

## DEFINITIONS

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

"2021 Negative List"	Special Administrative Measures (Negative List) for the Access of Foreign Investment (2021) (外商投資准入特別管理措施(負面清單)(2021年版))
"4M2021"	the four months ended 30 April 2021
"4M2022"	the four months ended 30 April 2022
"affiliate(s)"	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 articles of association of our Company (as amended from time to time), adopted on [●] 2022, a summary of which is set out in Appendix III
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Audit Committee"	the audit committee of the Board
"Beijing Many Idea"	Beijing Many Idea Interactive Culture Communication Co., Ltd.* (北京多想互動文化傳播有限公司), a company established under the laws of the PRC with limited liability on 26 October 2017, a subsidiary of Xiamen Many Idea prior to the Reorganisation
"Beijing Many Idea Cloud"	Beijing Many Idea Cloud Technology Co., Ltd.* (北京多想雲科技有限公司), a company established under the laws of the PRC on 24 November 2021 with limited liability and was owned as to 99% by Xiamen Instant Interactive and 1% by Mr. Liu as at the Latest Practicable Date
"Board" or "Board of Directors"	the board of directors of our Company  [REDACTED]
"Business Day" or "business day"	a day (other than a Saturday or a Sunday) on which banks in Hong Kong are open for normal banking business
"Business Transfer"	the transactions under and pursuant to the Business Transfer Agreement

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"Business Transfer Agreement"	an asset and business transfer agreement dated 30 November 2021 entered into between Xiamen Many Idea and Beijing Many Idea as transferors and Xiamen Instant Interactive as transferee whereby the transferors transferred to the transferee, amongst others, the business relating to integrated marketing solutions services then carried out by the transferors, at a consideration of RMB370 million, further particulars of which are set out in the sections headed "History, Reorganisation and Corporate Structure" and "Financial Information" of this document
"BVI"	the British Virgin Islands
"Capitalisation Issue"	the issue of [REDACTED] Shares to be made upon capitalisation of the sum standing to the credit of the share premium account of our Company as referred to in the section headed "Appendix IV — Statutory and General Information — 1. Further Information about our Group — 1.3. Resolutions in writing of our Shareholders passed on [●] 2022" in this document
"Cayman Companies Act" or "Companies Act"	the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"CCASS Broker Participant"	a person admitted to participate in CCASS as a broker participant
"CCASS Clearing Participant"	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
"CCASS Custodian Participant"	a person admitted to participate in CCASS as a custodian participant
"CCASS Investor Participant"	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation

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"CCASS Operational Procedures"	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to the operations and functions of CCASS as from time to time in force
"CCASS Participant"	a CCASS Broker Participant, a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
"China" or "PRC"	the People's Republic of China, excluding, for the purpose of this document, Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time
"Companies (Winding Up and Miscellaneous Provisions) Ordinance"	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) as amended or supplemented from time to time
"Company", "our Company", "we", "our" or "us"	Many Idea Cloud Holdings Limited (多想雲控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 10 June 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
"Controlling Shareholders"	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Liu, Ms. Qu, ZJJ Many Idea, Xiamen Dream Future, Many Idea Liu Jianhui and Many Idea Qushuo, details of which are set out in the section headed "Relationship with Controlling Shareholders" in this document
"core connected person"	has the meaning ascribed to it under the Listing Rules
"COVID-19"	coronavirus disease 2019

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"CSRC"	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the PRC national securities markets
"Director(s)"	the director(s) of our Company
"EIT" or "enterprise income tax"	the enterprise income tax of the PRC
"EIT Law"	the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法) as amended, supplemented or otherwise modified from time to time
"EIT Rules"	the Regulation on the Implementation of the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法實施細則), as amended, supplemented or otherwise modified from time to time
"Extreme Conditions"	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
"Foreign Investment Law"	the PRC Foreign Investment Law (中華人民共和國外商投資法) adopted at the Second Session of the Thirteenth National People's Congress of the PRC on 15 March 2019
"FRC"	Financial Reporting Council
"Frost & Sullivan"	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market, research and consulting company and Independent Third Party, which prepared the Frost & Sullivan Report
"Frost & Sullivan Report"	the industry report commissioned by us and independently prepared by Frost & Sullivan, a summary of which is set forth in the section headed "Industry Overview" in this document
"GDP"	gross domestic product

[REDACTED]

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[REDACTED]

"Group" or "our Group"	our Company and our subsidiaries or where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the subsidiaries as if they were the subsidiaries of our Company at the time
"Hainan Many Idea"	Hainan Many Idea Future Culture Communication Co., Ltd.* (海南多想未來文化傳播有限公司), a company established under the laws of the PRC on 19 March 2021 with limited liability and an indirect wholly owned subsidiary of our Company as at the Latest Practicable Date
"HK" or "Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"HK\$" or "HKD" or "Hong Kong dollars" or "HK dollars"	Hong Kong dollars, the lawful currency of Hong Kong
"HKFRSs"	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants

[REDACTED]

"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
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[REDACTED]

"Independent Third Party" person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors' knowledge, information and belief, having made all reasonable enquiries, is/are not our connected persons, which has the meaning ascribed to it under the Listing Rules

[REDACTED]

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“Jiangxi Meita”	Jiangxi Meita Culture Communication Co., Ltd.* (江西鎂塔文化傳播有限公司), a company established under the laws of the PRC on 6 June 2016 with limited liability and an indirect wholly owned subsidiary of our Company as at the Latest Practicable Date
“Latest Practicable Date”	26 July 2022, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
	[REDACTED]
“[REDACTED]”	the [REDACTED] of the Shares on the Main Board of the Hong Kong Stock Exchange
	[REDACTED]
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Loan Agreements”	the loan agreements entered into between our Company and the [REDACTED] Loan Lenders, details of which are set out in the section headed “History, Reorganisation and Corporate Structure — [REDACTED] Investment — [REDACTED] Investment by way of [REDACTED] Loan” of this document
“M&A Rules”	Rules on Merger and Acquisition of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》)
“Main Board”	the stock market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the GEM of the Hong Kong Stock Exchange
“Many Idea BVI”	Many Idea Interactive Limited, a company incorporated under the laws of BVI on 9 July 2021 with limited liability and a direct wholly owned subsidiary of our Company as at the Latest Practicable Date

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"Many Idea HK"	Many Idea Interactive Technology (Hong Kong) Limited (多想互動科技(香港)有限公司), a company incorporated under the laws of Hong Kong on 26 July 2021 with limited liability and an indirect wholly owned subsidiary of our Company as at the Latest Practicable Date
"Many Idea Liujianhui"	Many Idea Liujianhui Limited, a company incorporated under the laws of BVI on 28 May 2021 with limited liability, which was wholly owned by Mr. Liu as at the Latest Practicable Date, and is one of our Controlling Shareholders
"Many Idea Qushuo"	Many Idea Qushuo Limited, a company incorporated under the laws of BVI on 27 May 2021 with limited liability, which was wholly owned by Ms. Qu as at the Latest Practicable Date, and is one of our Controlling Shareholders
"Memorandum" or "Memorandum of Association"	the memorandum of association of our Company (as amended from time to time), adopted on [●] 2022, a summary of which is set out in Appendix III to this document
"MIIT"	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
"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. Chen SC"	Mr. Chen Shancheng (陳善成), our executive Director
"Mr. Chen ZM"	Mr. Chen Zeming (陳澤銘), our executive Director
"Mr. Liu"	Mr. Liu Jianhui (劉建輝), our founder, chairman of the Board, chief executive officer, executive Director, and one of our Controlling Shareholders and the spouse of Ms. Qu
"Ms. Huang"	Ms. Huang Tingting (黃婷婷), our executive Director
"Ms. Qu"	Ms. Qu Shuo (曲碩), our executive Director, one of our Controlling Shareholders and the spouse of Mr. Liu



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"NDRC"	National Development and Reform Commission of the People's Republic of China (中華人民共和國國家發展和改革委員會)
"NEEQ"	the National Equities Exchange and Quotations (全國中小企業股份轉讓系統) a Chinese over-the-counter system for trading of shares of public limited companies
"Nomination Committee"	the nomination committee of our Board
"NPC"	National People's Congress of the People's Republic of China (中華人民共和國全國人民代表大會)

[REDACTED]

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"PBOC"	People's Bank of China, the central bank of the PRC
"PRC government", "Chinese government" or "State"	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities)
"PRC Legal Advisers"	Jingtian & Gongcheng, the legal advisers as to PRC laws to our Company
"[REDACTED] Loans"	the loans granted to our Company by the [REDACTED] Loan Lenders pursuant to the Loan Agreements (and each of such loans, the "[REDACTED] Loan"), details of which are set out in the section headed "History, Reorganisation and Corporate Structure — [REDACTED] Investment — [REDACTED] Investment by way of [REDACTED] Loan" of this document
"[REDACTED] Loan Lenders"	the loan lenders of the Loan Agreements, details of which are set out in the section headed "History, Reorganisation and Corporate Structure — [REDACTED] Investment — [REDACTED] Investment by way of [REDACTED] Loan" of this document
"[REDACTED] Investment(s)"	the investment(s) in our Group undertaken by the [REDACTED] Investors prior to the [REDACTED], details of which are set out in the sections headed "History, Reorganisation and Corporate Structure — Reorganisation" and "History, Reorganisation and Corporate Structure — [REDACTED] Investment" of this document
"[REDACTED] Investor(s)"	the investor(s) of the [REDACTED] Investment(s), details of which are set out in the sections headed "History, Reorganisation and Corporate Structure — Reorganisation", "History, Reorganisation and Corporate Structure — [REDACTED] Investment — [REDACTED] Investment at Xiamen Many Idea Level" and "History, Reorganisation and Corporate Structure — [REDACTED] Investment — [REDACTED] Investment at Company Level" of this document

[REDACTED]

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"Quanzhou Many Idea"	Quanzhou Many Idea Interactive Culture Communication Co., Ltd.* (泉州多想互動文化傳播有限公司), a company established under the laws of the PRC on 7 July 2018 with limited liability and an indirect wholly owned subsidiary of our Company as at the Latest Practicable Date
	[REDACTED]
"Remuneration Committee"	the remuneration committee of our Board
"Reorganisation"	the reorganisation of our Group in preparation of the [REDACTED], details of which are set out in the section headed "History, Reorganisation and Corporate Structure" in this document
"RMB" or "Renminbi"	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), the PRC government authority responsible for matters relating to foreign exchange administration
"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) (formerly known as 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))
"SAT"	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended and supplemented from time to time
"Shanghai Senyu"	Shanghai Senyu Advertising Co., Ltd.* (上海森昱廣告有限公司), a company established under the laws of the PRC on 12 December 2012 with limited liability and an indirect wholly owned subsidiary of our Company as at the Latest Practicable Date
"Shareholder(s)"	the holder(s) of Shares

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"Share(s)"	ordinary share(s) in the capital of our Company with nominal value of HK\$0.0001 each
"Sole Sponsor"	Zhongtai International Capital Limited, a corporation licensed by the SFC to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
"sq.m."	square metres
	[REDACTED]
"State Council"	State Council of the PRC (中華人民共和國國務院)
	[REDACTED]
"subsidiary" or "subsidiaries"	has the meaning ascribed to it in the Listing Rules
"substantial shareholder"	has the meaning ascribed to it in the Listing Rules
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
"Track Record Period"	the period comprising the three years ended 31 December 2021 and the four months ended 30 April 2022
	[REDACTED]
"U.S." or "United States"	the United States of America, its territories and possessions, any State of the United States, the District of Columbia and all areas subject to its jurisdiction

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"U.S. Securities Act"	the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
"US\$" or "USD" or "U.S. dollars"	United States dollars, the lawful currency of the United States
"VAT"	value-added tax
"WFOE"	Xiamen Many Idea Interactive Cloud Technology Co., Ltd.* (廈門多想互動雲科技有限公司), wholly foreign owned entity established under the laws of the PRC with limited liability on 26 November 2021 and an indirect wholly-owned subsidiary of our Company as at the Latest Practicable Date
	[REDACTED]
"Xiamen Advertising"	Xiamen Many Idea Vision Advertising Co., Ltd.* (廈門多想視界廣告有限公司), a company established under the laws of the PRC with limited liability on 8 May 2019 and is owned as to, amongst others, 9.0909% by Xiamen Many Idea as at the Latest Practicable Date
"Xiamen Chuangxiang Future"	Xiamen Huli District Chuangxiang Future Investment Partnership (Limited Partnership)* (廈門市湖裏區創想未來投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on 10 July 2015, which was owned as to 99% by Mr. Liu and 1% by Ms. Qu as at the Latest Practicable Date
"Xiamen Dream Future"	Xiamen Huli District Dream Future Investment Partnership Enterprise (Limited Partnership)* (廈門市湖裏區夢想未來投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on 10 July 2015, which was owned as to 90% by ZJJ Many Idea, 9.9% by Mr. Liu and 0.1% by Ms. Qu as at the Latest Practicable Date, and is one of our Controlling Shareholders

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"Xiamen Instant Interactive"	Xiamen Instant Interactive Culture Communication Co., Ltd.* (廈門即刻互動文化傳播有限公司), a company established under the laws of the PRC on 11 May 2021 with limited liability and an indirect wholly owned subsidiary of our Company as at the Latest Practicable Date
"Xiamen Many Idea"	Xiamen Many Idea Interactive Co., Ltd.* (廈門多想互動文化傳播股份有限公司) (formerly known as Xiamen Many Idea Zhizao Cultural Communication Co., Ltd.* (廈門多想智造文化傳播有限公司)), a joint stock limited company established under the laws of the PRC on 21 May 2012 and the holding company carrying out part of our business prior to the Reorganisation
"Xiamen Second Future"	Xiamen Second Future Technology Co., Ltd.* (廈門第二未來科技有限公司), a company established under the laws of the PRC on 14 July 2016 with limited liability and an indirect wholly owned subsidiary of our Company as at the Latest Practicable Date
"Xiamen Vision"	Xiamen Many Idea Vision Culture Media Co., Ltd.* (廈門多想視界文化傳媒有限公司), a company established under the laws of the PRC with limited liability on 29 August 2018 and was owned as to, amongst others, 17.0729% by Xiamen Many Idea as at the Latest Practicable Date
"Xinjiang Kashi"	Xinjiang Kashi Lianjie Culture Communication Co., Ltd.* (新疆喀什聯界文化傳播有限公司), a company established under the laws of the PRC on 5 April 2016 with limited liability and an indirect wholly owned subsidiary of our Company as at the Latest Practicable Date
"Xinjiang Many Idea Cloud"	Xinjiang Many Idea Cloud Culture Communication Co., Ltd.* (新疆多想雲文化傳播有限公司), a company established under the laws of the PRC on 9 May 2022 with limited liability and an indirect wholly owned subsidiary of our Company as at the Latest Practicable Date

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"ZJJ Many Idea" Zhangjiajie Lejian Many Idea Network Technology Centre (Limited Partnership)\* (張家界樂見多想網絡科技中心(有限合夥)), a limited partnership established under the laws of the PRC on 4 March 2021 which was owned as to 99% by Mr. Liu and 1% by Mr. Qu as at the Latest Practicable Date, and is one of our Controlling Shareholders

"%" per cent

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

*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.*

*The English names of 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. The English translation of names or any descriptions in Chinese marked with "\*" is for identification purposes only.*