
OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

OUR HISTORY

Our Group's history can be traced back to 2009 when our five Founders, Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang, who are also currently our Executive Directors or senior management, acquired Feiyin and Weidong with their cash savings.

To cope with our rapid business expansion and meet market demands, in 2012, our Founders used their cash savings to establish Jieyou in the PRC to further develop our game development business. Currently, Feiyin and Jieyou primarily focus on game development, with Feiyin on ARPGs and Jieyou on turn-based RPGs, while Weidong primarily focuses on game publishing with a nationwide network which hosts multiple webgame players playing online games simultaneously.

Since December 2009, we have successfully developed and launched multiple award-winning webgames. We have also built and now operate a nationwide game publishing platform, *91wan*, which hosts players in playing webgames developed by us and other webgame developers.

OUR BUSINESS MILESTONES

The following table summarizes various key milestones in the development of our business:

Year	Milestone
September 2009	<ul style="list-style-type: none">Our Founders acquired 100% equity interests in Feiyin and Weidong to conduct game development and game platform operation
December 2009	<ul style="list-style-type: none"><i>Ming Dynasty</i> was awarded “The Best Webgame of 2009” in the 7th China International Cyberculture Exposition. It was launched in August 2009 and is the first game we officially launched
December 2010	<ul style="list-style-type: none"><i>91wan</i> was awarded “China’s Top 10 Best Webgame Publishing Platform” by Internet Society of China (中國互聯網協會) and China Investment (中國投資)
April 2011	<ul style="list-style-type: none">Feiyin was awarded “The Best Webgame Developing Company in 2010” in the 4th China Webgame Summit
July 2011	<ul style="list-style-type: none">We were incorporated in the Cayman Islands<i>91wan</i> was awarded “The Top 10 Game Operating Platforms” by Baidu Game Billboard (百度遊戲風雲榜)
August 2011	<ul style="list-style-type: none">Foga Tech was incorporated in Hong Kong as a holding company of our subsidiaries and PRC Operational Entities
November 2011	<ul style="list-style-type: none"><i>91wan</i> was awarded “The Top 10 Popular Webgames among Webgame Players” and “The Webgame Developers’ Most Favored Network” at the 2nd China Original Webgame Summit Meeting
January 2012	<ul style="list-style-type: none">Feiyin was named by Forbes China as one of the “2012 Forbes China Private Companies with the Highest Potential”
March 2012	<ul style="list-style-type: none">Hongkong Ledong, a wholly-owned subsidiary of Foga Tech, was incorporated in Hong Kong as a holding company to manage our overseas businessRegistered players of <i>91wan</i> reached 100 million
April 2012	<ul style="list-style-type: none">《凡人修真II》(translated as “<i>Soul Guardian II</i>”) was awarded “The Most Innovative Webgame in 2011” at the 5th China Webgame and Mobile Game Summit

OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Year	Milestone
May 2012	<ul style="list-style-type: none"> Our first mobile game 《風雲天下OL》 (translated as “<i>The Era of Storms</i>”) was launched
June 2012	<ul style="list-style-type: none"> The Series A Investors invested in us
July 2012	<ul style="list-style-type: none"> 《真王》 (translated as “<i>True King</i>”) was awarded “2012 Most Innovative Game” by Tencent QQ 91wan was awarded “The Top 10 Game Operating Platforms” by Baidu Game Billboard (百度遊戲風雲榜)
September 2012	<ul style="list-style-type: none"> Feiying was selected as one of China’s Cultural Export Focus Enterprises in the year 2011-2012, which was awarded by various PRC government authorities, including MOFCOM and the Ministry of Finance of the PRC
December 2012	<ul style="list-style-type: none"> One of our game developing studios was awarded the “Webgame Developing Team Award” by China Quality Developer Review Committee of China Game Developer Association 《醉西遊》 (translated as “<i>Charmed Westward Journey</i>”) was awarded “China’s Most Valued Webgame in 2012” at the 3rd China Original Webgame Summit Meeting
January 2013	<ul style="list-style-type: none"> 《凡人修真II》 (translated as “<i>Soul Guardian II</i>”) was awarded “2012 Top 10 Popular Webgames” at the China Game Industry Annual Conference
March 2013	<ul style="list-style-type: none"> 《醉西遊》 (translated as “<i>Charmed Westward Journey</i>”) was awarded “2012 Quality Webgame (Golden Finger Prize)” at the China Game Industry Annual Conference
March/April 2013	<ul style="list-style-type: none"> Second Round Pre-IPO Investors invested in us
April 2013	<ul style="list-style-type: none"> We acquired a minority interest in Appionics, the owner and operator of the Animoca studio, to expand into the mobile and overseas market

We had successfully developed over 30 easy-to-access, highly engaging and popular games as of June 30, 2013. Our own publishing platform, 91wan, published 79 self-developed and licensed games and had attracted over 179 million registered players as of June 30, 2013.

OUR GROUP’S ESTABLISHMENT

Acquisition of Feiying

Feiying primarily engages in the development of games with a forte in ARPG genre with realistic graphics style. It was incorporated in the PRC on April 12, 2004 by its founders, Mr. Hu Xian Hua and Mr. Liu Yong Xin, who are Independent Third Parties. Since its incorporation, a number of equity transfers took place among certain PRC individuals.

On September 21, 2009, with a view of venturing into the business of game development and game platform operation, Mr. Huang and Mr. Lin Shaomeng (an Independent Third Party and trustee on behalf of Mr. Wang, Mr. Liao, Mr. Yang and Mr. Zhuang) each acquired 50% equity interest in Feiying from the then shareholders, who are Independent Third Parties, at a total consideration of RMB10,000,000. The consideration was determined based on the then registered capital of Feiying of RMB10,000,000 and contributed by our Founders using their cash savings. On March 2, 2010, Mr. Wang, Mr. Liao, Mr. Yang and Mr. Zhuang on the other hand and Mr. Huang and Mr. Lin Shaomeng on the other hand entered into a supplemental agreement to the trust arrangement pursuant to which Mr. Lin Shaomeng transferred legal ownership of 1% of the equity interests in Feiying to Mr. Huang. Following this transfer, Feiying was held in trust, on behalf of the Founders, 51% and 49%

OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

by Mr. Huang and Mr. Lin Shaomeng, respectively, and the beneficial interests of Feiyin remained unchanged. On December 24, 2010, Mr. Lin Shaomeng transferred his legal ownership of 49% equity interests in Feiyin to Mr. Luo Haitao (an Independent Third Party). On the same day, the trust arrangement with Mr. Huang and Mr. Lin Shaomeng as trustees was terminated and a trust arrangement was set up with Mr. Huang and Mr. Luo Haitao holding 58.9% equity interests in trust on behalf of Mr. Wang, Mr. Liao, Mr. Yang and Mr. Zhuang. According to our PRC legal advisers, Jingtian & Gongcheng, no regulatory approval for the acquisition and the trust arrangements was required. At the time the acquisition of Feiyin was completed, Feiyin had a net asset value of RMB12,723,000. In addition, Feiyin had hired approximately 30 game development personnel and had developed two webgames, namely 明朝時代 (translated as “*Ming Dynasty*”) and 射雕傳 (translated as “*The Legend of the Condors*”), which were launched in August 2009 and December 2009, respectively. As a result, Feiyin was beneficially owned by Mr. Wang as to 23.75%, Mr. Huang as to 41.10%, Mr. Liao as to 24.70%, Mr. Yang as to 0.95% and Mr. Zhuang as to 9.50%, respectively.

On May 12, 2011, the trust arrangement with Mr. Huang and Mr. Luo Haitao was terminated and Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang became the legal registered shareholders of Feiyin, holding 23.75%, 41.10%, 24.70%, 0.95% and 9.50% equity interests, respectively.

Acquisition of Weidong

Weidong primarily focuses on operating game platform to host multiple webgame players playing online games simultaneously. It was incorporated in the PRC on January 22, 2007 by its founders, Ms. Wu Weiwei and Mr. Yang Yunfei. Mr. Yang Yunfei is an Independent Third Party. Ms. Wu Weiwei is the wife of Mr. Liao. At the time of its incorporation, Ms. Wu Weiwei and Mr. Yang Yunfei held 90% and 10% equity interests, respectively, in Weidong. Since its incorporation, a number of equity transfers took place among certain PRC individuals.

As of September 1, 2009, Ms. Wu Weiwei and Ms. Liao Xiqin held 90% and 10% equity interests in Weidong, respectively. Ms. Liao Xiqin is the sister of Mr. Liao. On September 1, 2009, Ms. Wu and Ms. Liao entered into an agreement to transfer 100% equity interests in Weidong to our Founders for a total cash consideration of RMB10,000,000. The consideration was determined based on the registered capital of Weidong and paid by our Founders using their respective cash savings. According to our PRC legal advisers, Jingtian & Gongcheng, no regulatory approval for the acquisition was required. At the time the acquisition of Weidong was completed, Weidong had a net asset value of RMB7,831,000. In addition, Weidong had hired approximately 20 game development personnel and had published two webgames, namely 明朝時代 (translated as “*Ming Dynasty*”) and 熱血三國 (translated as “*The Tale of Three Kingdoms*”). Upon completion of the transfer, Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang acquired 23.75%, 41.10%, 24.70%, 0.95% and 9.50% equity interests, respectively, in Weidong. At the same time, for administrative convenience, the Founders entered into a trust arrangement with Ms. Wu and Ms. Liao whereby Ms. Wu and Ms. Liao agreed to hold on trust, collectively 100% equity interests in Weidong on behalf of the Founders.

On May 12, 2011, the trust arrangement was terminated and Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang became the legal registered shareholders of Weidong, holding 23.75%, 41.10%, 24.70%, 0.95% and 9.50% equity interests, respectively.

The reasons that the Founders entered into trust arrangements with the then existing shareholders of Feiyin and Weidong were based on commercial considerations. Given that the principal operations of Feiyin and Weidong were in Guangzhou but the Founders (except for Mr. Huang) were unable to manage the business of Feiyin and Weidong in Guangzhou on a daily basis, in order for Feiyin and Weidong to operate efficiently and conduct day-to-day administrative matters in a timely manner, the Founders decided to hold the equity interests in Feiyin and Weidong by way of trust arrangements. Further, in order to prevent other competitors in the market from targeting Feiyin and Weidong as a potential major threat because they were under common control of the

OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Founders, the Founders decided to hold their equity interests in Feiyin and Weidong through different trustees to make it less easy for the competitors to identify the beneficial owners of Feiyin and Weidong. The Founders terminated the trust arrangements in Feiyin and Weidong subsequently as the business operations of Feiyin and Weidong gradually became more established and the Founders intended to streamline the corporate structure of Feiyin and Weidong to increase administrative efficiency and to prepare for the Listing. Our PRC legal advisers, Jingtian & Gongcheng, have confirmed that the trust arrangements and their subsequent termination were in compliance with the laws and regulations of the PRC and the reasons for entering into such trust arrangements do not violate any applicable PRC laws.

Establishment of Jieyou

Jieyou primarily engages in the development of games with a focus on the turn-based genres with cartoon style graphics. It was incorporated in the PRC on June 7, 2012 for the purpose of developing software products and, in particular, webgames. At the time of its incorporation, Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang held 23.75%, 41.10%, 24.70%, 0.95% and 9.50% equity interests in Jieyou, respectively.

On July 5, 2012, transfers of equity interests in Jieyou took place among the Founders:

- Mr. Huang transferred 28.73% equity interests to Mr. Zhuang for a cash consideration of RMB2,873,000;
- Mr. Liao transferred 7.57% equity interests to Mr. Zhuang for a cash consideration of RMB757,000; and
- Mr. Wang transferred 2.81% equity interests to Mr. Zhuang for a cash consideration of RMB281,000.

The above transfers were conducted in order to increase the equity interests of Mr. Zhuang in Jieyou upon his appointment as the chief executive officer of Jieyou. The cash consideration paid for each transfer was determined based on the then-registered capital of Jieyou and funded by Mr. Zhuang using his cash savings. Upon the completion of the equity transfers, Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang held 20.94%, 12.37%, 17.13%, 0.95% and 48.61% equity interests in Jieyou, respectively.

OUR GROUP'S REORGANIZATION

In order to comply with the relevant PRC laws and regulations while availing ourselves of international capital markets and maintaining effective control over all our operations in the PRC, our Group commenced a series of offshore and onshore reorganization activities from July 2011 onwards.

1. Incorporation of the Holding Companies and Establishment of the Company

On July 26, 2011, our Company was incorporated in the Cayman Islands as an exempted company with limited liability. Immediately after our incorporation, we issued 2,373, 4,110, 2,470, 95 and 950 ordinary shares to each of our Founders through their respective 100% owned offshore entities, namely Foga Group, Foga Networks, Foga Holdings, Foga Internet Development and Foga Development, representing 23.75%, 41.10%, 24.70%, 0.95% and 9.50% shareholding interests in the Company, respectively.

2. Establishment of Our Hong Kong Subsidiaries

Foga Tech is our wholly-owned subsidiary incorporated in Hong Kong on August 9, 2011. It was established as a holding company of our subsidiaries and the PRC Operational Entities. Since the date of incorporation and up to the Latest Practicable Date, we held 100% shareholding interests in Foga Tech.

Hongkong Ledong is a wholly-owned subsidiary of Foga Tech and was incorporated in Hong Kong on March 22, 2012. It was established as a holding company to manage our overseas business. Since the date of incorporation and up to the Latest Practicable Date, Foga Tech held 100% shareholding interests in Hongkong Ledong.

OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

3. *Establishment of Feidong*

Feidong is the direct wholly-owned subsidiary of Foga Tech and was incorporated as a wholly-foreign owned enterprise in the PRC on June 13, 2012. It was established to carry out the business of computer software and hardware development and to provide related technical information services.

4. *Contractual Arrangements*

In order to comply with relevant PRC laws and regulations and maintain effective control over all of our operations, in June and July 2012, Feidong entered into a series of Contractual Arrangements with the PRC Operational Entities and their respective shareholders, who are also our Founders. Through these Contractual Arrangements, the Group is able to gain effective control over, and receive all the economic benefits generated by these PRC Operational Entities. Please refer to the section headed “Contractual Arrangements” for details of the Contractual Arrangements. Since the date of incorporation and up to the Latest Practicable Date, Foga Tech held 100% equity interests in Feidong.

5. *Transfer of Shares from Foga Networks to Longling Capital Ltd. and Baolink Capital Ltd.*

Our Founders entered into the Cooperation Agreement with the Pre-Series A Investors who are Independent Third Parties, at the time when the Founders acquired Feiyin and Weidong in September 2009. Ms. Wang Baoshan, one of the Pre-Series A Investors, is an individual who engages in investments in Internet-related businesses. During her search for investment targets in 2009, she was introduced to the Founders and their webpage business in Feiyin and Weidong, and decided to offer assistance to the Founders in the business expansion of Feiyin and Weidong in exchange for investment return. The other Pre-Series A Investor, Mr. Wang Po Tsan, the brother of Ms. Wang Baoshan, jointly invested in us by entering into the Cooperation Agreement with us in 2009. Pursuant to the Cooperation Agreement, the Pre-Series A Investors agreed to assist in the business expansion of Feiyin and Weidong by introducing and liaising with potential business partners, game developers and marketing agencies for our Founders during the year of 2009. In return, the Founders promised to grant 24% of the equity interests in a future offshore entity to them when such entity is set up. They made use of their market knowledge and business network to introduce various publishing platforms, webpage development and publishing personnel to us. Their assistance was particularly important to us at that time as our business was still in the early stage of development. With their assistance, our business was able to transit smoothly from a start-up stage to a relatively more advanced stage.

Pursuant to the Cooperation Agreement, on September 15, 2011, Foga Networks transferred 1,600 and 800 Ordinary Shares representing 16% and 8% (24% in aggregate) shareholding interests in us to Longling Capital Ltd., and Baolink Capital Ltd., the two 100% owned offshore entities set up by the Pre-Series A Investors, respectively, for a nominal cash consideration of US\$1.00 each.

On May 15, 2012, for administrative convenience, Longling Capital Ltd. and Baolink Capital Ltd. transferred the 1,600 and 800 Ordinary Shares back to Foga Networks for a nominal cash consideration of US\$1.00 each, for Foga Networks to hold such interests on trust and on behalf of Longling Capital Ltd. and Baolink Capital Ltd..

6. *Issue of Series A Preferred Shares and the First Share Split*

On April 29, 2012, we entered into the Series A Preferred Share Purchase Agreement with, among others, the Series A Investors, whereby the Series A Investors made an aggregate investment of US\$68,800,000 in the Company. Please refer to the section below headed — “Pre-IPO Investments” for details.

On June 15, 2012, the Series A Preferred Share Purchase Agreement was amended and restated, and we underwent a share split whereby one Ordinary Share of par value of US\$1.00 was split into 1,000

OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Ordinary Shares of par value of US\$0.001 each and one Series A Preferred Share of par value of US\$1.00 was split into 1,000 Series A Preferred Shares of par value of US\$0.001 each. Upon the completion of the share split, our authorized share capital was US\$50,000 divided into 47,094,056 Ordinary Shares of par value of US\$0.001 each and 2,905,944 Series A Preferred Shares of par value of US\$0.001 each. Our issued share capital was US\$7,600 divided into 7,600,000 Ordinary Shares of US\$0.001 each.

Immediately subsequent to the share split, we issued and allotted a total of 2,905,944 Series A Preferred Shares to the Series A Investors for a total cash consideration of US\$68,800,000. The consideration was determined based on arm's length negotiation. Upon our listing on the Main Board of the Hong Kong Stock Exchange, the Series A Preferred Shares will be automatically converted into Ordinary Shares of the Company on a one-to-one basis without the payment of any additional consideration.

7. *Repurchase of Shares from Foga Networks on behalf of Longling Capital Ltd. and Baolink Capital Ltd.*

Given the desire of the Pre-Series A Investors to exit the Company, pursuant to the Series A Preferred Share Purchase Agreement, on June 15, 2012, we applied US\$58,800,000 out of the consideration received from the Series A Investors and repurchased the 2,400 Ordinary Shares (or 2,400,000 Ordinary Shares after the share split) representing 24% shareholding interests in us held by Foga Networks on behalf of Longling Capital Ltd. and Baolink Capital Ltd.. The repurchase price was determined based on arm's length negotiation with the Pre-Series A Investors. The repurchased Shares were cancelled immediately. According to the Company's Cayman Islands legal advisers, Walkers, the Cayman aspects of such repurchase was carried out in full compliance with Cayman Islands Company Law, the Articles of Association and other applicable rules and regulations, in each case, as such laws were in effect at the relevant time.

The difference between the repurchase price and the par value of the relevant share capital was recognized as a reduction of reserve which resulted in negative amount in the other reserve account in our financial statements for the year ended December 31, 2012. Please refer to the section headed "Financial Information — Shareholders' Equity" for details.

8. *Gift of Shareholding Interests in the Company to Mr. Zhuang and Mr. Yang from the Other Founders*

Pursuant to an agreement of gift of equity interests entered into among the Founders on December 31, 2011, as a reward to Mr. Zhuang and Mr. Yang for their service and contribution to the business of the Group, the other three Founders transferred 1,250 Ordinary Shares and 5 Ordinary Shares at zero consideration to Mr. Zhuang and Mr. Yang, respectively, through their respective offshore entities. These transfers took place immediately subsequent to the allotment of Series A Preferred Shares on June 15, 2012 and the first share split. Upon completion of such transfers, the shareholding interests of Foga Development and Foga Internet Development in the Company increased from 950,000 Ordinary Shares to 2,200,000 Ordinary Shares and 95,000 Ordinary Shares to 100,000 Ordinary Shares, respectively.

OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

The table below illustrates the changes in shareholdings resulting from the first share split, allotment of Series A Preferred Shares and share transfers that took place on June 15, 2012:

	Prior to the First Share Split on June 15, 2012		Upon First Share Split on June 15, 2012	Allotment of Series A Preferred Shares		Share Transfers on June 15, 2012		
				Change in Shareholdings	Shareholding Change in Resulting from the Allotment	Change in Shareholdings	Shareholding Change in Resulting from the Share Transfers	
Foga Group	2,375 Ordinary Shares	31.25%	2,375,000 Ordinary Shares	—	2,375,000 Ordinary Shares	- 170,000 Ordinary Shares - 5,000 Ordinary Shares	2,200,000 Ordinary Shares	Approximately 20.94%
Foga Networks . . .	1,710 Ordinary Shares ⁽¹⁾	22.50%	1,710,000 Ordinary Shares	—	1,710,000 Ordinary Shares	-410,000 Ordinary Shares	1,300,000 Ordinary Shares	Approximately 12.37%
Foga Holdings . . .	2,470 Ordinary Shares	32.50%	2,470,000 Ordinary Shares	—	2,470,000 Ordinary Shares	- 670,000 Ordinary Shares	1,800,000 Ordinary Shares	Approximately 17.13%
Foga Development	950 Ordinary Shares	12.50%	950,000 Ordinary Shares	—	950,000 Ordinary Shares	+ 170,000 Ordinary Shares + 670,000 Ordinary Shares +410,000 Ordinary Shares	2,200,000 Ordinary Shares	Approximately 20.94%
Foga Internet Development	95 Ordinary Shares	1.25%	95,000 Ordinary Shares	—	95,000 Ordinary Shares	+ 5,000 Ordinary Shares	100,000 Ordinary Shares	Approximately 0.95%
TA	—	—	—	+ 2,111,695 Series A Preferred Shares	2,111,695 Series A Preferred Shares	—	2,111,695 Series A Preferred Shares	Approximately 20.10%
Qiming Venture Partners III, L.P.	—	—	—	+ 589,707 Series A Preferred Shares	589,707 Series A Preferred Shares	—	589,707 Series A Preferred Shares	Approximately 5.61%
Qiming Managing Directors Fund III, L.P.	—	—	—	+ 18,587 Series A Preferred Shares	18,587 Series A Preferred Shares	—	18,587 Series A Preferred Shares	Approximately 0.18%
Ignition Growth Capital I, L.P. . . .	—	—	—	+ 184,025 Series A Preferred Shares	184,025 Series A Preferred Shares	—	184,025 Series A Preferred Shares	Approximately 1.75%
Ignition Growth Capital Managing Directors Fund I, LLC	—	—	—	+ 1,930 Series A Preferred Shares	1,930 Series A Preferred Shares	—	1,930 Series A Preferred Shares	Approximately 0.02%
	7,600 Ordinary Shares	100%	7,600,000 Ordinary Shares	+2,905,944 Series A Preferred Shares	7,600,000 Ordinary Shares 2,905,944 Series A Preferred Shares	—	7,600,000 Ordinary Shares 2,905,944 Series A Preferred Shares	Approximately 100%

OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Note:

- (1) The 1,710 Ordinary Shares owned by Foga Networks prior to the share split does not include the 1,600 and 800 Ordinary Shares that were transferred from Longling Capital Ltd. and Baolink Capital Ltd. to Foga Networks, respectively, on May 15, 2012 and subsequently repurchased by the Company on June 15, 2012.

9. *Second Share Split*

On August 21, 2012, we underwent another share split whereby one Ordinary Share of par value of US\$0.001 was split into ten Ordinary Shares of par value of US\$0.0001 each, and one Series A Preferred Share of par value of US\$0.001 was split into ten Series A Preferred Shares of par value of US\$0.0001 each. Upon the completion of the share split, our authorized share capital was US\$50,000 divided into 470,940,560 Ordinary Shares of par value of US\$0.0001 each and 29,059,440 Series A Preferred Shares of par value of US\$0.0001 each. Upon the completion of the share split, our shareholding structure was:

	Number of Shares	Shareholding Interest
Foga Group	22,000,000 Ordinary Shares	Approximately 20.94%
Foga Networks	13,000,000 Ordinary Shares	Approximately 12.37%
Foga Holdings	18,000,000 Ordinary Shares	Approximately 17.13%
Foga Development	22,000,000 Ordinary Shares	Approximately 20.94%
Foga Internet Development	1,000,000 Ordinary Shares	Approximately 0.95%
TA	21,116,950 Series A Preferred Shares	Approximately 20.10%
Qiming Venture Partners III, L.P.	5,897,070 Series A Preferred Shares	Approximately 5.61%
Qiming Managing Directors Fund III, L.P.	185,870 Series A Preferred Shares	Approximately 0.18%
Ignition Growth Capital I, L.P.	1,840,250 Series A Preferred Shares	Approximately 1.75%
Ignition Growth Capital Managing Directors Fund I, LLC	19,300 Series A Preferred Shares	Approximately 0.02%
	76,000,000 Ordinary Shares	Approximately
	29,059,440 Series A Preferred Shares	100%

10. *Pre-IPO Share Option Scheme*

The Pre-IPO Share Option Scheme was adopted on October 31, 2012, and was amended and restated on September 1, 2013. Pursuant to the Pre-IPO Share Option Scheme, as of the Latest Practicable Date, 6,303,497 options were granted to certain directors, senior management and Other Grantees. Such options represent approximately 5.02% of the issued share capital of our Company upon completion of the Global Offering (without taking into account any Shares to be issued upon the exercise of Pre-IPO Share Options and Post-IPO Share Options and any Shares to be issued pursuant to the RSU Scheme), or approximately 4.78% of the enlarged issued share capital of our Company upon full exercise of all the outstanding options granted under the Pre-IPO Share Option Scheme on completion of the Global Offering (without taking into account any Shares to be issued upon the exercise of Post-IPO Share Options and any Shares to be issued pursuant to the RSU Scheme). A summary of the principal terms of the Pre-IPO Share Option Scheme is set forth in the section headed “Appendix IV — Statutory and General Information — Pre-IPO Share Option Scheme.”

OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

11. *Establishment of Family Trusts*

On March 15, 2013, each of Mr. Wang, Mr. Huang, Mr. Liao and Mr. Zhuang, as the settlor and protector, established Family Trusts with Managecorp Limited acting as the trustee. On the same day, Mr. Wang, Mr. Huang, Mr. Liao and Mr. Zhuang transferred 100% shareholding interests in their respective Holding Companies, by way of gift at zero consideration to Managecorp Limited. Pursuant to the Family Trusts, Managecorp Limited holds the shares on trust for the benefit of Mr. Wang, Mr. Huang, Mr. Liao and Mr. Zhuang and in some cases certain of their respective family members.

12. *Pre-IPO Investments by Second Round Pre-IPO Investors*

Pineapple, Soaring Harmony, Alpaca and Prometheus acquired approximately 1.05%, 3.15%, 1.05% and 1.05% shareholding interests in the Company for a consideration of US\$4,000,000, US\$12,000,000, US\$4,000,000 and US\$4,000,000, respectively, from Foga Holdings, Foga Networks and Foga Development. The share transfers to Pineapple, Soaring Harmony, Alpaca and Prometheus were completed on March 27, 2013, March 28, 2013, March 28, 2013 and April 2, 2013 respectively. Please refer to the section headed “Pre-IPO Investments” for details.

Our PRC legal advisers, Jingtian & Gongcheng, have advised us that the onshore reorganization has obtained all relevant approvals from the relevant authorities in the PRC and that the onshore reorganization complies with the relevant laws and regulations in the PRC. Our Founders completed the necessary No.75 Notice registration regarding offshore investment by PRC residents on July 17, 2012.

HISTORICAL COMMON CONTROL OF OUR COMPANY AND OUR PRC OPERATIONAL ENTITIES

Historically, our Founders were the ultimate owners of the Group and operated the game business through the PRC Operational Entities. On January 5, 2013, they executed a Memorandum confirming 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. Please refer to the section headed “Relationships with Our Controlling Shareholders” for details.

PRE-IPO INVESTMENTS

There have been two rounds of Pre-IPO Investments in the Company. The first round of Pre-IPO Investments was undertaken by the Series A Investors and was completed on June 15, 2012. The second round of Pre-IPO Investments was undertaken by the Second Round Pre-IPO Investors and with their respective investment completed on March 27, 2013, March 28, 2013, March 28, 2013 and April 2, 2013.

Pre-IPO Investment by the Series A Investors

Overview of the Pre-IPO Investment by the Series A Investors

We entered into the Series A Preferred Share Purchase Agreement on April 29, 2012, which was then amended and restated on June 15, 2012, with, *among others*, the Series A Investors. Pursuant to the Series A Preferred Share Purchase Agreement, the Series A Investors, subject to certain conditions, agreed to subscribe for a total number of 2,905,944 Series A Preferred Shares for an aggregate consideration of US\$68,800,000. As a closing condition to the Series A Preferred Share Purchase Agreement, we, our Founders and the Series A Investors, *among others*, entered into the Shareholders Agreement, the Right of First Refusal and Co-Sale Agreement and the Share Restriction Agreement on June 15, 2012, each of which was subsequently amended on March 8, 2013.

Upon completion of the Series A Preferred Share Purchase Agreement on June 15, 2012, TA, Qiming and Ignition held 20.10%, 5.79% and 1.77%, in Series A Preferred Shares in us, respectively.

OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

The fair value change associated with the issuance of Series A Preferred Shares was recognized as fair value loss of convertible redeemable preferred shares in our Consolidated Statement of Comprehensive (Loss)/Income. Please refer to the section headed “Financial Information — Shareholders’ Equity” for details.

Principal Terms of the Pre-IPO Investment by the Series A Investors

The below table summarizes the principal terms of the Pre-IPO Investment by the Series A Investors:

Name of Series A Investors	TA FG Acquisitions Qiming Venture Partners III, L.P. Qiming Managing Directors Fund III, L.P. Ignition Growth Capital I, L.P. Ignition Growth Capital Managing Directors Fund I, LLC
Date of Investment	June 15, 2012
Amount of Consideration Paid	US\$68,800,000
Payment Date of Consideration	June 15, 2012
Cost per Series A Preferred Share Paid by Each Series A Investor	US\$23.676
Basis of Determination of the Consideration	based on arm’s length negotiations between the Series A Investors, the Company and our Founders after taking into consideration the timing of the subscription and the illiquidity of our Shares as a private company when the Series A Preferred Share Purchase Agreement was entered into.
Discount to the Offer Price⁽¹⁾	a discount of approximately 62.7% to the midpoint of the indicative Offer Price range of HK\$43.50 to HK\$55.00, on the basis of our enlarged share capital immediately upon completion of the Global Offering (without taking into account any Shares to be issued upon the exercise of Pre-IPO Share Options and Post-IPO Share Options and any Shares to be issued pursuant to the RSU Scheme).
Use of Proceeds	US\$58,800,000 was used for the repurchase of the Ordinary Shares then beneficially owned by the Pre-Series A Investors and US\$10,000,000 was used for general working capital purposes and other purposes mutually agreed by us and the Series A Investors. As of June 30, 2013, the net proceeds from the Pre-IPO Investment by the Series A Investors had not been fully utilized.

(1) For illustration purposes only. Assuming the midpoint of the indicative Offer Price range of HK\$43.50 and HK\$55.00, on the basis of our enlarged issued share capital immediately upon completion of the Global Offering (without taking into account any Shares to be issued upon the exercise of Pre-IPO Share Options and Post-IPO Share Options and any Shares to be issued pursuant to the RSU Scheme).

OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Shareholding in the Company upon Listing (After Taking into Account of Sale Shares to be Sold)⁽²⁾	10.47% by TA; 3.02% by Qiming; and 0.92% by Ignition.
Lock-up	any Shares held by the Series A Investors at Listing Date are subject to a lock-up period of one hundred eighty (180) days from the date of this Prospectus.
Voting Rights	the Series A Preferred Shares carry voting rights
Special Rights	<p>the holders of Series A Preferred Shares have been granted the following rights, each of which will be automatically terminated upon the completion of the Global Offering:</p> <ul style="list-style-type: none">• <i>Registration Rights.</i> We granted holders of the Series A Preferred Shares customary registration rights, including demand registration rights, piggyback registration rights and Form F-3 registration rights.• <i>Right of First Refusal.</i> If any of our Founders proposes to transfer any of his equity securities in us (the “Offered Shares”), we shall have the right of first refusal to purchase all the Offered Shares on the terms and conditions stated in the transfer notice given by the transferring Founder. If we have not taken up the Offered Shares, the Series A Investors have a right of first refusal to purchase the Offered Shares on a pro rata basis based on their respective shareholding.• <i>Tag Along Right.</i> If we and the Series A Investors do not exercise the respective rights of first refusal as to all of the Offered Shares, the Series A Investors have the tag along right to participate in such sale of the Offered Shares by the transferring Founder on the terms and conditions set forth in the transfer notice given by the transferring Founder.• <i>Preemptive Right.</i> If we issue new equity securities, holders of the Series A Preferred Shares have a preemptive right to subscribe for the new equity securities on a pro rata basis based on their respective shareholding.• <i>Information and Inspection Rights.</i> The holders of the Series A Preferred Shares are entitled to have access to our financial and accounting information and other books and records.• <i>Board Appointment Right.</i> TA is entitled to appoint two directors to the Board and Qiming is entitled to appoint one director to the Board. The board composition of our subsidiaries shall be the same or similar to that of the Board. In addition, each Series A Investor has the right to appoint one observer so long as it holds any Series A Preferred Shares or Ordinary Shares issued upon conversion of Series A Preferred Shares.

(2) The percentage of shareholding in the table is presented without taking into account any Shares to be issued upon the exercise of Pre-IPO Share Options and Post-IPO Share Options and any Shares to be issued pursuant to the RSU Scheme.

OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

- *Veto Rights.* The Group has provided covenants not to take certain actions without the prior written approval by holders of at least a majority of the outstanding Series A Preferred Shares (“Preferred Holders Majority”). These matters include, among others:
 - amendment or change of the rights, preferences, privileges or powers of, or the restrictions applicable to the Series A Preferred Shares;
 - creation, authorization or issuance of new equity securities;
 - any amendment or modification to any of the charter documents of any member of our Group;
 - any related party transaction;
 - liquidation, winding up, dissolution, reorganization or arrangement of any member of our Group under any law relating to bankruptcy or reorganization or relief of debtors or appointment of a receiver, trustee or other similar official;
 - any change of the size or composition of the board;
 - any investment in, or divestiture or sale by any member of our Group of an interest in another person; and
 - sale, transfer, lease, assignment, incurrence of any lien, parting with or disposal by any member of our Group, whether directly or indirectly, of any property, assets or business of such member of our Group other than in the ordinary course of business.
- *Dividends Preference.* Each holder of a Series A Preferred Share shall be entitled to dividends at the rate of 5% of the issue price per annum per Series A Preferred Share prior and in preference to other classes of shares of the Company when it is declared by the Board or at redemption. Such dividends shall be cumulative and compound annually and shall accrue on a daily basis.
- *Liquidation Preference.* In the event of any liquidation, dissolution or winding up of the Company, the holders of Series A Preferred Shares will be entitled to receive in preference to the holders of other classes of shares of the Company, a liquidation preference per share equal to 100% of the issue price of the Series A Preferred Shares, plus all accrued but unpaid dividends on such Series A Preferred Shares (“Series A Preference Amount”).
- *Redemption Rights.* At any time after the earliest of the third anniversary of the issuance date of the Series A Preferred Shares or the date that there is a material breach under any Transaction Documents (i.e. the Series A Preferred Share Purchase Agreement, the Shareholders’ Agreement, the Right of First Refusal and Co-Sale Agreement, the Contractual Arrangements, the Share Restriction Agreement, the management rights letters giving the Series A Investors certain

consultation rights and information rights, the indemnification agreements, to indemnify the Series A Investors' nominee directors' potential liabilities in their capacity as directors and the memorandum and articles of association of the Company) by us or other parties to the Transaction Documents, where the Preferred Holders Majority vote for a redemption, the Series A Investors have a right to require the Company to redeem all outstanding Series A Preferred Shares at a price equal to 150% of the issuance price plus any accrued but unpaid dividends. Upon the completion of the Global Offering, all the Series A Preferred Shares will automatically convert into Ordinary Shares. Please refer to the below paragraph — "Conversion rights — Automatic conversion." As such, the redemption rights, together with all the other special rights granted to the Series A Investors, will automatically terminate upon completion of the Global Offering. As of the Latest Practicable Date, no such redemption right had been exercised.

- *Conversion Rights.* The Series A Preferred Shares were convertible at the then effective "Series A Conversion Price," which shall initially be the issue price of the Series A Preferred Shares, resulting in an initial conversion ratio for the Series A Preferred Shares of 1:1, and shall be subject to adjustment and readjustment from time to time as provided in our then effective memorandum of association and articles of association. The holders of the Series A Preferred Shares shall have the rights described below with respect to the conversion of Series A Preferred Shares to Ordinary Shares of the Company:
 - *Optional Conversion.* Any Series A Preferred Share may, at the option of the holder thereof, be converted at any time without the payment of additional consideration into fully-paid and non assessable ordinary shares based on the then effective Series A Conversion Price.
 - *Automatic Conversion.* Each Series A Preferred Share shall automatically be converted without the payment of any additional consideration into fully-paid and non assessable Ordinary Shares based on the then effective Series A Conversion Price upon the earlier of (i) the closing of an initial public offering on the Main Board of the Hong Kong Stock Exchange ("HK IPO"), or (ii) the date specified by written consent or agreement of the Preferred Holders Majority. Upon the occurrence of an event of automatic conversion, all holders of Series A Preferred Shares to be automatically converted will be given at least ten days prior written notice of the date fixed (which date shall in the case of a HK IPO be the latest practicable date immediately prior to the closing of such HK IPO) and the place designated for such automatic conversion.
 - *Adjustment of Conversion Price.* The conversion price of the Series A Preferred Shares is subject to customary adjustment events such as share splits and combinations, reorganizations, mergers, consolidations, reclassifications,

OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

exchanges, substitutions, dividends distribution and dilutive issuance, including, in the event of an issuance of new securities (subject to certain carve-outs, for example, Ordinary Shares issued in accordance with an employee share option plan approved by the Preferred Holders Majority, equity securities pursuant to an HK IPO and Ordinary Shares issued upon the conversion of Series A Preferred Shares) for a consideration per Ordinary Share received by us (net of any selling concessions, discounts or commissions) less than the conversion price of Series A Preferred Shares in effect immediately prior to such issue, such conversion price of Series A Preferred Shares shall be reduced, concurrently with such issue, to a price determined as set forth below:

$$\text{NCP} = \text{OCP} \times (\text{OS} + (\text{NP}/\text{OCP})) / (\text{OS} + \text{NS})$$

where:

NCP = the new conversion price of Series A Preferred Shares;

OCP = the conversion price of Series A Preferred Shares in effect immediately before the issuance of the new securities;

OS = the total outstanding Ordinary Shares immediately before the issuance of the new securities plus the total Ordinary Shares issuable upon conversion of the outstanding convertible securities and exercise of outstanding options;

NP = the total consideration received for the issuance or sale of the new securities; and

NS = the number of new securities issued or sold or deemed issued or sold.

To elaborate the calculation of the conversion price adjustment formula,

- (1) (NP/OCP) means the total consideration received for the issuance or sale of new securities to be divided by the then existing conversion price;
- (2) (OS+(NP/OCP)) means adding up (i) the total outstanding Ordinary Shares before the issuance of the new securities and the total Ordinary Shares issuable upon conversion of the outstanding convertible securities and exercise of outstanding options; and (ii) (1);
- (3) (OS+NS) means adding up (i) the total outstanding Ordinary Shares before the issuance of the new securities and the total Ordinary Shares issuable upon conversion of the outstanding convertible securities and exercise of outstanding options; and (ii) the number of new securities issued or sold or deemed issued or sold.

OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

As such, the existing conversion price of Series A Preferred Shares shall be adjusted by the ratio of (2):(3) to give the new conversion price.

An adjustment to the Series A Conversion Price may be waived by Preferred Holders Majority.

All the Series A Preferred Shares were converted into fully-paid and non assessable Ordinary Shares without the payment of any additional consideration upon completion of the Global Offering. Upon the exercise of the Series A Investors' conversion right, the Series A Preferred Shares will be converted into approximately 14.41% of the issued share capital of the Company upon the completion of the Global Offering (without taking into account any Shares to be issued upon the exercise of Pre-IPO Share Options and Post-IPO Share Options and any Shares to be issued pursuant to the RSU Scheme).

- *Restricted Shares.* The shares (the "Restricted Shares") of the Company held by our Founders on June 15, 2012 are put on escrow and made subject to a vesting schedule whereby 20% of the Restricted Shares shall vest upon the closing of the Series A Preferred Share Purchase Agreement, and 20% of the Restricted Shares shall vest on each of the first, second, third and fourth anniversaries of the closing of the Series A Preferred Share Purchase Agreement so long as the founder is continuously an employee of a member of our Group. All Restricted Shares shall vest upon the completion of the Global Offering.

Information Regarding TA, Qiming and Ignition

TA Associates is a private equity firm founded in 1968. The investment partnerships ("Funds") managed by TA Associates invest in private companies in various industries, such as technology, financial and business services, healthcare and consumer industries, in the world. Three Funds managed by TA Associates are shareholders in TA. These Funds include TA XI, L.P., an Independent Third Party, holds 68.20% of the shareholding interest in TA. The remaining 31.80% shareholding interest in TA is held by the other two TA Funds which are also Independent Third Parties. TA Associates, and the Funds managed by TA Associates are an Independent Third Party (other than being our Shareholder).

Qiming Venture Partners is a venture capital group focusing on investments in companies in the media and Internet, information technology, consumer and retail, healthcare and clean technology sectors across China. The beneficial owners of Qiming include 85 limited partners, each of whom owns less than 10% in the respective funds and are all Independent Third Parties. Qiming is an Independent Third Party (other than being our Shareholder).

Ignition is the growth capital arm of a global fund group focusing on investments in the technology, communications, consumer and healthcare sectors. The beneficial owners of Ignition include 61 limited partners, each of whom owns less than 10% in the respective funds and are all Independent Third Parties. Ignition is an Independent Third Party (other than being our Shareholder).

Since TA will be holding more than 10% of the Company's shareholding interests, the Shares held by TA will not be counted as public float.

OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Since none of Qiming and Ignition (i) is a connected person of the Company, (ii) acquired the Series A Preferred Shares with finance directly or indirectly from a connected person, and (iii) takes instructions from a connected person in relation to the acquisition, disposal, voting or other disposition of the Series A Preferred Shares registered in its name, they should be regarded as a member of the public, and the Shares held by them should be regarded as being in public hands at and after the Listing pursuant to Rule 8.24 of the Listing Rules.

Our Directors are of the view that the Company can benefit from the Series A Investors' commitment to the Company and their investments demonstrate their confidence in our Group's operation and serve as an endorsement of our Company's performance, strength and prospects.

Joint Sponsors' Confirmation

The Joint Sponsors have determined that the terms of the Pre-IPO Investments are under normal commercial terms and confirmed that the Pre-IPO Investments are in compliance with the Interim Guidance on Pre-IPO Investments issued by the Stock Exchange on October 13, 2010.

Pre-IPO Investments by the Second Round Pre-IPO Investors

Pre-IPO Investment by Pineapple

We entered into a share purchase agreement with Foga Holdings, Foga Networks and Pineapple on March 20, 2013, whereby Foga Holdings and Foga Networks transferred 552,255 Ordinary Shares and 552,255 Ordinary Shares, respectively, to Pineapple for a total consideration of US\$4,000,000, resulting in Pineapple holding 1,104,510 Ordinary Shares, representing approximately 1.05% of our then-issued share capital. The share transfer was completed on March 27, 2013.

Pre-IPO Investment by Soaring Harmony

We entered into a share purchase agreement with Foga Holdings, Foga Networks and Soaring Harmony on March 26, 2013, whereby Foga Holdings and Foga Networks transferred 2,209,020 Ordinary Shares and 1,104,510 Ordinary Shares, respectively, to Soaring Harmony for a total consideration of US\$12,000,000, resulting in Soaring Harmony holding 3,313,530 Ordinary Shares, representing approximately 3.15% of our then-issued share capital. The share transfer was completed on March 28, 2013.

Pre-IPO Investment by Alpaca

We entered into a share purchase agreement with Foga Holdings, Foga Networks and Alpaca on March 26, 2013, whereby Foga Holdings and Foga Networks transferred 552,255 Ordinary Shares and 552,255 Ordinary Shares, respectively, to Alpaca for a total consideration of US\$4,000,000, resulting in Alpaca holding 1,104,510 Ordinary Shares, representing approximately 1.05% of our then-issued share capital. The share transfer was completed on March 28, 2013.

Pre-IPO Investment by Prometheus

We entered into a share purchase agreement with Foga Development and Prometheus on March 28, 2013, whereby Foga Development transferred 1,104,510 Ordinary Shares to Prometheus for a total consideration of US\$4,000,000, resulting in Prometheus holding 1,104,510 Ordinary Shares, representing approximately 1.05% of our then-issued share capital. The share transfer was completed on April 2, 2013.

OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Principal Terms of the Pre-IPO Investments by the Second Round Pre-IPO Investors

The following table summarizes the principal terms of the Pre-IPO Investments by the Second Round Pre-IPO Investors:

Name of Pre-IPO Investor	Date of Share Purchase Agreement	Amount of Consideration Paid	Payment Date of Consideration	Cost per Share Paid by Each Pre-IPO Investor	Discount to Offer Price ⁽¹⁾	Shareholding in the Company upon Listing ⁽²⁾
Pineapple	March 20, 2013	US\$ 4,000,000	March 27, 2013	US\$3.62	43%	0.88%
Soaring Harmony	March 26, 2013	US\$12,000,000	March 28, 2013	US\$3.62	43%	2.64%
Alpaca	March 26, 2013	US\$ 4,000,000	March 28, 2013	US\$3.62	43%	0.88%
Prometheus	March 28, 2013	US\$ 4,000,000	April 2, 2013	US\$3.62	43%	0.88%
Basis of determination of the consideration:	based on arm's length negotiation between the parties after taking into consideration the timing of the share transfer and the illiquidity of our Shares as a private company when the share purchase agreements were entered into.					
Use of Proceeds:	the Company did not receive any proceeds in connection with the sale since the Shares purchased by the Second Round Pre-IPO Investors are shares held by our shareholders.					
Lock-up:	any Shares held by Pineapple, Soaring Harmony, Alpaca and Prometheus at Listing Date are subject to a lock-up period of six months after the Listing Date.					
Special rights:	No special rights were granted to Pineapple, Soaring Harmony, Alpaca and Prometheus.					

Notes:

- (1) For illustration purposes only. Assuming the midpoint of the indicative Offer Price range of HK\$43.50 and HK\$55.00, on the basis of our enlarged issued share capital immediately upon completion of the Global Offering (without taking into account any Shares to be issued upon the exercise of Pre-IPO Share Options and Post-IPO Share Options and any Shares to be issued pursuant to the RSU Scheme).
- (2) The percentage of shareholding in the table is presented without taking into account any Shares to be issued upon the exercise of Pre-IPO Share Options and Post-IPO Share Options and any Shares to be issued pursuant to the RSU Scheme.

Information Regarding Pineapple, Soaring Harmony, Alpaca and Prometheus

Pineapple is an investment holding company owned by Mr. Tom Hwang and his wife, Ms. Nancy Tsai, as to 50.10% and 49.90%, respectively. Pineapple is an Independent Third Party (other than being our Shareholder).

Soaring Harmony is an investment holding company wholly-owned by Mr. Bainan Shou. Soaring Harmony is an Independent Third Party (other than being our Shareholder).

Alpaca is an investment holding company wholly-owned by Mr. Zhiming Zhu. Alpaca is an Independent Third Party (other than being our Shareholder).

Prometheus is a private equity fund with focus on investments in companies of the Greater China region and invests mainly in start-up and growth-stage companies which have the potential to become leaders of their own sectors. Its focused sectors include energy conservation and environmental protection, new material, clean-tech, medical devices and service, retail and consumer, modern agriculture and high-end manufacturing, etc. Prometheus is wholly owned by Mr. Wang Sicong. Prometheus is an Independent Third Party (other than being our Shareholder).

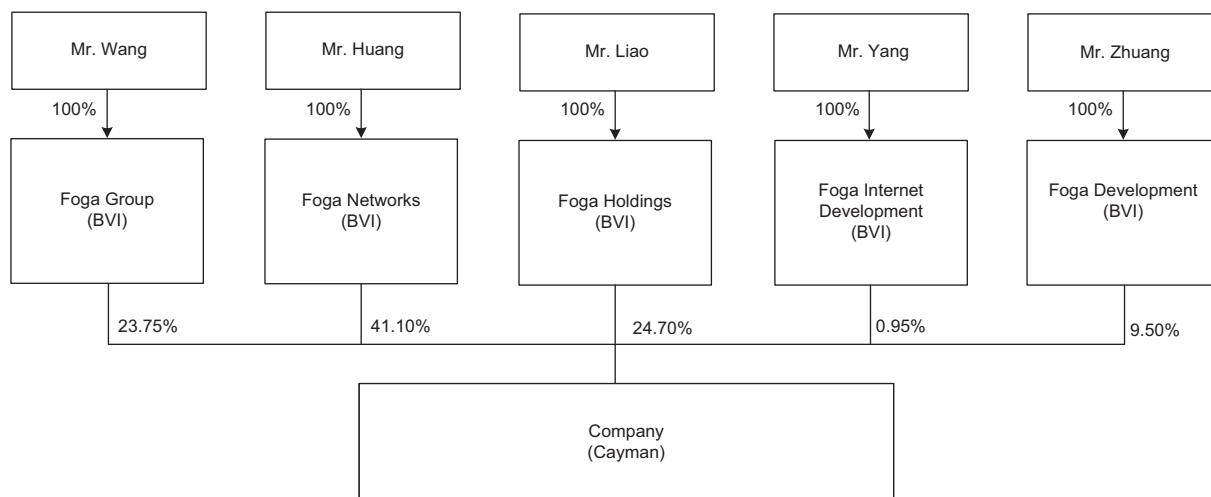
OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Since none of Pineapple, Soaring Harmony, Alpaca and Prometheus (i) is a connected person of the Company, (ii) acquired the Shares with finance directly or indirectly from a connected person, and (iii) takes instructions from a connected person in relation to the acquisition, disposal, voting or other disposition of the Shares registered in its name, they should be regarded as a member of the public, and the Shares held by them should be regarded as being in public hands at and after the Listing pursuant to Rule 8.24 of the Listing Rules.

Our Directors are of the view that the Company can benefit from the commitment of Pineapple, Soaring Harmony, Alpaca and Prometheus to the Company, and can leverage on their local knowledge and network to enhance the strategic business model of the Group.

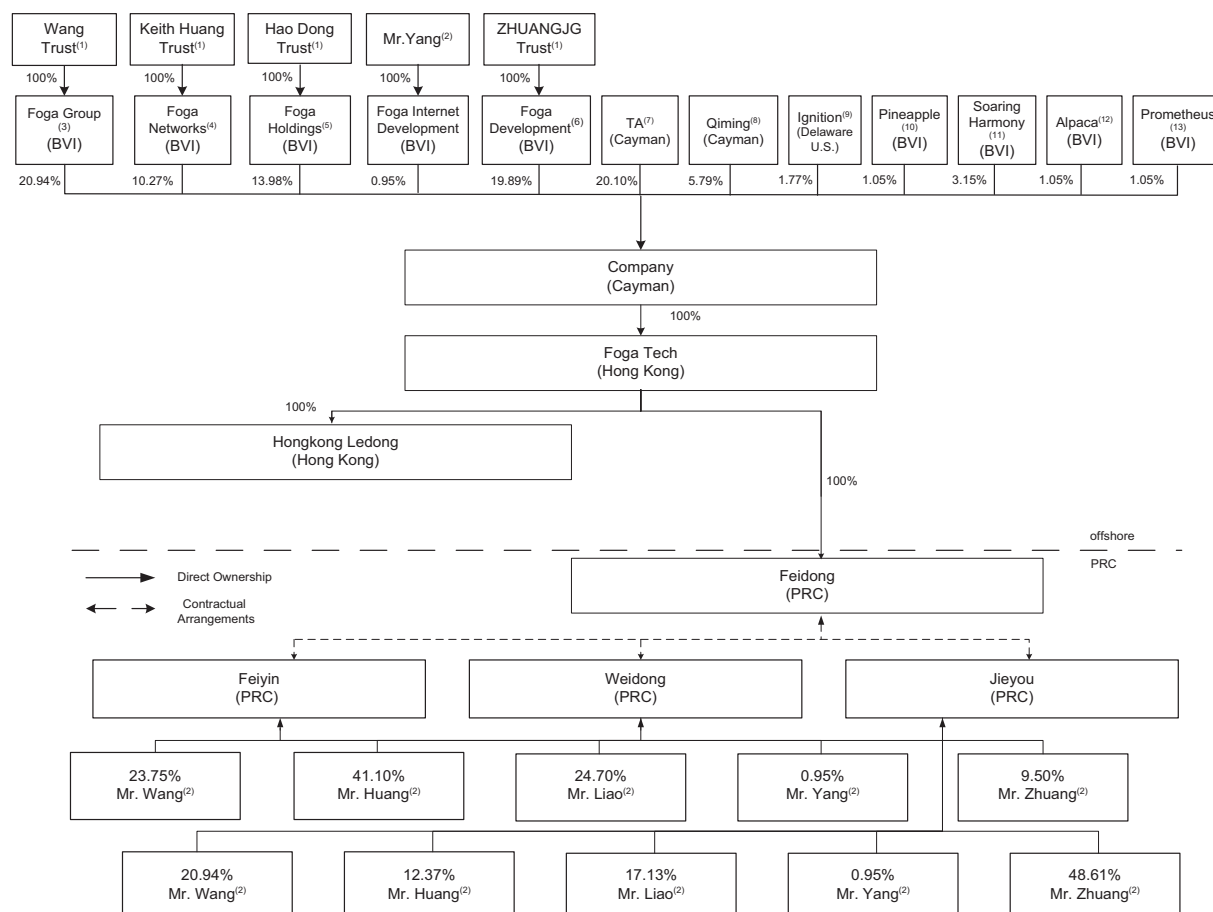
SHAREHOLDING AND GROUP STRUCTURE

The following chart shows our Group structure before the Reorganization:



OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

The following chart shows our Group structure after the Reorganization, the completion of the Pre-IPO Investments and immediately before the completion of the Global Offering:



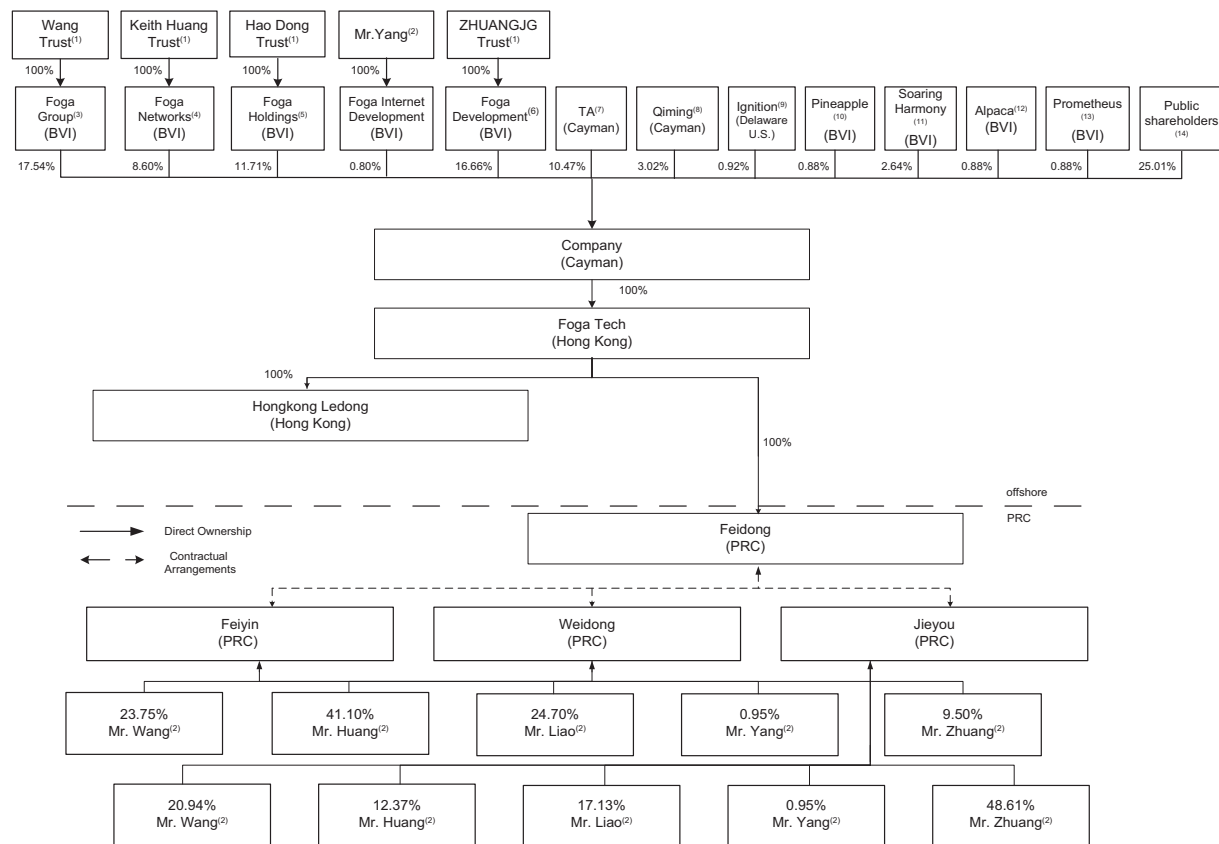
Notes:

- (1) The entire share capital of Foga Group, Foga Networks, Foga Holdings and Foga Development are wholly owned by Managecorp Limited as the trustee of the Wang Trust, Keith Huang Trust, Hao Dong Trust and ZHUANGJG Trust, respectively. The Family Trusts are discretionary trusts set up by Mr. Wang, Mr. Huang, Mr. Liao and Mr. Zhuang, respectively, for the benefit of themselves in each respective trust, and in some cases for certain of their respective family members.
- (2) Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang are our Founders. Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang exercised common control over our Company, our subsidiaries and our PRC Operational Entities pursuant to the Memorandum. Save as disclosed in this prospectus, Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang are not related to each other.
- (3) Foga Group is wholly owned by Managecorp Limited as the trustee of the Wang Trust. The Wang Trust is a discretionary trust set up on March 15, 2013 by Mr. Wang as settlor and protector and Managecorp Limited as trustee. The beneficiary objects of the Wang Trust include Mr. Wang and certain of his family members.
- (4) Foga Networks is wholly owned by Managecorp Limited as the trustee of the Keith Huang Trust. The Keith Huang Trust is a discretionary trust set up on March 15, 2013 by Mr. Huang as settlor and protector, and Managecorp Limited as trustee. The beneficiary objects of the Keith Huang Trust include Mr. Huang and certain of his family members.
- (5) Foga Holdings is wholly owned by Managecorp Limited as the trustee of the Hao Dong Trust. The Hao Dong Trust is a discretionary trust set up on March 15, 2013 by Mr. Liao as settlor and protector, and Managecorp Limited as trustee. The beneficiary object of the Hao Dong Trust is Mr. Liao himself.
- (6) Foga Development is wholly owned by Managecorp Limited as the trustee of the ZHUANGJG Trust. The ZHUANGJG Trust is a discretionary trust set up on March 15, 2013 by Mr. Zhuang as settlor and protector, and Managecorp Limited as trustee. The beneficiary objects of the ZHUANGJG Trust include Mr. Zhuang and certain of his family members.
- (7) TA is an exempted company incorporated in the Cayman Islands on April 26, 2012 with limited liability. It is a wholly-owned subsidiary of TA Associates, a private equity firm. It holds 20.10% interest in us. TA is an Independent Third Party (other than being our Shareholder).
- (8) Qiming holds an aggregate of 5.79% interest in us through Qiming Venture Partners III, L.P. and Qiming Managing Directors Fund III, L.P.; both are exempted limited partnerships registered in the Cayman Islands on May 6, 2011. Qiming is an Independent Third Party (other than being our Shareholder).

OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

- (9) Ignition holds an aggregate of 1.77% interest in us through Ignition Growth Capital I, L.P., a limited partnership formed in the State of Delaware on September 12, 2007, and Ignition Growth Capital Managing Directors Fund I, LLC., a limited liability company formed in the State of Delaware on September 11, 2007. Qiming and Ignition are affiliated entities. Ignition is an Independent Third Party (other than being our Shareholder).
- (10) Pineapple is a company incorporated in the BVI on April 11, 1997. Mr. Tom Hwang and his wife, Ms. Nancy Tsai each owns 50.10% and 49.90% of Pineapple, respectively. It holds 1.05% interest in us. Pineapple is an Independent Third Party (other than being our Shareholder).
- (11) Soaring Harmony is a company incorporated in the BVI on January 14, 2013. Soaring Harmony is wholly owned by Mr. Shou Bainan. It holds 3.15% interest in us. Soaring Harmony is an Independent Third Party (other than being our Shareholder).
- (12) Alpaca is a company incorporated in the BVI on April 1, 2008. Alpaca is wholly owned by Mr. Zhu Zhiming. It holds 1.05% interest in us. Alpaca is an Independent Third Party (other than being our Shareholder).
- (13) Prometheus is a company incorporated in the BVI on February 4, 2013. Prometheus is wholly owned by Mr. Wang Sicong. It holds 1.05% interest in us. Prometheus is an Independent Third Party (other than being our Shareholder).

The following chart sets forth the Group structure of our Company, our subsidiaries and our PRC Operational Entities immediately following the completion of the Global Offering (assuming 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). Save as disclosed in this prospectus, none of our Shareholders are related to each other.



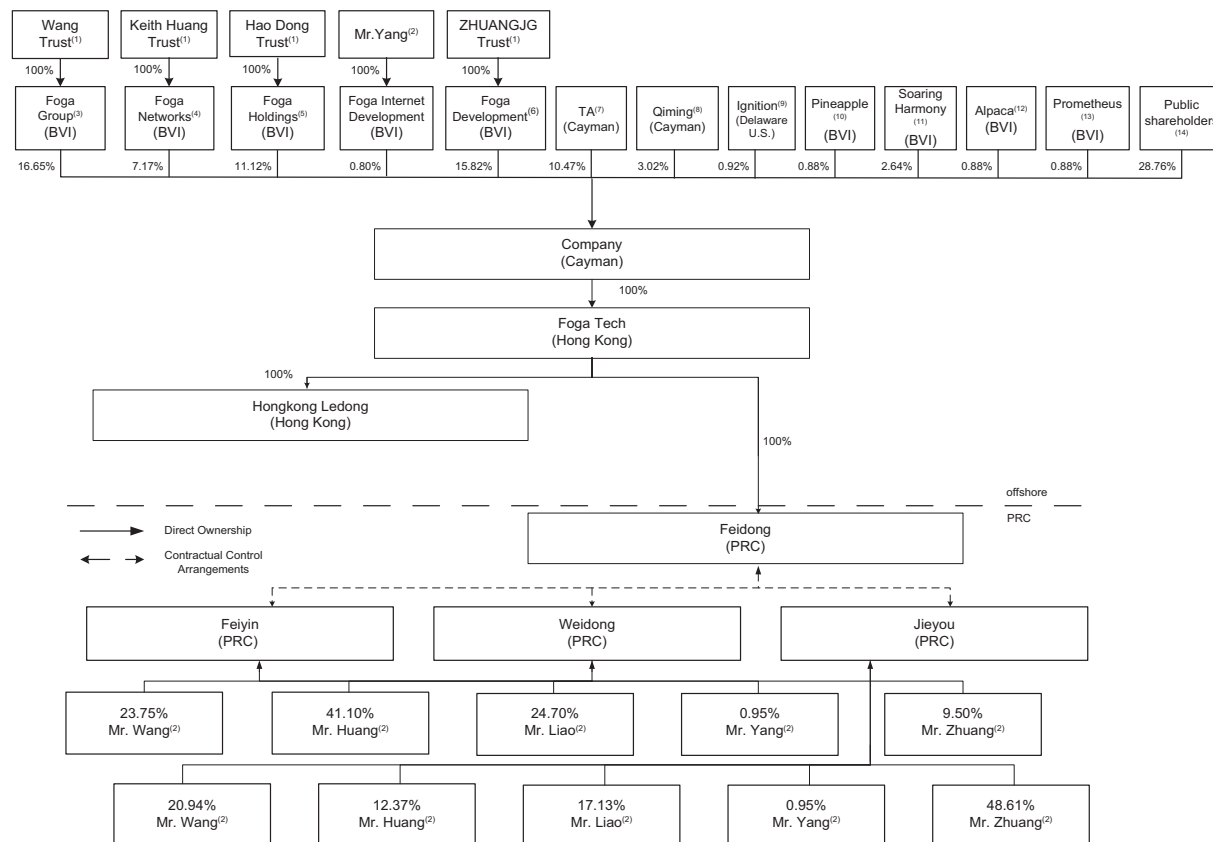
Notes:

- (1) The entire share capital of Foga Group, Foga Networks, Foga Holdings and Foga Development are wholly owned by Managecorp Limited as the trustee of the Wang Trust, Keith Huang Trust, Hao Dong Trust and ZHUANGJG Trust, respectively. The Family Trusts are discretionary trusts set up by Mr. Wang, Mr. Huang, Mr. Liao and Mr. Zhuang, respectively, for the benefit of themselves in each respective trust, and in some cases for certain of their respective family members.
- (2) Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang are our Founders. Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang exercised common control over our Company, our subsidiaries and our PRC Operational Entities pursuant to the Memorandum. Save as disclosed in this prospectus, Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang are not related to each other.
- (3) Foga Group is wholly owned by Managecorp Limited as the trustee of the Wang Trust. The Wang Trust is a discretionary trust set up on March 15, 2013 by Mr. Wang as settlor and protector, and Managecorp Limited as trustee. The beneficiary objects of the Wang Trust include Mr. Wang and certain of his family members. Mr. Wang (as founder of the Wang Trust) and Managecorp

OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

- Limited are taken to be interested in 22,000,000 Shares held by Foga Group 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) pursuant to Part XV of the SFO.
- (4) Foga Networks is wholly owned by Managecorp Limited as the trustee of the Keith Huang Trust. The Keith Huang Trust is a discretionary trust set up on March 15, 2013 by Mr. Huang as settlor and protector, and Managecorp Limited as trustee. The beneficiary objects of the Keith Huang Trust include Mr. Huang and certain of his family members. Mr. Huang (as founder of the Keith Huang Trust) and Managecorp Limited are taken to be interested in 10,790,980 Shares held by Foga Networks 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) pursuant to Part XV of the SFO.
 - (5) Foga Holdings is wholly owned by Managecorp Limited as the trustee of the Hao Dong Trust. The Hao Dong Trust is a discretionary trust set up on March 15, 2013 by Mr. Liao as settlor and protector, and Managecorp Limited as trustee. The beneficiary object of the Hao Dong Trust is Mr. Liao himself. Mr. Liao (as founder of the Hao Dong Trust) and Managecorp Limited are taken to be interested in 14,686,470 Shares held by Foga Holdings 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) pursuant to Part XV of the SFO.
 - (6) Foga Development is wholly owned by Managecorp Limited as the trustee of the ZHUANGJG Trust. The ZHUANGJG Trust is a discretionary trust set up on March 15, 2013 by Mr. Zhuang as settlor and protector, and Managecorp Limited as trustee. The beneficiary objects of the ZHUANGJG Trust include Mr. Zhuang and certain of his family members. Mr. Zhuang (as founder of the ZHUANGJG Trust) and Managecorp Limited are taken to be interested in 20,895,490 Shares held by Foga Development 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) pursuant to Part XV of the SFO.
 - (7) TA is an exempted company incorporated in the Cayman Islands on April 26, 2012 with limited liability. It is a wholly owned subsidiary of TA Associates, a private equity firm. TA is an Independent Third Party (other than being our Shareholder).
 - (8) Qiming holds its interest in us through Qiming Venture Partners III, L.P. and Qiming Managing Directors Fund III, L.P.; both are exempted limited partnerships registered in the Cayman Islands on May 6, 2011. Qiming is an Independent Third Party (other than being our Shareholder).
 - (9) Ignition holds its interest in us through Ignition Growth Capital I, L.P., a limited partnership formed in the State of Delaware on September 12, 2007, and Ignition Growth Capital Managing Directors Fund I, LLC., a limited liability company formed in the State of Delaware on September 11, 2007. Qiming and Ignition are affiliated entities. Ignition is an Independent Third Party (other than being our Shareholder).
 - (10) Pineapple is a company incorporated in the BVI on April 11, 1997. Mr. Tom Hwang and his wife, Ms. Nancy Tsai each owns 50.1% and 49.9% of Pineapple, respectively. Pineapple is an Independent Third Party (other than being our Shareholder).
 - (11) Soaring Harmony is a company incorporated in the BVI on January 14, 2013. Soaring Harmony is wholly owned by Mr. Shou Bainan. Soaring Harmony is an Independent Third Party (other than being our Shareholder).
 - (12) Alpaca is a company incorporated in the BVI on April 1, 2008. Alpaca is wholly owned by Mr. Zhu Zhiming. Alpaca is an Independent Third Party (other than being our Shareholder).
 - (13) Prometheus is a company incorporated in the BVI on February 4, 2013. Prometheus is wholly owned by Mr. Wang Sicong. Prometheus is an Independent Third Party (other than being our Shareholder).
 - (14) The public shareholders refer to the Shareholders under the Global Offering.

The following chart sets forth the Group structure of our Company, our subsidiaries and our PRC Operational Entities immediately following the completion of the Global Offering (assuming Over-allotment Option is exercised in full 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). Save as disclosed in this prospectus, none of our Shareholders are related to each other.



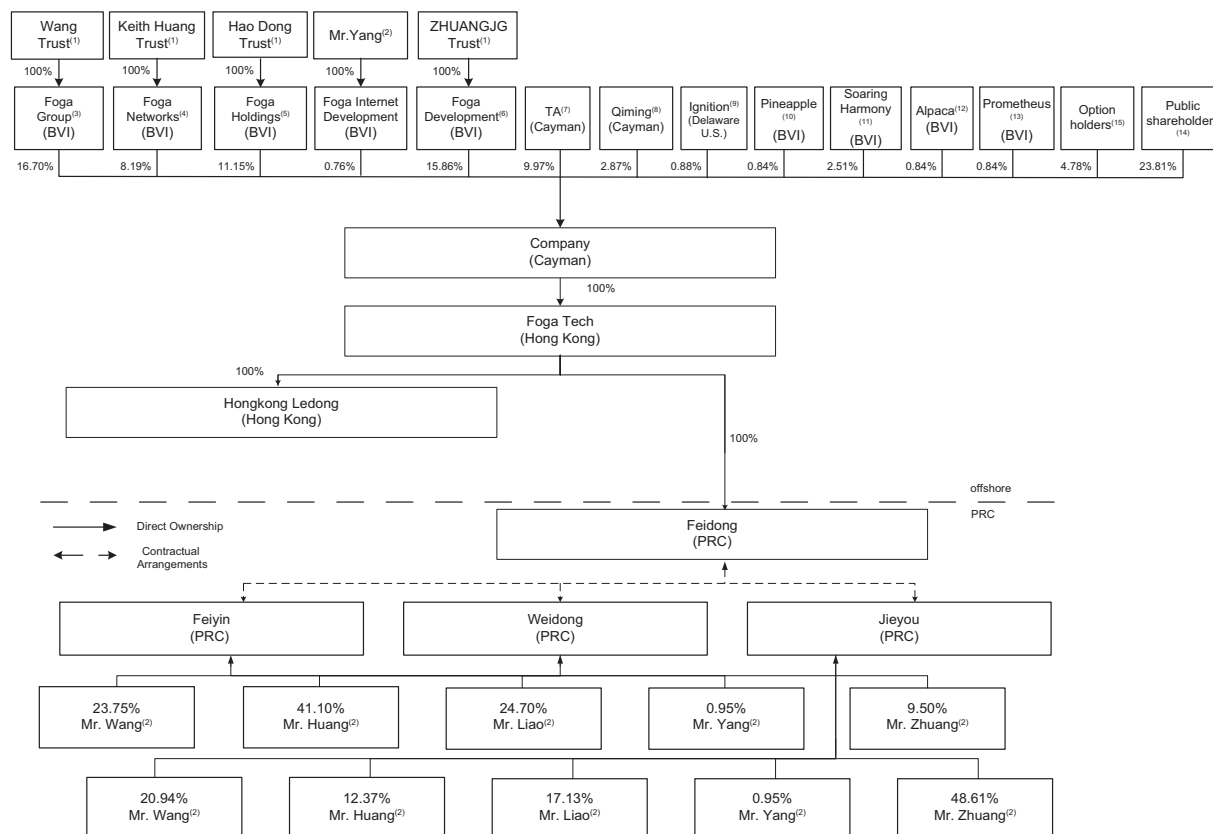
- (1) The entire share capital of Foga Group, Foga Networks, Foga Holdings and Foga Development are wholly owned by Managecorp Limited as the trustee of the Wang Trust, Keith Huang Trust, Hao Dong Trust and ZHUANGJG Trust, respectively. The Family Trusts are discretionary trusts set up by Mr. Wang, Mr. Huang, Mr. Liao and Mr. Zhuang, respectively, for the benefit of themselves in each respective trust, and in some cases for certain of their respective family members.
- (2) Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang are our Founders. Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang exercised common control over our Company, our subsidiaries and our PRC Operational Entities pursuant to the Memorandum. Save as disclosed in this prospectus, Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang are not related to each other.
- (3) Foga Group is wholly owned by Managecorp Limited as the trustee of the Wang Trust. The Wang Trust is a discretionary trust set up on March 15, 2013 by Mr. Wang as settlor and protector, and Managecorp Limited as trustee. The beneficiary objects of the Wang Trust include Mr. Wang and certain of his family members. Mr. Wang (as founder of the Wang Trust) and Managecorp Limited are taken to be interested in 22,000,000 Shares held by Foga Group 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) pursuant to Part XV of the SFO.
- (4) Foga Networks is wholly owned by Managecorp Limited as the trustee of the Keith Huang Trust. The Keith Huang Trust is a discretionary trust set up on March 15, 2013 by Mr. Huang as settlor and protector, and Managecorp Limited as trustee. The beneficiary objects of the Keith Huang Trust include Mr. Huang and certain of his family members. Mr. Huang (as founder of the Keith Huang Trust) and Managecorp Limited are taken to be interested in 10,790,980 Shares held by Foga Networks 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) pursuant to Part XV of the SFO.
- (5) Foga Holdings is wholly owned by Managecorp Limited as the trustee of the Hao Dong Trust. The Hao Dong Trust is a discretionary trust set up on March 15, 2013 by Mr. Liao as settlor and protector, and Managecorp Limited as trustee. The beneficiary object of the Hao Dong Trust is Mr. Liao himself. Mr. Liao (as founder of the Hao Dong Trust) and Managecorp Limited

OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

- are taken to be interested in 14,686,470 Shares held by Foga Holdings 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) pursuant to Part XV of the SFO.
- (6) Foga Development is wholly owned by Managecorp Limited as the trustee of the ZHUANGJG Trust. The ZHUANGJG Trust is a discretionary trust set up on March 15, 2013 by Mr. Zhuang as settlor and protector, and Managecorp Limited as trustee. The beneficiary objects of the ZHUANGJG Trust include Mr. Zhuang and certain of his family members. Mr. Zhuang (as founder of the ZHUANGJG Trust) and Managecorp Limited are taken to be interested in 20,895,490 Shares held by Foga Development 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) pursuant to Part XV of the SFO.
- (7) TA is an exempted company incorporated in the Cayman Islands on April 26, 2012 with limited liability. It is a wholly owned subsidiary of TA Associates, a private equity firm. TA is an Independent Third Party (other than being our Shareholder).
- (8) Qiming holds its interest in us through Qiming Venture Partners III, L.P. and Qiming Managing Directors Fund III, L.P.; both are exempted limited partnerships registered in the Cayman Islands on May 6, 2011. Qiming is an Independent Third Party (other than being our Shareholder).
- (9) Ignition holds its interest in us through Ignition Growth Capital I, L.P., a limited partnership formed in Delaware on September 12, 2007, and Ignition Growth Capital Managing Directors Fund I, LLC., a limited liability company formed in Delaware on September 11, 2007. Qiming and Ignition are affiliated entities. Ignition is an Independent Third Party (other than being our Shareholder).
- (10) Pineapple is a company incorporated in the BVI on April 11, 1997. Mr. Tom Hwang and his wife, Ms. Nancy Tsai each owns 50.1% and 49.9% of Pineapple, respectively. Pineapple is an Independent Third Party (other than being our Shareholder).
- (11) Soaring Harmony is a company incorporated in the BVI on January 14, 2013. Soaring Harmony is wholly owned by Mr. Shou Bainan. Soaring Harmony is an Independent Third Party (other than being our Shareholder).
- (12) Alpaca is a company incorporated in the BVI on April 1, 2008. Alpaca is wholly owned by Mr. Zhu Zhiming. Alpaca is an Independent Third Party (other than being our Shareholder).
- (13) Prometheus is a company incorporated in the BVI on February 4, 2013. Prometheus is wholly owned by Mr. Wang Sicong. Prometheus is an Independent Third Party (other than being our Shareholder).
- (14) The public shareholders refer to the Shareholders under the Global Offering.

OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

The following chart sets forth the Group structure of our Company, our subsidiaries and our PRC Operational Entities immediately following the completion of the Global Offering and if all the Pre-IPO Share Options are exercised in full (taking into account of the Sale Shares to be sold by the Selling Shareholders, assuming the Over-allotment Option is not exercised and without taking into account any Shares to be issued upon the exercise of Post-IPO Share Options and any Shares to be issued pursuant to the RSU Scheme):



Notes:

- (1) The entire share capital of Foga Group, Foga Networks, Foga Holdings and Foga Development are wholly owned by Managecorp Limited, which is the trustee of the Wang Trust, Keith Huang Trust, Hao Dong Trust and ZHUANGJG Trust, respectively. The Family Trusts are discretionary trusts set up by Mr. Wang, Mr. Huang, Mr. Liao and Mr. Zhuang, respectively, for the benefit of themselves in each respective trust, and in some cases for certain of their respective family members.
- (2) Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang are our Founders. Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang exercised common control over our Company, our subsidiaries and our PRC Operational Entities pursuant to the Memorandum. Save as disclosed in this prospectus, Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang are not related to each other.
- (3) Foga Group is wholly owned by Managecorp Limited, which is the trustee of the Wang Trust. The Wang Trust is a discretionary trust set up on March 15, 2013 by Mr. Wang as settlor and protector, and Managecorp Limited as trustee. The beneficiary objects of the Wang Trust include Mr. Wang and certain of his family members. Mr. Wang (as founder of the Wang Trust) and Managecorp Limited are taken to be interested in 22,000,000 Shares held by Foga Group 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) pursuant to Part XV of the SFO.
- (4) Foga Networks is wholly owned by Managecorp Limited, which is the trustee of the Keith Huang Trust. The Keith Huang Trust is a discretionary trust set up on March 15, 2013 by Mr. Huang as settlor and protector, and Managecorp Limited as trustee. The beneficiary objects of the Keith Huang Trust include Mr. Huang and certain of his family members. Mr. Huang (as founder of the Keith Huang Trust) and Managecorp Limited are taken to be interested in 10,790,980 Shares held by Foga Networks 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) pursuant to Part XV of the SFO.
- (5) Foga Holdings is wholly owned by Managecorp Limited, which is the trustee of the Hao Dong Trust. The Hao Dong Trust is a discretionary trust set up on March 15, 2013 by Mr. Liao as settlor and protector, and Managecorp Limited as trustee. The beneficiary object of the Hao Dong Trust is Mr. Liao himself. Mr. Liao (as founder of the Hao Dong Trust) and Managecorp Limited are taken to be interested in 14,686,470 Shares held by Foga Holdings 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) pursuant to Part XV of the SFO.

OUR HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

- (6) Foga Development is wholly owned by Managecorp Limited, which is the trustee of the ZHUANGJG Trust. The ZHUANGJG Trust is a discretionary trust set up on March 15, 2013 by Mr. Zhuang as settlor and protector, and Managecorp Limited as trustee. The beneficiary objects of the ZHUANGJG Trust include Mr. Zhuang and certain of his family members. Mr. Zhuang (as founder of the ZHUANGJG Trust) and Managecorp Limited are taken to be interested in 20,895,490 Shares held by Foga Development upon completion of the Global Offering (assuming the Over-allotment Option is not exercised 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) pursuant to Part XV of the SFO.
- (7) TA is an exempted company incorporated in the Cayman Islands on April 26, 2012 with limited liability. It is a wholly-owned subsidiary of TA Associates, a private equity firm. TA is an Independent Third Party (other than being our Shareholder).
- (8) Qiming holds its interest in us through Qiming Venture Partners III, L.P. and Qiming Managing Directors Fund III, L.P.; both are exempted limited partnerships registered in the Cayman Islands on May 6, 2011. Qiming is an Independent Third Party (other than being our Shareholder).
- (9) Ignition holds its interest in us through Ignition Growth Capital I, L.P., a limited partnership formed in the State of Delaware on September 12, 2007, and Ignition Growth Capital Managing Directors Fund I, LLC., a limited liability company formed in the State of Delaware on September 11, 2007. Qiming and Ignition are affiliated entities. Ignition is an Independent Third Party (other than being our Shareholder).
- (10) Pineapple is a company incorporated in the BVI on April 11, 1997. Mr. Tom Hwang and his wife, Ms. Nancy Tsai each owns 50.1% and 49.9% of Pineapple, respectively. Pineapple is an Independent Third Party (other than being our Shareholder).
- (11) Soaring Harmony is a company incorporated in the BVI on January 14, 2013. Soaring Harmony is wholly owned by Mr. Shou Bainan. Soaring Harmony is an Independent Third Party (other than being our Shareholder).
- (12) Alpaca is a company incorporated in the BVI on April 1, 2008. Alpaca is wholly owned by Mr. Zhu Zhiming. Alpaca is an Independent Third Party (other than being our Shareholder).
- (13) Prometheus is a company incorporated in the BVI on February 4, 2013. Prometheus is wholly owned by Mr. Wang Sicong. Prometheus is an Independent Third Party (other than being our Shareholder).
- (14) The public shareholders refer to the Shareholders under the Global Offering.
- (15) As of the Latest Practicable Date, 6,303,497 options had been granted under the Pre-IPO Share Option Scheme. Pursuant to the Pre-IPO Share Option Scheme, no options may be exercised until completion of the Global Offering.