
DEFINITIONS

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

“4M2022”	the four months ended 30 April 2022
“4M2023”	the four months ended 30 April 2023
“affiliate(s)”	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 amended and restated articles of association of our Company conditionally adopted on 9 October 2023 and will come into effect upon [REDACTED] (as amended, supplemented or otherwise modified from time to time), a summary of which is set out in Appendix III to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Board”	our board of Directors
“Business Day(s)” or “business day(s)”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	British Virgin Islands

[REDACTED]

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[REDACTED]

“Central China”

a geographical region of China, consisting of Hubei Province, Hunan Province, Shanxi Province, Henan Province, Anhui Province and Jiangxi Province for the purpose of this document

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“China” or “PRC”	the People’s Republic of China excluding, for the purposes 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 Act”	the Companies Act (as revised) of the Cayman Islands (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
“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” or “our Company”	Huashi Group Holdings Limited (华视集团控股有限公司), an exempted company incorporated with limited liability under the laws of the Cayman Islands on 18 February 2021, and references to “we”, “us” or “our” refer to our Group or, where the context requires, our Company
“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 Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, unless the context requires otherwise, refers to Mr. Chen and JaiYi Culture (for more details, please refer to the section headed “Relationship with our Controlling Shareholders” in this document); and “Controlling Shareholder” means any one of them
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Corporate Governance Code”	the provisions set out under “Corporate Governance Code and Corporate Governance Report” in Appendix 14 to the Listing Rules

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“COVID-19”	a viral respiratory disease caused by the severe acute respiratory syndrome coronavirus 2
“COVID-19 Outbreak”	the outbreak of COVID-19 in the PRC
“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 national securities market in China
“Dabieshan Culture”	Dabieshan Culture Industry Development (Macheng) Co., Ltd.* (大別山文化產業發展(麻城)有限公司), a company established in the PRC with limited liability on 7 April 2017 and an indirect wholly-owned subsidiary of our Company
“Deed of Indemnity”	the deed of indemnity dated 9 October 2023 entered into by our Controlling Shareholders in favour of our Company (for itself and as trustee for each of its subsidiaries), particulars of which are set out in the paragraph headed “Statutory and General Information – 9. Other Information – D. Deed of Indemnity” in Appendix IV to this document
“Deed of Non-Competition”	the deed of non-competition dated 9 October 2023 and executed by our Controlling Shareholders in favour of our Company (for itself and as trustee for each of its subsidiaries), pursuant to which our Controlling Shareholders agreed not to, among other things, engage or participate in any business which is in competition with our business, particulars of which are set out in the paragraph headed “Relationship with our Controlling Shareholders – Deed of Non-Competition” in this document
“Director(s)” or “our Director(s)”	director(s) of our Company
“Donghu Brand Research”	Donghu Brand Research Institute Company Limited* (東湖品牌研究院有限公司), a company incorporated in Hong Kong with limited liability on 20 April 2021 and an indirect wholly-owned subsidiary of our Company

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“Eastern China”	a geographical region of China, consisting of Jiangsu Province, Shanghai, Zhejiang Province, Anhui Province, Shandong Province and Jiangxi Province from which our Group had generated revenue during the Track Record Period for the purpose of this document
“EIT”	enterprise income tax in the PRC
“EIT Law”	the PRC Enterprise Income Tax Law
“F&S” or “Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent industry research consultant commissioned to prepare the F&S Report
“F&S Report”	a market research report commissioned by us and prepared by Frost & Sullivan on the overview of the industry in which our Group operates
“FY2016”	the year ended 31 December 2016
“FY2017”	the year ended 31 December 2017
“FY2018”	the year ended 31 December 2018
“FY2019”	the year ended 31 December 2019
“FY2020”	the year ended 31 December 2020
“FY2021”	the year ended 31 December 2021
“FY2022”	the year ended 31 December 2022
“General Rules of [REDACTED]”	[REDACTED] published by the Stock Exchange and as amended from time to time

[REDACTED]

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

our Company and all of our subsidiaries, or any one of them as the context may require or, where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries, or any one of them as the context may require, were or was engaged in and which were subsequently assumed by it

[REDACTED]

“HKFRSs”

Hong Kong Financial Reporting Standards, as issued by the HKICPA

“HKICPA”

The Hong Kong Institute of Certified Public Accountants

[REDACTED]

“Hong Kong”

the Hong Kong Special Administrative Region of the PRC

[REDACTED]

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

Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

“Huashi Brand Management”

Huashi Zhongguang Brand Management (Hubei) Co., Ltd.* (華視中廣品牌管理(湖北)有限公司), a company established in the PRC with limited liability on 7 April 2021 and an indirect wholly-owned subsidiary of our Company

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“Huashi Chuangxiang”	Huashi Chuangxiang Culture Media (Hubei) Co., Ltd.* (華視創享文化傳媒(湖北)有限公司), a company established in the PRC with limited liability on 26 December 2012 and an indirect wholly-owned subsidiary of our Company
“Huashi HK”	Huashi Group Limited (華視傳媒集團有限公司), a company incorporated in Hong Kong with limited liability on 16 March 2021 and an indirect wholly-owned subsidiary of our Company
“Huashi International”	HUASHI International Group Limited (華視國際集團有限公司), a company incorporated in the BVI with limited liability on 24 February 2021 and a direct wholly-owned subsidiary of our Company
“Huashi Media”	Huashi Zhongguang International Media (Wuhan) Co., Ltd.* (華視中廣國際傳媒(武漢)有限責任公司), a company established in the PRC with limited liability on 23 February 2011 and an indirect wholly-owned subsidiary of our Company
“Hubei Jiaying Culture”	Hubei Jiaying Culture Media Company Limited (湖北嘉映文化傳媒有限公司), a company incorporated in the BVI with limited liability on 24 December 2020 which is wholly-owned by Ms. Xue
“IFRS”	International Financial Reporting Standards
“Independent Third Party” or “Independent Third Parties”	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 independent of our Company and our connected persons
[REDACTED]	the mobile application for the [REDACTED] service which can be downloaded by searching “[REDACTED]” in App Store or Google Play or downloaded at [REDACTED] or [REDACTED]
“JaiYi Culture”	JaiYi Culture Media Limited (佳藝文化傳媒有限公司), a company incorporated in the BVI with limited liability on 24 December 2020 and one of our Controlling Shareholders

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[REDACTED] the [REDACTED] as named in the section headed “Directors and Parties Involved in the [REDACTED]” in this document

[REDACTED] the [REDACTED] as named in the section headed “Directors and Parties Involved in the [REDACTED]” in this document

[REDACTED] the [REDACTED] as named in the section headed “Directors and Parties Involved in the [REDACTED]” in this document

“Latest Practicable Date” 14 October 2023, being the latest practicable date for ascertaining certain information in this document prior to its publication

[REDACTED]

“Listing Committee” the listing committee of the Stock Exchange

[REDACTED]

“Listing Rules” the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time

“Media Partner” a renowned Chinese internet technology company which operates various popular online media platforms in the PRC under our provision of advertisement placement services

“Memorandum of Association” or “Memorandum” the amended and restated memorandum of association of our Company, adopted on 9 October 2023 and will come into effect upon [REDACTED] (as amended, supplemented or otherwise modified from time to time)

“Mr. Chen” Mr. Chen Jicheng (陳繼承), our chairman, chief executive officer, executive Director and one of our Controlling Shareholders

“Mr. Hu” Mr. Hu Youyi (胡友意)

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“Mr. Nie”	Mr. Nie Xing (聶星), one of our [REDACTED]
“Mr. Shen”	Mr. Shen Hui (沈輝), one of our [REDACTED]
“Ms. Wang”	Ms. Wang Shujin (王書錦), an executive Director
“Ms. Xue”	Ms. Xue Yuchun (薛玉春), an executive Director
“NEEQ”	the National Equities Exchange and Quotations (全國中小企業股份轉讓系統), a PRC over-the-counter system for trading shares of public companies
“Nomination Committee”	the nomination committee of the Board
“Northern China”	a geographical region of China, consisting of Beijing, Jilin Province, Hebei Province, Shaanxi Province, Inner Mongolia, Liaoning Province, Ningxia, Xinjiang, Qinghai and Heilongjiang Province from which our Group had generated revenue during the Track Record Period for the purpose of this document

[REDACTED]

DEFINITIONS

“PBOC” People’s Bank of China (中國人民銀行)

[REDACTED]

“PRC government” the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them

“PRC Legal Advisers” Tian Yuan Law Firm, our legal advisers as to the PRC laws

“[REDACTED] Investment” the investments in our Company undertaken by our [REDACTED] before the [REDACTED], details of which are set out in the section headed “History, Reorganisation and Corporate Structure” in this document

[REDACTED] Mr. Nie and Mr. Shen

[REDACTED]

DEFINITIONS

[REDACTED]

“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the reorganisation of the Group in preparation of the [REDACTED], details of which are set out in the section headed “History, Reorganisation and Corporate Structure” in this document

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“Repurchase Mandate”	a general and unconditional mandate granted to our Directors by the passing by our then Shareholders of resolutions referred to in paragraph 7 of Appendix V, pursuant to which our Directors may exercise the power of our Company to repurchase Shares, the aggregate number of which shall not exceed 10% of the aggregate number of Shares in issue immediately following completion of the [REDACTED] and the [REDACTED] (excluding any Shares which may be issued pursuant to the exercise of the [REDACTED] and options which may be granted under the Share Option Scheme)
“R&D”	research and development
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)
“SAMR”	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)
“SAT”	State Administration of Taxation 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, supplemented or otherwise modified from time to time)
“Share(s)”	ordinary share(s) with nominal value of US\$0.05 each in the share capital of our Company
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 9 October 2023, the principal terms of which are set forth in “Statutory and General Information – 8. Share Option Scheme” in Appendix IV to this document
“Shareholder(s)”	holder(s) of the Share(s)
“Sole Sponsor”	Rainbow Capital (HK) Limited

DEFINITIONS

[REDACTED]

[REDACTED]	the [REDACTED], which may be entered into between JaiYi Culture as the lender and the [REDACTED] as the borrower on or around the [REDACTED]
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Substantial Shareholder(s)” or “substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs, as published by the SFC (as amended, supplemented or otherwise modified from time to time)
“Track Record Period”	the three years ended 31 December 2020, 2021 and 2022 and the four months ended 30 April 2023

[REDACTED]

“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
[REDACTED]	[REDACTED], as amended, supplemented or otherwise modified from time to time
“US\$” or “USD”	United States dollars, the lawful currency for the time being of the United States
“Wuyuan Fujie”	Beijing Wuyuan Fujie International Advertising Co., Ltd.* (北京無遠弗屆國際廣告有限公司), a company established in the PRC with limited liability on 5 February 2018 and an indirect wholly-owned subsidiary of our Company

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“Youxin Capital”	Youxin Capital Company Limited (友鑫資本有限公司), a company incorporated in the BVI with limited liability on 29 December 2020 which is wholly-owned by Mr. Nie
“Yuanjin Culture”	Yuanjin Culture Media Company Limited (源錦文化傳媒有限公司), a company incorporated in the BVI with limited liability on 24 December 2020 which is wholly-owned by Ms. Wang
“Zhong Lun Culture”	Zhong Lun Culture Company Limited (中倫文化有限公司), a company incorporated in the BVI with limited liability on 24 December 2020 which is wholly-owned by Mr. Hu
“%”	per cent.

The English names of PRC laws, regulations, governmental authorities, institutions, and of companies or entities established in the PRC included in this document are translations of their Chinese names or vice versa and are included for identification purposes only. In the event of inconsistency, the Chinese versions shall prevail.

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Unless otherwise stated, all the numerical figures are rounded to one decimal place. Any discrepancy in any table between totals and sums of individual amounts listed in any table are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

Unless expressly stated or the context otherwise requires, all data in this document is as at the Latest Practicable Date.