporate Finance Company Limited and China Renaissance Securities (Hong Kong) Limited
“Joint Lead Managers”	China Merchants Securities (HK) Co., Limited, China Securities (International) Corporate Finance Company Limited, China Renaissance Securities (Hong Kong) Limited, ABCI Securities Company Limited, Haitong International Securities Company Limited, BOCOM International Securities Limited, Huatai Financial Holdings (Hong Kong) Limited, CMB International Capital Limited, Futu Securities International (Hong Kong) Limited, US Tiger Securities, Inc. (<i>in relation to the International Offering only</i>) and China Galaxy International Securities (Hong Kong) Co., Limited
“Joint Representatives”	China Merchants Securities (HK) Co., Limited and China Securities (International) Corporate Finance Company Limited
“Joint Sponsors”	China Merchants Securities (HK) Co., Limited and China Securities (International) Corporate Finance Company Limited
“Latest Practicable Date”	December 21, 2020, being the latest practicable date for the purpose of ascertaining certain information in this prospectus prior to its publication
“Leading Glory”	LEADING GLORY INVESTMENTS LIMITED, a BVI business company incorporated under the laws of the BVI on April 1, 2020 and owned as to 99% by Master Genius and 1% by Master Sagittarius
“Listing”	the listing of the Shares on the Main Board
“Listing Committee”	the listing committee of the Stock Exchange

DEFINITIONS

“Listing Date”	the date, expected to be on or about January 15, 2021, on which the Shares are listed on the Stock Exchange and from which dealings in the Shares are first permitted to commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“LSS Family Trust”	the discretionary trust established by Ms. Liu as the settlor and the protector, with Family Trust Singapore as the trustee, details of which are set out in the section headed “History, Reorganization and Corporate Development”
“LXF Family Trust”	the discretionary trust established by Mr. Liu as the settlor and the protector, with Family Trust Singapore as the trustee, details of which are set out in the section headed “History, Reorganization and Corporate Development”
“LXF Option Trust”	the trust established by Mr. Liu as the settlor and the protector, with Employee Trust Hong Kong as the trustee and Master Sagittarius as the beneficiary
“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
“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 GEM of the Stock Exchange
“Master Genius”	MASTER GENIUS GLOBAL LIMITED, a BVI business company incorporated under the laws of the BVI on August 28, 2020 and wholly owned by Family Trust Singapore, the trustee of the LXF Family Trust
“Master Sagittarius”	Master Sagittarius Holding Limited, a BVI business company incorporated under the laws of the BVI on December 18, 2017 and wholly owned by Mr. Liu, one of our Controlling Shareholders

DEFINITIONS

“Memorandum” or “Memorandum of Association”	the sixth amended and restated memorandum of association of our Company, conditionally adopted on December 18, 2020 with effect from the Listing Date, and as amended from time to time
“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. Liu”	Mr. LIU Xiaofeng (劉小楓), chairman of the Board, an executive Director, the chief executive officer of our Company, one of our Controlling Shareholders and one of the Registered Shareholders of Jiangsu Strawbear
“Ms. Liu”	Ms. LIU Shishi (劉詩施), one of our substantial Shareholders and one of the Registered Shareholders of Jiangsu Strawbear
“Ms. Zhai”	Ms. ZHAI Fang (翟芳), an executive Director, the chief operating officer of our Company and one of the Registered Shareholders of Jiangsu Strawbear
“Ms. Zhang”	Ms. ZHANG Qiuchen (張秋晨), an executive Director, the chief marketing officer of our Company and one of the Registered Shareholders of Jiangsu Strawbear
“Ms. Zhao”	Ms. ZHAO Liying (趙麗穎), one of our Shareholders and one of the Registered Shareholders of Jiangsu Strawbear
“Nanjing Huawen”	Nanjing Huawen Strawbear Culture Partnership (Limited Partnership) (南京華文稻草熊文化合夥企業(有限合夥)), a limited partnership established in the PRC on November 29, 2019, 18.31% limited partnership interest in which are held by Jiangsu Strawbear
“Nanjing Strawbear”	Nanjing Strawbear Business Consulting Co., Ltd. (南京稻草熊商務諮詢有限公司), a limited liability company established in the PRC on September 17, 2018 and an indirectly wholly-owned subsidiary of our Company
“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

“Negative List”	Special Management Measures for Access of Foreign Investment (2020 Edition) (《外商投資准入特別管理措施(負面清單)》(2020年版))
“Nova Film”	Nova Film Technology (Jiangsu) Co., Ltd. (諾華視創電影科技(江蘇)有限公司), a limited liability company established in the PRC on May 29, 2015 and indirectly controlled by our Company through the Contractual Arrangements
“NRTA”	National Radio and Television Administration of the PRC (中華人民共和國國家廣播電視總局), the successor of SAPPRT
“Offer Price”	the final price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) at which Offer Shares are to be subscribed for and to be determined in the manner further described in “Structure 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 may be issued by our Company pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by our Company to the International Underwriters, exercisable by the Joint Representatives (for themselves and on behalf of the International Underwriters) pursuant to the International Underwriting Agreement, pursuant to which our Company may be required to allot and issue up to an aggregate of 24,867,000 additional Shares (representing in aggregate 15% of initial Offer Shares) at the Offer Price to cover over-allocations in the International Offering, if any, further details of which are described in “Structure of the Global Offering”
“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

DEFINITIONS

“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as amended and adopted by the Standing Committee of National People’s Congress on October 26, 2018 and effective on the same date
“PRC Government” or “State”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal, and other regional or local government entities) and its organs or, as the content requires, any of them
“PRC Legal Advisors”	Commerce & Finance Law Offices
“Pre-IPO Investments”	the pre-IPO investments in our Company undertaken by the Pre-IPO Investor, details of which are set out in “History, Reorganization and Corporate Development”
“Pre-IPO Investor”	Taurus Holding
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme approved and adopted by our Company on May 11, 2020, the principal terms of which are summarized in “Appendix IV — Statutory and General Information — D. Other Information — (1) Pre-IPO Share Option Scheme”
“Pre-IPO Share Options”	the share options granted under the Pre-IPO Share Option Scheme
“Price Determination Agreement”	the agreement to be entered into by the Joint Representatives (for themselves and on behalf of the other Underwriters) and the Company on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or about Friday, January 8, 2021, on which the Offer Price will be determined, or such later time as the Joint Representatives (for themselves and on behalf of the Underwriters) and our Company may agree, but in any event, no later than Monday, January 11, 2021
“Province”	a province or, where the context requires, a provincial level municipality or autonomous region under the direct administration of the central government of the PRC
“Regulation S”	Regulation S under the U.S. Securities Act

DEFINITIONS

“Reorganization”	the reorganization arrangements undergone by our Group for the purpose of the Listing as set out in “History, Reorganization and Corporate Development”
“RMB” or “Renminbi”	the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAFE Circular 13”	Notice on Further Simplification and Improvement in Foreign Exchange Administration on Direct Investment (《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
“SAIC”	State Administration for Industry & Commerce of the PRC (中華人民共和國國家工商行政管理總局), currently known as 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”	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)
“SAPPRFT”	The State Administration of Press, Publications, Radio, Film and Television of the PRC, the successor of SARFT and GAPP (中華人民共和國國家新聞出版廣電總局)
“SARFT”	the State Administration of Radio, Film and Television of the PRC (中華人民共和國國家廣播電影電視總局)
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“Series A Preferred Shares”	series A-1 preferred shares and series A-2 preferred shares, which are convertible preferred shares of our Company with par value of US\$0.000025 per share

DEFINITIONS

“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 Shaoyin”	Shanghai Shaoyin Music Entertainment Co., Ltd. (上海韶愔音樂娛樂有限公司), a limited liability company established in the PRC on July 26, 2019 held by Mr. Liu and Beijing iQIYI as to 40% and 60%, respectively, and a connected person of our Company
“Shanghai Strawbear”	Shanghai Strawbear Business Consulting Co., Ltd. (上海稻草熊商務諮詢有限公司), a limited liability company established in the PRC on September 3, 2018 and an indirectly wholly-owned subsidiary of our Company
“Share(s)”	ordinary share(s) in the share capital of our Company with a par value of US\$1.00 each before the Share Subdivision and of US\$0.000025 each following the Share Subdivision
“Share Subdivision”	the subdivision of our Company’s issued and unissued 50,000 shares of a par value of US\$1.00 each into 2,000,000,000 shares of a par value of US\$0.000025 each on May 11, 2020
“Shareholder(s)”	holder(s) of our Share(s)
“Smart Century”	SMART CENTURY VENTURES LIMITED, a BVI business company incorporated under the laws of the BVI on June 24, 2020 and wholly owned by Family Trust Singapore, the trustee of the Gold Fish Trust
“Stabilizing Manager”	China Securities (International) Corporate Finance 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 among others, Leading Glory and the Stabilizing Manager on or around the Price Determination Date
“Strawbear Film”	Strawbear Film Limited, a limited liability company incorporated under the laws of Hong Kong on January 31, 2018 and an indirectly wholly-owned subsidiary of our Company

DEFINITIONS

“Strawbear Pictures”	Strawbear Pictures Limited, a BVI business company incorporated under the laws of BVI on January 9, 2018 and a directly wholly-owned subsidiary of our Company
“subsidiary(ies)”	has the meaning ascribed thereto in section 15 of the Companies Ordinance
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules
“Success Tale”	SUCCESS TALE ENTERPRISES LIMITED, a BVI business company incorporated under the laws of the BVI on August 28, 2020 and wholly owned by Employee Trust Hong Kong, the trustee of the Strawbear Employee Trust
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Taurus Holding”	Taurus Holding Ltd., a BVI business company incorporated under the laws of the BVI on November 28, 2018, our Pre-IPO Investor and a substantial Shareholder
“Track Record Period”	the three financial years ended December 31, 2017, 2018 and 2019 and the six months ended June 30, 2020
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“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
“VAT”	value-added tax
“VIE” or “VIEs”	variable interest entity or variable interest entities

DEFINITIONS

“Voting Arrangement Agreements”	the agreement and supplemental agreement thereof dated November 1, 2018 entered into by, among others, Mr. Liu, Ms. Liu, Ms. Zhai, Ms. Zhao, Ms. Zhang and their respective wholly-owned holding companies (where applicable) regarding certain arrangements for the voting rights in the members of our Group, details of which are set out in “History, Reorganization and Corporate Development — Voting Arrangement and Lock-up Arrangements”
“ WHITE 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)
“Wuxi Strawbear”	Wuxi Strawbear Culture Media Co., Ltd. (無錫稻草熊文化傳媒有限公司), a limited liability company established in the PRC on June 4, 2020 and an indirectly non-wholly-owned subsidiary of our Company
“Wuxi Youkong”	Wuxi Youkong Yinghua Culture Media Co., Ltd. (無錫有空映畫文化傳媒有限公司), a limited liability company established in the PRC on November 1, 2017 and a substantial shareholder of Wuxi Strawbear
“Xingyu Yinyue”	Xiangshan Xingyu Yinyue Culture Media Co., Ltd. (象山星宇愜樂文化傳媒有限公司), a limited liability company established in the PRC on November 19, 2020 and an indirectly non-wholly-owned subsidiary of our Company
“ YELLOW Application Form(s)”	the application form(s) for use by the public who require(s) such Hong Kong Offer Shares to be deposited directly into CCASS
“%”	per cent

If there is any inconsistency between the Chinese names of the entities or enterprises established in the PRC, PRC laws or regulations and PRC governmental authorities mentioned in this prospectus and their English translations, the Chinese names shall prevail. The English translations of the Chinese names of such PRC entities, PRC laws or regulations and PRC governmental authorities included in this prospectus and for which no official English translation exists are provided for identification purposes only.