

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.

“Accountant’s Report”	the accountant’s 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”	Accounting and Financial Reporting Council
“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 IV—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
“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
“CAC”	Cyberspace Administration of China (中華人民共和國國家互聯網信息辦公室)
“CAGR”	compound annual growth rate
“[REDACTED]”	the issue of [REDACTED] Shares upon the capitalization of the relevant sum standing to the credit of the share premium account of our Company, details of which are set out in “Appendix V—Statutory and General Information—A. Further Information about our Group—3. Resolutions of our Shareholders” [REDACTED]
“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 [REDACTED]

DEFINITIONS

[REDACTED]

“China,” “mainland China” or the “PRC”

the People’s Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires otherwise, references in this document to “China,” “mainland China” and the “PRC” do not apply to Hong Kong, Macau Special Administrative Region 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, supplemented, or otherwise modified from time to time

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“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”	YH Entertainment Group (乐华娱乐集团), an exempted company incorporated in Cayman Islands with limited liability on June 10, 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 requires otherwise, refers to Ms. DU Hua, Mr. SUN Yiding, DING GUOHUA LIMITED, HuaDingGuo Limited, Xihaha International Holding Limited, QINGDINGDANG LIMITED, Dawei International Holding Limited and DingDangQing Limited
“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 [REDACTED]
“EIT”	Enterprise Income Tax
“EIT Law”	the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法) which was adopted by the National People’s Congress on March 16, 2007 and became effective on January 1, 2008, and amended on February 24, 2017 and December 29, 2018
“Exchange Participant”	has the meaning ascribed to it under the Listing Rules
“Extreme Conditions”	has the meaning ascribed to it under the Listing Rules
“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
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent industry consultant commissioned by us [REDACTED]

DEFINITIONS

[REDACTED]

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

our Company and our subsidiaries 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, the business operated by such subsidiaries or their predecessors (as the case may be)

“Hainan Yuehua”

Hainan YueHua Culture Communication Co., Ltd. (海南樂華文化傳播有限公司), a limited liability company established in the PRC on April 30, 2021 and a wholly-owned subsidiary of Yuehua Limited

“HKSCC”

Hong Kong Securities Clearing Company Limited

“HKSCC Nominees”

HKSCC Nominees Limited

“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]

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“Horgos Yuehua”	Horgos YueHua Picture Limited (霍爾果斯樂華影業有限公司), a limited liability company established in the PRC on January 6, 2016 and owned as to 51% and 49% by Ms. Du and Mr. Sun, respectively, as of the Latest Practicable Date
“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]

DEFINITIONS

[REDACTED]

“Joint Sponsors”	China Securities (International) Corporate Finance Company Limited and China Merchants Securities (HK) Co., Limited
“Korea”	the Republic of Korea
“KRW”	Korean Republic won, the lawful currency of Korea
“Latest Practicable Date”	November 8, 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 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 IV—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)

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“Mr. Sun”	Mr. SUN Yiding (孫一丁), an executive Director of our Company, president of our Company and one of our Controlling Shareholders
“Ms. Du”	Ms. DU Hua (杜華), an executive Director, chairlady of the Board, chief executive officer of our Company 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 Non-listed Public Companies
“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))
“Nice Future”	Nice Future (Beijing) Culture Communication Co., Ltd. (尼斯未來(北京)文化傳播有限公司)
“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)
“NRTA”	the National Radio and Television Administration of the PRC (中華人民共和國國家廣播電視總局)

[REDACTED]

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[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Legal Advisor”	Commerce & Finance Law Offices, our legal advisor as to PRC laws
“Preferred Shares”	Series A-1 Preferred Shares, Series A-2 Preferred Shares and Series A-3 Preferred Shares, which would be converted into ordinary Shares upon completion of the [REDACTED]
“[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”
	[REDACTED]
“document”	this document being issued in connection with the [REDACTED]

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“Regulation S”	Regulation S under the U.S. Securities Act
“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
“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)
“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 SAMR
“SAMR”	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)
“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
“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 the 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
“Series A-1 Preferred Shares”	the series A-1 preferred shares of our Company with a par value of US\$0.0001 each
“Series A-2 Preferred Shares”	the series A-2 preferred shares of our Company with a par value of US\$0.0001 each
“Series A-3 Preferred Shares”	the series A-3 preferred shares of our Company with a par value of US\$0.0001 each
“SFC”	the Securities and Futures Commission of Hong Kong

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“Share(s)”	ordinary share(s) in the share capital of our Company with a par value of US\$0.0001 each
“Shareholder(s)”	holder(s) of our Share(s)
“Share Incentive Plan”	the share incentive plan that our Company adopted on December 10, 2021
	[REDACTED]
“State Council”	State Council of the PRC (中華人民共和國國務院)
	[REDACTED]
“Stock Exchange” or “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”	has the meaning ascribed to it under 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
“Tianjin Chufa”	Tianjin ChuFa Culture Technology Co., Ltd. (天津觸發文化科技有限公司) (formerly known as Shanghai Chufa Culture Technology Co., Ltd. (上海觸發文化科技有限公司) and Shanghai Chufa Culture Communication Co., Ltd. (上海觸發文化傳播有限公司)), a limited company established in the PRC on April 17, 2014 and a wholly-owned subsidiary of Yuehua Limited
“Tianjin Yihua”	Tianjin Yihua Management Consulting Co., Ltd. (天津壹華管理諮詢有限責任公司), a limited company established in the PRC on February 22, 2019 and a wholly-owned subsidiary of Yuehua Limited
“Tianjin Yuehua”	Tianjin Yuehua Music and Culture Communication Co., Ltd. (天津樂華音樂文化傳播有限公司), a limited liability company established in the PRC on August 1, 2011 and a wholly-owned subsidiary of Yuehua Limited

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“Tibet Yuehua”	Tibet Yuehua Culture Communication Co., Ltd. (西藏樂華文化傳播有限公司), a limited company established in the PRC on December 25, 2011 and a wholly-owned subsidiary of Yuehua Limited
“Track Record Period”	the period comprising the three financial years ended December 31, 2019, 2020 and 2021 and the nine months ended September 30, 2022
“YUE HUA HONG KONG”	YUE HUA HONG KONG ENTERTAINMENT COMPANY LIMITED (樂華娛樂香港有限公司), a limited company established in Hong Kong on January 13, 2015 and a wholly-owned subsidiary of Yuehua Limited
“Yuehua Investment” or “WFOE”	Tianjin Yuehua Investment Co., Ltd. (天津樂華投資有限公司), a limited liability company established in the PRC on September 24, 2021 and an indirect wholly-owned subsidiary of our Company in the PRC
	[REDACTED]
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“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

[REDACTED]

DEFINITIONS

[REDACTED]

“Yuehua BVI”	YH Entertainment Group (BVI) Limited, a limited liability company incorporated in the BVI on June 22, 2021 and a wholly-owned subsidiary of our Company in BVI
“Yuehua HK”	YH Entertainment Group (HK) Limited, a limited company established in Hong Kong on July 6, 2021 and an indirect wholly-owned subsidiary of our Company in Hong Kong
“Yuehua Korea”	Yuehua Entertainment Korea Co., Ltd., a company incorporated in the Republic of Korea on August 28, 2014 and a non-wholly owned subsidiary of Yuehua Limited
“Yuehua Limited”	YueHua Entertainment Co., Ltd. (北京樂華圓娛文化傳播有限公司), a limited liability company established in the PRC on July 3, 2009 (previously a joint stock company incorporated in the PRC with limited liability quoted on National Equities Exchange and Quotations (全國中小企業股份轉讓系統)) (quotation code: 833564) and a non-wholly owned subsidiary of Yuehua Investment

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 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.

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.