

DEFINITIONS

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

“Accountants’ Report”	the accountants’ report of our Company, the text of which is set out in Appendix I to this document
“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
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Articles” or “Articles of Association”	the articles of association of our Company adopted on [●] which shall become effective on the [REDACTED] and as amended from time to time, a summary of which is set out in “Appendix III — Summary of the Constitution of the Company and Cayman Islands Company Law” to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Beamingstars”	Beamingstars Investment Holdings Limited, a business company incorporated under the laws of the BVI on March 16, 2021 and owned as to 51.99% by SH Zhihua and 48.01% by Harvest Sky, being one of our Controlling Shareholders
“Beijing Langma”	Beijing Langma Yongan Investment Management Co., Ltd. (北京朗瑪永安投資管理股份公司), a company incorporated in the PRC on August 3, 2015 and one of our [REDACTED] Investors
“Beiyi Culture”	Shanghai Beiyi Culture & Media Co., Ltd. (上海北燿文化傳媒有限公司), a limited liability company established in the PRC on June 12, 2020 and a wholly-owned subsidiary of Canxing Culture, being one of our Consolidated Affiliated Entities

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“Board” or “Board of Directors”	the board of directors of our Company
“Business Day”	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Canxing Culture”	Shanghai CanXing Culture & Media Co., Ltd. (上海燦星文化傳媒股份有限公司), a limited liability company established in the PRC on March 24, 2006 and is one of our Consolidated Affiliated Entities controlled by virtue of the Contractual Arrangements
“Canxing Film”	Shanghai Canxing Film & Culture Co., Ltd. (上海燦星影視文化有限公司), a limited liability company established in the PRC on August 1, 2018 and a non-wholly owned subsidiary of Canxing Culture, being one of our Consolidated Affiliated Entities
“Cayman Companies Act” or “Companies Act”	The Companies Act (As 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

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[REDACTED]

“China,” “mainland China” or the “PRC”	People’s Republic of China, excluding, for the purpose of this document and for geographical reference only and except where the context requires otherwise, Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Chinese Culture”	CMC (Shanghai) and CMC (Tianjin)
“close associate(s)”	has the meaning ascribed to it under the Listing Rules

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“CMC Asia”	CMC Asia Group Holdings Ltd., a business company incorporated in the BVI on September 12, 2006 and controlled by our Ultimate Controlling Shareholders
“CMC (Shanghai)”	Chinese Culture (Shanghai) Equity Investment Center (L.P.) (華人文化產業股權投資(上海)中心(有限合夥)), a limited partnership incorporated in the PRC on December 31, 2009 and one of our Ultimate Controlling Shareholders
“CMC (Tianjin)”	Chinese Culture (Tianjin) Investment Management Co., Ltd. (華人文化(天津)投資管理有限公司), a company incorporated in the PRC on November 11, 2008, the general partner of CMC (Shanghai) and one of our Ultimate Controlling Shareholders
“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”	STAR CM Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on March 29, 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 we control through the Contractual Arrangements, being Canxing Culture and its subsidiaries, namely Beiyi Culture and Canxing Film, details of which are described in “Contractual Arrangements” in this document
“Contractual Arrangements”	the series of contractual arrangements entered into by, among others, WFOE, our Consolidated Affiliated Entities and the Registered Shareholders, as applicable, details of which are described in “Contractual Arrangements” in this document

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“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and unless the context requires otherwise, refers to Chinese Culture, Mr. Tian, Mr. Jin, Mr. Xu, SH Zhihua, East Brothers, Goldenbroad, Beamingstars, Harvest Sky and Unionstars. See “Relationship with the Controlling Shareholders” in this document
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix 14 to the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)” or “our Director(s)”	the director(s) of our Company
“Dream Radius”	Dream Radius Investment Holdings Limited, a BVI business company incorporated under the laws of the BVI on March 10, 2021 wholly owned by Mr. Cao Bin, being one of our [REDACTED] Investors
“East Brothers”	East Brothers Investment Holdings Limited, a business company incorporated under the laws of the BVI on March 10, 2021 and owned as to 81.76% by Mr. Tian, 6.22% by Mr. Jin and 12.02% by Mr. Xu, being one of our Controlling Shareholders
“Exchange Participant”	has the meaning ascribed to it under the Listing Rules
“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 by the NPC on March 15, 2019, and became effective on January 1, 2020
“Fortune Star Media”	Fortune Star Media Limited, a private company limited by shares established in Hong Kong on May 31, 2010 and one of our wholly-owned subsidiaries in the Hong Kong
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent industry consultant commissioned by us

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“F&S Report” the market research report prepared by Frost & Sullivan for the purpose of this document

[REDACTED]

“Goldenbroad” Goldenbroad Investment Holdings Limited, a business company incorporated under the laws of the BVI on March 10, 2021 and wholly owned by Mr. Jin, being one of our Controlling Shareholders

[REDACTED]

“Group,” “our Group,” “the Group,” “we,” “us,” or “our” 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 or the Consolidated Affiliated Entities, the business operated by such subsidiaries or the Consolidated Affiliated Entities or their predecessors (as the case may be)

“Guangxi Hexian” Guangxi Hexian Investment Management Co., Ltd. (廣西褐弦投資管理有限公司) (formerly known as Xizang Qiming Music Co., Ltd. (西藏齊鳴音樂有限公司)), a limited liability company established in the PRC on February 8, 2018

“Hanfor International” Hanfor International Limited, a business company incorporated under the laws of the BVI and one of our [REDACTED] Investors

“Hanfu Capital” Hanfu (Beijing) Capital Management Co., Ltd. (漢富(北京)資本管理有限公司), a company established in the PRC on November 26, 2010 and one of the Registered Shareholders of Canxing Culture

“Hangzhou Alibaba” Hangzhou Alibaba Venture Capital Management Co., Ltd. (杭州阿里巴巴創業投資管理有限公司), a company established in the PRC on April 27, 2018

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“Harvest Sky” Harvest Sky Investment Holdings Limited, a business company incorporated under the laws of the BVI on March 10, 2021 and wholly owned by Mr. Tian, being one of our Controlling Shareholders

[REDACTED]

“Hong Kong” or “HK” the Hong Kong Special Administrative Region of the PRC

“Hong Kong dollars” or “HK\$” Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

“IFRS” International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board

“Independent Third Party(ies)” party or parties that, to the best of our Directors’ knowledge, information and belief, is or are not a connected person(s) of our Company within the meaning of the Listing Rules

[REDACTED]

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[REDACTED]

“Joint Sponsors” China International Capital Corporation Hong Kong Securities Limited and China Securities (International) Corporate Finance Company Limited

“Jundu Derui” Jundu Derui Equity Investment Management Center of Ningbo Meishan Free Trade Port (L.P.) (寧波梅山保稅港區君度德瑞股權投資管理中心(有限合夥)), a limited partnership established in the PRC on October 20, 2016 and one of our [REDACTED] Investors

“Latest Practicable Date” November 7, 2022, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

“License for Production and Distribution of Radio or Television Programs” the License for Production and Distribution of Radio or Television Programs (《廣播電視節目製作經營許可證》) issued by provincial counterpart of NRTA, permitting institutions to produce and distribute radio and television programs or engage in the activities of production and distribution of radio and television programs

[REDACTED]

“Listing Committee” the Listing Committee of the Stock Exchange

DEFINITIONS

[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
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company adopted on [●] which shall become effective on the [REDACTED] and as amended from time to time, a summary of which is set out in “Appendix III — Summary of the Constitution of the Company and Cayman Islands Company Law” to this document
“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)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Jin”	Mr. Jin Lei (金磊), an executive Director and one of our Ultimate Controlling Shareholders
“Mr. Tian”	Mr. Tian Ming (田明), an executive Director, chairman of the Board, chief executive officer of our Company, one of our Ultimate Controlling Shareholders, and one of the Registered Shareholders of Canxing Culture
“Mr. Xu”	Mr. Xu Xiangdong (徐向東), an executive Director and one of our Ultimate Controlling Shareholders
“MXDR”	Mengxiangdangran Music Culture & Communication Co., Ltd. (夢響當然音樂文化傳播(上海)有限公司), a limited liability company established in the PRC on November 25, 2014 and one of our non-wholly owned subsidiaries in the PRC

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“MXQY”	Mengxiang Qiangyin Culture Broadcast (Shanghai) Company Ltd. (夢響強音文化傳播(上海)有限公司), a limited liability company established in the PRC on December 6, 2012 and one of our wholly-owned subsidiaries in the PRC
“MXQY Acquisition”	Acquisition of MXQY by Canxing Culture in March 2016, details of which are set out in “History, Reorganization and Corporate Structure” in this document
“MXQY Goodwill”	Goodwill resulting from the MXQY Acquisition, details of which are set out in “History, Reorganization and Corporate Structure” in this document
“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)
“Negative List”	Special Management Measures for Access of Foreign Investment (2021 Edition) (《外商投資准入特別管理措施(負面清單)》(2021年版))
“Ningbo Fanghua”	Ningbo Fanghua Investment Centre (Limited Partnership) (寧波芳華投資中心(有限合夥)), a limited partnership established in the PRC on March 29, 2016 and one of our [REDACTED] Investors
“Ningbo Fengcai”	Ningbo Meishan Free Trade Port Fengcai Investment Management Partnership (Limited Partnership) (寧波梅山保稅港區豐財投資管理合夥企業(有限合夥)), a limited partnership established in the PRC on May 18, 2017 and one of our [REDACTED] Investors
“Nomination Committee”	the nomination committee of the Board
“NPC”	the National People’s Congress (全國人民代表大會)
“NRTA”	the National Radio and Television Administration (中華人民共和國國家廣播電視總局)

DEFINITIONS

[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“Pingtan Fenghuai”	Pingtán Fenghuai Investment Management LLP (平潭豐淮投資管理合夥企業(有限合夥)), a limited partnership established in the PRC on January 18, 2016 and one of our [REDACTED] Investors
“PRC Legal Advisor”	Zhong Lun Law Firm, our legal advisor as to PRC laws

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“[REDACTED] Investment(s)”	the [REDACTED] investments in our Group undertaken by the [REDACTED] Investors, details of which are set out in “History, Reorganization and Corporate Structure” in this document
“[REDACTED] Investor(s)”	the investors of the [REDACTED] Investments, details of which are described in “History, Reorganization and Corporate Structure — [REDACTED] Investments — Information about the [REDACTED] Investors”
“Premier Asia”	Premier Asia Holdings Limited, a business company incorporated under the laws of the BVI and one of our [REDACTED] Investors

[REDACTED]

“Registered Shareholder(s)”	the current registered shareholders of Canxing Culture, namely SH Xingtou, SH Zhouxing, Mr. Tian, Mr. Cao Bin and Hanfu Capital
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	remuneration committee of the Board
“Renminbi” or “RMB”	the lawful currency of the PRC
“Reorganization”	the corporate reorganization of our Group in preparation for the [REDACTED], particulars of which are set out in “History, Reorganization and Corporate Structure” in this document

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“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAPPRFT”	the State Administration of Press, Publication, Radio, Film and Television of the PRC (中華人民共和國國家新聞出版廣電總局), predecessor of NRTA
“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), predecessor of SAPPRFT
“SCML”	Star China Media Limited (星空華文中國傳媒有限公司), a private company limited by shares established in Hong Kong on May 31, 2010 and a wholly-owned subsidiary of CMC Asia
“SCNPC”	the Standing Committee of the National People’s Congress (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
“SFC”	the Securities and Futures Commission of Hong Kong
“SH Xingtou”	Shanghai Xingtou Investment Co., Ltd. (上海星投投資有限公司), a company incorporated in the PRC on June 18, 2010 and controlled by our Ultimate Controlling Shareholders and one of the Registered Shareholders of Canxing Culture
“SH Zhihua”	Shanghai Zhihua Enterprise Management Partnership (Limited Partnership) (上海至驊企業管理合夥企業(有限合夥)), a limited partnership incorporated in the PRC on March 23, 2021 and owned as to 1% by CMC (Tianjin) as its general partner and 99% by CMC (Shanghai) as its limited partner, being one of our Controlling Shareholders
“SH Zhouxing”	Shanghai Zhouxing Investment Co., Ltd. (上海晝星投資有限公司), a company wholly owned by Mr. Tian and one of the Registered Shareholders of Canxing Culture

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“Shanghai Aoxia”	Shanghai Aoxia Management Partnership (Limited Partnership) (上海奧遐企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on March 31, 2021 and one of our [REDACTED] Investors
“Shanghai Fengpu”	Shanghai Fengpu Investment Management LLP (上海豐浦投資管理合夥企業(有限合夥)), a limited partnership established in the PRC on January 19, 2016 and one of our [REDACTED] Investors. It was formerly known as Pingtan Investment Management LLP (平潭豐浦投資管理合夥企業(有限合夥)) before its name change in February 2020
“Shanghai Jiuwu Yisheng” or “WFOE”	Shanghai Jiuwu Yisheng Culture & Media Co., Ltd. (上海九吾一生文化傳媒有限公司), a limited liability company established in the PRC on June 16, 2020 and one of our wholly-owned subsidiaries in the PRC
“Shanghai Yanheng”	Shanghai Yanheng Investment Management Partnership (Limited Partnership) (上海岩衡投資管理合夥企業(有限合夥)), a limited partnership established in the PRC on April 30, 2015 and one of our [REDACTED] Investors
“Share(s)”	ordinary share(s) in the share capital of our Company with a par value of US\$0.000001 each
“Shareholder(s)”	holder(s) of our Share(s) [REDACTED]
“Star International”	Star China International Media Co., Ltd. (星空華文國際傳媒有限公司), a limited liability company established in the PRC on April 26, 2012 and one of our principal subsidiaries in the PRC
“State Council”	State Council of the PRC (中華人民共和國國務院)
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	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

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“Suzhou Haikun” Suzhou Haikun Yujie Investment Center (Limited Partnership) (蘇州海鯤譽捷投資中心(有限合夥)), a limited partnership established in the PRC on July 4, 2017 and one of our [REDACTED] investors

[REDACTED]

“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

“Taobao China” Taobao China Holding Limited, a company incorporated under the laws of Hong Kong on March 26, 2003 and an indirect wholly-owned subsidiary of Alibaba Group Holding Limited, and one of our [REDACTED] Investors

“Tibet Yuanhe” Tibet Yuanhe Enterprise Management Co., Ltd. (西藏源合企業管理有限公司), a company established in the PRC on August 31, 2015 and one of our [REDACTED] Investors

“Track Record Period” the period comprising the three financial years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022

“Ultimate Controlling Shareholders” Chinese Culture, Mr. Tian, Mr. Jin and Mr. Xu

[REDACTED]

“Unionstars” Unionstars Investment Holdings Limited, a business company incorporated under the laws of the BVI on March 26, 2021 and owned as to 40.65% by Harvest Sky, 17.64% by Goldenbroad, 7.53% by East Brothers and 34.18% by Beamingstars, being one of our Controlling Shareholders

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

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“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. persons”	U.S. persons as defined in Regulation S
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“VAT”	value-added tax
“VIE” or “VIEs”	variable interest entity or variable interest entities
“Xinyu Haikun”	Xinyu Haikun Chongwei Investment Partnership (Limited Partnership) (新余海鯤重偉投資合夥企業(有限合夥)), a limited partnership established in the PRC on June 22, 2017 and one of our [REDACTED] Investors

The English translation and/or transliteration of the names of PRC nationals, entities, enterprises, government authorities, departments, facilities, certificates, titles, laws and regulations included in this document is included for identification purposes only. In the event of any inconsistency between the English translation and/or transliteration and the Chinese versions, the Chinese versions shall prevail.

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

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.