

DEFINITIONS

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

“%”	per cent
“ Academic AST Institutions ”	<u>institutions providing after-school tutoring services on academic subjects in China’s compulsory education system; when referred to as our clients, mean clients a majority of whose revenue are generated from after-school tutoring services on academic subjects</u>
“ 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 <u>June 16, 2022</u> which shall become effective on the [REDACTED] and as amended from time to time, a summary of which is set out in the section headed “Summary of the Constitution of the Company and Company Laws of the Cayman Islands” in Appendix <u>III</u> to this document
“ associate(s) ”	has the meaning ascribed thereto under the Listing Rules
“ Audit Committee ”	the audit committee of the Board
“ Beijing Tiandi Rongchuang ”	Beijing Tiandi Rongchuang Venture Capital Co., Ltd. (北京天地融創創業投資有限公司), a limited company incorporated under the laws of the PRC on February 21, 2006, being the general partner of Beijing Tianchuang Chuangrun
“ Beijing Tianchuang Chuangrun ”	Beijing Tianchuang Chuangrun Investment Center (Limited Partnership) (北京天創創潤投資中心(有限合夥)), a limited partnership established under the laws of the PRC on June 1, 2015
“ Beijing Yunhao ”	Beijing Yunhao Investment Center (Limited Partnership) (北京雲昊投資中心(有限合夥)), a limited partnership established under the laws of the PRC on May 12, 2015

DEFINITIONS

“Beijing Yunhao Industrial Investment Consulting”	Beijing Yunhao Industrial Investment Consulting Co., Ltd. (北京雲昊興業投資顧問有限公司), a limited Company established under the laws of the PRC on June 1, 2015, being the general partner of Beijing Yunhao, Beijing Yunjing and Beijing Yunyu
“Beijing Yunjing”	Beijing Yunjing Industrial Investment Center (Limited Partnership) (北京雲景興業投資中心(有限合夥)), a limited partnership established under the laws of the PRC on May 12, 2015
“Beijing Yunyu”	Beijing Yunyu Consulting Management Center (Limited Partnership) (北京雲昱諮詢管理中心(有限合夥)), a limited partnership established under the laws of the PRC on November 24, 2020
“Board”	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
“CAC”	Cyberspace Administration of China (國家互聯網信息辦公室)
“Cayman Companies Act” or “Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Cayman Registrar”	the Registrar of Companies of the Cayman Islands
“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

DEFINITIONS

[REDACTED]

“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”	People’s Republic of China, except where the context requires otherwise and only for the purposes of this <u>document</u> , excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“CIC” or “Industry Consultant”	China Insights Industry Consultancy Limited, an independent professional market research and consulting company
“CIC Report”	an independent market research report commissioned by us and prepared by CIC for the purpose of this <u>document</u>
“client retention rate”	for a given period is calculated as the percentage of our existing clients in the immediately preceding period who remain our clients in the current period

DEFINITIONS

“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”	TI Cloud Inc. (天润云股份有限公司), an exempted company with limited liability incorporated in the Cayman Islands on March 31, 2021
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Consolidated Affiliated Entities”	the entities that we control through the Contractual Arrangements, being T&I Net Communication and its subsidiaries
“Contractual Arrangement(s)”	the series of contractual arrangements entered into by, among others Tianrun Cloud (Beijing) Technology Co., Ltd., T&I Net Communication and the Registered Shareholders (as applicable), details of which are described in the section headed “Contractual Arrangements” in this document
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Wu, Mr. Pan, Mr. Li and Mr. An, Hanyun Inc., Xinyun Inc., EastUp Holding Limited, Connect The Unconnected Limited, Flyflux Holding Limited, and Technolo-Jin CO., LTD. See the section headed “Relationship with the Controlling Shareholders” in this document.
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix 14 to the Listing Rules
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of our Company

DEFINITIONS

“**dollar-based net retention rate**” for a given period is calculated by (i) first identifying the clients who subscribed to our solutions in both the benchmark period and the period before and (ii) then using the total revenue attributable to the identified clients in the benchmark period as the numerator and the total revenue attributable to the same group of clients in the preceding period as the denominator

“**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 [REDACTED] Date or the [REDACTED]

“**FITE Regulations**” the Regulations for the Administration of Foreign Invested Telecommunications Enterprises (《外商投資電信企業管理規定》) promulgated by the State Council on December 11, 2001, the latest amendment of which will become effective on May 1, 2022

“**FRC**” Financial Reporting Council

“**GAC**” the General Administration of Customs of the PRC (中華人民共和國海關總署)

“**GDP**” Gross Domestic Product

[REDACTED]

“**Governmental Authority**” any governmental, regulatory, or administrative commission, board, body, authority, or agency, or any stock exchange, self-regulatory organization, or other non-governmental regulatory authority, or any court, judicial body, tribunal, or arbitrator, in each case whether national, central, federal, provincial, state, regional, municipal, local, domestic, foreign, or supranational

[REDACTED]

DEFINITIONS

“**Group,**” “**our Group,**” “**we,**”
“**us,**” or “**our**”

our Company, its subsidiaries and Consolidated Affiliated Entities from time to time or, where the context so requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries and Consolidated Affiliated Entities, such subsidiaries and Consolidated Affiliated Entities as if they were subsidiaries and Consolidated Affiliated Entities of our Company at the relevant time

“**Guanxun Information Technology**”

Nanjing Guanxun Information Technology Co., Ltd. (南京冠迅信息科技有限公司), a limited liability company established in Nanjing, the PRC on April 26, 2018, and is one of our Consolidated Affiliated Entities by virtue of the Contractual Arrangements

[REDACTED]

“**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

“**Hong Kong**” or “**HK**”

the Hong Kong Special Administrative Region of the People’s Republic of China

“**Hong Kong dollars**” or “**HK dollars**” or “**HK\$**”

Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong Takeovers Code” or **“Takeovers Code”** Code on Takeovers and Mergers and Share Buy-back issued by the SFC, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“IAS” International Accounting Standards

“IASB” International Accounting Standards Board

“IFRS” International Financial Reporting Standards, amendments, and interpretations, as issued from time to time by the IASB

“Independent Third Party” or **“Independent Third Parties”** any entity or person who is not a connected person of our Company or an associate of any such person within the meaning ascribed thereto under the Listing Rules

DEFINITIONS

[REDACTED]

DEFINITIONS

[REDACTED]

“Key accounts” clients with an annual purchase amount over RMB1.0 million

“Latest Practicable Date” June 13, 2022, being the latest practicable date for ascertaining certain information in this document before its publication

“Laws” all laws, statutes, legislation, ordinances, rules, regulations, guidelines, opinions, notices, circulars, orders, judgments, decrees, or rulings of any Governmental Authority (including, without limitation, the Stock Exchange and the SFC) of all relevant jurisdictions

[REDACTED]

“Listing Committee” the Listing Committee of the Stock Exchange

[REDACTED]

“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

“Main Board” the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange

“Memorandum” or “Memorandum of Association” the amended and restated memorandum of association of our Company conditionally adopted on June 16, 2022 which shall become effective on the [REDACTED] and as amended from time to time, a summary of which is set out in the section headed “Summary of the Constitution of the Company and the Company Laws of the Cayman Islands” in Appendix III to this document

DEFINITIONS

“MIIT”	the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) (formerly known as the Ministry of Information Industry)
“Ministry of Public Security”	the Ministry of Public Security of the PRC (中華人民共和國公安部)
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Wu” or “Mr. WU Qiang”	Mr. WU Qiang (吳強), an executive Director, Chairman of the Board, our Chief Executive Officer 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)
“NEEQ”	the National Equities Exchange and Quotations, a PRC over-the-counter system for trading shares of public companies
“ <u>[REDACTED] Shares</u> ”	<u>the Shares to be [REDACTED] by the Company under the [REDACTED]</u>
“Nomination Committee”	the nomination committee of the Board
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

[REDACTED]

DEFINITIONS

[REDACTED]

“PBOC”

the People’s Bank of China

“PRC GAAP”

the PRC Accounting Standards and Accounting Regulations for Business Enterprises (《中國企業會計準則》) promulgated by the MOF on February 15, 2006 and its supplementary regulations, as amended, supplemented or otherwise modified from time to time

“PRC Legal Adviser”

Commerce & Finance Law Offices

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[REDACTED]

DEFINITIONS

[REDACTED]

“**public cloud customer contact solutions**” customer contact solutions deployed in public cloud computing environments

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

“**Registered Shareholder(s)**” the current registered shareholders of T&I Net Communication, being Mr. Wu, Beijing Tianchuang Chuangrun, Beijing Yunjing, Beijing Yunhao, Mr. Li, Mr. Pan, Mr. An and Beijing Yunyu, details of which are set out in the section headed “Contractual Arrangements” in this document

“**Remuneration Committee**” the remuneration committee of the Board

“**Reorganization**” the reorganization arrangements undertaken by our Group in preparation for the [REDACTED], details of which are set out in the section headed “History, Reorganization and Corporate Structure – Reorganization” in this document

“**RMB**” or “**Renminbi**” Renminbi, the lawful currency of China

“**RSU(s)**” a restricted share unit award to be granted to a participant under the Share Incentive Plan

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

| “**[REDACTED]**” the Shares to be [REDACTED] by the [REDACTED] at the [REDACTED] under the [REDACTED]

“**SAIC**” the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), which has been merged into the State Administration for Market Regulation of the PRC (中華人民共和國市場監督管理總局)

“**SAMR**” the State Administration for Market Regulation of the PRC (中華人民共和國市場監督管理總局)

DEFINITIONS

“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中華人民共和國國務院國有資產監督管理委員會)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	the Standing Committee of National People’s Congress of the PRC (中華人民共和國全國人民代表大會常務委員會)
“Securities and Futures Ordinance” or “SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“ <u>[REDACTED]</u> ”	<u>Fortune Ascend Holdings Ltd., a company incorporated in the British Virgin Islands on March 29, 2021, is ultimately controlled by Mr. TIAN</u>
“SFC”	Securities and Futures Commission of Hong Kong
“Shanghai Tianrun Rongtong”	Shanghai Tianrun Rongtong Information Technology Co., Ltd. (上海天潤融通信息科技有限公司), a limited liability company established in Shanghai, the PRC on November 21, 2012, is one of our Consolidated Affiliated Entities by virtue of the Contractual Arrangements
“Share Incentive Plan”	the share incentive plan of our Company adopted by the Board on May 13, 2021, the principal terms of which are set out in the section headed “Statutory and General Information – D. Share Incentive Plan” in Appendix IV to this document
“Shareholder(s)”	holder(s) of our Share(s)
“Shares”	ordinary share(s) in the share capital our Company with a nominal value of US\$0.0001 each
“SOEs”	state-owned enterprises
“Sole Sponsor”	China International Capital Corporation Hong Kong Securities Limited

[REDACTED]

DEFINITIONS

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

[REDACTED]

“**subsidiary**” or “**subsidiaries**” has the meaning ascribed thereto it in section 15 of the Companies Ordinance

“**substantial shareholder**” has the meaning ascribed to it in the Listing Rules

“**T&I Net Communication**” Beijing T&I Net Communication Co., Ltd. (北京天潤融通科技股份有限公司), a limited liability company established in Beijing, the PRC on February 23, 2006, and is one of our Consolidated Affiliated Entities by virtue of the Contractual Arrangements

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

“**Top 20 Players**” the top 20 players in terms of revenue for the first three quarters in 2021 from each of the China’s technology sector, education sector and insurance sector, compiled by CIC in the CIC Report

“**Track Record Period**” the three financial years ended December 31, 2019, 2020 and 2021

[REDACTED]

“**United States,**” “**U.S.**” or “**US**” United States of America, its territories, its possessions and all areas subject to its jurisdiction

“**US dollars,**” “**U.S. dollars**” or “**US\$**” United States dollars, the lawful currency of the United States

“**U.S. Securities Act**” United States Securities Act of 1933, as amended

DEFINITIONS

“VAT”	value-added tax
“VAT License”	value-added telecommunication services operating license
“WFOE”	TI Cloud (Beijing) Technology Co., Ltd. (天润云(北京)科技有限公司), a limited liability company established in Beijing, the PRC on April 28, 2021, an indirect wholly-owned subsidiary of our Company
“Xinfeng Information Technology”	Shanghai Xinfeng Information Technology Co., Ltd. (上海欣峰信息科技有限公司), a limited liability company established in Shanghai, the PRC on April 24, 2012, is one of our Consolidated Affiliated Entities by virtue of the Contractual Arrangements
“Xunchuan Rongtong Technology”	Beijing Xunchuan Rongtong Technology Co., Ltd. (北京迅傳融通科技有限公司), a limited liability company established in Beijing, the PRC on October 22, 2007, is one of our Consolidated Affiliated Entities by virtue of the Contractual Arrangements

Unless otherwise specified, all references to any shareholdings in our Company following the completion of the [REDACTED] assume that the [REDACTED] is not exercised.

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

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.