

DEFINITIONS

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

“Acting in Concert Confirmation and Undertaking”	a confirmation and undertaking entered into among Mr. Alan Yip, Mr. Jeff Ng, Ms. Karin Wan and Ms. Liza Wang dated 2 January 2014. For details, please refer to the sections headed “History, Development and Reorganisation – Acting in Concert Confirmation and Undertaking” and “Relationship with our Controlling Shareholders” in this document
“AdBeyond BJ”	北京超凡高睿科技有限公司 (Beijing AdBeyond Gao Rui Technology Company Limited), a limited liability company established under the laws of the PRC on 10 July 2013 and [a wholly-owned subsidiary of our Company]
“AdBeyond BVI”	AdBeyond Holdings Limited (超凡控股有限公司), a company incorporated under the laws of the BVI on 23 August 2012 with limited liability and [a wholly-owned subsidiary of our Company]
“AdBeyond BVI Preferred Share(s)”	the preference share(s) of a par value of HK\$1.00 each in the share capital of AdBeyond BVI
“AdBeyond GZ”	廣州超帆信息科技有限公司 (Adbeyond (Group) Limited), a limited liability company established under the laws of the PRC on 22 November 2012 and [a wholly-owned subsidiary of our Company]
“AdBeyond HK”	AdBeyond (Group) Limited (超凡(集團)有限公司), a company incorporated under the laws of Hong Kong on 29 March 2007 with limited liability and [a wholly-owned subsidiary of our Company]
“Amended Anti-Dilution Right of Huayi Brothers”	the anti-dilution right of Huayi Brothers under the Subscription and Shareholders Agreement as amended by the Supplemental Deed. Please refer to the section headed “History, Development and Reorganisation – Our [REDACTED] Investors – Special Rights of our [REDACTED] Investors” in this document for further details
“Articles of Association” or “Articles”	the amended and restated articles of association of our Company adopted on [23 March 2015] and which will become effective upon [REDACTED], as amended from time to time
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules

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“bMedia”	bMEDIA LIMITED (網誌媒體有限公司), a company incorporated under the laws of Hong Kong with limited liability on 5 January 2009, which is owned as to 20.0016%, 20.0016%, 20.0016%, 20.0016% and 19.9936% by Mr. Cheung Yu Hin, Mr. Lee Ho Ming, Mr. Cheung Kwan King, Edward, Mr. Kong Tin Lok and AdBeyond HK, respectively. Each of Mr. Cheung Yu Hin, Mr. Lee Ho Ming, Mr. Cheung Kwan King, Edward and Mr. Kong Tin Lok is an Independent Third Party. Our executive Director, Mr. Alan Yip, is one of the directors of bMedia. bMedia is the operator of unwire.hk (as defined in the section headed “Glossary of Technical Terms” in this document)
“Board”	the board of Directors
“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”	British Virgin Islands

[REDACTED]

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“Circular No. 10”	關於外國投資者併購境內企業的規定 (The Rules on the Mergers and Acquisitions of Domestic Enterprises by Foreign Investors), jointly issued by the MOFCOM, the State-owned Assets Supervision and Administration Commission of the State Council of the PRC, the State Administration of Taxation of the PRC, the SAIC, the CSRC and the State Administration of Foreign Exchange of the PRC on 8 August 2006, and became effective from 8 September 2006 and as amended on 22 June 2009
“Circular No. 37”	關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知 (The Circular on the Management of Offshore Investment and Financing and Round-Trip Investment by Domestic Residents through Special Purpose Vehicles), issued by the State Administration of Foreign Exchange of the PRC on 4 July 2014, which became effective from 4 July 2014 and superseded Circular No. 75 with effect from 4 July 2014
“Circular No. 75”	關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知 (The Notice of the State Administration of Foreign Exchange of the PRC on Relevant Issues concerning Foreign Exchange Administration on Financing and Round-trip Investment Conducted by PRC Residents via Overseas Special Purpose Vehicles), issued by the State Administration of Foreign Exchange of the PRC on 21 October 2005, which was effective from 1 November 2005 but was superseded by Circular No. 37 with effect from 4 July 2014
“CLC International” or “Sole Sponsor”	CLC International Limited, a corporation licensed under the SFO and permitted to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) of the regulated activities (as defined in the SFO), acting as [REDACTED] and Sole Sponsor in relation to [REDACTED]
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Companies Law” or “Cayman Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, modified and supplemented from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), which came into effect on 3 March 2014 as amended, supplemented or otherwise modified from time to time
“Companies (WUMP) 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”	Guru Online (Holdings) Limited (超凡網絡(控股)有限公司) (formerly known as AdBeyond International (Holdings) Limited (超凡國際(控股)有限公司)), an exempted company incorporated under the laws of the Cayman Islands with limited liability on 10 January 2014
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Controlling Shareholders”	has the meaning ascribed to it under the GEM Listing Rules and unless the context requires otherwise, means Mr. Alan Yip, Mr. Jeff Ng, Ms. Karin Wan, Ms. Liza Wang and Cooper Global
“Cooper Global”	Cooper Global Capital Limited, a company incorporated under the laws of the BVI with limited liability on 14 January 2014, which is owned as to 50% by Mr. Alan Yip and 50% by Ms. Karin Wan, respectively, who are our executive Directors and our Controlling Shareholders. Mr. Alan Yip and Ms. Karin Wan are the only directors of Cooper Global. Cooper Global is one of our Controlling Shareholders
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“CSRC”	China Securities Regulatory Commission
“Deed of Indemnity”	the deed of indemnity dated [27 March] 2015 entered into by our Controlling Shareholders in favour of our Company (for ourselves and for each of our subsidiaries)
“Deed of Non-Competition”	the deed of non-competition dated [27 March] 2015 entered into by our Controlling Shareholders in favour of our Company
“Director(s)”	the director(s) of our Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Group”, “our Group”, “we” or “us”	our Company and its subsidiaries or, where the context requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time

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“HGI Finanves”	HGI Finanves Capital Limited, a company incorporated under the laws of the BVI with limited liability on 30 August 2011, which is wholly owned by Mr. Patrick Cheung, our non-executive Director and one of the substantial shareholders of our Company. Mr. Patrick Cheung is the sole director of HGI Finanves. HGI Finanves is our Shareholder which will hold approximately [2.30]% of the issued share capital of our Company immediately following [REDACTED] (assuming that [REDACTED] is not exercised and without taking into account any Share which may be allotted and issued pursuant to the exercise of any option granted under the Share Option Scheme)
“HGI Growth”	HGI GROWTH CAPITAL LIMITED (formerly known as MAX RESULT HOLDINGS LIMITED), a company incorporated under the laws of the BVI with limited liability on 31 March 2010, which is wholly-owned by Mr. Patrick Cheung, our non-executive Director and one of the substantial shareholders of our Company. Mr. Patrick Cheung is one of the directors of HGI Growth. HGI Growth is one of the significant shareholders of our Company
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRSs”	Hong Kong Financial Reporting Standards
“HKICPA”	Hong Kong Institute of Certified Public Accountants
[REDACTED]	
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
[REDACTED]	
“Hong Kong Government”	the government of Hong Kong
“Hong Kong Trade Marks Registry”	Trade Marks Registry of the Intellectual Property Department of the Hong Kong Government
“Huayi Brothers”	Huayi Brothers International Investment Ltd., a company incorporated under the laws of the BVI with limited liability on 2 August 2012 and a wholly-owned subsidiary of Huayi Brothers International. Huayi Brothers is one of the substantial shareholders of our Company

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“Huayi Brothers International”	HUAYI BROTHERS INTERNATIONAL LIMITED (華誼兄弟國際有限公司) (formerly known as HUAYI BROTHERS INTERNATIONAL DISTRIBUTION LIMITED (華誼兄弟國際發行有限公司)), a company incorporated under the laws of Hong Kong on 18 April 2008 and a wholly-owned subsidiary of Huayi Brothers Media. Huayi Brothers International is one of the substantial shareholders of our Company
“Huayi Brothers Media”	華誼兄弟傳媒股份有限公司 (Huayi Brothers Media Corporation), a joint stock limited liability company established under the laws of the PRC on 19 November 2004, the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300027). Ms. Hu Ming, our non-executive Director, is one of the directors of Huayi Brothers Media. Huayi Brothers Media is one of the substantial shareholders of our Company
“iMinds BVI”	iMinds Interactive Holdings Limited, a company incorporated under the laws of the BVI on 6 January 2014 with limited liability and a wholly-owned subsidiary of our Company
“iMinds HK”	iMinds Interactive Limited (網絡思維互動有限公司) (formerly known as ROSARY CONSULTANTS LIMITED (華寶顧問有限公司)), a company incorporated under the laws of Hong Kong on 7 January 2008 with limited liability and a wholly-owned subsidiary of our Company
“Independent Third Party(ies)”	person(s) or company(ies) which is or are independent of and not connected with any of the connected persons (including directors, chief executives or substantial shareholders) (as defined under the GEM Listing Rules) of our Company or any of its subsidiaries or any of their respective associates
“Ipsos”	Ipsos Hong Kong Limited, an independent market research company
“Ipsos Report”	a report in respect of the digital marketing service industry in Hong Kong and China issued by Ipsos dated [30 March] 2015 and commissioned by our Company
“Labour Contract Law”	中華人民共和國勞動合同法 (Labour Contract Law of the PRC), promulgated by the Standing Committee of the National People’s Congress of the PRC, and became effective on 1 January 2008 and as amended on 28 December 2012

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“Latest Practicable Date”	[22 January] 2015, being the latest practicable date prior to the printing of this document for ascertaining certain information contained herein
[REDACTED]	
“Memorandum”	the amended and restated memorandum of association of our Company
“MOFCOM”	Ministry of Commerce of the PRC
“Mr. Alan Yip”	Yip Shek Lun (葉碩麟), the chief executive officer of our Company, the chairman of the Board, an executive Director, one of the founders of our Group and our Controlling Shareholders, and the spouse of Ms. Karin Wan
“Mr. Alfred Wong”	Wong Yuet Fu, Alfred (黃越富), the chief financial officer of our Company, a member of the senior management of our Company and the brother of Mr. Harry Wong
“Mr. C.H. Chan”	Chan Chun Hong (陳振康), a Shareholder who will hold approximately [2.43]% of the issued share capital of our Company immediately following [REDACTED] (assuming that [REDACTED] is not exercised and without taking into account any Share which may be allotted and issued pursuant to the exercise of any option granted under the Share Option Scheme). Other than his shareholding interest in our Company, Mr. C.H. Chan is an Independent Third Party
“Mr. Frankie Yu”	Yu Wai Kei (姚偉基), an Independent Third Party who had held 5% of the then issued share capital of AdBeyond HK for Mr. C.H. Chan on trust from 14 January 2012 to 5 September 2012 pursuant to a declaration of trust dated 14 January 2012 and 5% of the then issued share capital of AdBeyond BVI for Mr. C.H. Chan on trust from 23 August 2012 to [18 March] 2015 as confirmed by a confirmation of trust arrangement dated 14 March 2014
“Mr. Harry Wong”	Wong Yuet Yeung, Harry (黃越洋), one of the significant shareholders of our Company, the project director of AdBeyond HK and the brother of Mr. Alfred Wong

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“Mr. Jeff Ng” Ng Chi Fung (伍致豐), an executive Director and one of the founders of our Group and our Controlling Shareholders

“Mr. Patrick Cheung” Cheung Wing Hon (張永漢), a non-executive Director and the sole beneficial shareholder of HGI Finanves and HGI Growth. Mr. Patrick Cheung is one of the substantial shareholders of our Company

“Ms. Karin Wan” Wan Wai Ting (尹瑋婷), an executive Director, one of the founders of our Group and our Controlling Shareholders, and the spouse of Mr. Alan Yip

“Ms. Liza Wang” Wang Lai Man, Liza (王麗文), a non-executive Director, and one of the founders of our Group and our Controlling Shareholders

[REDACTED]

“PRC” or “China” People’s Republic of China which, for the purposes of this document only, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan

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“PRC Government”	the central government of the PRC including all government departments (including provincial, municipal and other regional or local government entities) and organisations thereof or, as the context requires, any of them
“PRC Trademark Office”	Trademark Office of the SAIC
“Predecessor Companies Ordinance”	the predecessor Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force from time to time before 3 March 2014
“[REDACTED] Investors”	HGI Finanves, HGI Growth and Huayi Brothers
[REDACTED]	
“Pure Force”	PURE FORCE INVESTMENTS LIMITED, a company incorporated under the laws of the BVI with limited liability on 15 January 2014, which is wholly-owned by Mr. Harry Wong, one of the significant shareholders of our Company, the project director of AdBeyond HK and the brother of Mr. Alfred Wong. Mr. Harry Wong is the sole director of Pure Force. Pure Force is one of the significant shareholders of our Company
“Qooza Interactive”	QOOZA INTERACTIVE LIMITED (酷客互動有限公司), a company incorporated under the laws of Hong Kong with limited liability on 4 June 2008, which is owned as to 85% by Mr. Lam Wai Lung, an Independent Third Party, as to 2% by Mr. Lam Wai Fung, an Independent Third Party, and as to 13% by AdBeyond HK. Mr. Alan Yip, our executive Director, is one of the directors of Qooza Interactive. Qooza Interactive is the operator of qooza.hk (as defined in the section headed “Glossary of Technical Terms” in this document)
“Reorganisation”	the corporate reorganisation of our Group in preparation for [REDACTED] as described in the section headed “History, Development and Reorganisation – Reorganisation” in this document
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAIC”	State Administration for Industry and Commerce of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong

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“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
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on [23 March 2015], a summary of the principal terms and conditions of which is set forth in the section headed “Statutory and General Information – D. Share Option Scheme” in Appendix IV to this document
“Shareholder(s)”	holder(s) of the Share(s)
“significant shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
[REDACTED]	
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription and Shareholders Agreement”	the subscription and shareholders agreement dated 6 September 2012 and entered into among AdBeyond BVI, AdBeyond HK, HGI Finanves, HGI Growth, Huayi Brothers, Mr. Alan Yip, Ms. Karin Wan, Mr. Jeff Ng, Ms. Liza Wang, Mr. Harry Wong and Mr. Frankie Yu, pursuant to which HGI Finanves, HGI Growth and Huayi Brothers subscribed for an aggregate of 11,307 AdBeyond BVI Preferred Shares for an aggregate consideration of HK\$44,637,457. Further details of which are set out in the section headed “History, Development and Reorganisation – Our [REDACTED] Investors” in this document
“subsidiary(ies)”	has the meaning ascribed to it under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules

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“Supplemental Deed”	the supplemental deed in respect of the Subscription and Shareholders Agreement dated 21 March 2014 and entered into among AdBeyond BVI, AdBeyond HK, HGI Finanves, HGI Growth, Huayi Brothers, Mr. Alan Yip, Ms. Karin Wan, Mr. Jeff Ng, Ms. Liza Wang, Mr. Harry Wong, Mr. Frankie Yu and Mr. C.H. Chan, further details of which are set out in the section headed “History, Development and Reorganisation – Our [REDACTED] Investors – Special Rights of our [REDACTED] Investors” in this document
“Supplemental VDS Service Agreement”	the supplemental agreement to the VDS Service Agreement dated 28 January 2015 entered into between AdBeyond HK and VDS, pursuant to which certain terms of the VDS Service Agreement were amended
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the period comprising the two years ended 31 March 2014 and the eight months ended 30 November 2014
“Travellife Co”	TRAVELLIFE LIMITED (旅遊人生有限公司), a company incorporated under the laws of Hong Kong with limited liability on 4 March 2009, which is owned as to 80% by Mr. Ko Tze Kai, Billy, an Independent Third Party, and 20% by AdBeyond HK. Ms. Karin Wan, our executive Director, is one of the directors of Travellife Co. Travellife Co is the operator of travellife.org (as defined in the section headed “Glossary of Technical Terms” in this document)

[REDACTED]

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“Unwire”	Unwire Limited, a company incorporated under the laws of Hong Kong with limited liability on 12 December 2012, which is owned as to 20.002%, 20.002%, 20.002%, 20.002% and 19.992% by Mr. Cheung Yu Hin, Mr. Lee Ho Ming, Mr. Cheung Kwan King, Edward, Mr. Kong Tin Lok and AdBeyond HK, respectively. Each of Mr. Cheung Yu Hin, Mr. Lee Ho Ming, Mr. Cheung Kwan King, Edward and Mr. Kong Tin Lok is an Independent Third Party. Mr. Alan Yip, our executive Director, is one of the directors of Unwire. Unwire is the registered owner of the domain name, unwire.hk
“US” or “United States”	United States of America
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States
“VDS”	Viral Digital Studio Limited, a company incorporated under the laws of Hong Kong with limited liability on 25 July 2011, which is wholly-owned by Mr. Wong Chi Shing, a cousin of Mr. Harry Wong and Mr. Alfred Wong and an Independent Third Party
“VDS Service Agreement”	the agreement dated 7 March 2014 entered into between AdBeyond HK and VDS in relation to the provision of online monitoring services and related video production services by VDS to AdBeyond HK, or as the context may require, the VDS Service Agreement as amended by the Supplemental VDS Service Agreement, further details of which are set out in the section headed “Business – Suppliers – Long-term agreements – Online monitoring service provider” in this document
“1997 Red-chip Guidance”	關於進一步加強在境外發行股票和上市管理的通知 (Circular of the State Council Concerning Further Strengthening of the Administration of Share Issuance and Overseas Listing), issued by the State Council of the PRC on 20 June 1997
“%”	per cent.

The English names of the PRC entities and the English titles of the PRC laws, rules and regulations mentioned in this document are translations from their Chinese names and titles, except the English name of AdBeyond GZ stated in this section, which is included in the articles of association of AdBeyond GZ. If there is any inconsistency, the Chinese names shall prevail.

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

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown in totals in certain tables may not be the arithmetic aggregation of the figures preceding them.