
SUMMARY

This summary aims to give you an overview of the information contained in this prospectus. As this is a summary, it does not contain all the information that may be important to you and is qualified in its entirety by, and should be read in conjunction with, the full text of this prospectus. You should read the entire prospectus before you decide to invest in the Offer Shares.

There are risks associated with an investment in the Offer Shares. Some of the particular risks associated with an investment in the Offer Shares are set out in the section headed "Risk Factors" in this prospectus. You should read that section carefully before you decide to invest in the Offer Shares. Various expressions used in this section are defined in the sections headed "Definitions" starting on page 13 and "Glossary" on page 26 of this prospectus.

BUSINESS OVERVIEW

We are China's largest online entertainment destination designed for children as measured by revenue in 2013, according to the iResearch Report. We were the number one children's web game developer in China in 2013, with over 40% market share in terms of children's web game spending, according to the same source. We have a fast-growing user base, with average QAAs increasing from 24.2 million in 2011 to 40.9 million in 2012 and 58.8 million in 2013.

Our web portal page, 100bt.com, serves as a platform for our content designed for children of ages six through fourteen, and allows them to explore our virtual worlds, purchase our virtual currency, interact with other users, access our e-learning and cartoon products and communities, and participate in a variety of other activities. Users can use this platform to register a single account, represented by a unique "Duoduo" ID, to access all of our products and services.

Our Products and Services

Since we commenced our operations, we have developed, commercially launched and currently operate six virtual worlds, namely, Aobi Island, Aola Star, Dragon Knights, Light of Aoya, Legend of Aoqi and Clashes of Aoqi. Our virtual worlds are designed for children between the ages of six and fourteen and allow them to play various games and fun-learning activities while exploring the virtual world and its storyline and interacting with other users. New episodes containing new games and activities and storyline updates are released each week for each virtual world to provide users with a continuous, engaging experience. As a result, all five of our virtual worlds in commercial operation in full year 2013 ranked among the top 12 web games for children in China as measured by Baidu search index, according to the iResearch Report. These virtual worlds have won numerous industry awards and gained strong brand awareness and loyalty among children in China.

We are passionate about bringing joy to children and helping them learn while having fun. Our content is designed first and foremost for children. Through our years of operation, we have gained significant knowledge and an in-depth understanding of children's behavior and needs. Additionally, we employ an evolutionary and user-driven model for releasing weekly episodes and continuously optimizing our virtual worlds through user feedback and analysis, which greatly stimulates our user interests and expectations. This model allows us to maintain user engagement and stickiness and mitigate the life cycle issues typically faced by conventional online game developers, thereby driving the continuous growth of our virtual worlds during the Track Record Period. At the same time, we are able to reduce investment risk by minimizing initial capital investment in a new product and gradually scaling up resources committed in product development in line with the growing viability of the product.

Our age-appropriate content creates a fun, healthy and safe environment for our users. We design all of our virtual worlds with specific developmental objectives for its target age group in mind to provide our users with

SUMMARY

an enjoyable entertainment experience that also benefit their social developmental growth. In addition, the limited amount of new content in our weekly episodes encourages use of our virtual worlds in moderation. Together with the fun-learning elements we incorporate into the games and activities within our virtual worlds and our platform's robust security features, such as content and language filters, restrictions on access time and parental controls, our products have gained the trust of parents and endorsement by regulators, evidenced by awards and recognitions, including the "Web Game Pioneer Award" from the MOC in 2011 at the China International Digital Content Expo and an "Excellent Cultural Product" recommended for children by the China Youth League in 2012.

Leveraging our understanding of children's needs through our years of experience in producing entertainment and fun-learning products designed for children, we have also ventured into other types of online content and services that we believe complement our existing product portfolio to meet the expanding online needs of children. For example, in September 2013, we released an open beta version of our online tutorial platform WenTa, which stands for "Ask Him," accessible through mobile and PCs. WenTa allows children to seek assistance on a variety of school curriculum subjects through a massive database of question and solution sets or getting online help directly from a network of teachers or other users. We have also developed Tuyaban, which stands for "Drawing Board," our popular online drawing and cartoon community where users can create artwork using our drawing toolkit and share their works with the rest of the community, and Quanquan, which stands for "Circles," our online forum.

Our Revenue Model

A substantial majority of our revenue are generated from (i) sales of virtual items and services that enhance our users' in-game experience and (ii) subscription fees for our virtual worlds, which grant users access to certain premium features. Purchases of virtual goods are paid for with virtual world tokens, which are in turn converted from AoCoins, our platform's virtual currency. Subscription fees can be paid for with AoCoins or directly on our platform website through third-party payment channels. Users may purchase AoCoins for their Duoduo accounts through purchasing physical or virtual prepaid cards, or directly from our platform website through third-party payment channels. Our physical and virtual prepaid cards are sold through a nationwide network of third-party distributors. We also generate revenue through our other businesses, which consist of advertising for third parties and licensing our franchises for third-party use. Please refer to the sections headed "Business — Our Businesses" starting on page 118 and "Business — Our Businesses — Payment and Distribution" starting on page 128 of this prospectus for details.

We have grown rapidly during the Track Record Period. Our revenue has increased from RMB83.2 million in the year ended December 31, 2011 to RMB203.2 million in the year ended December 31, 2012 and RMB455.0 million in the year ended December 31, 2013. We had net profit of RMB2.7 million and RMB6.3 million for the years ended December 31, 2011 and 2012, respectively, and we recorded a net loss of RMB20.2 million for the year ended December 31, 2013. Our adjusted net profit, which excludes share-based compensation and the fair value change of convertible redeemable preferred shares and derivative financial instruments, was RMB22.1 million, RMB77.7 million and RMB226.8 million, respectively, during those same periods. Please refer to the section headed "Financial Information" starting on page 173 of this prospectus for a detailed discussion of our results of operations.

OUR INDUSTRY

China has the world's largest child Internet user base, with its child Internet population growing from 39.8 million in 2008 to 60.7 million in 2012, and is expected to grow to 79.8 million in 2016 at a CAGR of 7.06%. This rapidly growing child Internet population has made the Internet one of the most important entertainment and education platforms for children in China. Combined with China's improving broadband infrastructure and availability and ease of Internet access, children are able to play games, access audio and video content, chat and study online.

SUMMARY

One of the primary online entertainment activities for children in China is playing web games. More than 80% of child Internet users in China play web games, compared to less than 40% of total Internet users (children and adults), making web games the most popular online activity for children in China. The number of child web game players in China reached 51.9 million in 2012, representing 85.5% of the total child Internet population, and is expected to increase to 74.0 million in 2016 at a CAGR of 9.3%. The popularity of children's web games in China has led to the size of the children's web game market reaching approximately RMB1.1 billion in 2013, which is expected to further increase to RMB2.0 billion in 2016, representing a CAGR of 22.1%.

The children's web game industry in China is relatively concentrated. The top three web game companies in China held 68.9% of market share in terms of revenue in 2013. These three companies developed and operated 11 of the top 12 children's web games as measured by Baidu search index in 2013.

Families in China place a strong emphasis on their children's education. Spending on children's education accounted for over 20% of total household expenditures on children in China in 2012. With China's increasing broadband penetration and availability and ease of Internet access, online education is becoming an increasingly scalable and accessible channel for education services and has attracted the interest of both children and parents. According to the iResearch Report, in 2012 the online K-12 education market in China reached RMB3.2 billion, and is expected to further increase to RMB4.5 billion in 2016, representing a CAGR of 9% and indicating a continued shift from offline to online spending on education, while leaving sufficient room for future growth.

Please refer to the section headed "Industry Overview" starting on page 79 of this prospectus for a detailed discussion of our industry, its competitive landscape and the source of related information.

OUR STRENGTHS

We believe the following key strengths distinguish us from our competitors and position us for significant growth in the future:

- Leading online destination designed for children in China;
- Strong brand recognition among children in China;
- Deep understanding of children's needs;
- Products that evolve with the user;
- Trusted by parents; and
- Seasoned and complementary management team.

OUR STRATEGIES

Our vision is to provide enjoyable entertainment and educational content to families around the world. To that end, we have adopted the following key strategies:

- Increase our addressable market;
- Expand our online product offerings;
- Strengthen our brand;
- Continue to execute our mobile strategy; and
- Expand into new international markets.

SUMMARY

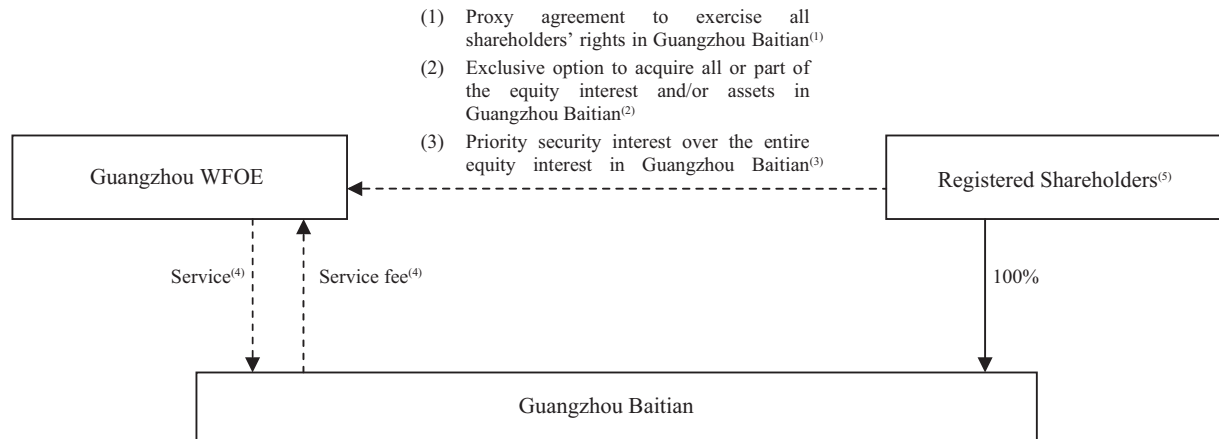
CONTRACTUAL ARRANGEMENTS

Overview of the Contractual Arrangements

The online children’s interactive entertainment and e-learning services provided by our Group are respectively prohibited and restricted to foreign investment in the PRC pursuant to the applicable PRC laws and regulations. Guangzhou Baitian is the primary operating entity within our Group which holds the licenses and regulatory approvals that are essential to the Group’s business operations. In order to achieve our business purposes and in line with common practice in industries in the PRC subject to foreign investment restrictions, we have adopted the Contractual Arrangements to maintain and exercise control over the operations of Guangzhou Baitian, obtain all of its entire economic benefits, and allow the consolidation of its financial position and results of operations into our financial position and results of operations under IFRS as if Guangzhou Baitian were a wholly-owned subsidiary of our Group during the Track Record Period. Please refer to the section headed “Contractual Arrangements” starting on page 142 of this prospectus for further details.

The following diagram illustrates the flow of economic interests from Guangzhou Baitian, our PRC operating entity, to our Group as stipulated under the Contractual Arrangements:

Note:



1. Please refer to the section headed “Contractual Arrangements – Proxy Agreement” starting on page 144 of this prospectus for details.
2. Please refer to the section headed “Contractual Arrangements – Exclusive Option Agreement” starting on page 145 of this prospectus for details.
3. Please refer to the section headed “Contractual Arrangements – Share Pledge Agreement” starting on page 146 of this prospectus for details.
4. Please refer to the section headed “Contractual Arrangements – Exclusive Business Consultation and Service Agreement” starting on page 143 of this prospectus for details.
5. Registered Shareholders are the Founders.
6. “———>” denotes direct legal and beneficial ownership in the equity interest and “----->” denotes contractual relationship.

Risks Related to the Contractual Arrangements

Our PRC legal advisers, Jun He Law Offices, have advised us that the Contractual Arrangements as a whole and each of the agreements comprising the Contractual Arrangements is legal, valid, binding and enforceable under applicable PRC laws. However, there can be no assurance that the Contractual Arrangements will be determined by the PRC Government to be in compliance with applicable PRC laws, rules, regulations or policies in the future. If the Contractual Arrangements are found to be in violation of any applicable PRC laws or regulations, the relevant regulatory authorities may impose various sanctions that could have a material adverse impact on our business, prospects, financial condition and results of operations. In addition, if foreign ownership restrictions in value-added telecommunications businesses in relation to our virtual worlds products and e-learning products are lifted in the PRC, we may be required to unwind the Contractual Arrangements before we are in a position to fully comply with the Qualification Requirement (as defined on page 44 of this prospectus). Moreover, our Contractual Arrangements may not be as effective in providing operational control as direct ownership. For more

SUMMARY

risks relating to the Contractual Arrangements adopted by our Group and further details, please refer to the section headed “Risk Factors — Risks Related to Our Contractual Arrangements” starting on page 44 of this prospectus.

OUR SHAREHOLDING STRUCTURE

The Controlling Shareholders

Mr. DAI and Stmoritz Investment Limited exercise control over approximately 34.91% of the issued share capital of the Company immediately prior to the Global Offering, and therefore are our Controlling Shareholders. 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 share options granted under the Pre-IPO Share Option Scheme and any Shares which may be issued under the Post-IPO RSU Scheme), the percentage of issued share capital controlled by Mr. DAI and Stmoritz Investment Limited in the Company will be diluted to approximately 26.18%. Mr. DAI has also been granted RSUs representing 10,000,000 Shares held by the Pre-IPO RSU Nominee.

Neither of our Controlling Shareholders was engaged or interested in any business which, directly or indirectly, competes or may compete with our business. Our Directors do not expect any significant transactions between our Group and our Controlling Shareholders. Our Directors believe that our Group is capable of carrying on its business independently without unduly relying on them. Please refer to the section headed “Relationship with Controlling Shareholders” starting on page 154 of this prospectus for details.

Pre-IPO Investors

We underwent one pre-IPO investment by Sequoia in the total amount of US\$3,250,000 in 2010. We utilized the proceeds from this investment for working capital, business expansion, payment to Altratek for the costs and expenses incurred in early stage research and other corporate purposes. Upon the completion of the Pre-IPO Investment on April 1, 2010, Sequoia held approximately 20.00% of the then-issued share capital in our Company. Immediately after the 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 share options granted under the Pre-IPO Share Option Scheme and any Shares which may be issued under the Post-IPO RSU Scheme), Sequoia will hold approximately 14.16% of the total share capital in issue of the Company. Please refer to the section headed “History, Reorganization and Corporate Structure — Our History — 4. Pre-IPO Investment and the 2010 Share Split” starting on page 103 of this prospectus for details.

Employee Share Incentive Plans

In order to incentivize our Directors, senior management and other employees for their contribution to the Group and to attract and retain suitable personnel to our Group, we adopted the Pre-IPO Share Option Scheme on June 18, 2010 and the Pre-IPO RSU Scheme on September 30, 2013. We also conditionally adopted the Post-IPO RSU Scheme on March 18, 2014.

As of the Latest Practicable Date, share options for the purchase of an aggregate of 28,800,000 Shares had been granted to our employees under the Pre-IPO Share Option Scheme. We had granted an aggregate of 142,316,000 RSUs to our employees and no more RSUs will be granted after the Listing under the Pre-IPO RSU Scheme. No RSU has been or will be granted pursuant to the Post-IPO RSU Scheme prior to the Global Offering. As of the Latest Practicable Date, none of the granted share options had been exercised by any Grantee, and 142,316,000 Shares had been allotted and issued to the Pre-IPO RSU Nominee underlying the granted RSUs under the Pre-IPO RSU Scheme.

Assuming all of the share options granted under the Pre-IPO Share Option Scheme are exercised, the Shares to be issued under this scheme will represent approximately 1.01% of our enlarged issued share capital upon the

SUMMARY

completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares to be issued under the Post-IPO RSU Scheme). The maximum number of Shares which may be issued under the Post-IPO RSU Scheme is 56,488,440, representing approximately 2% of our enlarged share capital upon the 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 share options granted under the Pre-IPO Share Option Scheme).

Please refer to the sections headed “Statutory and General Information — Pre-IPO Share Option Scheme”, “Statutory and General Information — Pre-IPO RSU Scheme”, “Statutory and General Information — Post-IPO RSU Scheme”, and “Statutory and General Information — Outstanding Share Options and RSUs” in Appendix IV starting from page IV-34 of this prospectus for details.

SUMMARY CONSOLIDATED FINANCIAL INFORMATION

The following tables set forth a summary of our financial information for the years ended December 31, 2011, 2012 and 2013, and should be read in conjunction with our financial information included in the Accountant’s Report set out in Appendix I to this prospectus, including the notes thereto. The summary financial information has been prepared in accordance with IFRS. The basis of preparation is set forth in Note 1(c) of Section II to the Accountant’s Report as set forth in Appendix I to this prospectus.

Consolidated Statements of Comprehensive Income

	For the Year Ended December 31,		
	2011	2012	2013
	(RMB’000)		
Revenue	83,241	203,243	454,996
Cost of revenue	(31,928)	(65,120)	(106,115)
Gross profit	51,313	138,123	348,881
Operating profit	24,285	88,233	248,158
Profit/(loss) for the year	2,706	6,290	(20,219)
Adjusted net profit ⁽¹⁾ (unaudited)	22,144	77,714	226,800

Note:

(1) The following table reconciles our adjusted net profit for the periods presented to net profit, the most directly comparable financial measure calculated and presented in accordance with IFRS:

	For the Year Ended December 31,		
	2011	2012	2013
	(RMB’000)		
Profit/(loss) for the year	2,706	6,290	(20,219)
Add:			
Share-based compensation	214	210	9,791
Fair value change of convertible redeemable preferred shares	18,688	71,214	237,228
Fair value change of derivative financial instrument	536	—	—
Adjusted net profit (unaudited)	22,144	77,714	226,800

SUMMARY

Selected Consolidated Balance Sheet Items

	As of December 31,		
	2011	2012	2013
	(RMB'000)		
Current assets	69,829	194,739	496,803
Current liabilities	44,982	99,882	202,048
Total assets	80,029	211,363	534,663
Total liabilities	95,531	220,365	554,093
Share capital	5	5	5
Reserves	13,022	15,943	25,734
Accumulated losses	(28,529)	(24,950)	(45,169)
Total deficits	(15,502)	(9,002)	(19,430)

Consolidated Statements of Cash Flows

	For the Year Ended December 31,		
	2011	2012	2013
	(RMB'000)		
Cash generated from operations	42,948	147,782	341,395
Interest received	569	992	2,787
Income tax paid	—	(16,988)	(40,625)
Net cash generated from operating activities	43,517	131,786	303,557
Net cash used in investing activities	(6,368)	(5,192)	(218,708)
Net cash (used in)/generated from financing activities	(298)	—	5,368
Net increase in cash and cash equivalents	36,851	126,594	90,217
Cash and cash equivalents at beginning of the year	27,390	64,187	190,768
Exchange losses on cash and cash equivalents	(54)	(13)	(53)
Cash and cash equivalents at end of the year	<u>64,187</u>	<u>190,768</u>	<u>280,932</u>

Key Financial Ratios

The following table sets forth certain of our financial ratios as of the dates or for the periods indicated:

	For the Year Ended December 31,		
	2011	2012	2013
Gross margin ⁽¹⁾	61.6%	68.0%	76.7%
Operating margin ⁽²⁾	29.2%	43.4%	54.5%
Net margin ⁽³⁾	3.3%	3.1%	(4.4%)
Adjusted net margin ⁽⁴⁾	26.6%	38.2%	49.8%
Current ratio (times) ⁽⁵⁾	1.6	1.9	2.5
Return on equity ⁽⁶⁾	66.2%	70.0%	68.6%
Return on total assets ⁽⁷⁾	27.7%	36.8%	42.4%

Notes:

- (1) Gross margin is calculated by dividing gross profit by revenue for the period.
- (2) Operating margin is calculated by dividing operating profit by revenue for the period.
- (3) Net margin is calculated by dividing net profit/(loss) by revenue for the period.
- (4) Adjusted net margin is calculated by dividing adjusted net profit by revenue for the period. Please refer to the section headed "Financial Information — Non-IFRS Measures" starting on page 188 of this prospectus for details.

SUMMARY

- (5) Current ratio is calculated by dividing current assets by current liabilities for the period.
- (6) Return on equity is calculated by dividing adjusted net profit for the period by adjusted shareholders' equity at the end of the period, which is the sum of total deficits and the fair value of convertible redeemable preferred shares, and multiplied by 100%.
- (7) Return on total assets is calculated by dividing adjusted net profit for the period by total assets at the end of the period and multiplied by 100%.

SELECTED OPERATING DATA

Our revenue is affected by three key metrics: (i) quarterly active accounts, or QAAs; (ii) quarterly paying accounts, or QPAs; and (iii) average revenue per quarterly paying account, or ARQPA. QAAs refer to the number of active accounts for our virtual worlds in the relevant quarter. A QAA is defined as a registered account that was accessed at least once during a quarter. An account that logged into two virtual worlds in the same quarter is counted as two QAAs. QPAs refer to the number of paying accounts for our virtual worlds in the relevant quarter. An account that paid subscription fees or purchased virtual items in two virtual worlds in the same quarter is counted as two QPAs. ARQPA is calculated as revenue from our virtual worlds in a particular quarter divided by the QPAs in that quarter. Average quarterly ARQPA is calculated as revenue from our virtual worlds in a particular period divided by the total number of QPAs in that period.

The following table sets forth our relevant operating data for the periods indicated:

	For the Year Ended December 31,		
	2011	2012	2013
Our Virtual Worlds:			
Average QAAs (in thousands)	24,162	40,890	58,786
Average QPAs (in thousands)	689	1,568	2,945
Average quarterly ARQPA (RMB)	28.6	31.1	37.7

LISTING EXPENSES

Listing expenses (excluding underwriting commissions and fees (if any) payable to the Underwriters) represent professional fees incurred in connection with the Listing. Listing expenses to be borne by our Company are estimated to be approximately RMB39.1 million, of which approximately RMB10.7 million is directly attributable to the issue of new Shares to the public and to be accounted for as a deduction from equity, and of which approximately RMB28.4 million has been or is expected to be reflected in our consolidated income statements.

Approximately RMB10.4 million of the listing expenses in relation to services already performed has been reflected in the consolidated income statements of our Group for the Track Record Period, and the remaining amount of approximately RMB18.0 million is expected to be reflected in the consolidated income statements of our Group for the year ending December 31, 2014. In addition, all underwriting commissions will be charged to equity in the year ending December 31, 2014, as they are directly attributable to the offering of new Shares. The listing expenses above are the latest practicable estimates and are provided for reference only, and actual amounts may differ. Our Directors do not expect listing expenses to be incurred after the Track Record Period to have a material and adverse impact on our financial results for the year ending December 31, 2014.

SUMMARY

GLOBAL OFFER STATISTICS

All statistics in this table are based on the assumption that the Over-allotment Option is not exercised.

	Based on minimum indicative Offer Price of HK\$2.00	Based on maximum indicative Offer Price of HK\$2.60
Market capitalization of our Shares ⁽¹⁾	HK\$5,648.8 million	HK\$7,343.5 million
Unaudited pro forma adjusted net tangible asset per Ordinary Share ⁽²⁾	HK\$0.54	HK\$0.68

Notes:

- (1) The calculation of market capitalization is based on the 2,824,422,000 Shares expected to be in issue immediately upon completion of the Global Offering.
- (2) Our unaudited pro forma net tangible assets per Ordinary Share is arrived at after the adjustments referred to in the preceding paragraphs and on the basis that (i) 2,824,422,000 Shares were in issue on an as converted basis assuming that the Global Offering has been completed on December 31, 2013, not taking into account any Share which may be allotted and issued or repurchased by the Company pursuant to the General Mandate to Issue Shares or the General Mandate to Repurchase Shares as described in the section headed “Share Capital,” and any Shares to be issued upon the exercise of share options granted under the Pre-IPO Share Options Scheme and any Shares which may be issued pursuant to the Post-IPO RSU Scheme, and (ii) the special dividend of US\$25.0 million has been paid to our pre-IPO shareholders. See the section headed “Financial Information — Dividend Policy and Distributable Reserves” starting on page 202 of this prospectus.

DIVIDEND POLICY

Our Board has absolute discretion in whether to declare any dividend for any year and how much dividend to declare, if any. Except as described below, neither the Company nor any of its subsidiaries has paid or declared any dividend since its inception. We will continue to reevaluate our dividend policy in light of our financial condition and the prevailing economic climate. However, the determination to pay dividends will be made at the discretion of our Board and will be based upon our earnings, cash flow, financial condition, capital requirements, statutory fund reserve requirements and any other conditions that our Directors deem relevant. The payment of dividends may also be limited by legal restrictions and by financing agreements that we may enter into in the future.

We have declared a special dividend of US\$25.0 million to our pre-IPO shareholders. This dividend will be payable after the completion of the Global Offering and contingent on our Company having available share premium, which will be the case after the completion of the Global Offering. We do not believe that this special dividend will adversely impact our ability to declare or pay dividends in the future or materially impact our financial and cash flow position after the completion of the Global Offering. Please refer to the section headed “Financial Information — Dividend Policy and Distributable Reserves” starting on page 202 of this prospectus for a detailed description of our dividend policy.

FUTURE PLANS AND USE OF PROCEEDS

Please refer to the section headed “Business — Strategies” for a detailed description of our future plans.

We estimate that we will receive net proceeds from the Global Offering of approximately HK\$1,484.7 million (equivalent to approximately RMB1,167.3 million), after deducting underwriting fees and commissions and estimated total expenses paid and payable by us in connection with the Global Offering, assuming an Offer Price of HK\$2.30 per Offer Share, being the midpoint of the indicative Offer Price range of HK\$2.00 to HK\$2.60 per Offer Share.

If the Offer Price is set at the highest or lowest point of the indicative Offer Price range, the net proceeds to be received by us from the Global Offering will increase to approximately HK\$1,683.8 million (equivalent to approximately RMB1,323.9 million) or decrease to approximately HK\$1,285.6 million (equivalent to approximately RMB1,010.7 million), respectively.

SUMMARY

We intend to use the net proceeds from the Global Offering as follows:

- Approximately HK\$519.7 million (equivalent to approximately RMB408.6 million, or approximately 35% of our total estimated net proceeds) for the development of new virtual worlds on both PC and mobile, including two new virtual worlds to be launched in 2014.
- Approximately HK\$445.4 million (equivalent to approximately RMB350.1 million, or approximately 30% of our total estimated net proceeds) to fund our further expansion into the online education and e-learning market on both PC and mobile including the expansion and commercialization of WenTa, our online tutorial platform.
- Approximately HK\$371.2 million (equivalent to approximately RMB291.8 million, or approximately 25% of our total estimated net proceeds) to fund the expansion of our offline product offerings, such as print media, movies and television show production. For example, we have and plan to enter into additional cooperation arrangements with third-party publishers and toy manufacturers for the licensing and production of books and toys using our virtual world brands and characters.
- Approximately HK\$74.2 million (equivalent to approximately RMB58.4 million, or approximately 5% of our total estimated net proceeds) to fund potential strategic acquisitions. We are focused on businesses that complement our current product offerings and have not identified a potential target.
- The balance of the net proceeds, which is approximately HK\$74.2 million (equivalent to approximately RMB58.4 million, or approximately 5% of our total estimated net proceeds) will be used for working capital and other general corporate purposes.

The above allocation of the proceeds will be adjusted on a pro rata basis in the event that the Offer Price is fixed at a higher or lower level compared to the midpoint of the indicative Offer Price range.

If the Over-allotment Option is fully exercised by the Joint Global Coordinators, (i) we will receive additional net proceeds of HK\$14.9 million (equivalent to approximately RMB11.8 million) for 6,914,000 Over-allotment Shares to be allotted and issued by us to the Joint Global Coordinators; and (ii) LeLe Happy, Angel Wang and LNZ Holding will receive in aggregate net proceeds of HK\$214.0 million (equivalent to approximately RMB168.3 million) for 99,000,000 Over-allotment Shares to be sold and transferred to the Joint Global Coordinators, assuming an Offer Price of HK\$2.30 per Offer Share, being the midpoint of the indicative Offer Price range, and after deducting the underwriting commissions and fee (if any) payable by the Over-allotment Option Grantors, as the case may be. We intend to use the additional net proceeds received by us upon the exercise of the Over-allotment Option proportionally as earmarked above.

To the extent permitted by applicable laws and regulations, we intend to deposit any net proceeds not immediately applied to the above purposes into short-term demand deposits and/or money market instruments. We will make an appropriate announcement if there is any change to the above proposed use of proceeds.

RISK FACTORS

Our business is subject to a number of risks, including but not limited to risks related to our business, risks related to our Contractual Arrangements, risks related to our industry and risks related to conducting business in the PRC. As different investors may have different interpretations and standards for determining the materiality of a risk, you should read the entire section headed “Risk Factors” starting on page 28 of this prospectus carefully before you decide to invest in the Offer Shares. Some of the major risks we face include:

- our limited operating history makes it difficult to evaluate our business and growth prospects;
- we operate a limited number of virtual worlds, which contribute to substantially all of our revenue, and if any of our virtual worlds have adverse developments or we are unable to develop additional virtual worlds attractive to users, our results of operations and growth prospects may be materially and adversely affected;
- our business may suffer if we fail to successfully maintain and expand our user base or enhance monetization;

SUMMARY

- our new product offerings may not be popular or successful;
- intellectual property disputes brought by or against us may harm our brands and reputation and subject us to loss of revenue;
- if the PRC Government finds our Contractual Arrangements to be in violation of PRC laws, we could be subject to penalties or be forced to relinquish our interests in the PRC Operating Entity; and
- our Contractual Arrangements may not be as effective as direct ownership in providing operational control over our PRC Operating Entity.

TRADEMARK DISPUTE

We are involved in an intellectual property dispute surrounding certain Chinese characters and logos that we use in one of our virtual worlds, Aola Star. A third party applied for trademark registration of these Chinese characters and logos a few days after we launched Aola Star in July 2010, and its registration became effective in July 2011. We have applied for cancellation of its registration with the relevant authority on the basis of trademark squatting in October 2013, and our application is currently under review. Before the relevant authority makes a decision to uphold or cancel the trademark registration, the third party may bring a claim against us in a competent PRC court for trademark infringement. The court may decide to proceed with the trial despite the fact that our trademark cancellation proceeding is pending. In such an event, we will defend our right to use the relevant Chinese characters and logos based on available defenses under PRC law. In the event that the court decides that we have infringed upon the third party's intellectual property rights, we may be ordered by the court to cease using the relevant Chinese characters and logos. Depending on whether the third party has used the trademarks in dispute during the three years prior to the date the third party brings the claim, we may also be ordered to make economic compensation to the third party, which may negatively affect on our financial condition. In the event that we are ordered by the court to cease using the relevant Chinese characters and logos, the Directors are of the view that there will not be a material adverse effect on our business. We are advised by our PRC legal advisers that the likelihood that we will be ordered by the court to make economic compensation is relatively low, because we are not aware of any actual use of the trademarks in dispute by the third party during the past three years, nor has the third party produced any evidence for such use. Please see "Risk Factors — Risks Related to Our Business — We are involved in a trademark dispute surrounding certain Chinese characters and logos used in one of our virtual worlds, which may subject us to litigation that may have a material adverse impact on our financial condition" and "Business — Our Businesses — Intellectual Property" for more details of the trademark dispute and its potential impact on our business.

ELIGIBILITY OF LISTING

The adjusted net profit attributable to our Shareholders (after excluding fair value loss of convertible redeemable preferred shares and derivative financial instruments, which arose outside of our ordinary and usual course of business) for the year ended December 31, 2013 was more than HK\$20,000,000, and for the years ended December 31, 2011 and 2012 in aggregate was more than HK\$30,000,000. Therefore, we satisfy the profit test requirements in Rule 8.05 (1) of the Listing Rules.

RECENT DEVELOPMENTS

Our Directors confirm that there has been no material adverse change in our financial or trading position, indebtedness, mortgage, contingent liabilities, guarantees or prospects since December 31, 2013, the date of the latest audited consolidated financial statements of our Group. None of our revenue, gross profit, gross profit margin, QAA, QPA and ARQPA has changed materially and adversely since December 31, 2013.

For the year ending December 31, 2014, we expect to incur non-cash share-based compensation expenses associated with grants of share-based awards to our employees and additional fair value loss of convertible

SUMMARY

redeemable preferred shares. Based on the share options and RSUs outstanding as of December 31, 2013, our estimated share-based compensation expenses to be recorded for the year ending December 31, 2014 would be approximately RMB33.9 million. Upon the completion of the Global Offering, the Offer Price will be used to re-measure as fair value of the redeemable convertible preferred shares, and the difference between the fair value of the redeemable convertible preferred shares as of December 31, 2013 and the Offer Price will be recognized as fair value gain or loss in our income statement in 2014. Assuming the completion of the Global Offering in the year ending December 31, 2014 with the indicative Offer Price ranging from HK\$2.00 to HK\$2.60, the estimated total fair value loss to be recorded in relation to our convertible redeemable preferred shares for the year ending December 31, 2014 would be approximately HK\$354.9 million to HK\$594.9 million. Upon the completion of the Global Offering, the convertible redeemable preferred shares will be automatically converted into our Ordinary Shares on a one-to-one basis, and there will be no fair value gain or loss associated with the convertible redeemable preferred shares going forward. In addition, the liabilities for the redeemable convertible preferred shares will be derecognized and accounted as an increase in our share capital and capital reserve.