
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings.

“Application Form(s)”	WHITE, YELLOW and GREEN application form(s) relating to the Hong Kong Public Offering or, where the context so requires, any of them
“Articles of Association” or “Articles”	the articles of association of our Company, conditionally adopted on June 14, 2013, to become effective upon the Listing as amended from time to time, a summary of which is set out in Appendix III to this prospectus
“Beijing Wisdom Media”	Beijing Wisdom Media Holding Co., Limited (北京智美傳媒股份有限公司), a domestic enterprise established in the PRC with limited liability on December 26, 2006, details of its shareholding are set out in the “History and Reorganization” section of this prospectus. Beijing Wisdom Media and its subsidiaries are collectively referred to as “consolidated affiliated entities” in this prospectus
“Board of Directors” or “Board”	the board of directors of our Company
“BOCI”	BOCI Asia Limited, a licensed corporation under the SFO for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
“business day”	a day (other than a Saturday or a Sunday) on which banks in Hong Kong are open for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalization Issue”	the issue of Shares to be made upon the capitalization of certain sums standing to the credit of the share premium account of the Company as further described in the paragraph headed “Further information about our Company — Written resolutions of our Shareholders passed on June 14, 2013” in Appendix IV to this prospectus
“Car Culture Advertising”	Beijing Car Culture Advertising Co., Ltd (北京智美車文廣告有限公司), a limited liability company incorporated in the PRC on August 25, 2010, a wholly-owned subsidiary of Beijing Wisdom Media
“Cayman Islands Companies Law”	the Companies Law, Cap 22 (2012 Revision) 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

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“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual, joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, CCASS Custodian Participant or CCASS Investor Participant
“CCTV”	China Central Television Station
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“CMS”	China Merchants Securities (HK) Co., Limited, a licensed corporation under the SFO for Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO
“Companies Ordinance”	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong (as amended, supplemented or otherwise modified from time to time)
“Company” or “our Company”	Wisdom Holdings Group (智美控股集团 (formerly known as Wisdom Media Co., Ltd 智美傳媒有限責任公司)), incorporated as an exempted company with limited liability in the Cayman Islands on March 21, 2012
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and, in the context of this prospectus, means the controlling shareholders of our Company, being Ms. Ren, Trust Co and Queen Media
“CSCI”	China Securities (International) Brokerage Company Limited, a licensed corporation under the SFO for Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“Global Offering”	the Hong Kong Public Offering and the International Offering
“GREEN application form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited, designated by the Company
“Group”, “our Group”, “we” or “us”	our Company and its subsidiaries (which include Beijing Wisdom Media and its subsidiaries) or any of them at the relevant point of time (including where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the present subsidiaries of our Company)
“Guangzhou Qibu”	Guangzhou Qibu Media Co., Ltd (廣州騏步文化傳播有限公司), a limited liability company incorporated in the PRC on December 24, 2009, a wholly-owned subsidiary of Beijing Wisdom Media
“HK\$” or “HK dollars” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

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“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 40,000,000 Shares being initially offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering (subject to adjustment and reallocation as described in the section headed “Structure of the Global Offering” in this prospectus)
“Hong Kong Public Offering”	the issue and offer for subscription of the Hong Kong Offer Shares to the public in Hong Kong for cash at the Offer Price subject to and in accordance with the terms and conditions described in this prospectus and the Application Forms, as further described in the section headed “Structure of the Global Offering — The Hong Kong Public Offering” in this prospectus
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited, the Hong Kong Share Registrar of the Company
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the underwriters listed in the paragraph headed “Hong Kong Underwriters” under the section headed “Underwriting” in this prospectus, being the underwriters of the Hong Kong Public Offering
“Hong Kong Underwriting Agreement”	the underwriting agreement dated June 27, 2013 relating to the Hong Kong Public Offering and entered into by, among others, the Joint Global Coordinators, the Hong Kong Underwriters and our Company, as further described in the paragraph headed “Hong Kong Public Offering” under the section headed “Underwriting” in this prospectus
“Independent Third Party”	an individual or a company who is not connected with (within the meaning of the Listing Rules) any directors, chief executive or substantial shareholders of the Company, its subsidiaries (which include Beijing Wisdom Media and its subsidiaries) or any of their respective associates
“International Offer Shares”	the 360,000,000 Shares initially being offered at the Offer Price under the International Offering, subject to reallocation as described in the section headed “Structure of the Global Offering” in this prospectus
“International Offering”	the conditional placing of the International Offer Shares by the International Underwriters with professional, institutional and/or other investors at the Offer Price, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the underwriters of the International Offering

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“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering expected to be entered into by, among others, the Joint Global Coordinators, the International Underwriters and our Company, as further described in the section headed “Structure of the Global Offering” in this prospectus
“Joint Global Coordinators”, “Joint Bookrunners” and “Joint Lead Managers”	BOCI, CMS, CSCI and Macquarie
“Latest Practicable Date”	June 20, 2013, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication
“Listing”	listing of the Shares on the Main Board
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about July 11, 2013, on which the Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended, supplemented or otherwise modified from time to time)
“Lucky Go”	Lucky Go Co., Ltd., incorporated as an exempted company with limited liability in the BVI on March 16, 2012 and is currently directly owned by 14 individual shareholders, all of which are natural persons and are shareholders of Beijing Wisdom Media
“Macquarie”	Macquarie Capital Securities Limited, a licensed corporation under the SFO to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel to the Growth Enterprise Market of the Stock Exchange
“Ms. Ren”	Ms. Ren Guozun (任國尊), also known as Ren Wen (任文), our chairlady, executive Director and one of our Controlling Shareholders
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) of not more than HK\$2.81 and expected to be not less than HK\$2.11, such price to be agreed upon by our Company and the Joint Global Coordinators (on behalf of the Underwriters) on or before the Price Determination Date
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares

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“Over-allotment Option”	the option to be granted by the Company to the International Underwriters under the International Underwriting Agreement, pursuant to which the Company may be required to allot and issue up to an aggregate of 60,000,000 Shares (representing 15% in aggregate of the Shares initially being offered under the Global Offering) at the Offer Price to, among other things, cover over-allocations in the International Offering, the details of which are described in the section headed “Structure of the Global Offering” in this prospectus
“Price Determination Date”	the date, expected to be on or around July 4, 2013 but not later than July 7, 2013, on which the Offer Price is fixed for the purpose of the Global Offering
“QIBs”	“qualified institutional buyers” within the meaning of Rule 144A
“Queen Media”	Queen Media Co., Ltd., incorporated as an exempted company with limited liability in the BVI on March 16, 2012 and is directly wholly-owned by Trust Co and one of our Controlling Shareholders
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the reorganization of our Group in anticipation of the Listing, the details of which are set out in the section headed “History and Reorganization” in this prospectus
“Restricted Business(es)”	the business activities of our Group which are subject to prohibition or restriction or foreign investment under the PRC laws, details of which are set out in the “History and Reorganization” section in this prospectus
“RMB” or “Renminbi”	the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	State Administration of Foreign Exchange (國家外匯管理局)
“SAT”	State Administration of Taxation (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)
“Shanghai Zhizhen”	Shanghai Zhizhen Media Co., Ltd (上海智真尚成文化傳播有限公司), a limited liability company incorporated in the PRC on July 10, 2007, a wholly-owned subsidiary of Beijing Wisdom Media
“Share(s)”	ordinary share(s) in the Company with a nominal value of US\$0.00025 each
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on June 14, 2013, the principal terms of which are summarized in the paragraph headed “Share Option Scheme” in Appendix IV to this prospectus
“SKY Trust”	The SKY Trust, a discretionary trust founded by Ms. Ren as the settlor and with Ms. Ren and her family members as discretionary beneficiaries

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“Sole Sponsor”	BOCI
“Stabilizing Manager”	Macquarie Capital Securities Limited
“Stock Borrowing Agreement”	the stock borrowing agreement which may be entered into on or about the Price Determination Date between July 4, 2013 and July 7, 2013
“Structured Contracts”	a series of contracts entered into by Wisdom Culture and Beijing Wisdom Media in relation to the TV program production business including (i) the exclusive consulting and service agreement; (ii) the irrevocable power of attorney; (iii) the exclusive business operating agreement; (iv) the exclusive option agreement; and (v) the share pledge agreement.
“Top Car”	Top Car Co., Ltd., incorporated as an exempt company with limited liability in the BVI on March 16, 2012 and is directly owned as to 88.42% by Ms. Ren and 5.79% by each of Mr. Sheng Jie and Mr. Zhang Han, our executive Directors
“Torch Media”	Torch Media Co., Ltd., incorporated as an exempt company with limited liability in the BVI on April 2, 2012 and is a direct wholly-owned subsidiary of the Company
“Trust Co”	Sky Limited, a company incorporated in Guernsey, whose issued share capital is the trust asset of the Sky Trust and which is managed by Credit Suisse Trust Limited
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website at www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Wisdom Branding”	a business unit of our Company, which engages in the business of media investment management and branding and identity services
“Wisdom Culture”	Beijing Wisdom Culture Co., Ltd., (北京維世德文化有限公司), a domestic enterprise established in the PRC with limited liability on July 6, 2012 and is an indirect wholly-owned subsidiary of the Company
“Wisdom HK”	Auto Culture Group Holdings Limited (智美控股集團有限公司), incorporated as a limited liability company in Hong Kong on April 23, 2012 and is an indirect wholly-owned subsidiary of the Company

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“Wisdom Leadership”	Beijing Wisdom Leadership Sports Culture Co., Ltd (北京智美領航體育文化有限公司), formerly known as Beijing Xiqiyangyang Culture Co., Ltd (北京喜氣洋洋文化發展有限公司), a limited liability company incorporated in the PRC on January 25, 2011, a wholly-owned subsidiary of Beijing Wisdom Media
“Wisdom Program”	a business unit of our Company, which engages in the business of program production
“Wisdom Sports”	a business unit of our Company, which engages in the business of organization, management and promotion of sports competitions and other marketing events
“Xinchuang Branding”	Beijing Xinchuang Branding Co., Ltd (北京新創智力品牌管理有限公司), a limited liability company incorporated in the PRC on January 25, 2011, a wholly-owned subsidiary of Beijing Wisdom Media
“Zhejiang Weishide Advertising”	Zhejiang Wisdom Advertising Co., Ltd. (浙江維世德廣告有限公司), a domestic enterprise established in the PRC with limited liability on April 3, 2013 and is an indirect wholly-owned subsidiary of the Company
“Zhejiang Wisdom Advertising”	Zhejiang Wisdom Car Culture Advertising Co., Ltd. (浙江智美車文廣告有限公司), a domestic enterprise established in the PRC with limited liability on August 3, 2012 and is an indirect wholly-owned subsidiary of the Company
“Zhejiang Wisdom Sports”	Zhejiang Wisdom Sports Culture Co., Ltd. (浙江維世德體育文化有限公司), a domestic enterprise established in the PRC with limited liability on August 3, 2012 and is an indirect wholly-owned subsidiary of the Company

In this prospectus, the terms “associate”, “connected person”, “connected transaction”, “controlling shareholder” and “subsidiary” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

In this prospectus, unless otherwise stated, certain amounts denominated in Renminbi have been translated into HK dollars or US dollars and vice versa at an exchange rate of RMB0.79345 = HK\$1.00 or RMB6.1306 = US\$1.00, respectively, and certain amounts denominated in US dollars have been translated into HK dollars and vice versa at an exchange rate of US\$0.1288 = HK\$1.00, in each case, for illustration purposes only. Such conversions shall not be construed as representations that amounts in Renminbi or US dollars were or may have been converted into those currencies and vice versa at such rates or any other exchange rates.

Certain amounts and percentage figures included in this prospectus 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.

Translated English names of Chinese laws and regulations, governmental authorities, institutions, natural persons, other entities or product names included in this prospectus and for which no official English translation exists are unofficial translations for your reference only.