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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following expressions have the following meanings. Certain other terms are defined in the section headed “Glossary of technical terms”:*

“A8 Music”	A8 Music Group Limited (formerly known as Cash River Limited), a company incorporated in the British Virgin Islands with limited liability on 8 October 2003 and a wholly-owned subsidiary of the Company
“Aiyue”	北京愛樂空間文化傳播有限公司 (Beijing Aiyue Cultural Broadcasting Co., Ltd.*), a limited liability company established in the PRC on 22 May 2007 and is wholly owned by Huadong Feitian
“Articles of Association” or “Articles”	the Company’s articles of association as currently adopted
“Associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday and Sunday) on which licensed banks in Hong Kong are open for general banking business
“BVI”	the British Virgin Islands
“Capitalization Issue”	the issue of [●] Shares to be made upon the capitalization of certain sums standing to the credit of the share premium account of the Company as referred to in the paragraph headed “Written resolutions of all Shareholders passed on [●]” in Appendix V to this prospectus
“Cash River”	佳仕域信息科技(深圳)有限公司 (Cash River Information Technology (Shenzhen) Co. Ltd.*), a wholly foreign-owned enterprise established in the PRC on 10 December 2003 and an indirect wholly-owned subsidiary of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

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“China” or “PRC”	the People’s Republic of China, but for the purpose of this prospectus and for geographical reference only (unless otherwise indicated) excludes Taiwan, the Macau Special Administrative Region and Hong Kong
“China Mobile Group”	China Mobile Communications Corporation (中國移動通信集團公司) and its branches, subsidiaries and affiliates, one of the major mobile operators in the PRC and an Independent Third Party
“China Netcom Group”	China Network Communications Group Corporation (中國網絡通信集團公司) and its branches, subsidiaries and affiliates, an Independent Third Party
“China Telecom Group”	China Telecommunications Corporation (中國電信集團公司) and its branches, subsidiaries and affiliates, an Independent Third Party
“China Unicom Group”	China United Telecommunications Corporation Ltd. (中國聯合通信股份有限公司) and its branches, subsidiaries and affiliates, one of the major mobile operators in the PRC and an Independent Third Party
“Chuangmeng Yinyue”	北京創盟音樂文化發展有限公司 (Beijing Chuangmeng Yinyue Culture Development Co., Ltd.*), a limited liability company established in the PRC on 31 May 2005 which is owned as to 72% by Kwaitonglian and 28% by Mr. Xu Xiaofeng, an employee of Chuangmeng Yinyue
“CNNIC”	China Internet Network Information Center (中國互聯網絡信息中心)
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
“Company”	A8 Digital Music Holdings Limited (A8 電媒音樂控股有限公司) (formerly known as A8 Music International Limited), a company incorporated in the Cayman Islands with limited liability on 2 October 2007 under the Companies Law

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“connected person”	has the meaning ascribed thereto under the Listing Rules
“Contractual Arrangements”	the contractual arrangements that Cash River has entered into with Huadong Feitian and Kwaitonglian and their respective shareholders respectively, through the various contracts as described under the paragraph headed “Structure contracts” in the section headed “History and development” in this prospectus
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the context of the Company, means collectively, Mr. Liu Xiaosong, Prime Century, Ever Novel and Grand Idea
“Covenantors”	the Controlling Shareholders, Top Result, Success Profit Investments Limited and Ms. Cui Jingtao
“Director(s)”	the director(s) of the Company
“Ever Novel”	Ever Novel Holdings Limited, a limited liability company incorporated in the BVI whose issued share capital is 100% beneficially owned by a family trust set up by Mr. Liu Xiaosong for the benefit of his family members
“Gracenote Mobile MusicID”	a software which extracts digital representation of all or part of the digitized sound from music audio samples, matches such digital representation to the database of commercially recorded and released music contents and provides a single response to each application query
“Grand Idea”	Grand Idea Holdings Limited, a limited liability company incorporated in the BVI whose issued share capital is 100% beneficially owned by a family trust set up by Ms. Xie Yuanbi for the benefits of her family members. Ms. Xie Yuanbi is the mother of Mr. Liu Xiaosong

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“Group”	the Company and its subsidiaries or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, such subsidiaries as if they were the Company’s subsidiaries at that time, including Huadong Feitian and its subsidiaries, namely, Aiyue and Yunhai Qingtian and Kwaitonglian and its subsidiaries, namely Yuesheng Feiyang and Chuangmeng Yinyue
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Huadong Feitian”	深圳市華動飛天網絡技術開發有限公司 (Shenzhen Huadong Feitian Network Development Co., Ltd.*) a limited liability company established in the PRC on 22 May 2000 which is beneficially owned as to approximately 75% by Mr. Liu Xiaosong and 25% by Ms. Cui Jingtao and is indirectly controlled by the Company through the Contractual Arrangements
“IFRS”	International Financial Reporting Standards
“Independent Third Party” or “Independent Third Parties”	person(s) or company(ies) who/which is/are independent of and not connected with the Directors, chief executive or substantial shareholders of the Company or any of its subsidiaries, or any of their respective associates, and not otherwise a connected person of the Company
“Internet Visual/Audio regulations”	the Administrative Measures for Visual and Audio Program Transmitted by Information Networks such as the Internet (《互聯網等信息網絡傳播視聽節目管理辦法》) implemented by the SARFT on 11 October 2004; and the Provisions on Administration of Internet Visual/Audio Programming Services (《互聯網視聽節目服務管理規定》) jointly promulgated by the SARFT and the MII on 20 December 2007 and took effect on 31 January 2008, where references are made to “Internet Visual/Audio regulations” in this prospectus shall mean either one or both of the above

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“Join Reach”	Join Reach Limited, a limited liability company incorporated in the BVI which is beneficially owned as to 100% by Ms. Cheung Lo Samantha, an ex-employee of the Group
“Kwaitonglian”	深圳市快通聯科技有限公司 (Shenzhen Kwaitonglian Technology Co., Ltd.*), a limited liability company established in the PRC on 10 May 2004, the registered capital of which is beneficially owned as to 100% by Mr. Lin Yizhong (alias Lin Hai) and is indirectly controlled by the Company through the Contractual Arrangements
“Latest Practicable Date”	[●] 2008, being the latest practicable date for ascertaining certain information in this prospectus prior to the printing of this prospectus
“Listing”	the listing of the Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about [●] 2008, on which the Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“MII”	the Ministry of Information Industry of the PRC (中華人民共和國工業和信息化部) (formerly known as 中華人民共和國信息產業部), including its local counterparts
“MOC”	the Ministry of Culture (中華人民共和國文化部) of the PRC, including its local counterparts
“New Issue”	the issue of the New Shares

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“New Shares”	the [●] new Shares being offered by the Company for subscription at the Offer Price under the Share Offer and where relevant, any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option granted by the Company to the Placing Underwriters under the Underwriting Agreement (exercisable by the Lead Manager on behalf of the Placing Underwriters) whereby the Company may be required to allot and issue up to an aggregate of [●] additional New Shares, representing 15% of the Shares initially being offered under Share Offer, at the Offer Price to cover over-allocations under the Placing, if any, as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Pre-IPO Share Option Scheme”	the share option scheme adopted by the Company for granting share options prior to the Listing, a summary of the principal terms of which is set out in the paragraph headed “Pre-IPO Share Option Scheme” in Appendix V to this prospectus
“Prime Century”	Prime Century Technology Limited, a limited liability company incorporated in the BVI whose issued share capital is held as to [52.61%] by Ever Novel, [18.50%] by Ms. Wang Gang, [8.80%] by Join Reach and [20.09%] by [20] shareholders who are existing or past employees of the Group or their respective investment holding companies and Independent Third Parties each holding less than 5% shares in Prime Century
“Remuneration Shares”	such number of Shares to be allotted and issued to the Sponsor or one of its associates, credited as fully paid, upon completion of the Share Offer as part of the remuneration of the Sponsor for its services in connection with the Listing (such number being not more than [●] Shares and is expected to be not less than [●] Shares)
“Reorganization”	the reorganization of the Group prior to the issue of this prospectus, details of which are set out in the paragraph headed “Corporate reorganization” in Appendix V to this prospectus

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“SAFE”	the State Administration of Foreign Exchange of China, the PRC governmental agency responsible for matters relating to foreign exchange administration
“SARFT”	the State Administration of Radio, Film and Television (國家廣播電影電視總局)
“Selling Shareholders”	[●]
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
“Share(s)”	share(s) of HK\$[0.01] each in the share capital of the Company
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on [●] 2008, a summary of the principal terms of which is set out in the paragraph headed “Share Option Scheme” in Appendix V to this prospectus
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Borrowing Agreement”	the stock borrowing agreement dated [●] 2008 entered into between the Lead Manager and [Prime Century,] being one of the Controlling Shareholders
“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
“structured subsidiaries”	those entities controlled by Cash River through the Contractual Arrangements, being Huadong Feitian, Kwaitonglian and their respective subsidiaries, branches and representative offices
“Top Result”	Top Result Enterprises Limited, a limited liability company incorporated in the BVI whose issued share capital is 100% beneficially owned by Ms. Cui Jingtao, the spouse of Mr. Li Wei, a non-executive Director
“Track Record Period”	the period comprising the three financial years ended 31 December 2007

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“Wangle Tianxia”	北京網樂天下互聯網信息服務有限公司 (Beijing Wangle Tianxia Internet Information Services Co., Ltd.*), a limited liability company established in the PRC on 8 May 2006 which was wholly owned by Huadong Feitian prior to the Reorganization
“Yuesheng Feiyang”	北京樂聲飛揚音樂文化傳播有限公司 (Beijing Yuesheng Feiyang Music Culture Broadcasting Co., Ltd.*), a limited liability company established in the PRC on 26 March 2007 which is wholly owned by Kwaitonglian
“Yunhai Qingtian”	深圳市雲海情天文化傳播有限公司 (Shenzhen Yunhai Qingtian Cultural Broadcasting Co., Ltd.*), a limited liability company established in the PRC on 9 December 2004 which is wholly owned by Huadong Feitian
“YY”	YY Music International Limited (previously known as A9 Music Group Limited), a limited liability company incorporated in the BVI on 13 August 2007 which has the same shareholding structure as the Company prior to the Listing
“Zhongge Feiyang”	北京中歌飛揚文化傳播有限公司 (Beijing Zhongge Feiyang Culture Broadcasting Co., Ltd.*), a limited liability company established in the PRC on 23 August 2003 which was wholly owned by Kwaitonglian prior to the Reorganization
“Zhongge Liaoliang”	北京中歌嘹亮音樂文化傳播有限公司 (Beijing Zhongge Liaoliang Music Culture Broadcasting Co., Ltd.*), a limited liability company established in the PRC on 23 January 2006 [and owned as to 49% by Zhongge Feiyang and 51% by 北京廣播公司 (Beijing Broadcast Company*)]
“HK\$” or “HK Dollar(s)” and “cent(s)”	Hong Kong dollar(s) and cent(s) respectively, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“US\$” or “US Dollar(s)”	United States dollar(s), the lawful currency of the United States of America
“sq.ft.” and “sq.m.”	square feet and square metres, respectively
“%”	per cent.

## **DEFINITIONS**

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*If there is any inconsistency between the Chinese names of the PRC laws and regulations or the PRC entities mentioned in this prospectus and their English translation, the Chinese version shall prevail.*

*For the purpose of this prospectus, unless otherwise specified, conversion of US Dollars and RMB into Hong Kong Dollars are based on the approximate exchange rates of US\$1.00 to HK\$7.80 and HK\$1.00 to RMB0.92 respectively for illustrative purpose only. No representation is made that any amount in Hong Kong Dollars, US Dollars or RMB could have been or could be converted at the above rates or any other rates.*

*\* The English names of the PRC entities are not official translation and are for identification purpose only*