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## DEFINITIONS

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*In this document, unless the context otherwise requires, the following terms and expressions shall have the following meanings:*

“Articles of Association” or “Articles”	the articles of association of our Company as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Beijing Yage”	北京現代雅格廣告有限公司 (Beijing Modern Yage Advertising Co., Ltd.*), a limited liability company established under the laws of the PRC on 15 January 2002 and which is owned as to 80% by Guangzhou Modern Information and as to 20% by Guangzhou Modern Books
“Beijing Yage Zhimei”	北京雅格致美廣告傳播有限公司 (Beijing Yage Zhimei Advertising Media Co., Ltd.*), a limited liability company established under the laws of the PRC on 29 March 2006 and a wholly-owned subsidiary of Zhuhai Modern Zhimei
“Board”	the board of Directors
“Business Day”	has the meaning ascribed to it under the Listing Rules
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of new Shares to be made upon the capitalisation of certain sum standing to the credit of the share premium account of our Company referred to in the paragraph headed “[Resolutions in writing of the [sole Shareholder/ Shareholders] passed on [●]]” in Appendix [V] to this document
“CAGR”	an acronym for compound annual growth rate
“City Howwhy”	City Howwhy Limited (號外有限公司), a company incorporated in Hong Kong with limited liability on 15 May 2000 and an indirect wholly-owned subsidiary of our Company
“Companies Law”	the Companies Law, Cap 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 from time to time
“Company” or “our Company”	Modern Media Holdings Limited (現代傳播控股有限公司), a company incorporated in the Cayman Islands with limited liability on 8 March 2007
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules

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“Contractual Arrangements”	a series of contracts entered into by, among others, Zhuhai Technology, Mr. Shao and the PRC Operational Entities as more particularly described in the paragraph headed “Contractual Arrangements” in the section headed “Business” in this document
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the context of this document, means Mr. Shao
“Director(s)”	the director(s) of our Company
“EIT”	中國人民共和國企業所得稅 (the enterprise income tax of the PRC*)
“EIT Law”	中國人民共和國企業所得稅法 (The Enterprise Income Tax Law of the PRC*)
“E-starship”	E-starship Limited, a company incorporated in BVI with limited liability on 18 May 2000 and a wholly-owned subsidiary of our Company
“Excluded Group”	collectively 68.com Holdings Limited, Top Finance Holdings Limited, Hero Enterprises Limited, China Yachting Communications Limited [(in process of dissolution)], Modern Company Limited [(in process of dissolution)], Modern Mobile Digital Media Co. Ltd., Shanghai Senyin and 廣州現代移動數碼傳播有限責任公司 (Guangzhou Xiandai Yidong Shuma Chuanbo Company Limited*)
“GAPP”	中國國家新聞出版總署 (General Administration of Press and Publication of the PRC*)
“GDP”	an acronym for gross domestic product
“Gross Revenue”	turnover of our Group during the Track Record Period before the deduction of sales taxes and other surcharges of the respective periods
“Group”, “we” or “us”	our Company and its subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, such subsidiaries as if they were the subsidiaries of our Company at the time and also include the PRC Operational Entities (the financial results of which have been combined and accounted for as the subsidiaries of our Company by virtue of the Contractual Arrangements)

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“Guangzhou Modern Books”	廣州現代圖書有限公司 (Guangzhou Modern Books Co., Ltd.*), a limited liability company established under the laws of the PRC on 24 November 2004 and which is owned as to 90% by Mr. Shao and as to 10% by Guangzhou Modern Information
“Guangzhou Modern Information”	廣州現代資訊傳播有限公司 (Guangzhou Modern Information Media Co., Ltd.*), a limited liability company established under the laws of the PRC on 3 September 1999 and which is wholly owned by Mr. Shao
“Guangzhou Yage”	廣州雅格廣告有限公司 (Guangzhou Yage Advertising Co., Ltd.*), a limited liability company established under the laws of the PRC on 25 February 2004 and a wholly-owned subsidiary of Zhuhai Modern Zhimei
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“ICBC International”	ICBC International Capital Limited, a licensed corporation under the SFO permitted to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) of the regulated activities (as defined in the SFO)
“IFRSs”	International Financial Reporting Standards
“Independent Third Party(ies)”	a person(s) or company(ies) which is/are independent of and not connected with any member of our Group, our Directors, chief executive and the substantial shareholder of our Company and its subsidiaries and their respective associates
“Latest Practicable Date”	[●], being the latest practicable date prior to the publication of this document for ascertaining certain information contained in this document
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Macau”	the Macau Special Administrative Region of the PRC
“Mag-Form”	the acronym of “Magazine Platform” which represents the unique and multi-segmented business platform created by the Magazines through which our Group provides integrated advertising and marketing services
“Magazines”	the PRC Magazines and “號外” (City Magazine), the publication that we publish in Hong Kong

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“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
“Modern Media (HK)”	Modern Media Company Limited (現代傳播有限公司), a company incorporated in Hong Kong with limited liability on 6 May 1998 and an indirect wholly-owned subsidiary of our Company
“Mr. Shao”	Mr. Shao Zhong, our founder and chairman and an executive Director
“No. 75 Notice”	《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》(The Notice of SAFE on Issues relating to Foreign Exchange Control on Fund Raising by Domestic Residents through Offshore Special Purpose Vehicles and Round-trip Investments*) promulgated on 21 October 2005
“PRC” or “China”	the People’s Republic of China, which, for the purposes of this document, excludes Hong Kong, Macau and Taiwan
“PRC Magazines”	the publications that we operate in the PRC, collectively “週末畫報” (Modern Weekly), “新視綫” (The Outlook Magazine), “生活月刊” (Life Magazine), “汽車生活” (Auto Life), “健康時尚” (LOHAS), “優家畫報” (U+ Weekly) and “大都市” (Metropolis)
“PRC Operational Entities”	collectively Beijing Yage, Beijing Yage Zhimei, Guangzhou Modern Information, Guangzhou Modern Books, Guangzhou Yage, Shanghai Gezhi, Shanghai Yage, Shenzhen Yage Zhimei, Zhuhai Modern Zhimei and Zhuhai Yinhu, the financial results of which have been combined and accounted for as the subsidiaries of our Company by virtue of the Contractual Arrangements
“PRC Publishing Partners”	existing or, as the context requires, future independent business partners of our Group who own or hold the relevant Publishing Code with respect to each of the PRC Magazines or any other Chinese-language magazines to be operated by us in certain specific business areas or functions pursuant to cooperation agreements entered into between Guangzhou Modern Information and the PRC Operational Entities and with respect to which the PRC Operational Entities will be granted the exclusive rights to sell advertising spaces in, and to distribute, the PRC Magazines
“Publishing Code”	刊號 (kanhao*), a publishing code of publications used in the PRC

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“Reorganisation”	the reorganisation of our Group in preparation for the [●], particulars of which are set forth under the paragraph headed “Reorganisation” in Appendix V to this document
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	中國國家外匯管理局 (State Administration of Foreign Exchange of the PRC*)
“SAIC”	中國國家工商行政管理總局 (State Administration for Industry and Commerce of the PRC*)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shanghai Gezhi”	上海格致廣告有限公司 (Shanghai Gezhi Advertising Co., Ltd.*), a limited liability company established under the laws of the PRC on 16 January 2006 and a wholly-owned subsidiary of Zhuhai Modern Zhimei
“Shanghai Senyin”	上海森音信息科技有限公司 (Shanghai Senyin Information Technology Co., Ltd.*), a limited liability company established under the laws of the PRC on 19 October 2005 and which is owned as to 95% by Mr. Shao and as to 5% by an Independent Third Party
“Shanghai Yage”	上海雅格廣告有限公司 (Shanghai Yage Advertising Co., Ltd.*), a limited liability company established under the laws of the PRC on 17 June 2002 and which is owned as to 90% by Guangzhou Modern Information and as to 10% by Guangzhou Modern Books
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the capital of our Company
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on [24] August 2009, the principal terms of which are set forth under the paragraph headed “Share Option Scheme” in Appendix V to this document
“Shareholder(s)”	holder(s) of our Shares
“Shenzhen Yage Zhimei”	深圳市雅格致美資訊傳播有限公司 (Shenzhen Yage Zhimei Information Media Co., Ltd.*), a limited liability company established under the laws of the PRC on 8 June 2005 and a wholly-owned subsidiary of Zhuhai Modern Zhimei

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“Shenzhen Yazhimei”	雅致美信息諮詢(深圳)有限公司 (Yazhimei Information Consultation (Shenzhen) Co., Ltd.*), a wholly foreign-owned enterprise established under the laws of the PRC on 16 August 2007 and an indirect wholly-owned subsidiary of our Company
“Sichuan Shangdu”	四川尚都傳媒有限責任公司 (Sichuan Shangdu Media Co., Ltd.*), a limited liability company established under the laws of the PRC on 20 April 2007 and which is owned by two Independent Third Parties
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Track Record Period”	the three financial years ended 31 December 2008 and the three months ended 31 March 2009
“Tianjin Holiday”	天津假日傳媒發展有限公司 (Tianjin Holiday Media Development Co., Ltd.*), a limited liability company established under the laws of the PRC on 28 June 2002 and which is owned by three Independent Third Parties
“United States” or “US”	the United States of America
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States of America
“ZenithOptimedia”	ZenithOptimedia, one of the world’s leading global media services agencies and an Independent Third Party
“ZenithOptimedia Report”	the report entitled “Advertising Expenditure Forecasts” issued by ZenithOptimedia in March 2009
“Zhuhai Modern Zhimei”	珠海現代致美文化傳播有限公司 (Zhuhai Modern Zhimei Culture Media Co., Ltd.*), a limited liability company established under the laws of the PRC on 23 October 2006 and a wholly-owned subsidiary of Zhuhai Yinhu
“Zhuhai Technology”	現代傳播(珠海)科技有限公司 (Modern Media (Zhuhai) Technology Co., Ltd.*), a wholly foreign-owned enterprise established under the laws of the PRC on 13 April 2006 and an indirect wholly-owned subsidiary of our Company
“Zhuhai Yinhu”	珠海市銀弧廣告有限公司 (Zhuhai Yinhu Advertising Co., Ltd.*), a limited liability company established under the laws of the PRC on 30 March 2001 and which is owned as to 90% by Mr. Shao and as to 10% by Guangzhou Modern Information
“%”	per cent.

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The English names of the PRC entities, PRC laws or regulations or the PRC government authorities mentioned in this document and marked with “\*” are translation from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.

Unless the context requires otherwise, translation of US\$ into HK\$ and HK\$ into RMB is made in this document, for illustration purpose only, at the rates of US\$1.00 = HK\$[7.8] and HK\$1.00 = RMB[0.88].

No representation is made that any amount in US\$, HK\$ or RMB could have been or could be converted at the above rate or at any other rate or at all.

Certain amounts and percentage figures included in this document 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.