
DEFINITIONS

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

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| “Alpaca” | Alpaca Capital Limited, a company incorporated in the BVI on April 1, 2008. It is wholly owned by Mr. Zhiming Zhu, an Independent Third Party. It will directly hold approximately 0.88% of the issued share capital of our Company immediately upon completion of the Global Offering |
| “Appionics” | Appionics Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on March 23, 2012, in which the Group acquired a minority interest on April 18, 2013. The remaining shareholding interests in Appionics are held by Independent Third Parties |
| “Application Form(s)” | WHITE application form(s), YELLOW application form(s) and GREEN application form(s) or where the context so requires, any of them, that are used in connection with the Hong Kong Public Offering |
| “Articles of Association” or “Articles” | the articles of association of the Company that were conditionally adopted on September 1, 2013, which will take effect upon the listing of the Shares on the Hong Kong Stock Exchange, as amended from time to time |
| “associate(s)” | has the meaning ascribed thereto under the Listing Rules |
| “Audit and Compliance Committee” | the audit and compliance committee of the Board |
| “Authority” | any governmental or regulatory commission, board, body, authority or agency, or any stock exchange, self-regulatory organization or other non-governmental regulatory authority, or any court, tribunal or arbitrator, in each case whether national, central, federal, provincial, state, regional, municipal, local, domestic or foreign |
| “Board” or “Board of Directors” | our board of Directors |
| “Board Lot” | means the board lot in which the Shares are traded on the Stock Exchange from time to time |
| “Business Day” | any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are open generally for normal banking business to the public |
| “BVI” | the British Virgin Islands |
| “CAGR” | represents the average year-over-year growth rate of a value over a specified period of time, taking into account the effects of compounding. $CAGR = (Ending\ Period\ Value / Beginning\ Period\ Value)^{(1/Number\ of\ Periods)} - 1$ |
| “Cayman Islands Company Law” | the Companies Law (as amended) of the Cayman Islands |

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| <i>“Cayman Islands”</i> | the Cayman Islands, a British Overseas Territory |
| <i>“CCASS”</i> | the Central Clearing and Settlement System established and operated by HKSCC |
| <i>“CCASS Clearing Participant”</i> | a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant |
| <i>“CCASS Custodian Participant”</i> | a person admitted to participate in CCASS as a custodian participant |
| <i>“CCASS Investor Participant”</i> | a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation |
| <i>“CCASS Participant”</i> | a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant |
| <i>“China” or “PRC”</i> | the People’s Republic of China and, except where the context otherwise requires and only for the purpose of this prospectus, excluding Hong Kong, Macau and Taiwan |
| <i>“CNNIC”</i> | China Internet Network Information Center |
| <i>“Code”</i> | the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules |
| <i>“Companies Ordinance”</i> | the Companies Ordinance of Hong Kong (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| <i>“Company,” “our Company,” “we,” “us” or “our”</i> | Forgame Holdings Limited (雲遊控股有限公司) (formerly known as Foga Holdings Limited), an exempted company incorporated in the Cayman Islands on July 26, 2011 with limited liability and, except where the context otherwise requires, all of its subsidiaries and PRC Operational Entities or where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries and PRC Operational Entities was engaged in and which was subsequently assumed by it |
| <i>“connected person(s)”</i> | has the meaning ascribed thereto in the Listing Rules |
| <i>“connected transaction(s)”</i> | has the meaning ascribed thereto in the Listing Rules |
| <i>“Contractual Arrangements”</i> | a series of contractual arrangements entered into by Feidong, the PRC Operational Entities and their respective shareholders, details of which are described in the section headed “Contractual Arrangements” |
| <i>“Controlling Shareholders”</i> | has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, collectively refers to the Holding Companies, Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang |

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| <i>“Cooperation Agreement”</i> | a cooperation agreement by and among the Founders and the Pre-Series A Investors on September 30, 2009 |
| <i>“CSRC”</i> | 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 securities markets in the PRC |
| <i>“Director(s)”</i> | director(s) of our Company |
| <i>“EIT Law”</i> | the PRC Enterprise Income Tax Law passed by the National People’s Congress of the PRC on March 16, 2007 and taking effect on January 1, 2008, as amended, supplemented and otherwise modified from time to time |
| <i>“Encumbrance”</i> | any mortgage, charge, pledge, lien or other security interest or any option, restriction, right of first refusal, right of pre-emption or other third party claim, right, interest or preference or any other encumbrance of any kind |
| <i>“Executive Director(s)”</i> | executive director(s) of our Company |
| <i>“Family Trusts”</i> | collectively, Wang Trust, Keith Huang Trust, Hao Dong Trust and ZHUANGJG Trust |
| <i>“Feidong”</i> | Guangzhou Feidong Software Technology Co., Ltd. (also referred to as Guangzhou Feidong Software Technology Company Limited), (廣州菲動軟件科技有限公司), an indirect, wholly-owned subsidiary of the Company, incorporated under the laws of the PRC on June 13, 2012 |
| <i>“Feiyin”</i> | Guangzhou Feiyin Information Technology Co., Ltd.* (also referred to as Guangzhou Feiyin Information Technology Company Limited*), (廣州菲音信息科技有限公司), a limited company established under the laws of the PRC on April 12, 2004, the financial results of which have been consolidated and accounted for as a subsidiary of our Company by virtue of the Contractual Arrangements and one of the PRC Operational Entities. Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang hold 23.75%, 41.10%, 24.70%, 0.95% and 9.50% equity interests in Feiyin, respectively |
| <i>“Foga Development”</i> | Foga Development Co. Ltd., a company incorporated in the BVI on July 25, 2011, which was established by Mr. Zhuang and is one of the Holding Companies. The entire issued share capital is held by Managecorp Limited acting as the trustee of the ZHUANGJG Trust. It will directly hold approximately 16.66% of the issued share capital of our Company immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options and the Post-IPO Share Options and any Shares to be issued pursuant to the RSU Scheme) |
| <i>“Foga Group”</i> | Foga Group Ltd. (also referred to as Foga Group Limited), a company incorporated in the BVI on July 25, 2011, which was established by Mr. Wang and is one of the Holding Companies. The |

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| | entire issued share capital is held by Managecorp Limited acting as the trustee of the Wang Trust. It will directly hold approximately 17.54% of the issued share capital of our Company immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options and the Post-IPO Share Options and any Shares to be issued pursuant to the RSU Scheme) |
| <i>“Foga Holdings”</i> | Foga Holdings Ltd., a company incorporated in the BVI on July 25, 2011, which was established by Mr. Liao and is one of the Holding Companies. The entire issued share capital is held by Managecorp Limited acting as the trustee of the Hao Dong Trust. It will directly hold approximately 11.71% of the issued share capital of our Company immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options and the Post-IPO Share Options and any Shares to be issued pursuant to the RSU Scheme) |
| <i>“Foga Internet Development”</i> | Foga Internet Development Ltd., a company incorporated in the BVI on July 25, 2011, which was established and wholly-owned by Mr. Yang and is one of the Holding Companies. It will directly hold approximately 0.80% of the issued share capital of our Company immediately upon completion of the Global Offering (without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options and the Post-IPO Share Options and any Shares to be issued pursuant to the RSU Scheme) |
| <i>“Foga Networks”</i> | Foga Networks Development Ltd., a company incorporated in the BVI on July 25, 2011, which was established by Mr. Huang and is one of the Holding Companies. The entire issued share capital is held by Managecorp Limited acting as the trustee of the Keith Huang Trust. It will directly hold approximately 8.60% of the issued share capital of our Company immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options and the Post-IPO Share Options and any Shares to be issued pursuant to the RSU Scheme) |
| <i>“Foga Tech”</i> | Foga Tech Limited, a limited company incorporated under the laws of Hong Kong on August 9, 2011 and a wholly-owned subsidiary of the Company |
| <i>“Founders”</i> | collectively, Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang |
| <i>“GAPP”</i> | General Administration of Press and Publication of the PRC (中華人民共和國新聞出版總署) |
| <i>“GDP”</i> | gross domestic product |
| <i>“Global Offering”</i> | the Hong Kong Public Offering and the International Placing |

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| <i>“Green application form(s)”</i> | the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited |
| <i>“Group” or “our Group”</i> | our Company, its subsidiaries and the PRC Operational Entities (the financial results of which have been consolidated and accounted for as the subsidiaries of our Company by virtue of the Contractual Arrangements), or where the context so requires, in respect of the period before our Company became the holding company of the present subsidiaries, the business operated by such subsidiaries and the PRC Operational Entities |
| <i>“Hao Dong Trust”</i> | a discretionary trust set up by Mr. Liao of which Managecorp Limited acts as the trustee and the discretionary beneficiary is Mr. Liao |
| <i>“HKICPA”</i> | The Hong Kong Institute of Certified Public Accountants |
| <i>“HKSCC”</i> | Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited |
| <i>“HKSCC Nominees”</i> | HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC |
| <i>“Holding Companies”</i> | collectively Foga Group, Foga Networks, Foga Holdings, Foga Internet Development and Foga Development, which are the immediate holding companies established by Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang, respectively |
| <i>“Hong Kong” or “HK”</i> | The Hong Kong Special Administrative Region of the PRC |
| <i>“Hong Kong dollars,” HK dollars” or “HK\$”</i> | Hong Kong dollars, the lawful currency of Hong Kong |
| <i>“Hongkong Ledong”</i> | Hongkong Ledong Tech Limited (香港樂動科技有限公司), a limited company incorporated under the laws of Hong Kong on March 22, 2012 and an indirect wholly-owned subsidiary of the Company |
| <i>“Hong Kong Offer Shares”</i> | 3,137,000 new Shares initially being offered by our Company for subscription pursuant to the Hong Kong Public Offering at the Offer Price, subject to any adjustment or reallocation as described in the section headed “Structure of the Global Offering” |
| <i>“Hong Kong Public Offering”</i> | the offer of Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus a brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) on the terms and subject to the conditions described in this prospectus and the Application Forms relating thereto, as further described in the section headed “Structure of the Global Offering — The Hong Kong Public Offering” |
| <i>“Hong Kong Securities and Futures Ordinance” or “SFO”</i> | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |

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| <i>“Hong Kong Share Register”</i> | the register of members of our Shares maintained by the Hong Kong Share Registrar in Hong Kong |
| <i>“Hong Kong Share Registrar”</i> | Computershare Hong Kong Investor Services Limited |
| <i>“Hong Kong Stock Exchange” or “Stock Exchange”</i> | The Stock Exchange of Hong Kong Limited |
| <i>“Hong Kong Takeovers Code” or “Takeovers Code”</i> | The Codes on Takeovers and Mergers and Share Repurchases issued by the SFC, as amended, supplemented or otherwise modified from time to time |
| <i>“Hong Kong Underwriters”</i> | the underwriters for the Hong Kong Public Offering as listed in the section headed “Underwriting — Hong Kong Underwriters” |
| <i>“Hong Kong Underwriting Agreement”</i> | the underwriting agreement dated September 18, 2013 relating to the Hong Kong Public Offering entered into by, among other parties, our Company, the Controlling Shareholders, the Joint Global Coordinators and the Hong Kong Underwriters as further described in the section headed “Underwriting — Hong Kong Public Offering — Hong Kong Underwriting Agreement” |
| <i>“ICP License”</i> | a value-added telecommunications business operation license issued by the relevant PRC government authorities with a service scope of information services |
| <i>“IFRS”</i> | the International Financial Reporting Standards, amendments and interpretations issued by the International Accounting Standards Board |
| <i>“Ignition”</i> | collectively, Ignition Growth Capital I, L.P. (formerly known as Ignition Capital Partners I, L.P.), a limited partnership formed in the State of Delaware, U.S. on September 12, 2007 and Ignition Growth Capital Managing Directors Fund I, LLC (formerly known as Ignition Capital Managing Directors Fund I, LLC), a limited liability company incorporated in the State of Delaware, U.S. on September 11, 2007, and which are Series A Investors. The beneficial owners of Ignition Growth Capital I, L.P. include 43 limited partners, each of whom owns less than 10% of the shareholding interests of Ignition Growth Capital I, L.P. and are all Independent Third Parties. The beneficial owners of Ignition Growth Capital Managing Directors Fund I, LLC include 18 limited partners, each of whom owns less than 10% of the shareholding interests of Ignition Growth Capital Managing Directors Fund I, LLC and are all Independent Third Parties. Ignition will directly hold approximately 0.92% of the issued share capital of our Company immediately upon the completion of the Global Offering (without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options and the Post-IPO Share Options and any Shares to be issued pursuant to the RSU Scheme) |
| <i>“Independent Non-executive Director(s)”</i> | independent non-executive Director(s) of the Company |

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| <i>“Independent Third Party(ies)”</i> | any entity or person who is not a connected person within the meaning ascribed under the Listing Rules |
| <i>“International Placing”</i> | the conditional placing of the International Placing Shares (a) in the United States to qualified institutional buyers in reliance on Rule 144A under the U.S. Securities Act or another exemption from the registration requirement under the U.S. Securities Act, and (b) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act, including to professional investors in Hong Kong, as further described in the section headed “Structure of the Global Offering” |
| <i>“International Placing Shares”</i> | 17,253,500 new Shares initially being offered by our Company for subscription and 10,979,500 Sale Shares initially being offered for sale by the Selling Shareholders, at the Offer Price under the International Placing, subject to any adjustment or reallocation together with, where relevant, any additional Shares which may be offered by the Over-allotment Option Grantors pursuant to the Over-allotment Option as further described in the section headed “Underwriting — The International Placing” |
| <i>“International Underwriters”</i> | the several underwriters for the International Placing who are expected to enter into the International Underwriting Agreement to underwrite the International Placing |
| <i>“International Underwriting Agreement”</i> | the underwriting agreement expected to be entered into on or around September 26, 2013 by, among other parties, our Company, the Controlling Shareholders, the Selling Shareholders, the Over-allotment Option Grantors, the Joint Global Coordinators and the Joint Bookrunners (for themselves and on behalf of the International Underwriters), as further described in the section headed “Underwriting — The International Placing” |
| <i>“iResearch”</i> | Shanghai iResearch Co., Ltd, an independent industry consultant commissioned by the Group to prepare an independent research report |
| <i>“Issuing Mandate”</i> | the general unconditional mandate given to the Directors by the Shareholders relating to the issue of Shares, further details of which are set out in the section headed “Appendix IV — Statutory and General Information” |
| <i>“Jieyou”</i> | Guangzhou Jieyou Software Co., Ltd.* (also referred to as Guangzhou Jieyou Software Company Limited*) (廣州捷遊軟件有限公司), a limited company established under the laws of the PRC on June 7, 2012, the financial results of which have been consolidated and accounted for as a subsidiary of our Company by virtue of the Contractual Arrangements, and one of the PRC Operational Entities. Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang holds 20.94%, 12.37%, 17.13%, 0.95% and 48.61% equity interests in Jieyou, respectively |

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| <i>“Joint Bookrunners”</i> | in respect of the Hong Kong Public Offering, Morgan Stanley Asia Limited, J.P. Morgan Securities (Asia Pacific) Limited, China International Capital Corporation Hong Kong Securities Limited and Macquarie Capital Securities Limited, and in respect of the International Placing, Morgan Stanley & Co. International plc, J.P. Morgan Securities plc, China International Capital Corporation Hong Kong Securities Limited and Macquarie Capital Securities Limited |
| <i>“Joint Global Coordinators”</i> | Morgan Stanley Asia Limited and J.P. Morgan Securities (Asia Pacific) Limited |
| <i>“Joint Lead Managers”</i> | in respect of the Hong Kong Public Offering, Morgan Stanley Asia Limited, J.P. Morgan Securities (Asia Pacific) Limited, China International Capital Corporation Hong Kong Securities Limited and Macquarie Capital Securities Limited, and in respect of the International Placing, Morgan Stanley & Co. International plc, J.P. Morgan Securities plc, China International Capital Corporation Hong Kong Securities Limited and Macquarie Capital Securities Limited |
| <i>“Joint Sponsors”</i> | Morgan Stanley Asia Limited and J.P. Morgan Securities (Far East) Limited |
| <i>“Keith Huang Trust”</i> | a discretionary trust set up by Mr. Huang of which Managecorp Limited acts as the trustee and the beneficiaries of which are Mr. Huang and certain of his family members |
| <i>“Latest Practicable Date”</i> | September 12, 2013 being the latest practicable date for ascertaining certain information in this prospectus before its publication |
| <i>“Listing”</i> | the listing of the Shares on the Main Board |
| <i>“Listing Committee”</i> | the listing subcommittee of the board of directors of the Hong Kong Stock Exchange |
| <i>“Listing Date”</i> | the date, expected to be on October 3, 2013, on which the Shares are listed and from which dealings in the Shares are permitted to take place on the Stock Exchange |
| <i>“Listing Rules”</i> | The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time) |
| <i>“Main Board”</i> | the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange |
| <i>“Managecorp Limited”</i> | Managecorp Limited, the trustee of each of the Family Trusts |
| <i>“Maximum Offer Price”</i> | HK\$55.00 (being the high end of the Offer Price range stated in this prospectus) |
| <i>“Memorandum”</i> | a memorandum entered into by the Founders on January 5, 2013 pursuant to which they confirmed their previous oral agreement to exercise common control over our Company, our subsidiaries and our PRC Operational Entities and the conduct of business by such entities |

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| <i>“Memorandum of Association”</i> | the memorandum of association of our Company, conditionally adopted on September 1, 2013 and as amended from time to time |
| <i>“MIIT”</i> | Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) (formerly known as the Ministry of Information Industry) |
| <i>“MOC”</i> | Ministry of Culture of the PRC (中華人民共和國文化部) |
| <i>“MOFCOM”</i> | Ministry of Commerce of the PRC (中華人民共和國商務部) or its competent local branches |
| <i>“Mr. Huang”</i> | Mr. Huang Weibing (黃衛兵) (alias: Huang Kai (黃凱)), one of the Founders and the settlor of the Keith Huang Trust |
| <i>“Mr. Liao”</i> | Mr. Liao Dong (廖東), one of the Founders and the settlor of the Hao Dong Trust |
| <i>“Mr. Wang”</i> | Mr. Wang Dongfeng (汪東風), one of the Founders and the settlor of the Wang Trust |
| <i>“Mr. Yang”</i> | Mr. Yang Tao (楊韜), one of the Founders |
| <i>“Mr. Zhuang”</i> | Mr. Zhuang Jieguang (莊捷廣), one of the Founders and the settlor of the ZHUANGJG Trust |
| <i>“NDRC”</i> | 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) or its competent local branches |
| <i>“Nomination Committee”</i> | the nomination committee of the Board |
| <i>“Offer Price”</i> | the final Hong Kong dollar price per Offer Share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee) at which the Offer Shares are to be subscribed pursuant to the Global Offer, as further described in the section headed “Structure of the Global Offering — Pricing and Allocation” |
| <i>“Offer Share(s)”</i> | the Hong Kong Offer Share(s) and the International Placing Share(s) |
| <i>“Ordinary Share(s)”</i> | ordinary share(s) with nominal value of US\$0.0001 each in the share capital of the Company |
| <i>“Over-allotment Option”</i> | the option expected to be granted by the Over-allotment Option Grantors to the Joint Global Coordinators (on behalf of the International Underwriters), exercisable by the Stabilizing Manager pursuant to the International Underwriting Agreement from the Listing Date to the 30 th day after the last day for lodging applications under the Hong Kong Public Offering, to require the Over-allotment Option Grantors to sell up to 4,705,500 Shares (representing in aggregate 15% of the initial Offer Shares) to, among other things, cover over-allocations in the International |

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| | Placing, if any, details of which are described in the section headed “Structure of the Global Offering — Over-allotment Option” |
| “Over-allotment Option Grantors” | Foga Development, Foga Group, Foga Holdings and Foga Networks as set out in the section headed “Appendix IV — Statutory and General Information — 10. Particulars of the Selling Shareholders and the Over-allotment Option Grantors” |
| “PBOC” | The People’s Bank of China (中國人民銀行), the central bank of China |
| “PBOC Rate(s)” | the exchange rate for foreign exchange transactions set daily by PBOC based on the China interbank foreign exchange market rate of the previous day and with reference to current exchange rates on the world financial markets |
| “People’s Congress” | the PRC’s legislative apparatus, including the National People’s Congress of the PRC and all the local people’s congresses (including provincial, municipal and other regional or local people’s congresses) as the context may require, or any of them |
| “Pineapple” | Pineapple Grove Limited, a company incorporated in the BVI on April 11, 1997. It is owned 50.10% by Mr. Tom Hwang and 49.90% by Ms. Nancy Tsai, who are Independent Third Parties. It will directly hold approximately 0.88% of the issued share capital of our Company immediately upon completion of the Global Offering (without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options and the Post-IPO Share Options and any Shares to be issued pursuant to the RSU Scheme) |
| “Post-IPO Share Options” | options to be granted under the Post-IPO Share Option Scheme |
| “Post-IPO Share Option Scheme” | the post-IPO share option scheme conditionally adopted by our Company on September 1, 2013, for the benefit of our Directors, members of senior management, employees and other eligible participants defined in the scheme; a summary of the principal terms is set forth in the section headed “Appendix IV — Statutory and General Information — Post-IPO Share Option Scheme” |
| “PRC GAAP” | generally accepted accounting principles in the PRC |
| “PRC government” or “State” | the government of the PRC, including 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 Operational Entities” | collectively, Feiyin, Weidong and Jieyou, the financial results of which have been consolidated and accounted for as a subsidiary of our Company by virtue of the Contractual Arrangements |
| “Preferred Holders Majority” | the holders of at least a majority of the voting power of the outstanding Series A Preferred Shares (voting together as a class and on an as converted basis) |

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| <i>“Pre-IPO Investments”</i> | collectively, the pre-IPO investments in the Company undertaken by TA, Qiming and Ignition pursuant to the Series A Preferred Share Purchase Agreement and the pre-IPO investments undertaken by Pineapple, Soaring Harmony, Alpaca and Prometheus, details of which are set out in the section headed “Our History, Reorganization and Corporate Structure — Pre-IPO Investments” |
| <i>“Pre-IPO Share Options”</i> | options granted under the Pre-IPO Share Option Scheme |
| <i>“Pre-IPO Share Option Scheme”</i> | the pre-IPO share option scheme approved and adopted by our Shareholders on October 31, 2012, which was amended and restated on September 1, 2013, for the benefit of our Directors, members of senior management, employees and other eligible participants defined in the scheme; a summary of the principal terms is set forth in the section headed “Appendix IV — Statutory and General Information — Pre-IPO Share Option Scheme” |
| <i>“Pre-Series A Investors”</i> | collectively, Mr. Wong Po Tsan and Ms. Wang Baoshan |
| <i>“Price Determination Agreement”</i> | the agreement to be entered into between our Company (for ourselves and on behalf of the Selling Shareholders) and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) on the Price Determination Date to record and fix the Offer Price |
| <i>“Price Determination Date”</i> | the date, expected to be on or about September 26, 2013 on which the Offer Price is fixed for the purposes of the Global Offering, and in any event no later than September 27, 2013, or such other date as agreed between parties |
| <i>“Prometheus”</i> | Prometheus Capital (International) Co, Ltd, a company incorporated in the BVI on February 4, 2013. It is wholly owned by Mr. Wang Sicong, an Independent Third Party. It will directly hold approximately 0.88% of the issued share capital of our Company immediately upon completion of the Global Offering (without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options and the Post-IPO Share Options and any Shares to be issued pursuant to the RSU Scheme) |
| <i>“prospectus”</i> | this prospectus being issued in connection with the Hong Kong Public Offering |
| <i>“Qiming”</i> | collectively, Qiming Venture Partners III, L.P., an exempted limited partnership registered in the Cayman Islands on May 6, 2011, and Qiming Managing Directors Fund III, L.P., an exempted limited partnership registered in the Cayman Islands on May 6, 2011, and which are Series A Investors. The beneficial owners of Qiming Venture Partners III, L.P. include 56 limited partners, each of whom owns less than 10% of the shareholding interests of Qiming Venture Partners III, L.P. and are all Independent Third Parties. The beneficial owners of Qiming Managing Directors Fund, III, L.P. include 29 limited partners, each of whom owns less than 10% of |

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| | the shareholding interests of Qiming Managing Directors Fund III, L.P. and are all Independent Third Parties. Qiming will directly hold approximately 3.02% of the issued share capital of our Company immediately upon the completion of the Global Offering (without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options and the Post-IPO Share Options and any Shares to be issued pursuant to the RSU Scheme) |
| <i>“Qualified Institutional Buyers” or “QIBs”</i> | qualified institutional buyers as defined in Rule 144A |
| <i>“Regulation S”</i> | Regulation S under the U.S. Securities Act |
| <i>“Remuneration Committee”</i> | the remuneration committee of the Board |
| <i>“Renminbi” or “RMB”</i> | Renminbi yuan, the lawful currency of the PRC |
| <i>“Reorganization”</i> | the reorganization arrangements undergone by our Group in preparation for the Listing as described in the section headed “Our History, Reorganization and Corporate Structure” |
| <i>“Right of First Refusal and Co-Sale Agreement”</i> | a right of first refusal agreement and co-sale agreement dated June 15, 2012 entered into by and among the Company, the Founders, the Holding Companies and the Series A Investors as amended by an amendment agreement to the right of first refusal and co-sale agreement dated March 8, 2013 entered into by and among the parties thereto, details of which are set out in the section headed “Our History, Reorganization and Corporate Structure — Pre-IPO Investments” |
| <i>“RSUs”</i> | restricted share units granted pursuant to the RSU Scheme |
| <i>“RSU Scheme”</i> | the scheme conditionally approved and adopted by our Company on September 1, 2013 for the grant of RSUs to RSU participants following the completion of the Global Offering, a summary of the principal terms of which is set forth in the section headed “Appendix IV — Statutory and General Information — RSU Scheme” |
| <i>“Rule 144A”</i> | Rule 144A under the U.S. Securities Act |
| <i>“SAFE”</i> | the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局) |
| <i>“SAIC”</i> | 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) |
| <i>“Sale Shares”</i> | 10,979,500 Shares to be offered for sale by the Selling Shareholders in the International Placing |
| <i>“SAT”</i> | the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局) |

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| <i>“Second Round Pre-IPO Investors”</i> | collectively Pineapple, Soaring Harmony, Alpaca and Prometheus |
| <i>“Securities and Futures Commission” or “SFC”</i> | the Securities and Futures Commission of Hong Kong |
| <i>“Selling Shareholders”</i> | the Series A Investors as set out in the section headed “Appendix IV — Statutory and General Information — 10. Particulars of the Selling Shareholders and the Over-allotment Option Grantors” |
| <i>“Series A Investors”</i> | collectively, TA, Qiming and Ignition |
| <i>“Series A Preferred Share Purchase Agreement”</i> | the series A preferred share purchase agreement entered into by and among the Company, the Series A Investors, the Founders, the Holding Companies, Weidong, Feiyin and the Pre-Series A Investors on April 29, 2012, as amended and restated on June 15, 2012, details of which are set out in the section headed “Our History, Reorganization and Corporate Structure — Pre-IPO Investments” |
| <i>“Series A Preferred Shares”</i> | the series A preferred shares with nominal value of US\$0.0001 each issued by the Company to the Series A Investors pursuant to the Series A Preferred Share Purchase Agreement |
| <i>“SFO”</i> | the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| <i>“Share(s)”</i> | Ordinary Share(s) and Series A Preferred Share(s), and, upon the completion of the Global Offering, Ordinary Share(s) |
| <i>“Shareholder(s)”</i> | holder(s) of our Shares |
| <i>“Shareholders Agreement”</i> | a shareholders agreement dated June 15, 2012 entered into by and among the Company, Foga Tech, Weidong, Feiyin, the Founders, the Holding Companies and the Series A Investors as amended by an amendment agreement to the shareholders agreement dated March 8, 2013 entered into by and among the parties thereto, details of which are set out in the section headed “Our History, Reorganization and Corporate Structure — Pre-IPO Investments” |
| <i>“Share Restriction Agreement”</i> | a share restriction agreement dated June 15, 2012 entered into by and among the Company, the Founders, the Holding Companies and the Series A Investors as amended by an amendment agreement to the share restriction agreement dated March 8, 2013 entered into by and among the parties thereto, details of which are set out in the section headed “Our History, Reorganization and Corporate Structure — Pre-IPO Investments” |
| <i>“Soaring Harmony”</i> | Soaring Harmony Limited (翔和有限公司), a company incorporated in the BVI on January 14, 2013. It is owned by Mr. Bainan Shou, an Independent Third Party. It will directly hold approximately 2.64% of the issued share capital of our Company immediately upon |

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| | completion of the Global Offering (without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options and the Post-IPO Share Options and any Shares to be issued pursuant to the RSU Scheme) |
| <i>“Stabilizing Manager”</i> | Morgan Stanley Asia Limited |
| <i>“State Council”</i> | State Council of the PRC (中華人民共和國國務院) |
| <i>“Stock Borrower”</i> | Morgan Stanley & Co. International plc, who may borrow stocks from the Over-allotment Option Grantors pursuant to the Stock Borrowing Agreement |
| <i>“Stock Borrowing Agreement”</i> | the stock borrowing agreement expected to be entered into between the Over-allotment Option Grantors and the Stock Borrower, pursuant to which the Stock Borrower may borrow up to an aggregate of 4,705,500 Shares to, among other things, cover any over-allocations in the International Placing |
| <i>“Stock Lenders”</i> | the Over-allotment Option Grantors, who may lend Shares to the Stock Borrower pursuant to the Stock Borrowing Agreement |
| <i>“subsidiary” or “subsidiaries”</i> | has the meaning ascribed thereto in section 2 of the Companies Ordinance |
| <i>“substantial shareholder(s)”</i> | has the meaning ascribed thereto in the Listing Rules |
| <i>“TA”</i> | TA FG Acquisitions, an exempted company incorporated in the Cayman Islands on April 26, 2012 with limited liability and one of the Series A Investors. TA XI, L.P., an Independent Third Party, holds 68.20% shareholding interests in TA. It will directly hold approximately 10.47% of the issued share capital of our Company immediately upon the completion of the Global Offering (without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options and the Post-IPO Share Options and any Shares to be issued pursuant to the RSU Scheme) |
| <i>“Taxation” or “Taxes”</i> | all forms of taxation whenever created, imposed or arising and whether of Hong Kong, the PRC or of any other part of the world and, without prejudice to the generality of the foregoing, includes all forms of taxation on or relating to profits, salaries, interest and other forms of income, taxation on capital gains, sales and value added taxation, estate duty, death duty, capital duty, stamp duty, payroll taxation, withholding taxation, rates and other taxes or charges relating to property, customs and other import and excise duties, and generally any taxation, duty, impost, levy, rate, charge or any amount payable to taxing, revenue, customs or fiscal Authorities whether of Hong Kong, the PRC or of any other part of the world, whether by way of actual assessment, loss of allowance, withholding, deduction or credit available for relief or otherwise, |

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| | and including any penalties and/or interest arising in respect of any taxation |
| <i>“Track Record Period”</i> | the three years ended December 31, 2012 and the six months ended June 30, 2013 |
| <i>“Underwriters”</i> | the Hong Kong Underwriters and the International Underwriters |
| <i>“Underwriting Agreements”</i> | the Hong Kong Underwriting Agreement and the International Underwriting Agreement |
| <i>“United States,” “USA” “U.S.” or “US”</i> | the United States of America, its territories, its possessions and all areas subject to its jurisdiction |
| <i>“US dollar(s),” “US\$” or “USD”</i> | United States dollars, the lawful currency of the United States |
| <i>“U.S. Securities Act”</i> | United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time |
| <i>“VAT”</i> | value-added tax; all amounts are exclusive of VAT in this prospectus except indicated otherwise |
| <i>“Wang Trust”</i> | a discretionary trust set up by Mr. Wang of which Managecorp Limited acts as the trustee and the beneficiaries of which are Mr. Wang and certain of his family members |
| <i>“Weidong”</i> | Guangzhou Weidong Internet Technology Co., Ltd.* (also referred to as Guangzhou Weidong Internet Technology Company Limited*) (廣州維動網絡科技有限公司), a limited company established under the laws of the PRC on January 22, 2007, the financial results of which have been consolidated and accounted for as a subsidiary of our Company by virtue of the Contractual Arrangements, and one of the PRC Operational Entities. Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang holds 23.75%, 41.10%, 24.70%, 0.95% and 9.50% equity interests in Weidong, respectively |
| <i>“White Form eIPO”</i> | the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO at www.eipo.com.hk |
| <i>“White Form eIPO Service Provider”</i> | Computershare Hong Kong Investor Services Limited |
| <i>“WPIP”</i> | the web proof information pack of the Company posted on the Hong Kong Stock Exchange’s website at www.hkexnews.hk |
| <i>“ZHUANGJG Trust”</i> | a discretionary trust set up by Mr. Zhuang of which Managecorp Limited acts as the trustee and the beneficiaries of which are Mr. Zhuang and certain of his family members |
| <i>“91wan”</i> | our self-publishing platforms, including 91wan.com, 2918.com, 9vs.com, 915.com and 336.com |
| <i>“%”</i> | per cent |

DEFINITIONS

In this prospectus:

- (a) the English names or descriptions of PRC nationals, entities, government authorities, departments, facilities, certificates, titles, laws and regulations, etc., are translations of their Chinese names. If there is any inconsistency, the Chinese names shall prevail;
- (b) unless expressly stated or otherwise required by the context, all data are as of the Latest Practicable Date;
- (c) 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; and
- (d) English translations of company names and other terms from the Chinese language are marked with “*” and are provided for identification purposes only.