

Exclusive Technology Service and Management Consultation Agreement

Nanjing Xibai entered into exclusive technology service and management consultation agreement with our PRC Contractual Entities on 30 December 2014 (the “**Exclusive Technology Service and Management Consultation Agreement**”), pursuant to which our PRC Contractual

Entities agreed to engage Nanjing Xibai as their exclusive provider of technical and management consulting services and other technology and consultancy services requested by our PRC Contractual Entities to support their operations from time to time to the extent permitted under PRC laws in exchange for service fees.

The technical services provided include:

- development of computer and mobile device software;
- webpages and websites design, monitoring, testing and debugging;
- management of information systems;
- provision of technical supports;
- provision of technological consultation services;
- provision of technical training;
- engagement of technical staff to provide on-site technical guidance; and
- other technical services as reasonably requested by our PRC

Contractual Entities. The management consultation services provided include:

- formulation of management models and business plans;
- formulation of market development plans;

- provision of market information and customer resources information;
- market research and analysis;
- staff training;
- establishment of sales networks; and
- other services as reasonably requested by our PRC Contractual Entities.

The Exclusive Technology Service and Management Consultation Agreement also provides that Nanjing Xibai has the exclusive proprietary rights to all intellectual property rights developed or created by Nanjing Xibai or our PRC Contractual Entities during the performance of the Exclusive Technology Service and Management Consultation Agreement.

For the purpose of provision of these services and the services under the Business Cooperation Agreement, Nanjing Xibai has employed dedicated research and development personnel to be primarily responsible for providing technical services to our PRC Contractual Entities as well as business management personnel to be primarily responsible for providing business consultation and other similar services to our PRC Contractual Entities. Furthermore, Nanjing Xibai has also acquired necessary facilities such as computers and office equipment to enable Nanjing Xibai to provide the relevant services to our PRC Contractual Entities under the Business Cooperation Agreement and the Exclusive Technology Service and Management Consultation Agreement. As a result of the Contractual Arrangement, Nanjing Xibai has taken over the operational functions of the PRC Contractual Entities and become the contracting party with our telecommunication carriers and other service providers in terms of our procurement of bandwidth and internet data centre services from such service providers.

On the other hand, the PRC Contractual Entities remain the billing entities towards our customers and continue to provide customer support services. To cope with the change in functions, in addition to engagement of new employees, existing employees of the PRC Contractual Entities in our other departments namely management, technical, editorial, marketing and operation departments who are necessary for provision of the relevant services under the Contractual Arrangement have been transferred to Nanjing Xibai. The relevant existing employees of the PRC Contractual Entities had been taken over by Nanjing Xibai since the execution of the Structured Contracts on 30 December 2014, and since then Nanjing Xibai had been providing services to the PRC Contractual Entities under the Contractual Arrangement. Nevertheless, we had to attend to necessary procedures with respect to renewal of employment contracts, and social insurance and housing provident funds with the relevant governmental authorities. As such, and taking into account the intervening Chinese New Year holiday, the said necessary procedures for the transfer of all relevant employees had been entirely completed as at the end of March 2015.

According to the Exclusive Technology Service and Management Consultation Agreement, our PRC Contractual Entities shall pay service fees to Nanjing Xibai every six months as calculated by Nanjing Xibai based on the financial conditions of our PRC Contractual Entities. In the premises of compliance with the PRC laws and regulations, the service fees are equal to the profits of our PRC Contractual Entities after deducting losses in previous years, necessary operating costs, expenses and taxes. The services fees are subject to Nanjing Xibai's adjustment taking into account the actual situations of provision of services and our PRC Contractual Entities' operating status and development needs. Further, given that the functions and risks are undertaken by Nanjing Xibai and after consultation with an independent professional firm, we are of the view that the profit level of Nanjing Xibai is within the quartile reasonable range of that of the comparable companies conducting similar businesses and the result of the Contractual Arrangement is in line with the arm's length basis. Furthermore, after the Listing, we will continue to

engage independent professional firm to regularly review the terms of the transfer pricing arrangement of the transactions under the Contractual Arrangement to ensure that they are conducted on an arm's length basis as described in the relevant transfer pricing tax regulations.

The Exclusive Technology Service and Management Consultation Agreement became effective upon execution and shall, subject to the applicable PRC laws or regulations, be effective for an indefinite period unless (a) Nanjing Xibai's acquiring the entire equity interests or assets of our PRC Contractual Entities pursuant to its rights under the Exclusive Option Agreement; or (b) terminated unilaterally by Nanjing Xibai by giving 30-day prior notice.