

DEFINITIONS

In [REDACTION], unless the context otherwise requires, the following expressions have the following meanings. Certain other terms are defined in “Glossary.”

“2010 Share Split”	a split of the Shares of the Company at a ratio of 1:10 in March 2010, upon the completion of which our authorized share capital consisted of 497,743,590 Ordinary Shares and 2,256,410 Preferred Shares of par value US\$0.0001 each
“2013 Share Split”	a split of the Shares of the Company at a ratio of 1:200 in August 2013, upon the completion of which our authorized share capital consisted of 1,576,000,000 Ordinary Shares and 400,000,000 Series A Preferred Shares of par value 0.0000005 each
“Affiliate”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Altratek”	Altratek Limited, our connected person and a company incorporated on July 25, 2002 and existing under the laws of the British Virgin Islands
“Altratek Guangdong”	Guangdong Altratek Telecommunications Ltd., Co. (廣東阿爾創通信技術股份有限公司) (formerly known as Guangzhou Altratek Telecommunications Company Limited (廣州市阿爾創通信技術有限公司)), our connected person and incorporated on December 14, 2004 and existing under the laws of the PRC
“Altratek WFOE”	Guangzhou Elite Enterprise Management Corporation (廣州市伊萊哲企業管理有限公司) (formerly known as Altratek (Guangzhou) Information Technology Ltd., Co. (阿爾創(廣州)信息技術有限公司)), our connected person and incorporated on November 19, 1999 and existing under the laws of the PRC
“Angel Wang Holding Limited” or “Angel Wang”	a company incorporated on September 11, 2009 and existing under the laws of the British Virgin Islands, which was established by Mr. WANG and the entire issued share capital of which is held by Charlotte Holding Limited, which will directly hold 2.64% of the issued share capital of our Company immediately upon completion of the [REDACTION] (assuming the [REDACTION] is not exercised and without taking into account any Shares to be issued upon the exercise of share options granted under the [REDACTION] Share Option Scheme and any Shares which may be issued under the Post-[REDACTION] Scheme)

[REDACTION]

“Articles of Association” or “Articles”	articles of association of the Company that were conditionally adopted on March 18, 2014, which will take effect upon the [REDACTION] of the Shares on the [REDACTION], as amended from time to time, a summary of which is contained in Appendix III to [REDACTION]
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“associate”	has the meaning ascribed to it under the [REDACTION]
“Audio-visual Program License”	the License for Publication of Audio-visual Programs through Information Network 《信息網絡傳播視聽節目許可證》 issued by SARFT
“Audit Committee”	the audit committee of the Board
“Baitian Hong Kong”	Baitian Technology Limited, a company incorporated on October 20, 2009 and existing under the laws of Hong Kong, a wholly-owned subsidiary of the Company
“Beijing WFOE”	Baitian (Beijing) Information Technology Ltd. (百田(北京)信息科技有限公司), a company incorporated on March 9, 2010 and existing under the laws of PRC, an indirect wholly-owned subsidiary of the Company
	[REDACTION]
“Board of Directors” or “Board” or “our Board”	our board of Directors
“Bright Stream Holding Limited” or “Bright Stream”	a company incorporated on September 11, 2009 and existing under the laws of the British Virgin Islands, which was established by Mr. WU and the entire issued share capital of which is held by WHEZ Holding Ltd., which will directly hold 15.83% of the issued share capital of our Company immediately upon completion of the [REDACTION] (assuming the [REDACTION] Option is not exercised and without taking into account any Shares to be issued upon the exercise of share options granted under the [REDACTION] Share Option Scheme and any Shares which may be issued under the [REDACTION] Scheme)
“Business Day”	any day (other than a Saturday, Sunday or public holiday) in Hong Kong on which banks in Hong Kong are open generally for normal banking business to the public
“BVI”	the British Virgin Islands
“BVI Holding Companies”	collectively, Stmoritz Investment, Bright Stream, LNZ Holding, LeLe Happy and Angel Wang
“CAGR”	compound annual growth rate
“Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time

[REDACTION]

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[REDACTION]

“Charlotte Holding Limited”	a company incorporated in the British Virgin Islands on December 6, 2013, the entire equity interest of which is held by TMF (Cayman) Ltd. acting as the trustee of WSW Family Trust
“China” or “PRC”	the People’s Republic of China, which, for the purpose of [REDACTION] and for geographical reference only, excludes Hong Kong, Macau and Taiwan
“Circular 75”	Circular on the Relevant Issues Concerning Foreign Exchange Control on Domestic Residents’ Corporate Financing and Roundtrip Investment Through Offshore Special Purpose Vehicles 《國家外匯管理局關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知》, which was promulgated by the State Administration of Foreign Exchange and took effect on November 1, 2005
“CNNIC”	China Internet Network Information Center
	[REDACTION]
“Companies Ordinance”	the Companies Ordinance of Hong Kong (Chapter 622 of the Laws of Hong Kong) effective from March 3, 2014, as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) effective from March 3, 2014, as amended, supplemented or otherwise modified from time to time
“Company,” “our Company,” “we,” “us,” or “Baioo”	BAIOO Family Interactive Limited (百奧家庭互動有限公司) (formerly known as Baitian Information Limited, Baitian Family Interactive Limited (百田家庭互動有限公司) and BYO Family Interactive Limited (百奧家庭互動有限公司)), an exempted company incorporated in the Cayman Islands with limited liability on September 25, 2009, and, except where the context otherwise requires, all of its subsidiaries and Guangzhou Baitian or where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries and Guangzhou Baitian was engaged in and which was subsequently assumed by it

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“connected person”	has the meaning ascribed to it under the Listing Rules
“connected transaction”	has the meaning ascribed to it under the Listing Rules
“Contractual Arrangements”	a series of agreements entered into among Guangzhou WFOE, Guangzhou Baitian and its registered shareholders on December 4, 2013, as amended on March 20, 2014, and a series of agreements entered into among Beijing WFOE, Guangzhou Baitian and its registered shareholders on March 31, 2010 and terminated on December 4, 2013, details of which are described in the section headed “Contractual Arrangements” in [REDACTION]
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, collectively refers to Mr. DAI and Stmoritz Investment Limited
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the securities markets in the PRC
“DAE Holding Investments Limited”	a company incorporated in the British Virgin Islands on August 16, 2013, the entire equity interest of which is held by TMF (Cayman) Ltd. acting as the trustee of DAE Trust
“DAE Trust”	a discretionary trust set up by Mr. DAI for which TMF (Cayman) Ltd. acts as the trustee, and the beneficiaries of which are Mr. DAI and his family members
“Director(s)” or “our Director(s)”	the director(s) of our Company or any one of them
“EIT Law”	the PRC Enterprise Income Tax Law 《中華人民共和國企業所得稅法》 passed by the National People’s Congress of the PRC on March 16, 2007 and taking effect on January 1, 2008, as amended, supplemented and otherwise modified from time to time
“Executive Director”	executive director of our Company
“Family Trusts”	collectively, DAE Trust, WHZ Trust, The Zhen Family Trust, Tigercat Sunshine Trust and WSW Family Trust
“Founders” or each a “Founder”	Mr. DAI, Mr. WU, Mr. LI, Mr. CHEN, Mr. WANG and Mr. KAN
“GAPP”	General Administration of Press and Publication of the PRC (中華人民共和國新聞出版總署), currently known as State Administration of Press, Publication, Radio, Film and Television and its competent local branches
“GDP”	gross domestic product
	[REDACTION]
“Golden Water Management Limited”	a company incorporated in the British Virgin Islands on December 6, 2013, the entire equity interest of which is held by TMF (Cayman) Ltd. acting as the trustee of the The Zhen Family Trust

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“Grantee(s)”	the person(s) and/or entity(ies) owned by persons who have participated or will participate the [REDACTION] Share Option Scheme, the [REDACTION] RSU Scheme and/or the [REDACTION] RSU Scheme by confirming the acceptance of offer(s) of award(s) of share option(s) and/or RSU(s) under the [REDACTION] Share Option Scheme, the [REDACTION] RSU Scheme and/or the [REDACTION] RSU Scheme
	[REDACTION]
“Group” or “our Group”	our Company, its subsidiaries and the PRC Operating Entity (the financial results of which have been consolidated and accounted for as a subsidiary of our Company by virtue of the Contractual Arrangements), or, where the context so requires, in respect of the period before our Company became the holding company of its current subsidiaries, our Company’s current subsidiaries or the business operated by such subsidiaries or their predecessors (as the case may be)
“Guangzhou Baitian” or “PRC Operating Entity”	Guangzhou Baitian Information Technology Ltd. (廣州百田信息科技有限公司), a company incorporated on June 2, 2009 and existing under the laws of the PRC. As of the Latest Practicable Date, Mr. DAI, Mr. WU, Mr. LI, Mr. CHEN and Mr. WANG hold 46.92%, 28.37%, 12.90%, 7.08% and 4.73% equity interests in Guangzhou Baitian, respectively
“Guangzhou WFOE”	Baiduo (Guangzhou) Information Technology Limited (百多 (廣州) 信息科技有限公司), a company incorporated on October 29, 2013 and existing under the laws of the PRC, an indirect wholly-owned subsidiary of the Company
“Happy Newstart Holding Limited”	a company incorporated in the British Virgin Islands on December 6, 2013, the entire equity interest of which is held by TMF (Cayman) Ltd. acting as the trustee of Tigercat Sunshine Trust
	[REDACTION]
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“HK\$” or “HK dollars” and “HK cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

DEFINITIONS

[REDACTION]

“ICP license”	a value-added telecommunications business operation license issued by the relevant PRC government authorities with a service scope of information services
“IFRS”	International Financial Reporting Standards, amendments and interpretations issued by the International Accounting Standards Board
“Independent Non-Executive Director(s)”	the independent non-executive Director(s) of our Company
“Independent Third Party(ies)”	any entity or party which is not connected (as defined in the Listing Rules) to our Directors, substantial shareholders or chief executives of our Company or its subsidiaries, or any of their respective associates

[REDACTION]

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[REDACTION]

“iResearch”	Shanghai iResearch Co., Ltd, an independent research firm
“iResearch Report”	an industry report on the children’s Internet market in China prepared by iResearch and commissioned by the Company

[REDACTION]

“Latest Practicable Date”	March 21, 2014, being the latest practicable date prior to the printing of [REDACTION] for the purpose of ascertaining certain information contained in [REDACTION]
“LeLe Happy Holding Limited” or “LeLe Happy”	a company incorporated and existing under the laws of the British Virgin Islands, which was established by Mr. CHEN on September 11, 2009 and the entire issued share capital of which is held by Happy Newstart Holding Limited, which will directly hold 3.95% of the issued share capital of our Company immediately upon completion of the [REDACTION] (assuming the [REDACTION] is not exercised and without taking into account any Shares to be issued upon the exercise of share options granted under the [REDACTION] Share Option Scheme and any Shares which may be issued under [REDACTION] Scheme)

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[REDACTION]

“LNZ Holding Limited” or “LNZ Holding”

a company incorporated and existing under the laws of the British Virgin Islands, which was established by Mr. LI on September 11, 2009 and the entire issued share capital of which is held by Golden Water Management Limited, which will directly hold 7.20% of the issued share capital of our Company immediately upon completion of the [REDACTION] (assuming the [REDACTION] is not exercised and without taking into account any Shares to be issued upon the exercise of share options granted under the [REDACTION] Share Option Scheme and any Shares which may be issued under the [REDACTION] RSU Scheme)

[REDACTION]

“Memorandum of Association”

the memorandum of association of our Company conditionally adopted on March 18, 2014, as amended from time to time

“MIIT”

Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) (formerly known as the Ministry of Information Industry) or its competent local branches

“MOC”

Ministry of Culture of the PRC (中華人民共和國文化部), or its competent local branches

“MOE”

Ministry of Education of the PRC (中華人民共和國教育部), or its competent local branches

“MOFCOM”

Ministry of Commerce of the PRC (中華人民共和國商務部), or its competent local branches

“Mr. CHEN”

Mr. CHEN Ziming (陳子明), one of the Founders

“Mr. DAI”

Mr. DAI Jian (戴堅), one of the Founders and the Controlling Shareholders

“Mr. KAN”

Mr. KAN Wei (關巍), one of the Founders

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“Mr. LI”	Mr. LI Chong (李冲), one of the Founders
“Mr. WANG”	Mr. WANG Xiaodong (王晓东), one of the Founders
“Mr. WU”	Mr. WU Lili (吴立立), one of the Founders
“Ms. DAI”	Ms. DAI Ping (戴平), the sister of Mr. DAI, who held equity interests, as a nominee and on behalf of Mr. DAI under trust arrangements, in Stmoritz Investment Limited from October 2007 to April 2012 and Guangzhou Baitian from June 2009 to December 2011, respectively
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會) or its competent local branches
“Nomination Committee”	the nomination committee of the Board
“Non-Executive Directors”	the non-executive Directors of our Company
	[REDACTION]
“Ordinary Share(s)”	ordinary share(s) in the share capital of our Company (or of such other nominal amount as shall result from capitalization, sub-division, consolidation, re-classification or re-construction of the share capital of the Company from time to time) with the rights ascribed in the Articles, with par value US\$0.0000005 each upon the completion of the 2013 Share Split

[REDACTION]

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[REDACTION]

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PBOC Rate”	the exchange rate for foreign exchange transactions set Daily by PBOC based on the China interbank foreign exchange market rate of the previous day and with reference to current exchange rates on the world financial markets
“People’s Congress”	the PRC’s legislative apparatus, including the National People’s Congress of the PRC and all the local people’s congresses (including provincial, municipal and other regional or local people’s congresses) as the context may require, or any of them
“[REDACTION] RSU Scheme”	the restricted share unit plan approved by the shareholders of the Company on March 18, 2014, which will become effective conditionally upon [REDACTION]
“PRC Government”	the government of the PRC, including the central government and all governmental and political subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, as the context requires, any one or more of them
“[REDACTION] Investment”	the [REDACTION] investment in the Company made by Sequoia and completed on April 1, 2010, pursuant to the Series A Transaction Agreements, the details of which are set out in the section headed “History, Reorganization and Corporate Structure — Our History — Overview of the [REDACTION] Investment”
“[REDACTION] RSU Scheme”	the restricted share unit plan approved and adopted by the Company on September 30, 2013
“[REDACTION] Share Option Scheme”	the share option plan approved and adopted by the Company on June 18, 2010

[REDACTION]

DEFINITIONS

[REDACTION]

“Remuneration Committee”	the remuneration committee of the Board
“Renminbi” or “RMB”	the lawful currency of the PRC
“Reorganization”	the reorganization arrangements undergone by our Group in preparation for the [REDACTION] as described in the section headed “History, Reorganization and Corporate Structure”
“RSU(s)”	restricted share units granted pursuant to the [REDACTION] RSU Scheme and/or the [REDACTION] RSU Scheme

[REDACTION]

“SAFE”	the State Administration of Foreign Exchange in the People’s Republic of China (中華人民共和國國家外匯管理局) or its competent local branches
“SAIC”	the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局) or its competent local branches
“SARFT”	the State Administration of Radio Film and Television (國家廣播電影電視總局)
“SAT”	the State Administration of Taxation of the PRC 《中華人民共和國國家條例》
“SEC”	the U.S. Securities and Exchange Commission
“Sequoia” or “[REDACTION] Investors”	collectively, Sequoia Capital China II, L.P., an exempted limited partnership registered in the Cayman Islands, Sequoia Capital China Partners Fund II, L.P., an exempted limited partnership registered in the Cayman Islands, and Sequoia Capital China Principals Fund II, L.P., an exempted limited partnership registered in the Cayman Islands, independent third parties of the Group
“Series A Preferred Share(s)”	preferred share(s) of the Company of par value US\$0.0000005 each (or of such other nominal amount as shall result from capitalization, sub-division, consolidation, re-classification or re-construction of the share capital of the Company from time to time) issued by the Company to and held by Sequoia with the rights ascribed in the articles of association of the Company, as amended, and the Series A Transaction Agreements, which was US\$0.0001 each prior to August 20, 2013
“Series A Transaction Agreements”	the series of transaction agreements, as amended, entered into, among others, by Sequoia, the Company and the Founders in

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	connection with the [REDACTION] Investment, including that certain Series A Preferred Share Purchase Agreement dated November 10, 2009, as amended on March 2, 2010 and December 4, 2013
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	Ordinary Share(s) and Series A Preferred Share(s), and upon the completion of the [REDACTION], Ordinary Share(s)
“Shareholder(s)”	holder(s) of our Shares
	[REDACTION]
“State Council”	State Council of the PRC (中華人民共和國國務院)
“Stmoritz Investment Limited” or “Stmoritz Investment”	a company incorporated on September 11, 2009 and existing under the laws of the British Virgin Islands, which was established by Mr. DAI and the entire issued share capital of which is held by DAE Holding Investments Limited, which will directly hold 26.18% of the issued share capital of our Company immediately upon completion of the [REDACTION] (assuming the [REDACTION] is not exercised and without taking into account any Shares to be issued upon the exercise of share options granted under the [REDACTION] Share Option Scheme and any Shares which may be issued under the [REDACTION] RSU Scheme)
“subsidiary(ies)”	has the meaning ascribed to it in Section 15 of the Companies Ordinance, and as the context may require, refers to Baitian Hong Kong, Baitian BVI, Beijing WFOE and Guangzhou WFOE
“Substantial Shareholder(s)”	has the meaning ascribed to it under the [REDACTION]
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“The [REDACTION] RSU Nominee”	Peto Holding Limited, a company incorporated in the BVI on February 13, 2014, a wholly-owned subsidiary of the [REDACTION] RSU Trustee, holding 142,316,000 Shares underlying the RSUs pursuant to the [REDACTION] RSU scheme as of the Latest Practicable Date, an Independent Third Party
“The [REDACTION] RSU Trustee”	The Core Trust Company Limited, a company incorporated on September 25, 2012 and existing under the laws of Hong Kong, an Independent Third Party
“The Zhen Family Trust”	a discretionary trust set up by Mr. LI for which TMF (Cayman) Ltd. acts as the trustee, and the beneficiaries of which are Mr. LI and his family members
“Tigercat Sunshine Trust”	a discretionary trust set up by Mr. CHEN for which TMF (Cayman) Ltd. acts as the trustee, and the beneficiaries of which are Mr. CHEN and his family members

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“TMF (Cayman) Ltd.”	the trustee of each of the Family Trusts, an Independent Third Party
“Track Record Period”	the periods comprising the three years ended December 31, 2011, 2012 and 2013
“Trust Holding Companies”	DAE Holding Investments Limited, WHEZ Holding Ltd., Golden Water Management Limited, Happy Newstart Holding Limited and Charlotte Holding Limited

[REDACTION]

“United States” or “U.S.”	the United States, as defined in [REDACTION]
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States

[REDACTION]

“VAT”	value-added tax; all amounts are exclusive of VAT in [REDACTION] except indicated otherwise
“WFOE”	wholly foreign owned enterprises established in the PRC
“WHEZ Holding Ltd.”	a company incorporated in the British Virgin Islands on December 6, 2013, the entire equity interest of which is held by TMF (Cayman) Ltd. acting as the trustee of the WHZ Trust
“WHZ Trust”	a discretionary trust set up by Mr. WU for which TMF (Cayman) Ltd. acts as the trustee, and the beneficiaries of which are Mr. WU and his family members
“WSW Family Trust”	a discretionary trust set up by Mr. WANG for which TMF (Cayman) Ltd. acts as the trustee, and the beneficiaries of which are Mr. WANG and his family members

In [REDACTION]:

- *The English names or descriptions of the PRC nationals, entities, government authorities, departments, facilities, certificates, titles, laws and regulations, etc. are translations of their Chinese names and are included for identification purposes only. In the event of any inconsistency, the Chinese name prevails.*
- *Unless otherwise expressly stated or the context otherwise requires, all data in this [REDACTION] is as of Latest Practicable Date.*
- *Unless otherwise specified, all references to any shareholdings in our Company assume that the [REDACTION] has not been exercised. Please refer to the section headed “[REDACTION].”*
- *Certain amounts and percentage figures included in [REDACTION] have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.*
- *Unless otherwise specified, all references to “2011,” “2012” and “2013” are to the years ended December 31, 2011, 2012 and 2013, respectively.*