
DEFINITIONS

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

“affiliate(s)” any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person

[REDACTED]

“Articles” or “Articles of Association” the articles of association of our Company conditionally adopted on [●] and which will become effective upon the [REDACTED], as amended from time to time, a summary of which is set out in the section headed “Summary of the Constitution of our Company and Cayman Companies Law” in Appendix III to this document

“associate(s)” has the meaning ascribed thereto under the Listing Rules

“Blackpaper” Blackpaper Limited (黑紙有限公司), a company incorporated under the laws of Hong Kong with limited liability on 30 November 2010 and an indirect wholly-owned subsidiary of our Company upon completion of the Reorganisation

“Blackpaper BVI” Blackpaper Limited, a company incorporated under the laws of the BVI with limited liability on 7 June 2017, our Controlling Shareholder

“Board” the board of Directors

“Book Distributor” Global China Circulation & Distribution Limited (泛華發行代理有限公司), our sole distributor of the books published by our Group during the Track Record Period

“Business Day” or “business day” a day on which banks in Hong Kong are generally open to the public for normal banking business and which is not a Saturday, Sunday or public holiday in Hong Kong

“BVI” the British Virgin Islands

“CAGR” compound annual growth rate

DEFINITIONS

“Capitalisation Issue”	the issue of Shares to be made upon capitalisation of part of the share premium account of our Company upon completion of the [REDACTED] referred to in the paragraph headed “A. Further Information about our Company and our Subsidiaries – 3. Resolutions in writing of all our Shareholders passed on [●]” in Appendix IV to this document
“Cayman Companies Law” or “Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“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 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
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Commercial Radio Hong Kong”	the Hong Kong Commercial Broadcasting Corporation Limited
“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

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“Company” or “our Company”	Most Kwai Chung Limited (毛記葵涌有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 8 June 2017
“connected person”	has the meaning ascribed thereto in the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules and, unless the context requires otherwise, refers to Mr. Iu, Mr. Luk and Mr. Tsui, as a group of controlling shareholders, and the company through which each of them holds interest in our Company, namely, Blackpaper BVI
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Deed of Indemnity”	a deed of indemnity dated [●] entered into by each of the Controlling Shareholders in favour of our Company for itself and as trustees for the benefit of each of its subsidiaries from time to time as described in paragraph headed “D. Other Information – 3. Tax and Other Indemnity” in Appendix IV to this document
“Deed of Non-competition”	a deed of non-competition undertakings dated [●] entered into by each of the Controlling Shareholders in favour of our Company (for itself and as trustee for the benefit of each of its subsidiaries from time to time) as described in the section headed “Relationship with Our Controlling Shareholders – Non-Competition Undertaking” in this document
“Director(s)” or “our Directors”	the director(s) of our Company

[REDACTED]

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“French Rotational”	French Rotational Production Limited, a company incorporated under the laws of Hong Kong with limited liability on 24 March 2017 and an indirect wholly-owned subsidiary of our Company upon completion of the Reorganisation
“General Manager”	General Manager Management Limited 總經理人有限公司, a company incorporated under the laws of Hong Kong with limited liability on 20 August 2014 and an indirect wholly-owned subsidiary of our Company upon completion of the Reorganisation
“General Productions”	General Productions Limited, a company incorporated under the laws of the BVI with limited liability on 12 June 2017 and an indirect wholly-owned subsidiary of our Company
	[REDACTED]
“Group”, “our Group”, “we”, “our” or “us”	our Company and our subsidiaries at the relevant time or, where the context refers to any time prior to our Company becoming the holding company of our present subsidiaries, such subsidiaries and the business carried on by such subsidiaries or (as the case may be) our predecessors, and “we”, “our” or “us” shall be construed accordingly
“HK\$” or “Hong Kong dollars”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	Hong Kong Special Administrative Region of the PRC

[REDACTED]

DEFINITIONS

“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are not a connected person(s) of our Company under the Listing Rules
“Ipsos”	Ipsos Limited, an independent market research and consulting company engaged by our Company and an Independent Third Party
“Ipsos Report”	the industry report prepared by Ipsos and commissioned by our Company, the content of which is quoted in this document
“Latest Practicable Date”	18 January 2018, being the latest practicable date prior to the date of this document for the purpose of ascertaining certain information contained in this document
“Legal Counsel”	Mr. Leung Wai-Keung, Richard, barrister-at-law in Hong Kong
	[REDACTED]
“Listing Committee”	the Listing Committee of the Stock Exchange
	[REDACTED]
“Listing Division”	the listing division of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	Macau Special Administrative Region of the PRC
“Magazine Distributor”	Great Expect Newspaper and Magazine Distribution Limited (青揚書報社有限公司), our sole distributor of Blackpaper Magazine and 100 Most Magazine during the Track Record Period

DEFINITIONS

“Main Board”	the stock market (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
“Media Chinese”	Media Chinese International Limited, a company incorporated under the laws of Bermuda with limited liability and the shares of which are dual listed on Bursa Malaysia Securities Berhad (Malaysia Stock Code: 5090) and the Main Board of the Stock Exchange (Stock Code: 685), which is ultimately controlled by Tan Sri Datuk Sir Tiong Hiew King, an Independent Third Party
“Memorandum of Association”	the memorandum of association of our Company conditionally adopted on [●] and which will become effective upon the [REDACTED], as amended from time to time, a summary of which is set out in Appendix III to this document
“Most BVI”	Most Kwai Chung (BVI) Limited, a company incorporated under the laws of the BVI with limited liability on 9 June 2017 and a direct wholly-owned subsidiary of our Company
“Most Multimedia”	Most Multimedia Limited, a company incorporated under the laws of the BVI with limited liability on 12 June 2017 and an indirect wholly-owned subsidiary of our Company
“Most Publishing”	Most Publishing Limited, a company incorporated under the laws of the BVI with limited liability on 12 June 2017 and an indirect wholly-owned subsidiary of our Company
“MPM”	Ming Pao Magazines Limited (明報雜誌有限公司), a company incorporated under the laws of Hong Kong with limited liability and a wholly-owned subsidiary of One Media
“Mr. Iu”	Mr. Iu Kar Ho (姚家豪), Chairman of the Board, our executive Director and Controlling Shareholder
“Mr. Luk”	Mr. Luk Ka Chun (陸家俊), our executive Director and Controlling Shareholder
“Mr. Tsui”	Mr. Tsui Ka Ho (徐家豪), our executive Director, Controlling Shareholder and the spouse of Mrs. Tsui

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“Mrs. Tsui”	Ms. Choi Ming Lai Dejay (蔡明麗), the spouse of Mr. Tsui
“Number Eighteen”	Number Eighteen Limited, formerly known as Most Records Limited (毛記唱片有限公司), a company incorporated in Hong Kong with limited liability on 3 May 2016 and an indirect wholly-owned subsidiary of our Company upon completion of the Reorganisation
“Number Eighteen BVI”	Number Eighteen Limited, formerly known as Most Music Limited, a company incorporated in the BVI with limited liability on 12 June 2017 and an indirect wholly-owned subsidiary of our Company
“Number Nineteen”	Number Nineteen Limited, a company incorporated in Hong Kong with limited liability on 30 March 2015 and dissolved by deregistration on 2 December 2016

[REDACTED]

“One Media”	One Media Group Limited, a company incorporated under the laws of the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 426), which is ultimately controlled by Tan Sri Datuk Sir Tiong Hiew King, an Independent Third Party
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[REDACTED]

DEFINITIONS

[REDACTED]

“PRC” or “China”

the People’s Republic of China, excluding, for the purpose of this document, Hong Kong, Macau and Taiwan

[REDACTED]

DEFINITIONS

[REDACTED]

“Reorganisation”	the corporate reorganisation of the companies undergone by our Group in preparation for the [REDACTED] as set out in the section headed “History, Development and Reorganisation – Reorganisation” in this document
“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 HK\$0.01 each in the share capital of our Company

[REDACTED]

“Share Option Scheme”	the share option scheme conditionally approved and adopted by our Company on [●] 2018, the principal terms of which are summarised in the paragraph headed “D. Other Information – 1. Share Option Scheme” in Appendix IV to this document
“Shareholder(s)”	holder(s) of the Share(s)
“Sole Sponsor”, “[REDACTED]” or “[REDACTED]”	Ever-Long Securities Company Limited, a corporation licenced by the SFC to carry on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules, unless the context otherwise requires
“substantial shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Top Plus”	Top Plus Limited, a company incorporated under the laws of the BVI with limited liability on 30 December 2003, being an indirect wholly-owned subsidiary of One Media and an Independent Third Party
“Track Record Period”	the period comprising the three financial years ended 31 March 2017 and the eight months ended 30 November 2017
“Tronix Investment”	Tronix Investment Limited, a company incorporated under the laws of the BVI with limited liability on 2 January 2013
“TV Most Broadcasts”	TV Most Broadcasts Limited 毛記電視廣播有限公司, a company incorporated under the laws of Hong Kong with limited liability on 16 March 2015 and is an indirect wholly-owned subsidiary of our Company upon completion of the Reorganisation

[REDACTED]

“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “US dollar(s)” or “USD”	United States Dollars, the lawful currency of the U.S.

[REDACTED]

“Whitepaper Publishing”	Whitepaper Publishing Limited (白卷出版有限公司), a company incorporated under the laws of Hong Kong with limited liability on 2 December 2013 and is an indirect wholly-owned subsidiary of our Company upon completion of the Reorganisation
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DEFINITIONS

[REDACTED]

“%” per cent.

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 on arithmetic aggregation of the figures preceding them.