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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below.*

“2020 Foreign Investment Negative List”	Special Management Measures (Negative List) for the Access of Foreign Investment (2020 version) (外商投資准入特別管理措施(負面清單)(2020年版))
“Accountant’s Report”	the report of the Reporting Accountants, the text of which is set out in Appendix I to this prospectus
“ADYM Investments”	ADYM Investments Limited, a company incorporated in the BVI with liability limited by shares and wholly owned by Mr. Li
“affiliate”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Application Form(s)”	<b>WHITE</b> Application Form(s), <b>YELLOW</b> Application Form(s) and <b>GREEN</b> Application Form(s) individually or collectively, as the context may require
“Articles” or “Articles of Association”	the third amended and restated articles of association of our Company, conditionally adopted on December 8, 2020 with effect from the Listing Date, a summary of which is set out in Appendix III to this prospectus, and as amended, supplemented or otherwise modified from time to time
“associate(s)” or “close associates”	has the meaning ascribed to it under the Listing Rules
“Beihai April”	Beihai April Travel Digital Technology Company Limited (北海四月行數字科技有限公司), a limited liability company established under the laws of the PRC on December 26, 2019, a direct wholly-owned subsidiary of Congshu Beijing, one of our Consolidated Affiliated Entities and is deemed to be an indirect wholly-owned subsidiary of our Company pursuant to the Contractual Arrangements
“Beihai Media”	Beihai Congshu Advertising Media Company Limited (北海樅樹廣告傳媒有限公司), a limited liability company established under the laws of the PRC on December 18, 2019, a direct wholly-owned subsidiary of Congshu Beijing, one of our Consolidated Affiliated Entities and is deemed to be an indirect wholly-owned subsidiary of our Company pursuant to the Contractual Arrangements
“Beijing Lianche”	Beijing Lianche Technology Company Limited (北京聯車科技有限公司), a limited liability company established under the

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	laws of the PRC on May 29, 2020, a direct wholly-owned subsidiary of Congshu Internet, and is an indirect wholly-owned subsidiary of our Company
“Board” or “Board of Directors”	the board of directors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“Cayman Companies Law” or “Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended or 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
“Chengdu Congshu”	Chengdu Congshu Technology Company Limited (成都樅樹科技有限公司), a limited liability company established under the laws of the PRC on June 16, 2020, a direct wholly-owned subsidiary of Congshu Internet, and is our indirectly wholly-owned subsidiary
“China” or “the PRC”	the People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Circular 37”	SAFE Circular on Relevant Issues Relating to Domestic Resident’s Investment and Financing and Roundtrip Investment 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》)
“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

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“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company” or “the Company”	Cheshi Holdings Limited, an exempted company incorporated under the laws of the Cayman Islands with limited liability on November 22, 2018
“Congshu Beijing”	Congshu Beijing Technology Company Limited (縱樹(北京)科技有限公司), a limited liability company established under the laws of the PRC on September 28, 2015, one of our Consolidated Affiliated Entities and is deemed to be an indirect wholly-owned subsidiary of our Company pursuant to the Contractual Arrangements
“Congshu Hubei”	Congshu Hubei Technology Company Limited (縱樹(湖北)科技有限公司), a limited liability company established under the laws of the PRC on June 1, 2018, a direct wholly-owned subsidiary of Congshu Beijing, one of our Consolidated Affiliated Entities and is deemed to be an indirect wholly-owned subsidiary of our Company pursuant to the Contractual Arrangements
“Congshu Internet”	Congshu Beijing Internet Technology Company Limited (北京縱樹互聯科技有限公司), a limited liability company established under the laws of the PRC on January 30, 2019 and is our indirect wholly-owned subsidiary
“connected person(s)” or “core connected person(s)”	has the meaning ascribed to them under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Consolidated Affiliated Entities”	the entities we control through the Contractual Arrangements, namely Congshu Beijing and its wholly-owned subsidiaries, Congshu Hubei, Beihai April and Beihai Media, details of which are set out in “History, Reorganization and Corporate Structure”
“Contractual Arrangements”	the series of contractual arrangements entered into by, among others, Congshu Beijing, Congshu Internet and the Registered Shareholders, details of which are described in “Contractual Arrangements”
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and in the context of this prospectus, refers to the controlling shareholders of our Company, being Mr. Xu and XC Group
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)

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“Director(s)”	director(s) of our Company
“EIT”	enterprise income tax
“Extreme Conditions”	any extreme conditions or events, the occurrence of which will cause interruption to the ordinary course of business operations in Hong Kong and/or that may affect the Price Determination Date or the Listing Date
“CIC” or “Industry Consultant”	China Insights Industry Consultancy Limited, a market research and consulting company to conduct research and analysis of, and to produce an industry report of the automobile vertical media advertising industry in China
“CIC Report”	an industry report prepared by CIC on the automobile vertical media advertising industry in China
“FVTPL”	fair value through profit or loss
“Global Offering”	the Hong Kong Public Offering and the International Offering
“GREEN Application Form(s)”	the application form(s) to be completed by the <b>White Form eIPO</b> Service Provider, Computershare Hong Kong Investor Services Limited
“Group”, “our Group”, “the Group”, “we”, “us”, or “our”	our Company, our subsidiaries and our Consolidated Affiliated Entities, or, where the context so requires, in respect of the period prior to our Company becoming the holding company of our present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“Guangzhou Congshu Internet”	Congshu Internet (Guangzhou) Technology Company Limited (樅樹互聯(廣州)科技有限公司), a limited liability company established under the laws of the PRC on June 4, 2020, a direct wholly-owned subsidiary of Congshu Internet, and is an 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
“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Offer Shares”	the 20,400,000 Shares being initially offered for subscription in the Hong Kong Public Offering, subject to reallocation
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC

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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
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in “Underwriting—Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement dated December 29, 2020 relating to the Hong Kong Public Offering and entered into by, among others, our Company, the Sole Sponsor, the Sole Representative and the Hong Kong Underwriters
“IFRSs”	International Financial Reporting Standards and interpretations approved by the International Accounting Standards Board, including all International Accounting Standards and interpretations issued under the former International Accounting Standards Committee from time to time
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are not connected (within the meaning of the Listing Rules) with any directors, chief executive or substantial shareholders (within the meaning of the Listing Rules) of us, our subsidiaries or any of their respective associates
“International Offer Shares”	the 183,600,000 Shares being initially offered by us for subscription or purchase under the International Offering together with, where relevant, any additional Shares which may be issued by us pursuant to the exercise of the Over-allotment Option, subject to reallocation
“International Offering”	the conditional placing of the International Offer Shares to institutional, professional and other investors as set out in “Structure of the Global Offering”
“International Underwriters”	the underwriters of 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, the Sole Sponsor, the Sole Representative and the International Underwriters on the Price Determination Date
“Joint Bookrunners”	ABCI Capital Limited, SBI China Capital Financial Services Limited, Harvest International Securities Company Limited, BOCOM International Securities Limited, Haitong International Securities Company Limited, Futu Securities International (Hong Kong) Limited, Valuable Capital Limited, Yue Xiu Securities Company Limited

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“Joint Global Coordinators”	ABCI Capital Limited and SBI China Capital Financial Services Limited
“Joint Lead Managers”	ABCI Securities Company Limited, SBI China Capital Financial Services Limited, Harvest International Securities Company Limited, BOCOM International Securities Limited, Haitong International Securities Company Limited, Futu Securities International (Hong Kong) Limited, Valuable Capital Limited, Yue Xiu Securities Company Limited, Fosun Hani Securities Limited, uSmart Securities Limited, West Bull Securities Limited, China Sky Securities Limited, Alpha International Securities (HONG KONG) Limited, Livermore Holdings Limited, Soochow Securities International Brokerage Limited
“Latest Practicable Date”	December 21, 2020, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Leikewo”	Leikewo (Beijing) Technology Company Limited (雷柯沃(北京)科技有限公司), a limited liability company established under the laws of the PRC on January 16, 2020, of which Congshu Beijing has subscribed for 15% of its registered capital, and its three other investors are Independent Third Parties
“Listing”	the listing of the Shares on the Main Board of the Hong Kong Stock Exchange
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on or about January 15, 2021 on which the Shares are listed on the Hong Kong Stock Exchange and from which dealings in the Shares are permitted to commence on the Hong Kong Stock Exchange
“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
“LYL Weihui” or “Pre-IPO Investor”	LYL Weihui Limited, a BVI business company incorporated under the laws of the BVI with liability limited by shares on June 6, 2014, which is wholly-owned by Mr. Liu Yunli (劉運利) and a pre-IPO investor in relation to the Listing
“Memorandum” or “Memorandum of Association”	the third amended and restated memorandum of association of our Company, conditionally adopted on December 8, 2020 with effect from the Listing Date, a summary of which is set out in Appendix III to this prospectus, and as amended or otherwise modified from time to time
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部) or its predecessor, the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外經濟貿易部)

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“Mr. Li”	Mr. Li Anding (李安定), an investor who has invested in our Group through ADYM Investments, and will hold 3.95% of the entire issued share capital of our Company upon Listing
“Mr. Xu”	Mr. Xu Chong (徐翀), our founder, an executive Director, chairman of our Board, the chief executive officer of our Company and a Controlling Shareholder
“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)
“Netcom Agency”	Juzhong Netcom (Beijing) Technology Co., Ltd. (聚眾網通(北京)科技有限公司), a company established in the PRC on January 31, 2012 and is an Independent Third Party
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%)
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares together with, where relevant, any additional Shares which may be issued by us pursuant to the exercise of the Over-allotment Option
“Online Advertising Service”	one of our two business segments, in which we generate revenue primarily by providing a range of advertising services and advertising solutions to our advertising agency, automaker and autodealer customers
“Over-allotment Option”	the option expected to be granted by us to the International Underwriters, exercisable in whole or in part by the Sole Representative (for itself and on behalf of the International Underwriters) at their sole and absolute discretion, pursuant to which we may be required to allot and issue up to an aggregate of 30,600,000 Shares at the Offer Price to, among other things, cover over-allocations in the International Offering, if any
“PRC Government” or “State”	the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them
“PRC Legal Advisor”	Fangda Partners, the PRC legal advisor to our Company
“Pre-IPO Investment”	the investment in our Company made by the Pre-IPO Investor before the Listing, details of which are set out in “History, Reorganization and Corporate Structure—Pre-IPO Investment” in this prospectus



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“Pre-IPO Investment Agreement”	the subscription agreement dated May 14, 2019 entered into among our Company, Cheshi Investments Limited, Cheshi Hong Kong Limited, Congshu Internet, Congshu Beijing, Huo’er Guosi Online Cheshi Technology Co., Ltd. (霍爾果斯網上車市科技有限公司), Congshu Hubei, XC Group, ADYM Investments, Mr. Xu, Mr. Li and the Pre-IPO Investor in relation to the subscription of 25,000,000 Series A Preferred Shares by the Pre-IPO Investor
“Pre-IPO Shareholders Agreement”	the shareholders agreement dated May 14, 2019 entered into among our Company, Cheshi Investments Limited, Cheshi Hong Kong Limited, Congshu Internet, Congshu Beijing, Huo’er Guosi Online Cheshi Technology Co., Ltd. (霍爾果斯網上車市科技有限公司), Congshu Hubei, XC Group, ADYM Investments, Mr. Xu, Mr. Li and the Pre-IPO Investor in relation to the rights of the Pre-IPO Investor
“Price Determination Agreement”	the agreement to be entered into by the Sole Representative (for itself and on behalf of the Underwriters) and our Company on or around the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or about January 8, 2021, on which the Offer Price will be determined and, in any event, not later than January 14, 2021
“R&D”	research and development
“Registered Shareholders”	collectively, Mr. Xu and Mr. Li, being the direct shareholders of Congshu Beijing
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the reorganization of the group of companies now comprising our Group conducted in preparation for the Listing. For details, see “History, Reorganization and Corporate Structure”
“Reporting Accountant”	PricewaterhouseCoopers
“RMB”	Renminbi, the lawful currency of the PRC
“RSU”	restricted share unit
“RSU Nominee”	Glory Tower Investments Limited, a BVI business company incorporated under the laws of the BVI on May 30, 2019 and an indirect wholly-owned subsidiary of the Scheme Custodian, which holds the Shares underlying the RSUs for the benefit of eligible participants pursuant to and under the RSU Scheme



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“RSU Scheme”	the RSU scheme approved and conditionally adopted by the Shareholders on June 25, 2019, the principal terms of which are set forth in “Statutory and General Information—G. RSU Scheme and SA Scheme—1. RSU Scheme” in Appendix IV to this prospectus
“SA Nominee”	Colourful Sky International Limited, a BVI business company incorporated under the laws of the BVI on May 29, 2019 and an indirect wholly-owned subsidiary of the Scheme Custodian, which holds the shares underlying the Share Awards for the benefit of eligible participants pursuant to and under the SA Scheme
“SA Scheme”	the Share Award scheme approved and conditionally adopted by the Shareholders on June 25, 2019, the principal terms of which are set forth in “Statutory and General Information—G. RSU Scheme and SA Scheme—2. SA Scheme” in Appendix IV to this prospectus
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“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)
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“Scheme Custodian”	The Core Trust Company Limited, a trust company incorporated under the laws of Hong Kong and an Independent Third Party
“Scheme Nominees”	the SA Nominee and the RSU Nominee
“Series A Preferred Shares”	the 25,000,000 redeemable convertible series A preferred shares of nominal or par value of US\$0.0001 each in the capital of our Company, credited as fully paid, which were allotted and issued to the Pre-IPO Investor on May 27, 2019, which were converted to an equal number of Shares on June 21, 2019 pursuant to the terms of the Pre-IPO Investment Agreement
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Shanghai Checai”	Shanghai Checai Technology Company Limited (上海車采科技有限公司), a limited liability company established under the laws of the PRC on June 16, 2020, a direct wholly-owned subsidiary of Congshu Internet, and is an indirect wholly-owned subsidiary of our Company

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“Share Award(s)”	restricted share award(s)
“Share(s)”	ordinary share(s) in the capital of our Company of nominal or par value of US\$0.0001 each
“Shareholder(s)”	holder(s) of the Shares
“Sole Sponsor” or “Sole Representative”	ABCI Capital Limited, a licensed corporation registered under the SFO permitted to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) activities
“Stabilizing Manager”	ABCI Securities Company Limited, a licensed corporation registered under the SFO permitted to carry on Type 1 (dealing in securities) and Type 4 (advising on securities) activities
“State Council”	the PRC State Council (中華人民共和國國務院)
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into on or about the Price Determination Date between the Stabilizing Manager (or its affiliates acting on its behalf) and XC Group, pursuant to which XC Group will agree to lend up to 30,600,000 Shares to the Stabilizing Manager on terms set forth therein
“subsidiaries”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“Track Record Period”	the period comprising the three years ended December 31, 2017, 2018 and 2019 and the six months ended June 30, 2020
“Transaction Facilitation Service”	one of our two business segments, in which we derive revenue primarily by offering services and solutions to promote group-purchase events for our autodealers and an insurance company
“U.S. dollars” or “US\$”	U.S. dollars, the lawful currency of the United States of America
“U.S.” or “United States”	the United States of America
“U.S. Securities Act”	the United States Securities Act of 1933, as amended from time to time, 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

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“VIE” or “VIEs”	variable interest entity or variable interest entities
“ <b>WHITE</b> Application Form(s)”	the application form(s) for use by the public who require such Hong Kong Offer Shares to be issued in the applicant’s own name(s)
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website at <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“XC Group”	XC Group Limited, a BVI business company incorporated under the laws of the BVI with liability limited by shares on November 19, 2018, which is wholly-owned by Mr. Xu and a Controlling Shareholder
“ <b>YELLOW</b> Application Form(s)”	the application form(s) for use by the public who require such Hong Kong Offer Shares to be deposited directly in CCASS
“%”	per cent

Certain amounts and percentage figures included in this prospectus 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.

The English names of PRC entities, PRC laws or regulations, and PRC governmental authorities referred to in this prospectus are translations from their Chinese names and are for identification purposes. If there is any inconsistency, the Chinese names shall prevail.