
DEFINITIONS

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

“A&O Investment”	A&O Investment Limited, a limited liability company incorporated under the laws of the BVI which is wholly owned by MEOO Limited and a current Shareholder, holding [REDACTED]% of the issued share capital of our Company immediately after the [REDACTED] presuming the Assumptions
“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 [●] with effect from the [REDACTED], a summary of which is set out in Appendix III to this document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Assumptions”	assuming the [REDACTED] is not exercised and options granted under the Pre-[REDACTED] Share Option Scheme are not exercised
“Beijing Manfu”	Beijing Manfu Culture and Media Co., Ltd. (北京曼孚文化傳媒有限公司), a limited liability company established under the law of the PRC and one of the Pre-[REDACTED] Investors, holding [REDACTED]% of the issued share capital of our Company immediately after the [REDACTED] presuming the Assumptions
“Beijing Ningle”	Beijing Ningle Film and Television Media Co., Ltd. (北京檸樂影視傳媒有限公司), a limited liability company established under the law of the PRC and one of the Consolidated Affiliated Entities
“Board” or “Board of Directors”	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

DEFINITIONS

"BVI"	the British Virgin Islands
"Cayman Companies Act"	the Companies Act, Cap. 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 a general clearing participant
"CCASS Custodian Participant"	a person admitted to participate in CCASS as a custodian participant

[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

DEFINITIONS

“CCPPD”	the Publicity Department of the Central Committee of the Communist Party of China (中國共產黨中央委員會宣傳部)
“CFLAC”	China Federation of Literary and Art Circles (中國文學藝術界聯合會)
“China” or the “PRC”	the People’s Republic of China, which for the purpose of this document and for geographical reference only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Co-founder(s)”	Mr. Su Xiao, Ms. Chen Fei, Ms. Xu Xiao’ou and Mr. Zhou Yuan
“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
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company” or “the Company”	Linmon Media Limited, an exempted company incorporated in the Cayman Islands with limited liability on June 10, 2021
“Compliance Adviser”	Somerley Capital Limited
“Concert Party Agreement”	the concert party agreement dated August 17, 2020 entered into between Mr. Su, Ms. Chen, Ms. Xu and Mr. Zhou
“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 we control through the Contractual Arrangements, namely Shanghai Linmon and its subsidiaries, further details of which are set out in “Contractual Arrangements”

DEFINITIONS

“Contractual Arrangements”	the series of contractual arrangements entered into between Shanghai Ninghe and Shanghai Linmon, and among Shanghai Ninghe, Shanghai Linmon and the Registered Shareholders, details of which are described in “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. Su Xiao, Ms. Chen Fei, Ms. Xu Xiao’ou, Mr. Zhou Yuan, Lemontree Evergreen, Lemontree Harvest, Free Flight, Faye Free, MEOO Limited, A&O Investment, Z&N Investment and Linmon Run
“CRTP”	China Radio Film & Television Publication (中國廣播影視雜誌社)
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“CTAA”	China TV Artists Association (中國電視藝術家協會)
“Director(s)”	the director(s) of our Company
“Dongyang Linmon”	Zhejiang Dongyang Linmon Film and Television Media Co., Ltd. (浙江東陽檸萌影視傳媒有限公司), a limited liability company established under the law of the PRC and one of the Consolidated Affiliated Entities
“Dongyang Linmon Kaixin”	Zhejiang Dongyang Linmon Kaixin Film and Television Media Co., Ltd. (浙江東陽檸萌開新影視傳媒有限公司), a limited liability company established under the law of the PRC and one of the Consolidated Affiliated Entities
“Dongyang Linmon Yuexin”	Zhejiang Dongyang Linmon Yuexin Film and Television Media Co., Ltd. (浙江東陽檸萌悅心影視傳媒有限公司), a limited liability company established under the law of the PRC and one of the Consolidated Affiliated Entities
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong

DEFINITIONS

“Faye Free”	Faye Free Flight Limited, a limited liability company incorporated under the laws of the BVI which is wholly owned by Free Flight and a current Shareholder, holding [REDACTED]% of the issued share capital of our Company immediately after the [REDACTED] presuming the Assumptions
“Free Flight”	Free Flight Limited, a limited liability company incorporated under the laws of the BVI which is wholly owned by Ms. Chen Fei
“FRC”	the Financial Reporting Council of Hong Kong
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research consultant, which is an Independent Third Party
	[REDACTED]
“Gongqingcheng Erchen”	Gongqingcheng Erchen Investment Management Partnership (Limited Partnership) (共青城爾辰投資管理合夥企業(有限合夥)), a limited partnership established under the law of the PRC and one of the Pre-[REDACTED] Investors, holding [REDACTED]% of the issued share capital of our Company immediately after the [REDACTED] presuming the Assumptions
“Great Luminosity”	Great Luminosity Limited, a private company limited by shares incorporated under the laws of BVI and one of the Pre-[REDACTED] Investors, holding [REDACTED]% of the issued share capital of our Company immediately after the [REDACTED] presuming the Assumptions
	[REDACTED]
“Group,” “our Group,” “the Group,” “we,” “us” or “our”	the Company, its subsidiaries and the Consolidated Affiliated Entities or, where the context so 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

DEFINITIONS

“Hainan Linmon”	Hainan Linmon Kaixin Film and Television Media Co., Ltd. (海南檸萌開新影視傳媒有限公司), a limited liability company established under the law of the PRC and one of the Consolidated Affiliated Entities
“Haoyou Benling”	Beijing Haoyou Benling Culture Media Co., Ltd. (北京好有本領文化傳媒有限公司), a limited liability company established under the law of the PRC and one of the Consolidated Affiliated Entities
“HK\$” or “Hong Kong dollars” or “HK dollars” or “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

[REDACTED]

“HKFRS”	Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards, amendments and the related interpretations issued 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 Nominee”	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

[REDACTED]

DEFINITIONS

“Hong Kong Share Registrar” [REDACTED]

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

[REDACTED]

“Horgos Linmon” Horgos Linmon Film and Television Media Co., Ltd. (霍爾果斯檸萌影視傳媒有限公司), a limited liability company established under the law of the PRC and one of the Consolidated Affiliated Entities

“Horgos Linmon Black Tea” Horgos Linmon Black Tea Film and Television Media Co., Ltd. (霍爾果斯檸萌紅茶影視傳媒有限公司), a limited liability company established under the law of the PRC and one of the Consolidated Affiliated Entities

“Independent Third Party(ies)” an individual(s) or a company(ies) who or which is/are not connected person(s) (within the meaning of the Listing Rules) of the Company

[REDACTED]

DEFINITIONS

[REDACTED]

“Joint Sponsors”

Morgan Stanley Asia Limited and China International
Capital Corporation Hong Kong Securities Limited

DEFINITIONS

“Jushi Botao”	Beijing Jushi Botao Culture and Media Co., Ltd. (北京聚視博濤文化傳媒有限公司), a limited liability company established under the law of the PRC and one of the Pre-[REDACTED] Investors, holding [REDACTED]% of the issued share capital of our Company immediately after the [REDACTED] presuming the Assumptions
“Latest Practicable Date”	April 5, 2022, being the latest practicable date for ascertaining certain information in this document before its publication
“Lemontree Evergreen”	Lemontree Evergreen Holding Limited, a limited liability company incorporated under the laws of the BVI which is wholly owned by Mr. Su Xiao
“Lemontree Friendship”	Lemontree Friendship Limited, a limited liability company incorporated under the laws of BVI and a current Shareholder, holding [REDACTED]% of the issued share capital of our Company immediately after the [REDACTED] presuming the Assumptions
“Lemontree Harvest”	Lemontree Harvest Investment Limited, a limited liability company incorporated under the laws of the BVI which is wholly owned by Lemontree Evergreen and a current Shareholder, holding [REDACTED]% of the issued share capital of our Company immediately after the [REDACTED] presuming the Assumptions
“Linmon AQ”	Linmon AQ Investment Limited, a private company limited by shares incorporated under the laws of BVI and one of the Pre-[REDACTED] Investors, holding [REDACTED]% of the issued share capital of our Company immediately after the [REDACTED] presuming the Assumptions
“Linmon Dessin”	Linmon Dessin Limited, a private company limited by shares incorporated under the laws of BVI and one of the Pre-[REDACTED] Investors, holding [REDACTED]% of the issued share capital of our Company immediately after the [REDACTED] presuming the Assumptions
“Linmon Kaixin”	Shanghai Linmon Kaixin Film and Television Media Co., Ltd. (上海檸萌開新影視傳媒有限公司), a limited liability company established under the law of the PRC and one of the Consolidated Affiliated Entities

DEFINITIONS

“Linmon Run”	Linmon Run Limited, a limited liability company incorporated under the laws of the BVI which is wholly owned by Z&N Investment and a current Shareholder, holding [REDACTED]% of the issued share capital of our Company immediately after the [REDACTED] presuming the Assumptions
“Linmon Yuexin”	Shanghai Linmon Yuexin Film and Television Media Co., Ltd. (上海檸萌悅心影視傳媒有限公司), a limited liability company established under the law of the PRC and one of the Consolidated Affiliated Entities
	[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
“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
“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
“Mango Ningze”	Mango Ningze Ltd., a company limited by shares incorporated under the laws of BVI and one of the Pre-[REDACTED] Investors, holding [REDACTED]% of the issued share capital of our Company immediately after the [REDACTED] presuming the Assumptions
“MCT”	the Ministry of Culture and Tourism (中華人民共和國文化和旅遊部)

DEFINITIONS

“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company, conditionally adopted on [●], with effect from the [REDACTED], a summary of which is set out in Appendix III to this document
“MEOO Limited”	MEOO Limited, a limited liability company incorporated under the laws of the BVI which is wholly owned by Ms. Xu Xiao’ou
“MOF”	the Ministry of Finance of the People’s Republic of China (中華人民共和國財政部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Su”	Mr. Su Xiao (蘇曉), our Co-founder, executive Director, chairman of the Board and president
“Mr. Zhou”	Mr. Zhou Yuan (周元), our Co-founder, executive Director and vice president
“Ms. Chen”	Ms. Chen Fei (陳菲), our Co-founder, executive Director and chief executive officer
“Ms. Xu”	Ms. Xu Xiao’ou (徐曉鷗), our Co-founder, executive Director and vice president
“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)
“NFA”	National Film Administration of the PRC (國家電影局)
“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 SAPPRFT

[REDACTED]

DEFINITIONS

[REDACTED]

“PRC Legal Advisor”	CM Law Firm, the PRC legal advisor to our Company
“Preferred Shares”	Series A Preferred Shares, Series B Preferred Shares and Series C Preferred Shares
“Pre-[REDACTED] Investments”	the investments made by the Pre-[REDACTED] Investors, the principal terms of which are summarized in “History and Corporate Structure – Pre-[REDACTED] Investments” in this document
“Pre-[REDACTED] Investors”	Tencent Mobility, Great Luminosity, Shanghai Yuyi, Linmon AQ, Mango Ningze, Gongqingcheng Erchen, Zhongqing Xinxin, Jushi Botao, Zhuhai Yuman, Beijing Manfu, Linmon Dessin and Qianyi Mutian
“Pre-[REDACTED] Share Option Scheme”	the share option scheme adopted by our Company on September 24, 2021, as amended or otherwise modified from time to time, and detailed in “Appendix IV – Statutory and General Information – D. Pre-[REDACTED] Share Option Scheme”

[REDACTED]

“Principal Share Registrar and Transfer Office”	[REDACTED]
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DEFINITIONS

“Qianyi Mutian”	Ningbo Meishan Bonded Zone Qianyi Mutian Equity Investment Partnership (Limited Partnership) (寧波梅山保稅區千毅沐天股權投資合夥企業(有限合夥)), a limited partnership established under the law of the PRC and one of the Pre-[REDACTED] Investors, holding [REDACTED]% of the issued share capital of our Company immediately after the [REDACTED] presuming the Assumptions
“Registered Shareholders”	the registered shareholders of Shanghai Linmon, namely Mr. Su Xiao, Ms. Chen Fei, Ms Xu Xiao’ou, Mr. Zhou Yuan, Tencent Investment, Shanghai Guanhong, Shanghai Guanyue, Shanghai Guoshi and Shanghai Guoyun
“Regulation S”	Regulation S under the U.S. Securities Act
“RMB” or “Renminbi”	the lawful currency of the PRC
“Reorganization”	the reorganization arrangements undergone by our Group for the purpose of the [REDACTED] as set out in “History, Reorganization and Corporate Development”
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAMR”, or formerly known as “SAIC”	the 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), and formerly known as State Administration of Industry and Commerce of the PRC (中華人民共和國工商行政管理局)
“SAPPRFT”	the State Administration of Press, Publications, Radio, Film and Television of the PRC (中華人民共和國國家新聞出版廣電總局)
“SASAC”	the State Assets Supervision and Administration Commission (國務院國有資產監督管理委員會)
“SAT”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“Series A Preferred Shares”	the series A preferred shares in the share capital of our Company

DEFINITIONS

“Series B Preferred Shares”	the series B preferred shares in the share capital of our Company
“Series C Preferred Shares”	the series C preferred shares in the share capital of our Company
“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, supplemented or otherwise modified from time to time
“Shanghai Guanhan”	Shanghai Guanhan Enterprise Management Consulting Partnership (Limited Partnership) (上海觀哈企業管理諮詢合夥企業(有限合夥)), a limited partnership established under the law of the PRC and one of the Registered Shareholders of Shanghai Linmon
“Shanghai Guanhong”	Shanghai Guanhong Enterprise Management Consulting Center (Limited Partnership) (上海觀弘企業管理諮詢中心(有限合夥)), previously known as Shanghai Guanyue Enterprise Management Consulting Center (Limited Partnership) (上海觀越投資管理中心(有限合夥)), a limited partnership established under the law of the PRC and one of the Registered Shareholders of Shanghai Linmon
“Shanghai Guoshi”	Shanghai Guoshi Investment Management Center (Limited Partnership) (上海果實投資管理中心(有限合夥)), a limited partnership established under the law of the PRC and one of the Registered Shareholders of Shanghai Linmon
“Shanghai Guoyun”	Shanghai Guoyun Enterprise Management Consulting Partnership (Limited Partnership) (上海果蘊企業管理諮詢合夥企業(有限合夥)), a limited partnership established under the law of the PRC and one of the Registered Shareholders of Shanghai Linmon
“Shanghai Linmon”	Shanghai Linmon Picture Media Co., Ltd. (上海檸萌影視傳媒股份有限公司), a joint stock company established under the laws of the PRC on July 25, 2014 and one of the Consolidated Affiliated Entities

DEFINITIONS

“Shanghai Ningchuan”	Shanghai Ningchuan Culture and Media Co., Ltd. (上海寧川文化傳媒有限公司), a limited liability company established under the law of the PRC and one of the Consolidated Affiliated Entities
“Shanghai Ningjie”	Shanghai Ningjie Culture Media Co., Ltd. (上海寧捷文化傳媒有限公司), a limited liability company established under the law of the PRC and a wholly-owned subsidiary of Shanghai Ninghe
“Shanghai Ningshi”	Shanghai Ningshi Enterprise Management Co., Ltd. (上海寧視企業管理有限公司), a limited liability company established under the law of the PRC and one of the Consolidated Affiliated Entities
“Shanghai Ningxin”	Shanghai Ningxin Culture Investment Management Co., Ltd. (上海寧新文化投資管理有限公司), a limited liability company established under the law of the PRC and one of the Consolidated Affiliated Entities
“Shanghai Wuwei”	Shanghai Wuwei Enterprise Management Consulting Partnership (Limited Partnership) (上海舞威企業管理諮詢合夥企業(有限合夥)), a limited partnership established under the law of the PRC
“Shanghai Yuyi”	Shanghai Yuyi Enterprise Management Partnership (Limited Partnership) (上海譽頤企業管理合夥企業(有限合夥)), a limited partnership established under the law of the PRC and one of the Pre-[REDACTED] Investors, holding [REDACTED]% of the issued share capital of our Company immediately after the [REDACTED] presuming the Assumptions
“Share(s)”	ordinary shares in the share capital of our Company with a par value of US\$0.000025
“Shareholder(s)”	holder(s) of our Shares [REDACTED]
“State Council”	the PRC State Council (中華人民共和國國務院)
“STVF”	Shanghai Television Festival (上海電視節)

DEFINITIONS

“subsidiary(ies)”	has the meaning ascribed to it under the Companies Ordinance, including any Consolidated Affiliated Entity of the Company
“substantial shareholder”	has the meaning ascribed to it in the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Tencent Group”	Tencent Holdings Limited, a limited liability company organized and existing under the laws of the Cayman Islands and the shares of which are listed on the Main Board (stock code:700), and its subsidiaries
“Tencent Investment”	Shenzhen Tencent Industry Investment Fund Co., Ltd. (深圳市騰訊產業投資基金有限公司), a limited liability company established under the law of the PRC, one of the Registered Shareholders of Shanghai Linmon and a subsidiary of Tencent Group
“Tencent Mobility”	Tencent Mobility Limited, a private company limited by shares incorporated in Hong Kong and one of the Pre-[REDACTED] Investors, holding [REDACTED]% of the issued share capital of our Company immediately after the [REDACTED] presuming the Assumptions, and a subsidiary of Tencent Group
“Tencent Video”	Tencent Video is an online video platform owned and operated by a subsidiary of Tencent Group
“Track Record Period”	the three years ended December 31, 2019, 2020 and 2021

[REDACTED]

DEFINITIONS

“U.S. Securities Act”	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“United States”, “U.S.” or “US”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency for the time being of the United States
“VAT”	value-added tax
“WFOE” or “Shanghai Ninghe”	Shanghai Ninghe Culture and Media Co., Ltd. (上海寧合文化傳媒有限公司), a limited liability company incorporated under the laws of the PRC on July 27, 2021 and our indirect wholly-owned subsidiary
“Wuren Guanji”	Hangzhou Wuren Guanji Culture and Media Co., Ltd. (杭州無人關機文化傳媒有限公司), a limited liability company established under the law of the PRC and one of the Consolidated Affiliated Entities
“Xu SPVs”	Collectively, MEOO Limited and A&O Investment
“Yuri Juzeng”	Shanghai Yuri Juzeng Culture Media Co., Ltd. (上海與日俱增文化傳媒有限公司), a limited liability company established under the law of the PRC and one of the Consolidated Affiliated Entities
“Z&N Investment”	Z&N Investment Limited, a limited liability company incorporated under the laws of the BVI which is wholly owned by Mr. Zhou Yuan
“Zhongqing Xinxin”	Zhongqing Xinxin Jiahua (Shanghai) Venture Capital Partnership (Limited Partnership) (中青芯鑫佳鏢(上海)創業投資合夥企業(有限合夥)), a limited partnership established under the law of the PRC and one of the Pre-[REDACTED] Investors, holding [REDACTED]% of the issued share capital of our Company immediately after the [REDACTED] presuming the Assumptions

