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本公佈不構成在美國或任何其他司法管轄區出售證券的要約或招攬購買證券的要約；若在該等司法管轄區，上述要約、招攬或出售在根據該司法管轄區的證券法律進行登記或獲得資格前屬違法。在未辦理登記手續或未獲適用的登記規定豁免的情況下，不得在美國發售或出售任何證券。凡在美國公開發售任何證券，均須以刊發招股章程的方式進行。該招股章程須載有作出有關發售的公司、其管理層及財務報表的詳盡資料。本公司無意在美國公開發售任何證券。

**Tencent 騰訊**  
**TENCENT HOLDINGS LIMITED**  
**騰訊控股有限公司**  
(於開曼群島註冊成立的有限公司)  
(股份代號：700)

**海外監管公告及  
票據發行完成**

茲提述本公司就向若干合資格機構投資者進行票據的國際發售而分別於二零一一年十一月十四日及二零一一年十二月六日刊發的兩份公佈。

董事會欣然宣佈，於二零一一年十二月十二日，契約經已簽立，並已完成票據發行。於聯交所網站登載隨附的發售備忘錄，僅為(i)向股東及香港投資者進行同等的資訊傳達，及(ii)遵守上市規則第13.09(2)條，別無其他目的。

**緒言**

茲提述本公司就向若干合資格機構投資者進行票據的國際發售而分別於二零一一年十一月十四日及二零一一年十二月六日刊發的兩份公佈。

## 票據發行完成

董事會欣然宣佈，於二零一一年十二月十二日，契約經已簽立，並已完成票據發行。

## 發售備忘錄

請參閱隨附的發售備忘錄，發售備忘錄已在二零一一年十二月十三日登載於新交所網站。新交所不會就本公佈內作出的任何聲明或表達的意見或收錄的報告是否正確承擔任何責任。票據已於二零一一年十二月十三日在新交所上市及報價。票據獲准納入新交所正式上市名單及票據在新交所的報價不得視為本公司或票據的價值指標。票據未曾亦將不會尋求於香港上市。

於聯交所網站登載發售備忘錄，僅為(i)向股東及香港投資者進行同等的資訊傳達，及(ii)遵守上市規則第13.09(2)條，別無其他目的。

發售備忘錄並不構成在任何司法管轄區向公眾提呈出售任何證券的招股章程、通告、通函、宣傳冊、廣告或文件，亦非向公眾提出收購、認購或購買任何證券的要約，且不在旨在邀請或招攬公眾提出收購、認購或購買任何證券的要約。

發售備忘錄不得被視為收購、認購或購買本公司任何證券的誘因，亦無意構成該等誘因。任何人士均不應以發售備忘錄所載資料作出投資決定。

## 釋義

於本公佈內，除文義另有所指外，下列詞彙具有以下涵義：

詞彙		釋義
「董事會」	指	董事會
「本公司」	指	騰訊控股有限公司，一間根據開曼群島法律組織及存續之有限責任公司，其股份於聯交所主板上市
「董事」	指	本公司董事
「港元」	指	香港法定貨幣
「香港」	指	中華人民共和國香港特別行政區
「契約」	指	本公司（作為票據的發行人）與 Deutsche Bank Trust Company Americas（作為票據的受託人）訂立的書面協議，已據此發行票據
「上市規則」	指	聯交所證券上市規則
「票據」	指	本公司所發行600,000,000美元二零一六年到期4.625%的優先票據
「票據發行」	指	本公司的票據發行
「發售備忘錄」	指	日期為二零一一年十二月五日有關票據發行的發售備忘錄
「新交所」	指	新加坡證券交易所
「股份」	指	本公司股本中每股面值0.0001港元的普通股
「股東」	指	股份持有人
「聯交所」	指	香港聯合交易所有限公司

「美國」	指	美利堅合眾國，其領土、屬地及服從其司法管轄的所有地區
「美元」	指	美元，美國法定貨幣
「%」	指	百分比

承董事會命  
馬化騰  
主席

二零一一年十二月十三日

於本公佈刊發日期，本公司董事為：

執行董事：

馬化騰、劉熾平和張志東；

非執行董事：

Antonie Andries Roux和Charles St Leger Searle；及

獨立非執行董事：

李東生、Iain Ferguson Bruce和Ian Charles Stone.

本公佈載有前瞻性陳述，涉及本集團的業務展望、預測業務計劃及發展策略，該等前瞻性陳述是根據本集團現有的資料，亦按本公佈刊發之時的展望為基準，在本公佈內載列。該等前瞻性陳述是根據若干預測、假設及前提，當中有些涉及主觀因素或不受我們控制，該等前瞻性陳述或會證明為不正確及可能不會在將來實現。該等前瞻性陳述乃基於很多風險及不明朗因素，該等風險及不明朗因素的進一步詳情載於我們的其他公開披露文件。

**STRICTLY CONFIDENTIAL — DO NOT FORWARD**

**THIS OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE EITHER (1) QIBs (AS DEFINED BELOW) UNDER RULE 144A OR (2) PERSONS OUTSIDE THE UNITED STATES.**

**IMPORTANT:** You must read the following disclaimer before continuing. The following disclaimer applies to the offering memorandum attached to this e-mail. You are therefore advised to read this disclaimer carefully before reading, accessing or making any other use of the attached offering memorandum. In accessing the attached offering memorandum, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from us as a result of such access.

**Confirmation of Your Representation:** By accepting the email and accessing the attached document you shall be deemed to have represented to Goldman Sachs (Asia) L.L.C., Deutsche Bank AG, Singapore Branch, Credit Suisse Securities (Europe) Limited, The Hongkong and Shanghai Banking Corporation Limited, Barclays Bank PLC, Citigroup Global Markets Inc. and Australia and New Zealand Banking Group Limited (the “Initial Purchasers”) that (1) (i) you are not in the United States and, to the extent you purchase the securities described in the attached offering memorandum, you will be doing so pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”) OR (ii) you are acting on behalf of, or you are, a qualified institutional buyer (“QIB”), as defined in Rule 144A under the Securities Act, AND (2) that you consent to the delivery of the attached offering memorandum and any amendments or supplements thereto by electronic transmission.

The attached document has been made available to you in electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and consequently none of the issuer of the securities or the Initial Purchasers or any of their respective directors, employees, representatives or affiliates accepts any liability or responsibility whatsoever in respect of any discrepancies between the document distributed to you in electronic format and the hard copy version. We will provide a hard copy version to you upon request.

**Restrictions:** The attached document is an offering memorandum and is being furnished in connection with an offering exempt from registration under the Securities Act solely for the purpose of enabling a prospective investor to consider the purchase of the securities described herein.

**THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE U.S. OR OTHER JURISDICTION AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND ANY APPLICABLE STATE OR LOCAL SECURITIES LAWS. NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO.**

Except with respect to eligible investors in jurisdictions where such offer is permitted by law, nothing in this electronic transmission constitutes an offer or an invitation by or on behalf of either the issuer of the securities or the Initial Purchasers to subscribe for or purchase any of the securities described therein, and access has been limited so that it shall not constitute a general advertisement or solicitation in the United States or elsewhere. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the underwriters or any affiliate of the underwriters is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Initial Purchasers and their respective affiliates on behalf of the issuer in such jurisdiction. You are reminded that you have accessed the attached offering memorandum on the basis that you are a person into whose possession this offering memorandum may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not nor are you authorized to deliver this document, electronically or otherwise, to any other person. If you have gained access to this transmission contrary to the foregoing restrictions, you will be unable to purchase any of the securities described therein.

**Actions that You May Not Take:** You should not reply by e-mail to this communication, and you may not purchase any securities by doing so. Any reply e-mail communications, including those you generate by using the “Reply” function on your e-mail software, will be ignored or rejected.

**YOU ARE NOT AUTHORIZED AND YOU MAY NOT FORWARD OR DELIVER THE ATTACHED OFFERING MEMORANDUM, ELECTRONICALLY OR OTHERWISE, TO ANY OTHER PERSON OR REPRODUCE SUCH OFFERING MEMORANDUM IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT AND THE ATTACHED OFFERING MEMORANDUM IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.**

You are responsible for protecting against viruses and other destructive items. Your use of this e-mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

**Tencent 腾讯**  
**TENCENT HOLDINGS LIMITED**  
**騰訊控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*

**US\$600,000,000 4.625% Senior Notes due 2016**

Our 4.625% Senior Notes due 2016 (the “Notes”) will bear interest at 4.625% per annum from December 12, 2011. Interest on the Notes will be payable semi-annually in arrears on June 12 and December 12 of each year, beginning on June 12, 2012. The Notes will mature on December 12, 2016. The Notes will be issued only in denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof.

We may at our option redeem the Notes at any time, in whole or in part, at a price equal to the greater of (i) 100% of the principal amount of such Notes and (ii) the Make Whole Amount (as defined in this offering memorandum), plus, in each case, accrued and unpaid interest, if any, to (but not including) the redemption date. We may also redeem all of the Notes at any time upon the occurrence of certain tax events. Upon the occurrence of a Change of Control (as defined in this offering memorandum), we must make an offer to repurchase all Notes outstanding at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to (but not including) the date of repurchase. There is no sinking fund for the Notes.

The Notes are our senior unsecured obligations and will (1) rank senior in right of payment to all of our existing and future indebtedness expressly subordinated in right of payment to the Notes, (2) rank at least equally in right of payment with all of our existing and future unsecured unsubordinated indebtedness (subject to any priority rights pursuant to applicable law), (3) be effectively subordinated to all of our existing and future secured indebtedness, to the extent of the value of the assets serving as security therefor, and (4) be structurally subordinated to all existing and future indebtedness and other liabilities of our subsidiaries and consolidated affiliated entities.

For a more detailed description of the Notes, see “Description of the Notes” beginning on page 163.

**Investing in the Notes involves risks. See “Risk Factors” beginning on page 30.**

Approval in-principle has been received for the listing of the Notes on the Singapore Exchange Securities Trading Limited (the “SGX-ST”). The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained herein. Admission of the Notes to the Official List of the SGX-ST is not to be taken as an indication of the merits of us or the Notes.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold within the United States of America (“United States” or “U.S.”) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Accordingly, the Notes are being offered and sold by the Initial Purchasers only (1) in the United States to qualified institutional buyers in reliance on the exemption from the registration requirements of the Securities Act provided by Rule 144A, and (2) in offshore transactions in accordance with Regulation S under the Securities Act (“Regulation S”). For a description of certain restrictions on resale or transfer, see “Transfer Restrictions” beginning on page 198. Prospective purchasers are hereby notified that sellers of the Notes may be relying on the exemption from the provision of Section 5 of the Securities Act provided by Rule 144A (“Rule 144A”) or another exemption under the Securities Act.

The Notes have been rated “Baa1” by Moody’s Investors Services, Inc. and “BBB+” by Standard & Poor’s Ratings Services, a division of McGraw-Hill Companies, Inc. A security rating does not constitute a recommendation to purchase, hold or sell the Notes inasmuch as such rating does not comment as to market price or suitability for a particular investor.

**Neither the United States Securities and Exchange Commission (the “SEC”), any state securities commission in the United States nor any other United States or other regulatory authority has approved or disapproved of these securities or passed upon the adequacy or accuracy of this offering memorandum. Any representation to the contrary is a criminal offense in the United States.**

We expect that the delivery of the Notes will be made through the facilities of The Depository Trust Company (the “DTC”), on or about December 12, 2011 in New York, New York against payment therefor in immediately available funds.

**Issue Price for the Notes: 99.740%**

plus, in each case, accrued interest, if any, from the issue date

**Joint Global Coordinators**

**Goldman Sachs (Asia) L.L.C.**

**Deutsche Bank**

**Joint Bookrunners and Joint Lead Managers**

**Goldman Sachs (Asia) L.L.C.**

**Deutsche Bank**

**Credit Suisse**

**HSBC**

**Co-Managers**

**Barclays Capital**

**Citigroup**

**ANZ**

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*Tencent Holdings Limited (the “Company”) has not authorized anyone to provide you with information that is different from what is contained in this offering memorandum, and the Company takes no responsibility for any other information that others may give you. Any information or representation not made in this offering memorandum must not be relied on by you as having been authorized by the Company or the Initial Purchasers (as defined in “Plan of Distribution” in this offering memorandum), any director, officer or representative of any of them, or any other person or party involved in the offering memorandum.*

This offering memorandum does not constitute an offer to sell or a solicitation of an offer to buy in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. Neither the delivery of this offering memorandum nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in our affairs since the date of this offering memorandum or that the information contained in this offering memorandum is correct as of any time after that date.

**IN CONNECTION WITH THIS OFFERING, GOLDMAN SACHS (ASIA) L.L.C., AS THE STABILIZING MANAGER, OR ANY PERSON ACTING FOR IT, MAY PURCHASE AND SELL THE NOTES IN THE OPEN MARKET. THESE TRANSACTIONS MAY, TO THE EXTENT PERMITTED BY APPLICABLE LAWS AND REGULATIONS, INCLUDE SHORT SALES, STABILIZING TRANSACTIONS AND PURCHASES TO COVER POSITIONS CREATED BY SHORT SALES. THESE ACTIVITIES MAY STABILIZE, MAINTAIN OR OTHERWISE AFFECT THE MARKET PRICE OF THE NOTES. AS A RESULT, THE PRICE OF THE NOTES MAY BE HIGHER THAN THE PRICE THAT OTHERWISE MIGHT EXIST IN THE OPEN MARKET. IF THESE ACTIVITIES ARE COMMENCED, THEY MAY BE DISCONTINUED AT ANY TIME AND MUST IN ANY EVENT BE BROUGHT TO AN END AFTER A LIMITED TIME.**

This offering memorandum is highly confidential. It is provided solely for the purpose of enabling you to consider a purchase of the Notes. You should read this offering memorandum before making a decision regarding whether or not to purchase the Notes. You must not use this offering memorandum for any other purpose or disclose any information in this offering memorandum to any other person. This offering memorandum is personal to each prospective investor and does not constitute an offer to any other person or to the public generally to purchase or otherwise acquire the Notes.

The Company is relying on exemptions from registration under the Securities Act for offers and sales of securities that do not involve a public offering and for transactions that are not subject to the Securities Act. **Prospective purchasers are hereby notified that sellers of the Notes may be relying on the exemption from the provision of Section 5 of the Securities Act provided by Rule 144A or another exemption under the Securities Act.** By purchasing the Notes, investors will be deemed to have made the acknowledgements, representations, warranties and agreements described under “Transfer Restrictions” in this offering memorandum. Investors should understand that they will be required to bear the financial risks of their investment for an indefinite period of time.

This offering memorandum has been submitted confidentially to a limited number of institutional investors so that they can consider a purchase of the Notes. None of the Company and the Initial Purchasers has authorized the use of this offering memorandum for any other purpose. This offering memorandum may not be copied or reproduced in whole or in part. It may be distributed and its contents disclosed only to the prospective investors to whom it is provided. By accepting delivery of this offering memorandum, you agree to these restrictions.

Notwithstanding anything to the contrary contained herein, a prospective investor (and each employee, representative, or other agent of a prospective investor) may disclose to any and all persons, without limitation of any kind, the tax treatment and tax structure of the transactions described in this offering



memorandum and all materials of any kind that are provided to the prospective investor relating to such tax treatment and tax structure. This authorization of tax disclosure is retroactively effective to the commencement of discussions with prospective investors regarding the transactions contemplated herein.

No representation or warranty, express or implied, is made by the Initial Purchasers or any of their affiliates or advisors as to the accuracy or completeness of the information set forth herein, and nothing contained in this offering memorandum is, or shall be relied upon as, a promise or representation, whether as to the past or the future. The Initial Purchasers assume no responsibility for the accuracy or completeness of any such information.

By receiving this offering memorandum, you acknowledge that: (i) you have not relied on the Initial Purchasers or any person affiliated with the Initial Purchasers in connection with any investigation of the accuracy of such information or your investment decision; and (ii) no person has been authorized to give any information or to make any representation concerning us, our subsidiaries, consolidated affiliated entities and affiliates, the Notes (other than as contained herein and information given by our duly authorized officers and employees in connection with investors' examination of us and the terms of the offering of the Notes) and, if given or made, any such other information or representation should not be relied upon as having been authorized by us or the Initial Purchasers.

The Company is not, and the Initial Purchasers are not, making an offer to sell the Notes in any jurisdiction except where an offer or sale is permitted. The distribution of this offering memorandum and the offering of the Notes may in certain jurisdictions be restricted by law. Persons into whose possession this offering memorandum comes are required by the Company and the Initial Purchasers to inform themselves about and to observe any such restrictions. For a description of the restrictions on offers, sales and resales of the Notes and distribution of this offering memorandum, see "Transfer Restrictions" and "Plan of Distribution".

This offering memorandum summarizes certain material documents and other information, and the Company refers you to them for a more complete understanding of what we discuss in this offering memorandum. In making an investment decision, you must rely on your own examination of us and the terms of the offering, including the merits and risks involved. We are not making any representation to you regarding the legality of an investment in the Notes by you under any legal, investment or similar laws or regulations. You should not consider any information in this offering memorandum to be legal, business or tax advice. You should consult your own attorney, business advisor and tax advisor for legal, business and tax advice regarding an investment in the Notes.

**Neither the SEC nor any state securities commission has approved or disapproved of these Notes or determined if this offering memorandum is truthful or complete. Any representation to the contrary is a criminal offense.**

The Company reserves the right to withdraw the offering of Notes at any time, and the Initial Purchasers reserve the right to reject any commitment to purchase the Notes in whole or in part and to allot to any prospective purchaser less than the full amount of the Notes sought by such purchaser. The Initial Purchasers and certain related entities may acquire for their own account a portion of the Notes.

We expect to deliver the Notes against payment for the Notes on or about the date specified in the last paragraph of the cover page of this offering memorandum, which will be the fifth business day following the date of the pricing of the Notes. Under Rule 15c6-1 of the Exchange Act, trades in the secondary market generally settle in three business days, purchasers who wish to trade Notes on the date of pricing or the next succeeding business day will be required, by virtue of the fact that the Notes initially will settle in T+5, to specify alternative settlement arrangements to prevent a failed settlement. Purchasers of the Notes who wish to trade the Notes on the date of pricing or the next succeeding business day should consult their own advisor.

## NOTICE TO NEW HAMPSHIRE RESIDENTS

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE UNIFORM SECURITIES ACT, AS AMENDED, WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER CHAPTER 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO ANY PERSON, SECURITY, OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER, OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

### CERTAIN DEFINITIONS, CONVENTIONS AND CURRENCY PRESENTATION

This offering memorandum has been prepared using a number of conventions, which you should consider when reading the information contained herein. Other than the section headed “Description of the Notes” when we use the terms “we,” “us,” “our,” “Tencent” and words of similar import, we are referring to Tencent Holdings Limited, the Company itself, or to the Company, its subsidiaries and consolidated affiliated entities, as the context requires. References to the “Group” are to the Company, its subsidiaries and consolidated affiliated entities.

Market data and certain industry forecast and statistics in this offering memorandum have been obtained from both public and private sources, including market research, publicly available information and industry publications. Although we believe this information to be reliable, it has not been independently verified by us or the Initial Purchasers or their directors and advisors, and neither we, the Initial Purchasers nor our or their respective directors and advisors make any representation as to the accuracy or completeness of that information. In addition, third party information providers may have obtained information from market participants and such information may not have been independently verified.

The statistics set forth in this offering memorandum relating to the PRC and the Internet, mobile and telecommunications, online games, online advertising, e-commerce and other industries in the PRC were taken or derived from various government and private publications. Neither we nor the Initial Purchasers make any representation as to the accuracy of such statistics, which may not be consistent with other information compiled within or outside the PRC. Due to possibly inconsistent collection methods and other problems, the statistics herein may be inaccurate and should not be unduly relied upon.

In this offering memorandum, all references to “US\$” and “U.S. dollars” are to United States dollars, the official currency of the United States; all references to “HK\$” and “H.K. dollars” are to Hong Kong dollars, the official currency of the Hong Kong Special Administrative Region of the PRC (“Hong Kong” or “HK”); and all references to “RMB” or “Renminbi” are to Renminbi, the official currency of the People’s Republic of China (the “PRC”).

Unless otherwise noted, all translations from Renminbi to U.S. dollars and from U.S. dollars to Renminbi in this offering memorandum were made at a rate of RMB6.3780 to US\$1.00, the exchange rate set forth in the H.10 statistical release of the Federal Reserve Board on September 30, 2011, and all translations from H.K. dollars to U.S. dollars and from U.S. dollars to H.K. dollars were made at

a rate of HK\$7.8 to US\$1.00, the official exchange rate set by the Hong Kong Monetary Authority. We make no representation that any U.S. dollar, Renminbi, or H.K. dollar amounts could have been, or could be, converted into U.S. dollars, Renminbi or H.K. dollars, as the case may be, at any particular rate, at the rates stated above, or at all.

References to “PRC” and “China,” for the purposes of this offering memorandum, are to the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region and Taiwan. “PRC government” or “State” means the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local governmental entities) and instrumentalities thereof, or, where the context requires, any of them.

Totals presented in this offering memorandum may not tally correctly due to the rounding of numbers.

#### **NOTICE REGARDING PRESENTATION OF FINANCIAL INFORMATION**

The consolidated financial statements and financial information of the Company included in this offering memorandum have been prepared in accordance with IFRS, which differ in certain material respects from U.S. GAAP and thus may not be comparable to the consolidated financial statements of U.S. companies. The financial information included in this offering memorandum is not intended to, and does not, comply with the financial reporting requirements of the SEC. Compliance with such requirements would require, among other things, the presentation of U.S. GAAP financial information.

In addition, we refer to the terms EBITDA and Adjusted EBITDA (as defined in “Summary Consolidated Financial and Other Data—Other Financial Data”) in various places in this offering memorandum. These are supplemental financial measures that are not prepared in accordance with U.S. GAAP or IFRS and are therefore referred to as “non-GAAP financial measures.” Any analysis of non-GAAP financial measures should be used only in conjunction with results presented in accordance with IFRS. The non-GAAP measures used by the Company may not be comparable to similar measures presented by other companies. The non-GAAP financial measures presented in this offering memorandum may not comply with the SEC rules governing the presentation of non-GAAP financial measures. In addition, our measurements of EBITDA and Adjusted EBITDA may not be comparable to those of other companies. Please see “Summary Consolidated Financial and Other Data” for a discussion of our use of EBITDA and Adjusted EBITDA in this offering memorandum, including the reasons that we believe this information is useful to management and to investors and a reconciliation of EBITDA and Adjusted EBITDA to the most closely comparable financial measure calculated in accordance with IFRS.

## GLOSSARY OF TECHNICAL TERMS

This glossary contains terms used in this offering memorandum as they relate to our business. As such, these terms and their meanings may not always correspond to standard industry meaning or usage of these terms.

“2008 CIT Law”	the PRC Corporate Income Tax Law (中華人民共和國企業所得稅法), which came into effect on January 1, 2008
“ACG(s)”	advanced casual game(s)
“ACU”	average concurrent user accounts
“Avatar”	customizable virtual character
“B2B”	business-to-business
“B2C”	business-to-customer
“BBS”	bulletin board system
“Board of Directors”	the board of directors of the Company
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“C2C”	consumer-to-consumer
“China Mobile”	China Mobile Communications Corporation (中國移動通信集團公司) and its branches, subsidiaries and affiliates
“China Telecom”	China Telecommunications Corporation (中國電信集團公司) and its branches, subsidiaries and affiliates
“China Unicom”	China United Network Communications Corporation Limited (中國聯合網絡通信集團有限公司) and its branches, subsidiaries and affiliates
“CNNIC”	China Internet Network Information Center (中國互聯網絡信息中心)
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Cyber Tianjin”	Tencent Cyber (Tianjin) Company Limited (騰訊數碼(天津)有限公司), a company established on February 8, 2004 in the PRC with limited liability and a wholly owned subsidiary of the Company
“Cyber Shenzhen”	Tencent Cyber (Shenzhen) Company Limited (騰訊數碼(深圳)有限公司), a company established on January 17, 2007 in the PRC with limited liability and a wholly owned subsidiary of the Company
“Director(s)”	director(s) of the Company or any of them

“GAPP”	PRC General Administration of Press and Publication (中華人民共和國新聞出版總署)
“GMV”	gross merchandise value
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“IDC”	International Data Corporation, a third party market research firm
“IFRS”	International Financial Reporting Standards
“iimedia”	IIMEDIA Research, a third party market research firm
“IM”	instant messaging
“iResearch”	iResearch Consulting Group, a third party market research firm
“IVAS”	Internet value-added service
“IVR”	Interactive Voice Response, a software application that accepts a combination of voice telephone input and touchtone keypad selection and provides appropriate responses in the forms of voice messages, facsimiles, callback or emails
“LIBOR”	London inter-bank offered rate
“MCG(s)”	mini casual game(s)
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部), formally known as Ministry of Information Industry of the PRC (MII) (中華人民共和國信息產業部), including its local branches
“MPS”	Ministry of Public Security of the PRC (中華人民共和國公安部)
“MMOG(s)”	massively multi-player online game(s), a form of computer game that involves a large number of users playing a game online simultaneously
“MMORPG(s)”	massively multi-player online role-playing game(s)
“MMS”	multimedia messaging service, a communications technology that allows users to exchange multimedia communications between capable mobile devices
“MOC”	Ministry of Culture of the PRC (中華人民共和國文化部), including its local branches
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部), including its local branches
“MVAS”	mobile and telecommunications value-added service

“PBOC”	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 the PBOC based on the PRC inter-bank foreign exchange market rate of the previous day and with reference to current exchange rates on the world financial markets
“PCU”	peak concurrent user accounts
“Post-IPO Option Scheme I”	the Post-IPO Share Option Scheme adopted by the Company on March 24, 2004, terminated upon adoption of the Post-IPO Share Option Scheme II
“Post-IPO Option Scheme II”	the Post-IPO Share Option Scheme adopted by the Company on May 16, 2007
“Post-IPO Option Scheme III”	the Post-IPO Share Option Scheme adopted by the Company on May 13, 2009
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), including its local branches
“SAIC”	State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), including its local branches
“Sanook”	Mweb Holdings (Thailand) Limited, a limited liability company incorporated in Thailand
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局), including its local branches
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shenzhen Domain”	Shenzhen Domain Computer Network Company Limited (深圳市網域計算機網絡有限公司), a company established on April 28, 1997 in the PRC with limited liability
“Shiji Kaixuan”	Shenzhen Shiji Kaixuan Technology Company Limited (深圳市世紀凱旋科技有限公司), a company established on January 13, 2004 in the PRC with limited liability
“Shijiaqi”	Shenzhen Shijiaqi Investment Company Limited (深圳市世佳琦投資有限公司), a company incorporated in the PRC with limited liability
“SMS”	short message service, a service that allows text messages, which may comprise words, numbers or an alphanumeric combination, to be transmitted on mobile devices

“SNS”	social networking services
“State Council”	State Council of the PRC (中華人民共和國國務院)
“Strategy Analytics”	Strategy Analytics, Inc., a third party market research firm
“Tencent Beijing”	Tencent Technology (Beijing) Company Limited (騰訊科技(北京)有限公司), a company established on March 30, 2005 in the PRC with limited liability and a wholly owned subsidiary of the Company
“Tencent Chengdu”	Tencent Technology (Chengdu) Company Limited (騰訊科技(成都)有限公司), a company established on July 10, 2008 in the PRC with limited liability and a wholly owned subsidiary of the Company
“Tencent Computer”	Shenzhen Tencent Computer Systems Company Limited (深圳市騰訊計算機系統有限公司), a company established on November 11, 1998 in the PRC with limited liability
“Tencent Shanghai”	Tencent Technology (Shanghai) Company Limited (騰訊科技(上海)有限公司), a company established on July 23, 2008 in the PRC with limited liability and a wholly owned subsidiary of the Company
“Tencent Technology”	Tencent Technology (Shenzhen) Company Limited (騰訊科技(深圳)有限公司), a company established on February 24, 2000 in the PRC with limited liability and a wholly owned subsidiary of the Company
“WAP”	Wireless Application Protocol, an open, global specification that allows Internet access and other broadband services on mobile wireless devices
“WFOEs”	Tencent Technology, Cyber Tianjin, Tencent Beijing, Cyber Shenzhen, Tencent Chengdu and Tencent Shanghai
“U.S. GAAP”	United States generally accepted accounting principles
“ZenithOptimedia”	ZenithOptimedia Group Limited, a third party market research firm

## FORWARD-LOOKING STATEMENTS

This offering memorandum contains forward-looking statements, including, without limitation, words and expressions such as “expect,” “believe,” “plan,” “intend,” “aim,” “estimate,” “project,” “anticipate,” “seek,” “predict,” “may,” “should,” “will,” “would” and “could” or similar words or statements, including without limitation, in the sections entitled “Risk Factors”, “Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this offering memorandum in relation to future events, our future financial, business or other performance and development, strategy, plans, objectives, goals and targets, the future development of our industry and the future development of the general economy of our key markets and globally.

These statements are based on numerous assumptions regarding our present and future business strategy and the environment in which we will operate in the future. These forward-looking statements reflecting our current views with respect to future events are not a guarantee of future performance and are subject to certain risks, uncertainties and assumptions, including the risk factors described in this offering memorandum and the following:

- our ability to successfully execute our business strategies and plans;
- our ability to maintain and enhance the “QQ” brand names;
- our ability to maintain and expand our user base and convert registered users to paying users;
- the development and marketing of our latest service and product offerings, including, but not limited to, offerings in our IVAS and MVAS, such as online games, SNS and social media;
- the impact and future prospects of our strategic alliances and acquisitions, and our ability to cooperate with our alliance partners or integrate acquired businesses;
- changes in our relationships with telecommunications operators, content providers, application developers, device manufacturers and other key players in the PRC Internet and telecommunications industries;
- the development of the regulatory environment and changes in the policies or guidelines of the telecommunications operators in the PRC;
- competition and general industry outlook for the Internet, mobile and telecommunications, online game, SNS, social media, online advertising and e-commerce industries in the PRC;
- departure of key management personnel;
- the overall PRC and global economy; and
- other factors beyond our control.

This list of important factors is not exhaustive. Additional factors that could cause the actual results, performance or achievements to differ materially include, but are not limited to, those discussed under “Risk Factors.” When evaluating any statement made in this offering memorandum, you should carefully consider the foregoing factors and other uncertainties and events, especially in light of the political, economic, social and legal environment in which we operate. We do not make any representation, warranty or prediction that the results anticipated by such forward-looking statements will be achieved, and such forward-looking statements represent, in each case, only one of many possible scenarios and should not be viewed as the most likely or standard scenario.



Subject to the requirements of applicable laws, rules and regulations, we do not have any obligation to update or otherwise revise the forward-looking statements in this offering memorandum, whether as a result of new information, future events or otherwise. As a result of these and other risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this offering memorandum might not occur in the manner we expect, or at all. Accordingly, you should not place undue reliance on any forward-looking information.

In this offering memorandum, statements of or references to our intentions are made as of the date of this offering memorandum. Any such intentions may change in light of future developments.

## AVAILABLE INFORMATION

The Company is not subject to the informational requirements of the United States Securities Exchange Act of 1934 (the “**Exchange Act**”). The Company has agreed that, for so long as any Notes remain outstanding and are “restricted securities” within the meaning of Rule 144(a)(3) under the Securities Act, it will, during any period in which it is neither subject to the informational requirements of Section 13 or 15(d) of the Exchange Act nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder, furnish upon request of a holder of the Notes and a prospective purchaser designated by such holder the information required to be delivered under Rule 144A(d)(4) under the Securities Act in order to permit compliance with Rule 144A in connection with resales of the Notes. So long as any of the Notes remain outstanding, the Company will file with the Trustee and furnish to the holders of the Notes upon request its quarterly, semi-annual and annual consolidated financial statements.

## ENFORCEMENT OF CIVIL LIABILITIES

The Company is an exempted company registered in the Cayman Islands with limited liability. The Cayman Islands has a different body of securities laws from the United States and protections for investors may differ.

The Group's principal assets are located outside the United States. In addition, most of the Group's Directors and officers are nationals or residents of countries other than the United States (principally in the PRC), and all or a substantial portion of such persons' assets are located outside the United States. As a result, it may be difficult for investors to effect service of process within the United States upon the Group or such persons or to enforce against the Group or such persons judgments obtained in United States courts, including judgments predicated upon the civil liability provisions of the securities laws of the United States or any state of the United States.

The Company has appointed Corporation Service Company as the Company's agent to receive service of process with respect to any action brought against the Company in the United States federal courts located in the Borough of Manhattan, The City of New York under the federal securities laws of the United States or of any state of the United States or any action brought against the Company in the courts of the State of New York in the Borough of Manhattan, The City of New York under the securities laws of the State of New York.

The Company has been advised by its Cayman Islands legal counsel, Conyers Dill & Pearman, that the courts of the Cayman Islands would recognize as a valid judgment, a final and conclusive judgment in personam obtained in a court in the United States under which a sum of money is payable, other than a sum of money payable in respect of multiple damages, taxes or other charges of a like nature or in respect of a fine or other penalty, or, in certain circumstances, an in personam judgment for non-monetary relief, and would give a judgment based thereon provided that (a) such court had proper jurisdiction over the parties subject to such judgment; (b) such court did not contravene the rules of natural justice of the Cayman Islands; (c) such judgment was not obtained by fraud; (d) the enforcement of the judgment would not be contrary to the public policy of the Cayman Islands; (e) no new admissible evidence relevant to the action is submitted prior to the rendering of the judgment by the courts of the Cayman Islands; and (f) there is due compliance with the correct procedures under the laws of the Cayman Islands.

The Company has been advised by its Hong Kong legal counsel, Freshfields Bruckhaus Deringer, that Hong Kong currently has no arrangement for the reciprocal enforcement of judgments with the United States. There is therefore doubt as to the enforceability in Hong Kong in original actions or in actions for enforcement of judgments of United States courts, of civil liabilities predicated solely upon the federal securities laws of the United States courts or the securities laws of any State or territory within the United States. However, a judgment of a court in the United States predicated upon U.S. federal or state securities laws may be enforced in Hong Kong at common law by bringing an action in a Hong Kong court on that judgment for the amount due thereunder, and then seeking summary judgment on the strength of the foreign judgment, provided that the foreign judgment, among other things, is (1) for a debt or a definite sum of money (not being taxes or similar charges to a foreign government taxing authority or a fine or other penalty) and (2) final and conclusive on the merits of the claim, but not otherwise. Such a judgment may not, in any event, be so enforced in Hong Kong if (a) it was obtained by fraud; (b) the proceedings in which the judgment was obtained were opposed to natural justice; (c) its enforcement or recognition would be contrary to the public policy of Hong Kong; (d) the court of the United States was not jurisdictionally competent; or (e) the judgment was in conflict with a prior Hong Kong judgment.

Further, the Company has been advised by its PRC legal counsel, Jun He Law Offices, that the PRC courts may recognize and enforce foreign judgments in accordance with the requirements of the PRC Civil Procedures Law based either on treaties between the PRC and the jurisdiction where the judgment is made or on reciprocity arrangements between jurisdictions. If there are no treaties or reciprocity arrangements between the PRC and a foreign jurisdiction where a judgment is rendered,

according to the PRC Civil Procedures Law, matters relating to the recognition and enforcement of the foreign judgment in the PRC may be resolved through diplomatic channels. The PRC does not have any treaties or other arrangements with the United States or the Cayman Islands that provide for the reciprocal recognition and enforcement of foreign judgments. In addition, according to the PRC Civil Procedures Law, courts in the PRC will not enforce a foreign judgment against us or our Directors and officers if they decide that the judgment violates the basic principles of PRC law or national sovereignty, security or public interest. As a result, our PRC legal counsel, Jun He Law Offices, further advises that there is uncertainty as to whether the courts of the PRC would enforce judgments of the U.S. courts obtained against the Company or its Directors and officers predicated upon the civil liability provisions of the federal securities laws of the United States or the securities laws of any state or territory within the United States.

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## SUMMARY

*This summary does not contain all the information that may be important to you in deciding to invest in the Notes. You should read the entire offering memorandum, including “Risk Factors” and the consolidated financial statements and the related notes thereto included in this offering memorandum, before making investment decisions.*

### OUR BUSINESS

We are a leading integrated Internet services company in the PRC, operating the largest IM community in the country with over 710 million active IM user accounts as of September 30, 2011. We are also the largest SNS provider in terms of monthly time spent by users and our QQ.com is the No. 1 portal by user traffic in terms of daily unique visitors in the PRC, both according to iResearch in September 2011. Leveraging our IM platform and our massive IM user base, we aim to become the hub for fulfilling Internet users’ online lifestyle needs, encompassing communication, social networking, entertainment, content, search and e-commerce. The breadth of our highly popular services extends to: QQ IM, QQ Mail, Qzone, Pengyou, Tencent Microblog, QQ Game, QQ.com and our wireless portal, 3G.QQ.com.

We were founded in November 1998 and we launched our QQ IM service in February 1999. Currently, we have four lines of business: (i) Internet value-added services, which mainly consist of online games and community value-added services, (ii) mobile and telecommunications value-added services, which include bundled SMS packages, mobile games, mobile books and mobile music services, (iii) online advertising, which primarily comprises of display advertising and search advertising and (iv) other services, which include e-commerce as well as trademark licensing, software development services and software sales.

We aim to build an Internet eco-system that provides benefits to users, content providers, applications developers, our own platforms and the Internet industry as a whole. We believe our users are attracted to our large and active online community as well as our diverse offering of innovative applications. We will continue to leverage our massive user base, proven platforms and well recognized brand to capitalize on the continued growth in Internet and mobile usage in the PRC.

We went public and were listed on the Hong Kong Stock Exchange in June 2004 (Stock Code: 00700). We have been one of the constituent stocks of the Hang Seng Index since June 2008. For the year ended December 31, 2010, our total revenue was RMB19,646.0 million (US\$3,080.3 million) and our net profit was RMB8,115.2 million (US\$1,272.4 million), an increase of 57.9% and 55.4%, respectively, over the year ended December 31, 2009. For the nine months ended September 30, 2011, we recorded total revenue of RMB20,573.6 million (US\$3,225.7 million) and net profits of RMB7,673.6 million (US\$1,203.1 million), an increase of 45.7% and 30.0%, respectively, over the nine months ended September 30, 2010. We have had positive cash flows from operating activities since 2001. As of September 30, 2011, our cash and cash equivalents and term deposits with an initial term of over three months amounted to RMB19,990.1 million (US\$3,134.2 million).

### OUR STRENGTHS

We believe that the following strengths contribute to our success and differentiate us from our competitors:

- Large and highly engaged user base with strong network effect
- Successful monetization through diversified value-added products and services
- Significant market leadership in multiple service areas
- High cash generating consumer-oriented business model
- Stable and proven management team

## OUR STRATEGIES

Our strategic objective is to strengthen our market leading position and become the hub for fulfilling Internet users' online lifestyle needs in the PRC. We will undertake strategic initiatives focused on expanding our market shares, diversifying our product and service offerings and sustaining our growth and profitability. In particular, we will seek to:

- Further expand our user base and increase user engagement
- Further monetize our user base and user traffic
- Pursue an open platform strategy that promotes innovation and collaboration
- Capture the emerging mobile Internet trend
- Pursue selective investments and acquisitions to enhance our business portfolio, proprietary content, distribution channels, technology and international presence

## INDUSTRY

The PRC has the world's largest Internet user base measured by the total number of Internet users. According to CNNIC, the total number of Internet users in the PRC was approximately 457 million in December 2010. There is expected to be significant potential for growth as the Internet penetration rate in the PRC is relatively low compared to some other developed markets.

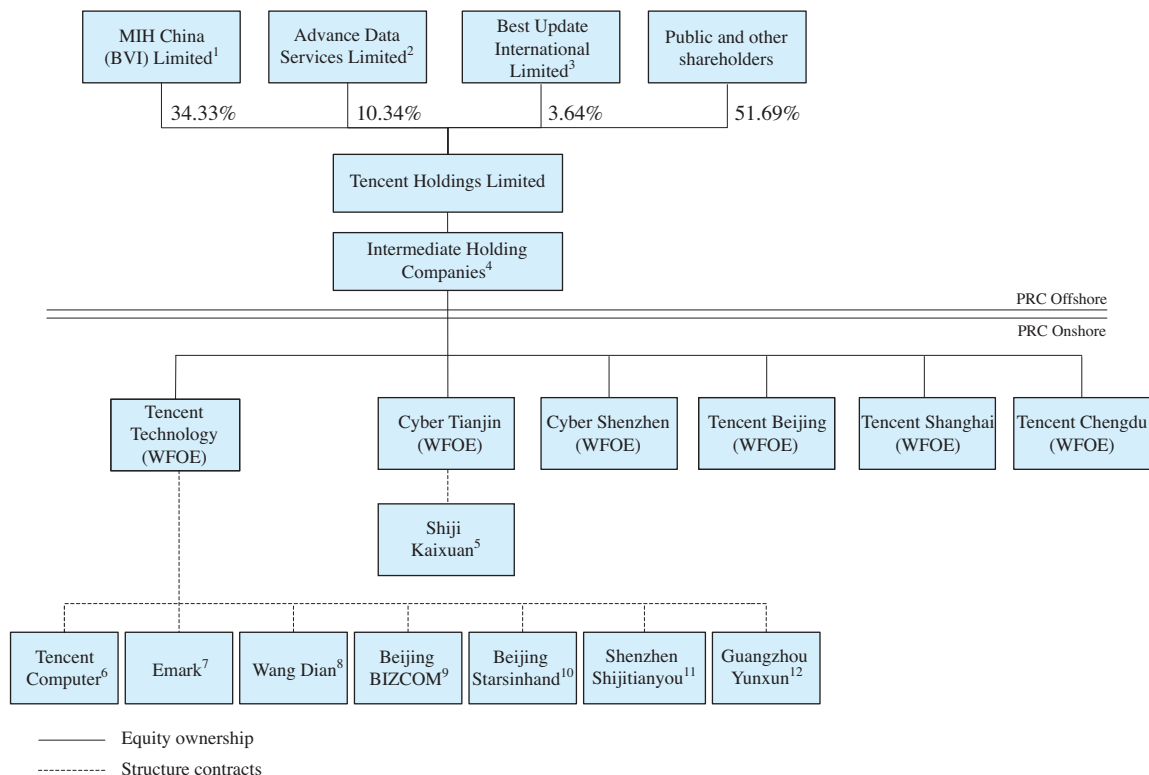
Over the past few years, PRC Internet users have increased the amount of time they spend online, while at the same time diversifying their Internet activities, including into areas such as IM, SNS, online games, mobile Internet and online shopping:

- IM, for example, has become one of the most popular Internet applications in the PRC. According to iResearch, the number of IM users is expected to grow from approximately 350 million in 2010 to approximately 560 million in 2013.
- SNS has also been increasingly popular, particularly in relation to uses of social networking sites and microblog services. The number of users in the SNS market was 235 million in 2010 and is forecasted to reach 419 million in 2013, according to Strategy Analytics.
- Online game population has increased from approximately 50 million in 2008 to approximately 74 million in 2010 and is expected to grow to 97 million in 2013, according to IDC. Online game revenue in the PRC is expected to increase from approximately US\$4.5 billion in 2010 to approximately US\$7.0 billion in 2013, according to IDC.
- Online advertising spend has increased from approximately RMB17.0 billion (US\$2.7 billion) in 2008 to RMB32.1 billion (US\$5.0 billion) in 2010 and will grow to RMB66.3 billion (US\$10.4 billion) in 2013, according to ZenithOptimedia.
- The number of mobile Internet users in the PRC was 303 million in 2010 and is expected to grow to 658 million in 2013, according to iResearch.
- The online shopping market was approximately RMB498.0 billion (US\$78.1 billion) by GMV in 2010 and is expected to grow to approximately RMB1,485.2 billion (US\$232.9 billion) by GMV at 2013, according to iResearch.

We believe there will be significant growth in each of these areas in the future, driven by continuing growth in Internet and mobile Internet usage, together with general economic growth in the PRC.

## CORPORATE STRUCTURE

The following diagram illustrates our principal corporate and share ownership structure as of September 30, 2011.



### Notes:

- (1) MIH China (BVI) Limited is wholly owned by Naspers Limited through its intermediary companies, MIH (Mauritius) Limited and MIH Holdings Limited
- (2) Wholly owned by Mr. Ma Huateng
- (3) Wholly owned by Mr. Zhang Zhidong
- (4) Intermediate Holding Companies include various Group companies established for the purpose of holding interests in various WFOEs as well as other investments of the Group
- (5) The shareholders are Mr. Ma Huateng, Mr. Zhang Zhidong, Mr. Xu Chenye and Mr. Chen Yidan
- (6) The shareholders are Mr. Ma Huateng, Mr. Zhang Zhidong, Mr. Xu Chenye and Mr. Chen Yidan
- (7) Emark: Beijing Emark Information and Technology Company Limited 北京驛碼神通信息技術有限公司
- (8) Wang Dian: Nanjing Wang Dian Technology Company Limited 南京網典科技有限公司
- (9) Beijing BIZCOM: Beijing BIZCOM Technology Company Limited 北京英克必成科技有限公司
- (10) Beijing Starsinhand: Beijing Starsinhand Technology Company Limited 北京市掌中星天下信息技術有限公司
- (11) Shenzhen Shijitianyou: Shenzhen Shijitianyou Technology Company Limited 深圳市世紀天遊科技有限公司
- (12) Guangzhou Yunxun: Guangzhou Yunxun Technology Company Limited 廣州雲訊信息科技有限公司



## **GENERAL INFORMATION**

The Company was incorporated in the BVI on November 23, 1999 as an international business company with limited liability, with a registration number of 353466. The Company was redomiciled to the Cayman Islands on February 27, 2004 and is continued as an exempted company with limited liability under the Companies Law. On June 16, 2004, the Company publicly offered its shares for listing on the Main Board of the Hong Kong Stock Exchange under stock code 00700. It became one of the then 43 constituents of the Hang Seng Index on June 10, 2008. Its principal place of business in the PRC is at Tencent Building, Kejizhongyi Avenue, Hi-tech Park, Nanshan District, Shenzhen, 518057, the PRC. Its registered office is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

Our website is [www.tencent.com](http://www.tencent.com). Information contained on our website does not constitute part of this offering memorandum.

## THE OFFERING

The following summary contains basic information about the Notes and is not intended to be complete. For a more complete understanding of the Notes, please refer to the section entitled “Description of the Notes” in this offering memorandum.

<b>Issuer</b> .....	Tencent Holdings Limited
<b>Securities Offered</b> .....	US\$600 million aggregate principal amount of 4.625% Senior Notes due 2016.
<b>Maturity Date</b> .....	December 12, 2016.
<b>Interest Rate</b> .....	4.625% per annum.
<b>Interest Payment Dates</b> .....	June 12 and December 12, commencing June 12, 2012. Interest will accrue from December 12, 2011.
<b>Optional Redemption</b> .....	We may at our option redeem the Notes at any time, in whole or in part, at a price equal to the greater of (i) 100% of the principal amount of such Notes and (ii) the Make-Whole Amount (as defined in “Description of the Notes”) plus, in each case, accrued and unpaid interest, if any, to (but not including) the redemption date. See “Description of the Notes—Optional Redemption.”
<b>Change of Control Offer</b> .....	Upon the occurrence of a Change of Control (as defined in “Description of the Notes”), we must make an offer to repurchase all Notes outstanding at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to (but not including) the date of repurchase. See “Description of the Notes—Repurchase Upon Change of Control.”
<b>Ranking</b> .....	The Notes will be our senior unsecured obligations and will: <ul style="list-style-type: none"><li>• rank senior in right of payment to all of our existing and future indebtedness expressly subordinated in right of payment to the Notes;</li><li>• rank at least equally in right of payment with all of our existing and future unsecured unsubordinated indebtedness (subject to any priority rights pursuant to applicable law);</li><li>• be effectively subordinated to all of our existing and future secured indebtedness, to the extent of the value of the assets serving as security therefor; and</li><li>• be structurally subordinated to all existing and future indebtedness and other liabilities of our subsidiaries and consolidated affiliated entities.</li></ul>

<b>Covenants</b> .....	<p>We will issue the Notes under an indenture with Deutsche Bank Trust Company Americas, as trustee. The indenture will, among other things, limit our ability to incur liens and consolidate, merge or sell all or substantially all of our assets.</p> <p>These covenants will be subject to a number of important exceptions and qualifications. For more details, see “Description of the Notes.”</p>
<b>Additional Amounts</b> .....	<p>All payments of principal, premium and interest made by us in respect of the Notes will be made without withholding or deduction for, or on account of, any present or future Taxes (as defined in “Description of the Notes”) imposed or levied by or within the BVI, the Cayman Islands, the PRC or any jurisdiction where we are otherwise considered by a taxing authority to be a resident for tax purposes (or any political subdivision or any authority therein or thereof having power to tax), unless such withholding or deduction of such Taxes is required by law or by regulation or governmental policy having the force of law. If we are required to make such withholding or deduction, we will pay such additional amounts as will result in receipt by the holders of the Notes of such amounts as would have been received by such holders had no such withholding or deduction of such Taxes been required, subject to certain exceptions. See “Description of the Notes—Payment of Additional Amounts.”</p>
<b>Transfer Restrictions</b> .....	<p>We have not registered the Notes under the Securities Act, and the Notes are subject to restrictions on transferability and resale. We do not intend to issue registered notes in exchange for the Notes to be privately placed in this offering and the absence of registration rights may adversely impact the transferability of the Notes. For more information, see “Transfer Restrictions.”</p>
<b>Use of Proceeds</b> .....	<p>We intend to use the net proceeds of this offering for general corporate purposes. See “Use of Proceeds.”</p>
<b>Ratings</b> .....	<p>The Notes have been rated “Baa1” by Moody’s Investors Services, Inc. and “BBB+” by Standard &amp; Poor’s Ratings Services. The ratings do not address the payment of any Additional Amounts and do not constitute recommendations to purchase, hold or sell the Notes inasmuch as such ratings do not comment as to market price or suitability for a particular investor.</p>

**Listing**.....

Approval in-principle has been received for the listing and quotation of the Notes on the SGX-ST. The Notes will be traded on the SGX-ST in a minimum board lot size of US\$200,000 for as long as the Notes are listed on the SGX-ST.

**Risk Factors** .....

In evaluating an investment in the Notes, prospective investors should carefully consider, along with the other information in this offering memorandum, the specific factors set forth under “Risk Factors” for risks involved with an investment in the Notes.

## SUMMARY CONSOLIDATED FINANCIAL AND OTHER DATA

The summary consolidated financial statements as of and for the years ended December 31, 2008, 2009 and 2010 have been derived from the Company's audited consolidated financial statements for the years ended December 31, 2009 and 2010 included elsewhere in this offering memorandum. The summary condensed consolidated interim financial information as of June 30, 2011 and for the six months ended June 30, 2010 and 2011 have been derived from the Company's unaudited condensed consolidated interim financial statements for the six months ended June 30, 2011 included elsewhere in this offering memorandum. The summary condensed consolidated interim financial information as of September 30, 2011 and for the three and nine months ended September 30, 2010 and 2011 have been derived from the Company's unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2011 included elsewhere in this offering memorandum.

The summary financial data below should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the audited consolidated financial statements and the unaudited condensed consolidated interim financial information included elsewhere in this offering memorandum. The condensed consolidated interim financial information as of June 30, 2011 and for the six months ended June 30, 2011 and as of September 30, 2011 and for the three and nine months ended September 30, 2011 is not necessarily indicative of the financial results that may be expected for the year ending December 31, 2011 and should not be used as the basis of, or prediction of, an annualized calculation.

### SUMMARY CONSOLIDATED INCOME STATEMENT FOR THE YEARS ENDED DECEMBER 31, 2008, 2009 AND 2010 AND FOR THE SIX MONTHS ENDED JUNE 30, 2010 AND 2011

	Year ended December 31,				Six months ended June 30,		
	2008	2009	2010		2010	2011	
	(Audited) (RMB in thousands)	(Audited) (RMB in thousands)	(Audited) (RMB in thousands)	(US\$ in thousands)	(Unaudited) (RMB in thousands)	(Unaudited) (RMB in thousands)	(US\$ in thousands)
<b>Revenue:</b>							
Internet value-added services ....	4,914,974	9,530,711	15,482,301	2,427,454	6,969,353	10,637,860	1,667,899
Mobile and telecommunications value-added services .....	1,398,984	1,905,599	2,715,931	425,828	1,292,358	1,571,631	246,414
Online advertising .....	826,049	962,171	1,372,522	215,196	601,854	793,206	124,366
Others .....	14,537	41,479	75,277	11,803	31,675	74,767	11,723
<b>Total revenue</b> .....	<u>7,154,544</u>	<u>12,439,960</u>	<u>19,646,031</u>	<u>3,080,281</u>	<u>8,895,240</u>	<u>13,077,464</u>	<u>2,050,402</u>
Cost of revenue .....	<u>(2,170,421)</u>	<u>(3,889,468)</u>	<u>(6,320,200)</u>	<u>(990,937)</u>	<u>(2,811,294)</u>	<u>(4,525,366)</u>	<u>(709,528)</u>
<b>Gross profit</b> .....	4,984,123	8,550,492	13,325,831	2,089,344	6,083,946	8,552,098	1,340,874
Interest income .....	105,216	136,014	255,922	40,126	111,196	207,208	32,488
Other gains/(losses), net .....	6,989	(58,213)	38,056	5,967	(7,860)	341,878	53,603
Selling and marketing expenses ....	(518,147)	(581,468)	(945,370)	(148,224)	(415,757)	(669,944)	(105,040)
General and administrative expenses .....	<u>(1,332,207)</u>	<u>(2,026,347)</u>	<u>(2,836,226)</u>	<u>(444,689)</u>	<u>(1,251,727)</u>	<u>(2,260,838)</u>	<u>(354,474)</u>
<b>Operating profit</b> .....	3,245,974	6,020,478	9,838,213	1,542,524	4,519,798	6,170,402	967,451
Finance costs, net .....	(140,732)	(1,953)	(838)	(131)	(4,534)	(2,098)	(329)
Share of (losses)/profit of associates .....	(347)	22,206	72,359	11,345	24,247	61,308	9,612
Share of profit/(losses) of jointly controlled entities .....	—	—	3,399	533	—	(64,986)	(10,189)
<b>Profit before income tax</b> .....	3,104,895	6,040,731	9,913,133	1,554,271	4,539,511	6,164,626	966,545
Income tax expense .....	<u>(289,245)</u>	<u>(819,120)</u>	<u>(1,797,924)</u>	<u>(281,895)</u>	<u>(805,900)</u>	<u>(937,146)</u>	<u>(146,934)</u>
<b>Profit for the year/period</b> .....	<u><u>2,815,650</u></u>	<u><u>5,221,611</u></u>	<u><u>8,115,209</u></u>	<u><u>1,272,376</u></u>	<u><u>3,733,611</u></u>	<u><u>5,227,480</u></u>	<u><u>819,611</u></u>

**SUMMARY CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS OF DECEMBER 31, 2008, 2009 AND 2010 AND AS OF JUNE 30, 2011**

	As of December 31,				As of June 30,	
	2008	2009	2010		2011	
	(Audited) (RMB in thousands)	(Audited) (RMB in thousands)	(Audited) (RMB in thousands)	(US\$ in thousands)	(Unaudited) (RMB in thousands)	(US\$ in thousands)
Cash and cash equivalents .....	3,067,928	6,043,696	10,408,257	1,631,900	7,963,090	1,248,525
Restricted cash <sup>(1)</sup> .....	—	200,000	1,036,457	162,505	3,877,183	607,899
Term deposits with initial term of over three months .....	1,662,501	5,310,168	11,725,743	1,838,467	13,189,618	2,067,987
<b>Total current assets</b> .....	<b>6,495,861</b>	<b>13,156,942</b>	<b>25,373,741</b>	<b>3,978,323</b>	<b>28,890,401</b>	<b>4,529,696</b>
<b>Total assets</b> .....	<b>9,855,557</b>	<b>17,505,765</b>	<b>35,830,114</b>	<b>5,617,766</b>	<b>47,050,205</b>	<b>7,376,953</b>
Short-term borrowings .....	—	202,322	5,298,947	830,816	8,150,065	1,277,840
<b>Total current liabilities</b> .....	<b>2,091,597</b>	<b>4,563,079</b>	<b>13,022,045</b>	<b>2,041,713</b>	<b>18,503,027</b>	<b>2,901,070</b>
<b>Total liabilities</b> .....	<b>2,736,225</b>	<b>5,207,112</b>	<b>13,989,256</b>	<b>2,193,361</b>	<b>21,707,699</b>	<b>3,403,528</b>
<b>Total equity</b> .....	<b>7,119,332</b>	<b>12,298,653</b>	<b>21,840,858</b>	<b>3,424,405</b>	<b>25,342,506</b>	<b>3,973,425</b>
<b>Total liabilities and equity</b> .....	<b>9,855,557</b>	<b>17,505,765</b>	<b>35,830,114</b>	<b>5,617,766</b>	<b>47,050,205</b>	<b>7,376,953</b>

Note:

- (1) Includes, among others, restricted cash pledged for secured bank borrowings which amounted to nil, RMB200.0 million, RMB1,014.5 million and RMB2,747.3 million as of December 31, 2008, 2009 and 2010 and as of June 30, 2011, respectively.

**SUMMARY CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2008, 2009 AND 2010 AND FOR THE SIX MONTHS ENDED JUNE 30, 2010 AND 2011**

	Year ended December 31,				Six months ended June 30,		
	2008	2009	2010		2010	2011	
	(Audited) (RMB in thousands)	(Audited) (RMB in thousands)	(Audited) (RMB in thousands)	(US\$ in thousands)	(Unaudited) (RMB in thousands)	(Unaudited) (RMB in thousands)	(US\$ in thousands)
Net cash flows generated from operating activities .....	3,579,627	8,398,365	12,319,293	1,931,529	5,027,992	5,434,115	852,009
Net cash flows used in investment activities <sup>(1)</sup> .....	(2,514,533)	(5,024,795)	(12,014,997)	(1,883,819)	(6,427,813)	(9,547,558)	(1,496,952)
Net cash flows (used in)/generated from financing activities <sup>(2)</sup> .....	(869,940)	(397,110)	4,112,146	644,739	1,846,080	1,741,476	273,044
Net increase/(decrease) in cash and cash equivalents .....	195,154	2,976,460	4,416,442	692,449	446,259	(2,371,967)	(371,899)
Cash and cash equivalents at beginning of year/period .....	2,948,757	3,067,928	6,043,696	947,585	6,043,696	10,408,257	1,631,900
Exchange losses on cash and cash equivalents .....	(75,983)	(692)	(51,881)	(8,134)	(3,643)	(73,200)	(11,477)
Cash and cash equivalents at end of year/period .....	<u>3,067,928</u>	<u>6,043,696</u>	<u>10,408,257</u>	<u>1,631,900</u>	<u>6,486,312</u>	<u>7,963,090</u>	<u>1,248,524</u>

Notes:

- (1) Includes, among others, payment for capital expenditures and game licenses. Payment for capital expenditure represents the amount paid for purchase of fixed assets, construction in progress and investment properties, payments for land use rights and payments for intangible assets (excluding game licenses), which amounted to RMB1,358.4 million, RMB820.2 million and RMB2,034.4 million for the years ended December 31, 2008, 2009 and 2010, respectively, and RMB1,077.5 million and RMB1,567.4 million for the six months ended June 30, 2010 and 2011, respectively.
- (2) Includes, among others, dividends paid to the Company's shareholders and non-controlling interest owners, which amounted to RMB257.8 million, RMB586.7 million and RMB706.0 million for the years ended December 31, 2008, 2009 and 2010, respectively. Dividends paid amounted to RMB702.1 million and RMB894.8 million for the six months ended June 30, 2010 and 2011, respectively.

**SUMMARY CONSOLIDATED INCOME STATEMENT FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2010 AND 2011**

	Three months ended September 30,			Nine months ended September 30,		
	2010	2011		2010	2011	
	(Unaudited) (RMB in thousands)	(Unaudited) (RMB in thousands)	(US\$ in thousands)	(Unaudited) (RMB in thousands)	(Unaudited) (RMB in thousands)	(US\$ in thousands)
<b>Revenue:</b>						
Internet value-added services	4,129,008	6,003,135	941,225	11,098,361	16,640,995	2,609,124
Mobile and telecommunications value-added services .....	695,057	844,900	132,471	1,987,415	2,416,531	378,885
Online advertising .....	382,542	600,572	94,163	984,396	1,393,778	218,529
Others .....	20,021	47,550	7,455	51,696	122,317	19,178
<b>Total revenue .....</b>	<b>5,226,628</b>	<b>7,496,157</b>	<b>1,175,314</b>	<b>14,121,868</b>	<b>20,573,621</b>	<b>3,225,716</b>
Cost of revenue .....	(1,676,544)	(2,661,407)	(417,279)	(4,487,838)	(7,186,773)	(1,126,807)
<b>Gross profit .....</b>	<b>3,550,084</b>	<b>4,834,750</b>	<b>758,035</b>	<b>9,634,030</b>	<b>13,386,848</b>	<b>2,098,909</b>
Interest income .....	65,259	124,159	19,467	176,455	331,367	51,955
Other gains, net .....	22,479	9,200	1,442	14,619	351,078	55,045
Selling and marketing expenses	(227,817)	(507,252)	(79,532)	(643,574)	(1,177,196)	(184,571)
General and administrative expenses .....	(744,092)	(1,469,278)	(230,367)	(1,995,819)	(3,730,116)	(584,841)
<b>Operating profit .....</b>	<b>2,665,913</b>	<b>2,991,579</b>	<b>469,045</b>	<b>7,185,711</b>	<b>9,161,981</b>	<b>1,436,497</b>
Finance income/(costs), net .....	3,431	43,097	6,757	(1,103)	40,999	6,428
Share of profit/(losses) of associates .....	10,985	(21,842)	(3,425)	35,232	39,466	6,188
Share of losses of jointly controlled entities .....	—	(59,926)	(9,396)	—	(124,912)	(19,585)
<b>Profit before income tax .....</b>	<b>2,680,329</b>	<b>2,952,908</b>	<b>462,981</b>	<b>7,219,840</b>	<b>9,117,534</b>	<b>1,429,528</b>
Income tax expense.....	(512,013)	(506,760)	(79,454)	(1,317,913)	(1,443,906)	(226,389)
<b>Profit for the period.....</b>	<b>2,168,316</b>	<b>2,446,148</b>	<b>383,527</b>	<b>5,901,927</b>	<b>7,673,628</b>	<b>1,203,139</b>

**SUMMARY CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS OF SEPTEMBER 30, 2011**

	<u>As of September 30, 2011</u>	
	(Unaudited)	
	(RMB in thousands)	(US\$ in thousands)
Cash and cash equivalents .....	6,978,825	1,094,203
Restricted cash <sup>(1)</sup> .....	4,496,249	704,962
Term deposits with initial term of over three months .....	13,011,238	2,040,019
<b>Total current assets</b> .....	<b>28,479,208</b>	<b>4,465,225</b>
<b>Total assets</b> .....	<b>48,762,132</b>	<b>7,645,364</b>
Short-term borrowings .....	7,407,150	1,161,359
<b>Total current liabilities</b> .....	<b>18,714,131</b>	<b>2,934,169</b>
<b>Total liabilities</b> .....	<b>22,019,603</b>	<b>3,452,431</b>
<b>Total equity</b> .....	<b>26,742,529</b>	<b>4,192,933</b>
<b>Total liabilities and equity</b> .....	<b>48,762,132</b>	<b>7,645,364</b>

Note:

- (1) Includes, among others, restricted cash pledged for secured bank borrowings which amounted to RMB3,071.6 million as of September 30, 2011.

**SUMMARY CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2010 AND 2011**

	<u>Nine months ended September 30,</u>		
	<u>2010</u>	<u>2011</u>	
	(Unaudited) (RMB in thousands)	(Unaudited) (RMB in thousands)	(US\$ in thousands)
Net cash flows generated from operating activities .....	8,564,700	9,092,191	1,425,555
Net cash flows used in investment activities <sup>(1)</sup> .....	(9,524,104)	(12,810,210)	(2,008,500)
Net cash flows generated from financing activities <sup>(2)</sup> ....	2,646,343	401,616	62,969
Net increase/(decrease) in cash and cash equivalents.....	1,686,939	(3,316,403)	(519,976)
Cash and cash equivalents at beginning of period .....	6,043,696	10,408,257	1,631,900
Exchange losses on cash and cash equivalents .....	(18,523)	(113,029)	(17,722)
Cash and cash equivalents at end of period.....	<u>7,712,112</u>	<u>6,978,825</u>	<u>1,094,202</u>

Notes:

- (1) Includes, among others, payment for capital expenditures and game licenses. Payment for capital expenditure represents the amount paid for purchase of fixed assets, construction in progress and investment properties, payments for land use rights and payments for intangible assets (excluding game licenses) which amounted to RMB1,626.9 million and RMB3,004.1 million for the nine months ended September 30, 2010 and 2011, respectively.
- (2) Includes, among others, dividends paid to the Company's shareholders and non-controlling interest owners, which amounted to RMB702.6 million and RMB894.8 million for the nine months ended September 30, 2010 and 2011, respectively.



## OTHER FINANCIAL DATA

	Year ended December 31,				Six months ended June 30,			Nine months ended September 30,		
	2008	2009	2010		2010	2011		2010	2011	
	(RMB in thousands, except for %)	(RMB in thousands, except for %)	(RMB in thousands, except for %)	(US\$ in thousands, except for %)	(RMB in thousands, except for %)	(RMB in thousands, except for %)	(US\$ in thousands, except for %)	(RMB in thousands, except for %)	(RMB in thousands, except for %)	(US\$ in thousands, except for %)
EBITDA <sup>(1)</sup>	3,493,949	6,480,450	10,323,506	1,618,612	4,774,808	6,392,021	1,002,198	7,550,176	9,795,686	1,535,855
Adjusted EBITDA <sup>(1)</sup>	3,654,456	6,801,872	10,819,278	1,696,344	4,995,379	6,726,473	1,054,637	7,901,789	10,308,259	1,616,221
Adjusted EBITDA margin <sup>(2)</sup>	51%	55%	55%	55%	56%	51%	51%	56%	50%	50%
Net Cash <sup>(3)</sup>	4,730,429	11,351,542	17,849,546	2,798,612	12,367,771	15,749,917	2,469,413	14,602,787	15,654,534	2,454,458

	As of and for the year ended December 31,			As of and for the twelve months ended June 30,	As of and for the twelve months ended September 30,
	2008	2009	2010	2011	2011
	(RMB in thousands, except for ratios)				
Adjusted EBITDA <sup>(1)</sup>	3,654,456	6,801,872	10,819,278	12,550,372	13,225,748
Interest Expense	—	—	35,027	59,394	56,986
<b>Ratios:</b>					
Adjusted EBITDA <sup>(1)</sup> to Interest Expense	N/A	N/A	309x	211x	232x
Total Debt <sup>(4)</sup> to Adjusted EBITDA <sup>(1)</sup>	—	0.03x	0.49x	0.65x	0.56x

### Notes:

- EBITDA for any year/period consists of operating profit less interest income and other gains/(losses), net, and plus depreciation of fixed assets and investment properties and amortization of intangible assets. Other gains/(losses), net consist primarily of the gains on deemed disposal of an associate, government subsidies, donation to the Tencent Charity Fund, fair value gains on financial assets held for trading and gains/(losses) from derivative financial instruments. Adjusted EBITDA consists of EBITDA plus share-based compensation expenses. EBITDA and Adjusted EBITDA are not standard measures under IFRS. EBITDA is a widely used financial indicator of a company's ability to service and incur debt. EBITDA and Adjusted EBITDA should not be considered in isolation or construed as alternatives to cash flows, net income or any other measure of performance or as indicators of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities. In evaluating EBITDA and Adjusted EBITDA, we believe that investors should consider, among other things, the components of EBITDA such as sales and operating expenses and the amount by which EBITDA exceeds capital expenditures and other charges. We have included EBITDA and Adjusted EBITDA because we believe they are a useful supplement to cash flows data as a measure of our performance and our ability to generate cash flows from operations to cover debt service and taxes. EBITDA and Adjusted EBITDA presented herein may not be comparable to similarly titled measures presented by other companies. Investors should not compare our EBITDA or Adjusted EBITDA to the EBITDA or Adjusted EBITDA presented by other companies because not all companies use the same definition.
- Adjusted EBITDA margin is calculated by dividing Adjusted EBITDA by the revenue for the relevant year/period.
- Net cash is calculated as restricted cash pledged for secured bank borrowings, cash and cash equivalents, and term deposits with an initial term of over three months, minus total debt.
- Total debt consists of our short-term bank borrowings, which comprise of our borrowings accounted for as RMB borrowings (both secured and unsecured) and our U.S. dollar borrowings (which are all unsecured), and our U.S. dollar denominated unsecured bonds.

The following table reconciles our operating profit amounts under IFRS to our EBITDA and Adjusted EBITDA for the periods indicated.

	Year ended December 31,				Six months ended June 30,			Nine months ended September 30,		
	2008	2009	2010		2010	2011		2010	2011	
	(RMB in thousands)	(RMB in thousands)	(RMB in thousands)	(US\$ in thousands)	(RMB in thousands)	(RMB in thousands)	(US\$ in thousands)	(RMB in thousands)	(RMB in thousands)	(US\$ in thousands)
Operating profit .....	3,245,974	6,020,478	9,838,213	1,542,524	4,519,798	6,170,402	967,451	7,185,711	9,161,981	1,436,497
Less: Interest income .....	(105,216)	(136,014)	(255,922)	(40,126)	(111,196)	(207,208)	(32,488)	(176,455)	(331,367)	(51,955)
Less: Other gains/(losses), net <sup>(1)</sup> ..	(6,989)	58,213	(38,056)	(5,967)	7,860	(341,878)	(53,603)	(14,619)	(351,078)	(55,045)
Add: Depreciation of fixed assets and investment properties .....	265,793	405,876	669,860	105,027	295,251	494,844	77,586	470,961	818,126	128,273
Add: Amortization of intangible assets .....	94,387	131,897	109,411	17,154	63,095	275,861	43,252	84,578	498,024	78,085
<b>EBITDA</b> .....	<b>3,493,949</b>	<b>6,480,450</b>	<b>10,323,506</b>	<b>1,618,612</b>	<b>4,774,808</b>	<b>6,392,021</b>	<b>1,002,198</b>	<b>7,550,176</b>	<b>9,795,686</b>	<b>1,535,855</b>
Share-based compensation expenses .....	160,507	321,422	495,772	77,732	220,571	334,452	52,438	351,613	512,573	80,366
<b>Adjusted EBITDA</b> .....	<b>3,654,456</b>	<b>6,801,872</b>	<b>10,819,278</b>	<b>1,696,344</b>	<b>4,995,379</b>	<b>6,726,473</b>	<b>1,054,636</b>	<b>7,901,789</b>	<b>10,308,259</b>	<b>1,616,221</b>

Note:

- (1) Other gains/(losses), net primarily consist of the gains on deemed disposal of an associate, government subsidies, donation to the Tencent Charity Fund, fair value gains on financial assets held for trading and gains/(losses) from derivative financial instruments.

## OPERATING DATA

The following data sets forth certain operating statistics relating to our Internet platforms and value-added services as of the dates and for the periods presented:

	As of December 31,			As of June 30,	As of September 30,
	2008	2009	2010	2011	2011
	(in millions)				
Active IM user accounts <sup>(1)</sup> .....	376.6	522.9	647.6	701.9	711.7
Average daily IM user hours <sup>(2)</sup> .....	710.9	1,382.4	1,885.9	2,226.0	2,279.3
Active Qzone user accounts <sup>(3)</sup> .....	149.5	387.8	492.0	530.7	536.9
Fee-based IVAS registered subscriptions .....	31.4	51.6	65.7	76.5	77.5
Fee-based MVAS registered subscriptions .....	14.7	20.3	24.6	29.8	31.2

Notes:

- (1) Active IM user accounts figures denote the total number of user accounts logged in at least once during the last calendar month prior to the relevant date.
- (2) Average daily IM user hours figures denote the average daily user hours of IM for the last 16 days (if the month ends on the 31st day) or 15 days (if the month ends on the 30th day) prior to the relevant date.
- (3) Active Qzone user accounts figures denote the total number of user accounts that either updated content or accessed social applications at least once during the last calendar month prior to the relevant date.

	For the three months ended December 31,			For the three months ended June 30,	For the three months ended September 30,
	2008	2009	2010	2011	2011
	(in millions)				
IM PCU <sup>(1)</sup> .....	49.7	93.0	127.5	136.7	145.4
QQ Game PCU <sup>(2)</sup> .....	4.7	6.2	6.8	7.5	8.0

Note:

- (1) IM PCU figures denote the highest number of simultaneous online user accounts of our IM platform during the period.
- (2) QQ Game PCU figures denote the highest number of simultaneous online user accounts of our QQ Game platform during the period.

## RISK FACTORS

*Any investment in the Notes involves a high degree of risk. You should consider carefully the following information about the risks described below, together with the other information contained in this offering memorandum before making an investment decision. If any of the following risks actually occurs, our business, financial condition, results of operations or prospects could be materially and adversely affected. Additional risks or uncertainties not presently known to us, or that we currently deem immaterial, may also impair our business operations. There can be no assurance that any of the events discussed in the risk factors below will not occur and if such events do occur, you may lose all or part of your original investment in the Notes.*

### RISKS RELATING TO OUR BUSINESS

*We operate in a very competitive market. If we fail to compete effectively, we may lose users to competitors and our future results of operations and prospects could be materially and adversely affected.*

We face significant competition in almost every aspect of our business, particularly from companies that provide Internet communication tools, online game, social networking, microblog, search, online advertising, e-commerce as well as other Internet and mobile services and products. We compete directly with other major PRC Internet portals and vertical websites to provide comprehensive Internet and mobile value-added services to customers. In addition, we face increased competition from international competitors that may establish joint venture companies with domestic PRC companies to provide services based on the foreign investors' technology and experience developed in their home markets. Some of our competitors have widely recognized brand names in the PRC and may have greater financial resources than we do. Moreover, present or future competitors may offer services and products that provide more favorable technology, performance and pricing than we can provide, with the result that their services and products could achieve greater market acceptance than our services and products.

In particular, the online game market in the PRC is increasingly competitive. We expect more companies to enter into this sector and a wider range of online games to be introduced into the PRC market. Competition from other online game operators, both based in the PRC as well as overseas, is likely to increase in the future and may make it difficult for us to retain existing users and attract new users.

We also face increasing competition in our community value-added services, where we compete with both PRC-based and global SNS and microblog operators (including international operators seeking to enter the PRC market) to attract users that may in turn subscribe for our premium services or other fee-based products. Our business also generally competes with other forms of entertainment, such as television and movies.

Furthermore, some of our competitors may adopt various unilateral measures to target our business, such as by preventing users of their products from using some or all of our products at the same time (for example, by programming their products in a way that disables the use of our products) or by attacking our platforms with spam or other virus-like programs. Any of these measures taken by our competitors could affect our number of users, reduce our market shares, and negatively affect our brand and reputation.

If we are unable to compete effectively in our business, our market share could erode and it could result in decreases in user numbers and user traffic over our platforms, and lead to increased spending for marketing and development, any of which could materially and adversely affect our business, results of operations and prospects.

***If we fail to keep up with the technological developments and users' changing requirements, we may not be able to increase the size and level of engagement of our user base and our business and prospects could be materially and adversely affected.***

Our business and prospects will depend on our ability to respond to rapidly changing technologies, adapt our services to evolving industry standards and improve the performance and reliability of our services. Our failure to adapt to such changes could harm our business. In addition, changes in user behavior resulting from technological developments may also adversely affect us. For example, the number of people accessing the Internet through devices other than personal computers, including mobile phones and other hand-held devices, has increased in recent years, and we expect this trend to continue while 3G and more advanced mobile communications technologies are broadly implemented. If we fail to develop services and products that are compatible with current and future mobile devices, or if the services and products we develop are not widely accepted and used by mobile device users, we may not be able to increase our mobile user base. If we fail to anticipate and meet the needs of our users, the size, engagement and stickiness level of our user base may decrease, which may render our platforms less attractive to advertisers and users. In addition, the widespread adoption of new Internet, networking or telecommunications technologies or other technological changes could require substantial expenditures to modify or integrate our products, services or technologies. If we fail to anticipate and adapt to material technological changes, our market share could suffer, which in turn could materially and adversely affect our business and prospects.

***We operate in a rapidly evolving environment and our existing offerings may become less popular as we launch new services and products or they may become incompatible with new technologies and devices.***

We operate in a dynamic and evolving industry with the rapid emergence of new technologies and new services and products. To remain competitive, we must introduce new services and products to diversify our portfolio, adapt to new technologies and generate additional revenue. Some of new services and products may attract users from our existing offerings. Further, some of our existing services and products may become incompatible with emerging technologies and new devices. For example, our legacy voice value-added services have become less popular with the expansion of the 3G technology platform in the PRC and increased usage of smartphones and other Internet-enabled mobile devices. If we are unable to continue to launch new services and products that can offset the loss of popularity of our maturing services and products, our market share could erode, which in turn could materially and adversely affect our financial condition and results of operations.

***If we fail to maintain and enhance our brand recognition, or if we incur excessive expenses in this effort, our business, results of operations and prospects may be materially and adversely affected.***

It is critical for us to maintain and develop our brands so as to effectively expand our user base, maintain and increase our business partnerships, and grow our revenue. Well-recognized brands are critical to increasing the number and engagement of our users and, in turn, enhancing our attractiveness to advertisers. Since we operate in a highly competitive market, maintaining and enhancing our brands directly affects our ability to maintain our market position. Our main competitors also have established brands and are continuing to take steps to increase their brand recognition and we must continue to maintain and enhance the recognition and value of our brands in this highly competitive market. In order to attract and retain users, we may need to substantially increase our expenditures for creating and maintaining brand loyalty. Our success in promoting and enhancing our brands, as well as our ability to remain competitive, will also depend on our success in offering high quality content, features and functionality. In addition, the use of words or branding similar to our brands by third parties in other industries could dilute the brand recognition for our brands. If we are for any reason unable to maintain and enhance our brand recognition, our business, results of operations or prospects could be materially and adversely affected.

***We work closely with telecommunications operators in a number of ways with respect to our MVAS businesses, including the billing of and collection from our users. If our service agreements with telecommunications operators were to be terminated, altered or not renewed, or if such operators do not provide continuous or adequate service, our results of operations could be materially and adversely affected.***

Substantially all of the revenue from our MVAS business and a small portion of the revenue from our IVAS business are derived from service agreements with China Mobile, China Unicom and China Telecom. Pursuant to such service agreements, the telecommunications operators bill and collect fees from mobile subscribers for the value-added services we provide through their networks. Our business relies materially on fees collected through these operators from our subscribers. Further, we rely on telecommunications operators in various ways including:

- using telecommunications operators' networks and gateways to deliver our services and products;
- using and relying on telecommunications operators' billing systems to charge our users through their mobile phone bills; and
- relying on telecommunications operators' collection proxy services to collect payments from subscribers.

We have limited control over the usage fees the telecommunications operators charge their end customers and we have limited access to alternative networks to deliver our services and products or collect fees from our mobile phone users. If the telecommunications operators' usage fees or other charges to their end customers increase, our user traffic may reduce. Further, if our relationships with telecommunications operators are terminated, curtailed or renewed on terms that are unfavorable to us, including increases in service fees for using their networks, our ability to deliver services and products to users may be affected, which could have a material and adverse effect on our results of operations.

***Significant changes in the policies or guidelines of the PRC telecommunications operators with respect to services provided by us could result in lower revenue or additional costs for us and materially and adversely affect our business and results of operations.***

From time to time, PRC telecommunications operators have issued policy or guideline changes stating their preferences for certain actions to be taken by service providers using their networks. Due to our reliance on these telecommunications operators, a significant change in their policies or guidelines could cause our revenue to decrease or operating costs to increase. For example, on November 30, 2009, China Mobile implemented a series of measures targeted at eliminating offensive or unauthorized content, including pornographic content, on PRC-based WAP sites. As a result, China Mobile suspended billing for their customers for all WAP services, including those services that do not contain offensive or unauthorized content. In 2010, China Mobile implemented a policy requiring service providers to conduct "double confirmation plus reminder services" and in early 2011 China Mobile implemented a new policy on service cancellation, both of which have negatively impacted our MVAS revenue. We cannot assure you that PRC telecommunications operators will not introduce additional requirements or adopt other policies which may require significant changes in the way we promote and sell our MVAS and IVAS, any of which could have a material and adverse effect on our financial condition and results of operations.

***We face uncertainties regarding the growth of the online game industry and continuous market acceptance of our online games and in-game items.***

We have derived a significant portion of our revenue from the online game industry, which is still a relatively new and evolving industry. Revenue from online games constituted 48.4% of our total

revenue for the year ended December 31, 2010, and 55.2% of our total revenue for the first nine months ended September 30, 2011. The growth of the online game industry is subject to a high degree of uncertainty. Our future results of operations associated with this industry will depend on numerous factors, including:

- Internet infrastructure, growth of personal computer, Internet and broadband penetration in the PRC;
- whether the PRC online game industry continues to grow and the rate of any such growth;
- laws, rules, regulations and policies affecting the online game industry, including those affecting Internet cafes in the PRC, where a substantial portion of our game players access online games;
- general economic conditions, particularly economic conditions that impact the level of discretionary consumer spending;
- the availability and popularity of other forms of entertainment, particularly game console systems;
- changes in consumer demographics, public tastes and preferences;
- our ability to develop or acquire new online games and related products to meet market demand and user preferences;
- the popularity and price of new online games and in-game items that we and our competitors launch and distribute; and
- our ability to timely upgrade and improve our existing games to extend their lifespans and to maintain their competitive positions in the online game market.

Due to these challenges and uncertainties, we cannot assure you that our online game business will continue to grow at the rates it has in the past. Our failure to successfully develop this business could have a material adverse effect on our results of operations and prospects.

***If we are unable to consistently develop, acquire, co-develop, or license additional successful online games, our business and results of operations may be materially and adversely affected.***

In order to maintain our long-term profitability and operational success, we must continue to develop, acquire, co-develop or license new online games that are attractive to users before our existing online games reach the end of their commercial lifespans. This requires us to maintain and grow our in-house online game development capability to anticipate changing consumer tastes and preferences, adopt new technologies, attract, retain and motivate talented online game developers and effectively execute online game development plans. There is no assurance that we can successfully maintain or develop our in-house online game development capability in such manner.

We may also acquire online game development and operational companies from time to time. The selection of acquisitions depends on the availability and commercial potential of suitable acquisition targets and may be subject to governmental approvals. Future acquisitions may also expose us to potential risks, including risks associated with the assimilation of new operations, technologies and personnel, unforeseen or hidden liabilities and potential loss of, or harm to, our relationships with customers, licensors and other suppliers as a result of integration of new businesses.

We may also enter into co-development arrangements with key players in the game industry from time to time. These arrangements depend on the availability of suitable game titles and co-development partners and our ability to implement the co-development on planned schedules.

Licensing successful online games has been, and will continue to be, an important part of our strategy to provide market leading IVAS. The success of such licensing arrangements depends on our ability to identify games that will appeal to users and to obtain government approvals required for the licensing and operation of such games. However, it is difficult to determine which online games will appeal to users. In addition, many of the games that are licensed by overseas developers were not

designed specifically for the PRC online game market, further complicating the task of identifying or implementing games that will appeal to users. Moreover, due to increased competition among online game operators in the PRC, upfront license fees for licensed games have increased and most licensors are demanding guaranteed minimum royalty payments.

There is no assurance that the online games which we have developed, acquired, co-developed or licensed from third parties, will be attractive to users and will always comply with relevant content restrictions such as government regulations. If we are not able to consistently develop, acquire, co-develop or license online games with continuing appeal to users, our financial condition and results of operations could be materially and adversely affected.

***We may not be successful in implementing our growth strategies or sustaining our historical growth rate.***

We are pursuing a number of growth strategies, including building collaborative open platforms, diversifying our game portfolio, increasing search engine partnerships and exploring e-commerce opportunities. We are also pursuing opportunities for growth through acquisitions and investments. Although we have achieved significant growth in the past, we cannot be assured that this level of significant growth will be sustainable or achieved at all in the future. Further, we cannot assure you whether all or any of these strategies will be successful. If we are unable to implement our growth strategies, our competitiveness may be materially and adversely affected, which would have a material impact on our revenue.

***Our past and future acquisitions and investments could have a material and adverse effect on our ability to manage our business.***

As part of our strategy to further expand our business, we may continue to acquire additional products, assets, technologies or businesses that are complementary to our existing business if and when appropriate opportunities arise. Future acquisitions and the subsequent integration of new products, assets, technologies and businesses into our existing business would require attention from our management and result in diversion of resources from our existing business. The areas where we face risks include:

- diversion of management time and focus from operating our business to address acquisition integration challenges;
- implementation or remediation of controls, procedures, and policies at the acquired company;
- integration of the acquired company's accounting, human resource, and other administrative systems, and coordination of product, engineering, and sales and marketing functions;
- transition of operations, users, and customers onto our existing platforms;
- cultural challenges associated with integrating employees from the acquired company into our organization, and retention of employees from the businesses we acquire;
- liability for activities of the acquired company before the acquisition, including patent and trademark infringement claims, violations of laws, commercial disputes, tax liabilities, and other known and unknown liabilities;
- litigation or other claims in connection with the acquired company, including claims from terminated employees, customers, former stockholders, or other third parties;
- in the case of foreign acquisitions, the need to integrate operations across different cultures and languages and to address the particular economic, currency, political, and regulatory risks associated with specific countries; and
- failure to successfully further develop the acquired technology.

Also, acquired products, assets, technologies or businesses may not yield the results that we anticipate. In addition, acquisitions could result in the use of substantial amounts of cash, significant amortization expenses related to identifiable intangible assets and exposure to potential unknown liabilities of any such acquired business. Moreover, the costs of identifying and consummating acquisitions may be significant. In addition to possible regulatory or shareholders' approval in Hong



Kong, we may also have to obtain approval from the relevant government authorities for the acquisitions and have to comply with any applicable laws and regulations, which could result in increased costs and delay. Further, the value of our investments are subject to market or non-market fluctuations which are attributable to factors beyond our control.

Our failure to properly and timely address these risks or other problems encountered in connection with our past or future acquisitions and investments could cause us to fail to realize the anticipated benefits of such acquisitions or investments, incur unanticipated liabilities and harm our business generally.

Future acquisitions could also result in dilutive issuances of our equity securities, the incurrence of debt, contingent liabilities, amortization expenses, write-offs of goodwill, or even provisions for prolonged impairment in value, any of which could have a material and adverse effect on our results of operations and prospects.

***Our growth may not be sustainable due to limitations in our infrastructure or resources and any expansion or upgrades of our infrastructure or resources may require significant costs.***

We have limited operational, administrative and financial resources and these resources may be inadequate to sustain the growth we want to achieve. As our user base increases and as we diversify into other business segments, we will need to increase our investment in our technological infrastructure and facilities; improve existing operational and financial systems, procedures and controls; and expand, train and manage our growing employee base. Further, our management will be required to maintain, and expand, our relationships with telecommunications operators, Internet and other online service providers, content providers and other third parties necessary to the growth of our business. Almost all Internet and mobile access in the PRC is maintained through state-owned telecommunications operators under the control and supervision of MIIT, and we use a limited number of telecommunications operators to provide us with data communications capacity through local telecommunications lines and Internet data centers to host our servers. With the expansion of our business, we may be required to upgrade our technology and infrastructure to keep up with the increasing traffic on our websites and increasing user levels on our platform. We cannot assure you that the Internet infrastructure and the fixed and mobile telecommunications networks in the PRC will be able to support the demands associated with the continued growth in our Internet usage. If we are unable to manage our growth and expansion effectively, including through investments in our internal systems and structures, the quality of our service could deteriorate, our business may suffer and our results of operations could be materially and adversely affected.

***We rely on a number of third parties to provide content to our websites and various services and technologies. Any disruption in the provision of these third party content, services or technologies could materially and adversely affect our business and results of operations.***

One of our principal strengths is our ability to create a distinct online community through our services and content. We rely on a number of third parties to create traffic and provide content in order to make our websites and services more attractive to consumers and advertisers, through which we may sustain and grow our online community. Third parties that provide content for our websites and services include both commercial content providers with which we have contractual relationships and our registered community members who post articles and other content on our websites. If these third parties fail to develop and maintain high quality content, our websites could lose viewers and advertisers. Most of our contractual arrangements with third party content providers are not exclusive and are short term, or may be terminated at any time for any reason by either party. Recently, many content providers have increased the fees they charge us for their content. This trend could increase our costs and operating expenses and could adversely affect our ability to obtain content at an economically acceptable cost. There can be no assurance that our existing relationships with third party content providers, if maintained, will result in sustainable business partnerships, successful service offerings and an acceptable level of traffic on our websites or revenue, or will not be

terminated. Also, a majority of this third party content is also available from other sources or may be provided to other Internet companies. If other Internet companies present the same or similar content in a superior manner, this could reduce our visitor traffic, which could have a material and adverse effect on our business and prospects.

In addition, our business also depends upon services provided by, and relationships with, third parties service and technology providers such as the telecommunications operators, advertising agencies that represent advertisers, game developers and online payment vendors. We generally do not have long-term cooperation agreements or exclusive arrangements with these third parties and they may elect to direct business opportunities to our competitors. With respect to telecommunications operators and online game developers, we have revenue sharing arrangements that require periodic renewals. If we fail to retain and enhance our business relationships with these third parties, or renew our business arrangements with these third parties on the same or more favorable terms to us, our business and results of operations may be materially and adversely affected.

***We face uncertainties regarding the legal liability for providing third party services, content and applications on our platforms.***

One of our strategies is to pursue an open platform strategy that focuses on SNS, microblog, IM platforms, search and e-commerce. A number of third party services, content and applications have been, and will continue to be, provided on our platforms through commercial cooperation agreements we entered into with third parties. It is also possible that third parties may engage in illegal, obscene or incendiary conversations or activities that may be deemed unlawful under PRC laws and regulations on our platform. If any content on our platform is deemed illegal, obscene or incendiary, or if appropriate licenses and third party consents of such services, content and applications as required have not been obtained, claims may be brought against us for defamation, libel, negligence, copyright, patent or trademark infringement, other unlawful activities or other theories and claims based on the nature and content of such objectionable information. Although such commercial agreements provide general contractual provisions to limit or exclude our legal liabilities, we cannot assure you that we may not incur any liability caused by providing these third party services, content or applications on our platforms if they are found in breach of the relevant rules and regulations in the PRC or any intellectual property rights, especially in light of the fact that the current PRC laws remain uncertain about our liability in connection with any third party content and applications. Any regulatory actions or liability incurred by these third parties may disrupt our business and cause damage to our reputation.

We have been and may continue to be exposed to liability for copyright or trademark infringement and other claims based on the nature and content of the materials that are delivered, shared or otherwise accessed through or published or posted on our platform. Defending of any such actions could be costly and involve significant time and attention of our management and other resources. In addition, if we are found to have not adequately monitored the content on our platform, PRC authorities may impose legal and administrative sanctions on us, including, in serious cases, suspending or revoking the licenses necessary to operate our platform.

***We may face additional risks as we expand our business to new international markets.***

From time to time we evaluate opportunities to expand our business, services and product offerings to markets outside the PRC. Expanding our business into new markets may expose us to risks that are additional to or different from those that we currently face.

We may license our existing and new games in countries and regions other than the PRC, which may expose to a number of risks, including:

- difficulties in identifying and maintaining good relationships with business counterparties or partners;

- uncertainties in developing products and services catering to overseas markets and in renewing the license agreements with licensees upon their expiration;
- our ability to maintain our brand name and the reputation of our products and services in situations where our products and services are operated by licensees or partners in the overseas markets pursuant to their own standards;
- difficulties and costs associated with protecting and enforcing our intellectual property rights overseas;
- difficulties and costs relating to compliance with the different commercial and legal requirements of the overseas markets, such as import regulatory procedures, taxes and other restrictions and expenses;
- exposure to claims and litigations in markets where the laws and overall environment are unfamiliar to us;
- fluctuations in currency exchange rates; and
- interruptions in cross-border Internet connections or other system failures.

Our inability to expand our business internationally or any risks associated with conducting business in new overseas markets may have a material and adverse effect on our business, financial condition and results of operations.

***Unauthorized use of our intellectual property by third parties and the expenses incurred in protecting our intellectual property rights may adversely affect our business.***

We regard our intellectual property rights as critical to our success. We seek to protect our intellectual property rights by relying on a combination of patent, copyright and trademark protection and contract laws. Despite our precautions, it may be possible for third parties to use such intellectual property without authorization. The validity, enforceability and scope of protection of intellectual property in Internet-related industries are uncertain and still evolving in the PRC and protection and enforcement of our intellectual property rights may not be as effective as in other countries with established legal regimes. Moreover, policing and enforcing unauthorized use of proprietary technologies is difficult and expensive in the PRC. Any unauthorized use of our intellectual property could have a material and adverse impact on our business and results of operations. From time to time, we have, and may have to resort to, litigation to enforce our intellectual property rights, which could result in substantial costs and diversion of resources.

***We may be subject to intellectual property claims, which may force us to incur substantial legal expenses and, if determined adversely against us, may materially disrupt our business.***

As an Internet content distributor and publisher, we may face liability for defamation, negligence, copyright, misappropriation, patent or trademark infringement or other intellectual property rights violations of third parties. We may receive notices of claims of infringement of third parties' proprietary rights or claims for indemnification resulting from infringement claims resulting from our use of technology, content offered on our Internet portals, or internally developed or licensed online games. We could also be subject to claims based upon content that is accessible on our websites or through our services, such as content and materials posted by users on message boards, online communities, voting systems, email or chat rooms. With respect to games and applications developed by third parties, we have procedures designed to reduce the likelihood of infringement. However, such procedures might not be effective in preventing third party games and applications from infringing other parties' rights.

Intellectual property claims and litigation are expensive and time-consuming to investigate and defend, and may divert resources and management attention from the operation of our business. Such claims, even if they do not result in liability, may harm our reputation. Any resulting liability or expenses, or changes required to our websites to reduce the risk of future liability, could also have a material adverse effect on our business, financial condition and prospects.

***Online communications among our users may lead to personal conflicts and improper usages of our services, which may damage our reputation, lead to litigation or government investigation and have a material and adverse effect on our business.***

Our users engage in highly personalized exchanges over our platforms. Users who have met online through our services may become involved in emotionally charged situations and could suffer adverse moral, emotional or physical consequences. Such occurrences could be highly publicized and have a significant negative impact on our reputation. Users who have suffered such adverse consequences may bring litigation against us to claim compensation in such events. Government authorities may also require us to discontinue or restrict those services that have led, or may lead, to such events. As a result, our business and results of operations could be materially and adversely affected.

***As our patents may expire and may not be extended, our patent applications may not be granted and our patent rights may be contested, circumvented, invalidated or limited in scope, our patent rights may not protect us effectively. In particular, we may not be able to prevent others from developing or exploiting competing technologies. As a result, there could be material and adverse effects on our business operations, financial condition and results of operations.***

In the PRC, the valid period of utility model patent right or design patent right is ten years, and the valid period of invention patent right is twenty years. None of such patent rights is extendable. Currently, we have patent applications pending in the PRC, but we cannot assure you that we will be granted patents pursuant to our pending applications. Even if our patent applications succeed and we are issued patents in accordance with them, it is still uncertain whether these patents will be contested, circumvented or invalidated in the future. The rights granted under any issued patents may not provide us with proprietary protection or competitive advantages. Further, the claims under any patents that issue from our patent applications may not be broad enough to prevent others from developing technologies that are similar or that achieve results similar to ours. It is also possible that the intellectual property rights of others will bar us from licensing and from exploiting any patents that issue from our pending applications. Numerous U.S. and foreign issued patents and pending patent applications owned by others exist in the fields in which we have developed and are developing our technology. These patents and patent applications might have priority over our patent applications and could subject our patent applications to invalidation. Finally, in addition to those who may claim priority, any of our existing or pending patents may also be challenged by others on the basis that they are otherwise invalid or unenforceable.

***Our quarterly revenue and operating results may be subject to significant fluctuations.***

We may experience significant fluctuations in our quarterly operating results due to a variety of factors, many of which are beyond our control. Significant fluctuations in our quarterly operating results could be caused by factors including seasonality, regulatory changes or the macroeconomic environment. Any of these factors or other factors could cause our results of operations to fluctuate from quarter to quarter. For these reasons, comparing our operating results on a period-to-period basis may not be meaningful, and you should not rely on our past results as an indication of our future performance. Our quarterly and annual revenue and costs and expenses as a percentage of our revenue may significantly differ from our historical or projected rates. Our results of operations may be below our expectations or the expectations of public market analysts and investors in one or more future quarters.

***We depend on our key personnel, and our business and growth prospects may be severely disrupted if we lose their services.***

Our success depends on the continuous effort and services of our current executive team and other key personnel and we rely on their expertise in business operations, including the development of new value-added services and products and maintenance of our relationships with other strategic partners. If one or more of our key personnel are unable or unwilling to continue in their present positions, we may not be able to easily replace them and may incur additional expenses to recruit and train new

personnel, which could severely disrupt our business. Our present and future success will continue to depend on our ability to attract and retain highly skilled technical, managerial, editorial, marketing and customer service personnel. There is no assurance that we may be able to successfully attract, assimilate or retain the personnel we need to succeed. As competition for talent in the Internet and telecommunications industries intensifies, it may be more difficult for us to hire, motivate and retain highly skilled personnel. If we are unable to attract additional highly skilled personnel or retain or motivate our existing personnel, we may not be able to grow effectively.

***Legal proceedings or allegations of impropriety against us or our key personnel could have a material adverse impact on our reputation, results of operations and financial condition.***

From time to time, we have been, and may be in the future, involved in lawsuits or subject to allegations brought by our competitors, individuals or other entities against us or our key personnel, including claims of unfair, unethical or otherwise inappropriate business practices. See “Business—Legal Proceedings.” Any such lawsuit or allegation, with or without merit, or any perceived unfair, unethical or inappropriate business practice by us could generate negative publicity about us, harm our reputation and divert resources and management attention from the operation of our business. We cannot assure you that we will not be involved in lawsuits or subject to allegations of similar nature in the future. In addition, we could incur substantial costs, divert the attention of our management in dealing with these claims, and suffer reputational damage, even if we are successful in our defense or counterclaims.

***Undetected programming errors or defects in our games and the proliferation of cheating programs could harm our reputation and increase user dissatisfaction, which could materially and adversely affect our business.***

Our games may contain undetected programming errors or other defects. In addition, parties unrelated to us may independently develop online cheating programs that enable users to acquire superior features for our games that they would not have otherwise. Furthermore, certain cheating software programs created independently by parties unrelated to us could allow users to eliminate superior features for our games that have been acquired by other users. The occurrence of undetected errors or defects in our games, and our failure to discover and disable cheating programs affecting the fairness of the game environment for our games, could disrupt our operations, damage our reputation and detract from the game experience of our users. As a result, such errors, defects and cheating programs could materially and adversely affect our business, financial condition and results of operations.

***Unexpected network interruptions caused by system failures or computer viruses may disrupt our business operations, harm our reputation, and may require us to expend significant capital and other resources to protect our websites.***

Any failure to maintain the satisfactory performance, reliability, security and availability of our network infrastructure, including as a result of natural disasters such as earthquakes and floods, may cause significant harm to our reputation and our ability to attract and maintain users and advertisers. We maintain a distributed server network architecture hosting servers across the PRC. We have limited backup systems and have experienced system failures and electrical outages from time to time in the past, which have disrupted our operations. We do not have any disaster recovery plan in the event of damage from fire, floods, typhoons, earthquakes, power loss, telecommunications failures, break-ins, war, terrorist acts and similar events, and our existing back-up systems may not be effective for such events. If any of the foregoing occurs, we may experience system failures and electrical outages, which could have a material and adverse effect on our business.

In 2010, we experienced a significant security attack by a program, which we believe to be a malware, called “Kou Kou Bodyguard” that caused material security risks to our users. The risks subsided after government authorities ordered the creator of the malware to withdraw the program. Nevertheless, the security attack caused substantial disruption to our users and business and the publicity surrounding the attack temporarily affected our user relations and reputation. We may be required to expend

significant capital and other resources to protect our websites against the threat of such computer viruses and hackers and to alleviate any problems caused by them and there is no assurance that these measures will be adequate and prevent potential future attacks. In addition, any security breach caused by hacking, which involves efforts to gain unauthorized access to information or systems, or to cause intentional malfunctions or loss or corruption of data, software, hardware or other computer equipment, and the inadvertent transmission of computer viruses could have a material adverse effect on our business, financial condition and results of operations.

Our users may use our products or services for critical transactions and communications, especially business communications. As a result, any system failures could result in damages to such users' businesses. These users may seek significant compensation from us for their losses. We could incur substantial costs and divert the attention of our management in defending ourselves against these claims even if we are successful in such defense.

***We may not be able to maintain existing or establish new arrangements with device manufacturers.***

We derive value and benefits from cooperative arrangements with device manufacturers, including mobile phone manufacturers, and we work with these device manufacturers to install our Internet and mobile applications onto their devices for use by purchasers of their devices. Although we currently have contracts with a number of domestic and international device manufacturers operating in the PRC, including mobile phone manufacturers, an interruption in our relationships with such manufacturers could have an adverse impact on our business, including our profitability and ability to deliver IVAS and MVAS services and products to our users.

***We may need additional capital but may not be able to obtain it.***

We may require additional cash resources due to future growth and developments of our business, including any investments or acquisitions we may decide to pursue, or for other business changes. If the cash resources are insufficient to satisfy our cash requirements, we may seek to issue additional equity or debt securities or obtain a credit facility. Our ability to obtain external financing in the future is subject to a variety of uncertainties, including our future financial condition, results of operations, cash flows, share price performance and the liquidity of international capital and lending markets. In addition, incurring indebtedness would result in increased debt service obligations and could result in operating and financing covenants that would restrict our operations. There can be no assurance that financing will be available in a timely manner or in amounts or on terms acceptable to us, if at all.

If we are unable to raise additional funds on terms favorable to us, or at all, this could have a material adverse effect on our business, financial condition and results of operations. For example, we may not be able to carry out parts of our growth strategy or invest in technology infrastructures necessary to maintain our growth and competitiveness.

***We have limited business insurance coverage.***

Insurance companies in the PRC offer limited business insurance products. As a result, although we have insurance for property damage, we do not have any business liability or disruption insurance coverage for our operations in the PRC, and our coverage may not be adequate to compensate for all losses that may occur, particularly with respect to loss of business and reputation. Any business disruption, litigation or natural disaster could expose us to substantial costs and diversion of resources.

## RISKS RELATING TO OUR INDUSTRY

***The laws and regulations governing the Internet and telecommunications industries in the PRC are developing and subject to future changes. If we fail to adhere to applicable regulations, or if we fail to obtain or maintain all applicable permits and approvals, our business and operations would be materially and adversely affected.***

The Internet and telecommunications industries in the PRC are highly regulated by the PRC government. See “Regulation.” Various regulatory authorities of the PRC government, including State Council, MIIT, SAIC, MOC, GAPP, MOFCOM and MPS, are empowered to promulgate and implement regulations governing various aspects of the Internet and the telecommunications industries and we are thus required to obtain applicable licenses, permits and approvals from a number of these regulatory authorities in order to conduct our business. Although we have obtained the licenses essential to operating our business, these licenses are subject to periodical government review and we cannot assure you that we can successfully renew these licenses.

As the Internet and telecommunications industries mature, the PRC government authorities are likely to continue to issue new regulations governing these industries and hence require new and additional licenses, permits and approvals. As we further develop and expand our product and services offerings and functions, including new services such as microblogs, we and our users may in the future become subject to additional or new regulations (such as stricter regulations relating to content publication and user identity), and we may also need to obtain additional qualifications, permits, approvals or licenses. There is no assurance that we can obtain those licenses, permits and approvals in a timely or cost-effective manner. Failure to obtain them could materially and adversely affect our business and results of operations.

***The PRC government has promulgated a series of rules, regulations and policies that may have negative impact on the online game industry, and we cannot assure you that the PRC government will not promulgate similar rules, regulations or policies in the future.***

The online game industry is highly regulated in the PRC. The PRC government has adopted a series of rules, regulations and policies to monitor and control the online game industry in response to, among other things, perceived addiction to online games and its perceived negative social effects, particularly for minors. For example, PRC governmental authorities issued a notice in April 2007 requiring all PRC online game operators to adopt an “anti-fatigue system” in an effort to curb addiction to online games by minors, under which game operators are required to reduce the value of game benefits for minor game players as their continuous playing time reaches certain thresholds. Online game players in the PRC are also required to register their identity numbers before they can play so game operators are able to identify which game players are minors. In addition, PRC governmental agencies have issued a series of rules and regulations limiting the use of virtual currencies in online games, which may result in higher costs for the operation of our online games and lowers sales of virtual items in our online games. Furthermore, online games licensed by overseas developers are subject to approvals from various PRC governmental authorities before we may commercially operate those games. We cannot assure you that we will be able to obtain such approvals in a timely fashion in line with our business plan, or that we will be able to obtain such approvals at all.

We cannot assure you that the PRC government will not promulgate similar rules, regulations or policies in the future, particularly during periods when public opinion does not favor online games. Such rules, regulations and policies could significantly reduce our revenue and materially and adversely affect our business, financial condition, results of operations and prospects.

***Currently there is no law or regulation specifically governing virtual property rights and therefore it is not clear what liabilities, if any, online game operators may have for virtual property.***

In the course of playing online games, users may acquire and accumulate some virtual property, such as Avatar special equipment and other accessories. Such virtual property may be important to online

game players and have monetary value and in some cases may be traded among players for actual money. In practice, virtual property can be lost for various reasons, often through unauthorized use of user accounts by other users and occasionally through data loss caused by a delay of network service, a network crash or hacking activities. Currently, there is no PRC law or regulation specifically governing virtual property rights. As a result, there is uncertainty as to who is the legal owner of virtual property, whether and how the ownership of virtual property is protected by law, and whether an online game operator would have any liability to game players or other interested parties (whether in contract, tort or otherwise) for loss of such virtual property. In case of a loss of virtual property, we may be sued by our game players and held liable for damages, which may negatively affect our reputation and business and financial condition.

Based on recent PRC court judgments, the courts have typically held online game operators liable for losses of virtual property by game players, and in some cases have allowed online game operators to return the lost virtual property to game players in lieu of paying damages. If we are sued by our game players or users and held liable for damages, our financial condition and results of operations may be negatively affected.

***Compliance with the laws or regulations governing virtual currency may result in us having to obtain additional approvals or licenses or change our current business model.***

The issuance and use of “virtual currency” in the PRC has been regulated since 2007 in response to the growth of the online game industry in the PRC. In January 2007, the MPS, MOC, MIIT and GAPP jointly issued a circular regarding online gambling which has implications for the use of virtual currency. To curtail online games that involve online gambling, as well as address concerns that virtual currency could be used for money laundering or illicit trade, the circular (a) prohibits online game operators from charging commissions in the form of virtual currency in relation to winning or losing of games; (b) requires online game operators to impose limits on use of virtual currency in guessing and betting games; (c) bans the conversion of virtual currency into real currency or property; and (d) prohibits services that enable game players to transfer virtual currency to other players. On June 4, 2009, MOC and MOFCOM jointly issued a notice regarding strengthening the administration of online game virtual currency, (“**Virtual Currency Notice**”) (關於加強網絡遊戲虛擬貨幣管理工作的通知). On July 20, 2009, MOC promulgated the Filing Guidelines on Online Game Virtual Currency Issuing Enterprises and Online Game Virtual Currency Trading Enterprises (“網絡遊戲虛擬貨幣發行企業”、“網絡遊戲虛擬貨幣交易企業”申報指南), which specifically define “issuing enterprise” and “trading enterprise” and stipulate that a single enterprise may not operate both types of business. MOC issued the Interim Measures for Online Game Administration (網絡遊戲管理暫行辦法), which provides, among other things, that virtual currency issued by online game operators may be only used to exchange its own online game products and services and may not be used to pay for the products and services of other entities.

We issue game tokens to game players and our users use them to purchase various virtual items or time units to be used in our online games. We believe we only offer game tokens for in-game consumption, which are not transferrable among our user accounts and are not convertible into real currency. In addition, we do not offer secondary trading services of the game tokens. Nonetheless, we cannot assure you that the PRC regulatory authorities will not take a view contrary to ours and that we may not be subject to certain penalties, including mandatory corrective measures and fines. The occurrence of any of the foregoing could have a material adverse effect on our business and results of operations. In addition, the Virtual Currency Notice prohibits online game operators from setting game features that involve the direct payment of cash or virtual currency by players for the chance to win virtual items or virtual currency based on random selection through a lucky draw, wager or lottery. The notice also prohibits game operators from issuing currency to game players through means other than purchases with legal currency. It is unclear whether these restrictions would apply to certain aspects of our online games. Although we believe that we do not engage in any of the above-mentioned



prohibited activities, we cannot assure you that the PRC regulatory authorities will not take a view contrary to ours and deem such feature as prohibited by the Virtual Currency Notice, thereby subjecting us to penalties, including mandatory corrective measures and fines. The occurrence of any of the foregoing could materially and adversely affect our business and results of operations.

***Regulation and censorship of information disseminated over the Internet in the PRC may adversely affect our business and subject us to liability for content displayed on or linked to our websites.***

The PRC government has adopted regulations governing Internet access and the distribution of news and other information over the Internet. Under these regulations, Internet content providers and Internet publishers are prohibited from posting or displaying over the Internet content that, among other things, violates PRC laws and regulations, impairs the national dignity of the PRC, or is reactionary, obscene, superstitious, fraudulent or defamatory. Failure to comply with these requirements may result in the revocation of licenses to provide Internet content and other licenses and the closure of the concerned websites. The website operator may also be held liable for such censored information displayed on or linked to the website.

Although we attempt to monitor the content in our online communities, we are not able to control or restrict the content of other Internet content providers linked to or accessible through our websites, or content generated or placed on our other online communities by our users. To the extent that PRC regulatory authorities find any content displayed on our websites objectionable, they may require us to limit or eliminate the dissemination of such information on our websites. If third party websites linked to or accessible through our websites operate unlawful activities such as online gambling on their websites, PRC regulatory authorities may require us to report such unlawful activities to relevant authorities and to remove the links to such websites, or they may suspend or shut down the operation of such websites. PRC regulatory authorities may also temporarily block access to certain websites for a period of time. Any of these actions may reduce our user traffic and adversely affect our business. In addition, there is no assurance that we will not be subject to penalties for violations of those regulations arising from content displayed on or linked to our websites, including a suspension or shutdown of our websites.

We also need to monitor the advertising content shown on our websites to ensure that such content is true, accurate and in full compliance with applicable PRC laws and regulations. In addition, certain advertisements need to go through a special government review for approval before website posting. Failure to implement those monitoring functions and comply with the relevant laws and regulations may subject us to penalties, including fines, confiscation of any advertising income, orders to cease dissemination of the advertisements and orders to publish an announcement correcting any misleading information. In circumstances involving serious breaches, PRC governmental authorities may force us to terminate our advertising operations or revoke our licenses.

***The online advertising market includes many uncertainties, which could cause our advertising revenue to be materially and adversely affected.***

Online advertising revenue represented 7.0% of our total revenue for the year ended December 31, 2010 and 6.8% of our total revenue for the nine months ended September 30, 2011. The growth of our advertising revenue relies on increased revenue from the sale of advertising inventory on our platforms, which could be affected by the following factors:

- growth of the online advertising market;
- acceptance of online advertising as an effective marketing channel;
- our development of tailored advertising solutions to meet advertising clients' needs;
- changes in government rules and regulations impacting the advertising industry;
- alternative methods and strategies available to advertising clients to promote their brand; and
- development and acceptance of an independent and reliable standard for measuring the effectiveness of online advertising.

We also may be unable to respond adequately to changing trends in online advertising or advertiser demands or preferences or keep up with technological innovations and improvements in the measurement of user traffic and online advertising. If the online advertising market size does not increase from current levels or we are unable to capture and retain a sufficient share of that market, our ability to maintain or increase our current level of online advertising revenue could be materially and adversely affected.

*Privacy concerns or inaccurate information about our users may prevent us from selling demographically targeted advertising, which could make our advertising inventory less attractive to advertisers.*

Concerns about our practices with regard to the collection, use or disclosure of personal information or other privacy-related matters, even if unfounded, could damage our reputation and results of operations. User and regulatory attitudes towards privacy are evolving, and future regulatory or user concerns about the extent to which personal information is shared with advertisers, may cause the advertising inventory generated by the QQ software client, our websites and other services to be less attractive to advertisers. In addition, we have limited ability to validate or confirm the accuracy of information provided during the user registration process. If the information that we collect for targeted advertising is materially inaccurate or false, this may also cause the advertising inventory generated by the QQ software client, our websites and other services to become less attractive to advertisers.

## **RISKS RELATED TO OUR CORPORATE STRUCTURE**

*If the PRC government finds that the agreements that establish the structure for operating our services in the PRC do not comply with PRC governmental restrictions on foreign investment in value-added telecommunications businesses or other related businesses, or if these regulations or the interpretation of existing regulations change in the future, we could be subject to severe penalties or be forced to relinquish our interests in those operations.*

The PRC government regulates foreign investment in value-added telecommunications businesses and other related businesses heavily through strict licensing requirements and other laws and regulations, which also include limitations on foreign ownership in PRC companies that provide value-added telecommunications services. Specifically, foreign investors are not allowed to own more than a 50% equity interest in any Internet content provider or any other value-added telecommunications service provider. In addition, foreign and foreign-invested enterprises are currently not able to apply for the required licenses for operating online games in the PRC.

The Circular on Strengthening the Administration of Foreign Investment in and Operation of Value-added Telecommunications Business, or the (“**MIIT Circular**”) (關於加強外商投資經營增值電信業務管理的通知) issued by the MIIT, in July 2006, reiterated the regulations on foreign investment in telecommunications businesses, which requires foreign investors to set up foreign-invested enterprises and obtain an Internet content provision license for value-added telecommunications services, to conduct any value-added telecommunications business in the PRC. Under the MIIT Circular, a domestic company that holds an Internet content provision license is prohibited from leasing, transferring or selling the license to foreign investors in any form, and from providing any assistance, including providing resources, sites or facilities to foreign investors that conduct value-added telecommunications business illegally in the PRC. The MIIT Circular also includes additional requirements and restrictions on a domestic company that holds an Internet content provision license. See “Regulations—Regulations on Foreign Investment in the Value-added Telecommunications Services.” However, due to a lack of further interpretative materials from the regulator, it is unclear what impact the MIIT Circular will have on us or the other PRC Internet companies that have adopted the same or similar corporate and contractual structures as ours.

On September 28, 2009, GAPP, the National Copyright Administration and the National Office of Combating Pornography and Illegal Publications, jointly issued a Notice on Further Strengthening the

Administration of Pre-examination and Approval of Online Games and the Examination and Approval of Imported Online Games (“**Circular 13**”). Circular 13 restates that foreign investors are not permitted to invest in online game-operating businesses in the PRC via wholly owned, equity joint venture or cooperative joint venture investments and expressly prohibits foreign investors from gaining control over or participating in domestic online game operators through indirect ways such as establishing other joint venture companies or entering into contractual or technical arrangements. However, Circular 13 does not provide any interpretation of the term “foreign investors” or make a distinction between foreign online game companies and companies under a corporate structure similar to ours. Thus, it is unclear whether the GAPP will deem our corporate structure and operations to be in violation of these provisions.

We and our WFOEs are considered foreign persons or foreign-invested enterprises under applicable PRC law. As a result, we operate our IVAS, MVAS, online and mobile games, and other Internet and wireless portals in the PRC through affiliated PRC entities that hold the necessary licenses for our existing lines of businesses. We do not own any equity interest in these affiliated entities, which are considered to be our consolidated affiliated entities, but through a series of contractual arrangements between our WFOEs and these affiliated entities, we exercise control over these affiliated entities and obtain substantially all of the revenue in the form of technical support, consulting, licensing and other fees. Since the contractual arrangements transfer the economic risks and benefits of the affiliated entities to us, we have concluded that it is appropriate to treat these affiliated entities as our consolidated affiliated entities and consolidate their financial results.

Based on the advice of our PRC legal counsel, the corporate structure of our WFOEs and the consolidated affiliated entities comply with applicable existing PRC laws and regulations. However, the relevant PRC regulators have substantial discretion to review, interpret and apply these laws and regulations from time to time, and it is possible that they may interpret these laws and regulations in ways that are different from our current understanding. Therefore, we cannot assure you that our contractual arrangements will be deemed by the relevant government authorities to be in compliance with current PRC laws and regulations or that the relevant government authorities will not in the future reassess or reinterpret existing laws, regulations or policies in this area, or issue new laws, regulations or policies in this area, with the result that all or some of these arrangements would be deemed to be in violation of PRC law.

If the PRC government determines that we do not comply with applicable laws and regulations, including any laws and regulations that may be introduced, it could:

- levy fines and/or confiscate our income;
- revoke our WFOEs’ business licenses and/or affiliate entities’ business and operating licenses;
- require us to discontinue or restrict our operations;
- restrict our right to collect revenue;
- block our websites;
- require us to restructure our ownership and organizational structure and operations;
- impose additional requirements which we may not be able to comply; or
- take other regulatory or enforcement actions against us that could be harmful to our business.

Any of these or other similar actions could potentially disrupt substantially all of our business operations, divert of management attention and restrict us from conducting our business operations in the same way as we currently conduct it, which could materially and adversely affect our business, financial condition and results of operations.

***The contractual arrangements with the consolidated affiliated entities and their shareholders, which relate to critical aspects of our operations may not be as effective in providing operational control as direct ownership. In addition, these arrangements may be difficult and costly to enforce under PRC law.***

We rely and expect to continue to rely on contractual arrangements with the consolidated affiliated entities and their shareholders in the PRC to operate our business and hold our licenses, permits and certain other assets. These contractual arrangements may not be as effective as direct ownership in providing us control over the consolidated affiliated entities.

If (i) the consolidated affiliated entities and their shareholders fail to perform their obligations under these contractual arrangements, (ii) the consolidated affiliated entities and their shareholders terminate the contractual arrangements, (iii) the consolidated affiliated entities undergo corporate or other changes that affect their rights over assets held by them or (iv) these contractual arrangements are invalid or defective due to violation of PRC laws and regulations or other reasons, our business operations in the PRC would be materially and adversely affected. Further, if we fail to renew these contractual arrangements prior to their expiration, we would not be able to continue our business operations in the PRC.

A majority of these contractual arrangements are governed by PRC law. Accordingly, these contracts would be interpreted in accordance with PRC laws. The legal environment in the PRC is not as developed as in other jurisdictions and as a result, operations of the PRC legal system could limit the enforcement of these contractual arrangements. These contractual arrangements, which relate to critical aspects of our operations, will be invalid or unenforceable if they are found in violation of PRC laws and regulations or due to other reasons such as lack of registration. We may be unable to exert effective control over the consolidated affiliated entities and our business and financial condition could be materially and adversely affected.

***The shareholders of our consolidated affiliated entities may have potential conflicts of interest with us, which may materially and adversely affect our business and financial condition.***

Our consolidated affiliated entities are owned by their respective registered shareholders. Conflicts of interests between these individuals' roles as shareholders of our consolidated affiliated entities and their duties to the Company may arise. There is currently no specific and clear guidance under PRC laws that addresses the resolution of any conflict between PRC laws and Cayman Islands laws in respect of any conflict relating to corporate governance regime. If we cannot resolve any conflicts of interest or disputes between us and the shareholders of our consolidated affiliated entities, we would have to rely on legal proceedings to resolve these disputes and/or enforce our contractual arrangements with our consolidated affiliated entities, which could result in disruption of our business, and there would be substantial uncertainty as to the outcome of any such legal proceedings.

***Contractual arrangements we have entered into with our consolidated affiliated entities may be subject to scrutiny by the PRC tax authorities, and a finding that we or our consolidated affiliated entities owe additional taxes could reduce our net income and the value of your investment.***

As required by applicable PRC laws and regulations, arrangements and transactions among related parties may be subject to audit or challenge by the PRC tax authorities. We could face adverse tax consequences if the PRC tax authorities determine that the contractual arrangements between our WFOEs in the PRC on the one hand, and our consolidated affiliated entities on the other, do not represent an arm's-length transaction and adjust our consolidated affiliated entities' income in the form of a transfer pricing adjustment. A transfer pricing adjustment could, among other things, result in a reduction, for PRC tax purposes, of expense deductions recorded by our consolidated affiliated entities, which could in turn increase its tax liabilities. In addition, the PRC tax authorities may

impose late payment surcharges and other penalties on our consolidated affiliated entities for underpaid taxes. Our results of operations may be adversely affected if our consolidated affiliated entities' tax liabilities increase or if it is found to be subject to late payment surcharges or other penalties.

## **RISKS RELATING TO THE PRC**

### *Interpretation of PRC laws and regulations involves significant uncertainties.*

The PRC legal system is based on written statutes with prior court decisions providing limited precedential value. Since 1979, the PRC government has been developing a comprehensive system of commercial laws, and considerable progress has been made in introducing laws and regulations dealing with economic matters such as foreign investment, competition and anti-trust, corporate organization and governance, commerce, taxation and trade. However, as these laws and regulations are relatively new, and due to the limited volume of published cases and judicial interpretation and their lack of precedential force, interpretation and enforcement of these laws and regulations involve significant uncertainties. As the PRC legal system develops, changes in such laws and regulations, or in their interpretation or enforcement, could have a material and adverse effect on our business operations. For example, we may be subject to competition and anti-trust investigations by the PRC government from time to time in the future. The outcomes of such investigations may prevent us from offering certain features, functions, services or products; requiring a change in our business practices or requiring development of non-infringing services, products or technologies, which could have a material and adverse effect on our business operations.

Furthermore, the administration of PRC laws and regulations may be subject to a certain degree of discretion by the executive authorities. This has resulted in the outcome of dispute resolutions not being as consistent or predictable compared to more developed jurisdictions. In addition, it may be difficult to obtain a swift and equitable enforcement of laws in the PRC or the enforcement of judgments by a court in another jurisdiction.

### *PRC economic, political and social conditions as well as government policies could adversely affect our business and financial condition.*

The PRC economy differs from the economies of most developed countries in many respects, including government involvement, level of development, economic growth rate, control of foreign exchange, and allocation of resources. In recent years, the PRC economy has been transitioning from a planned economy to a more market-oriented economy and the PRC government has implemented measures emphasizing economic reform, the reduction of state ownership of productive assets and the establishment of sound corporate governance in business enterprises. There can be no assurance that the PRC government will continue to pursue a policy of economic reform or that any such reforms will not have an adverse effect on the way we operate our business. Our business and financial condition could also be materially and adversely affected by any changes in PRC laws and regulations (or the interpretation thereof), as well as changes in the political, economic and social conditions of the PRC.

### *If the PRC tax authorities determine that we are a “resident enterprise”, we may face unfavorable tax consequences.*

Under the 2008 CIT Law, enterprises established outside of the PRC whose “de facto management bodies” are located in the PRC are considered “resident enterprises”. The Regulation on the Implementation of the Corporate Income Tax Law (“**Implementation Rules**”) (企業所得稅法實施條例) defines “de facto management body” as an organization that exercises substantial and overall management and control over an enterprise’s manufacturing, or business operation, personnel, accounting and property. In addition, SAT has promulgated the Circular on Identification of China-controlled Overseas-registered Enterprises as Resident Enterprises on the Basis of Actual Management Organization (“**Circular 82**”) (Guo Shui Fa 2009 No. 82) (國家稅務總局關於境外注冊中資控股企業依據實際管理機構標準認定為居民企業有關問題的通知), which further provides

certain specific criteria for determining whether the “de facto management body” of a PRC-controlled offshore incorporated enterprise is located in the PRC. The criteria include whether: (i) the premises where the senior management and the senior management bodies responsible for the routine production and business management of the enterprise perform their functions are mainly located within the PRC, (ii) decisions relating to the enterprise’s financial and human resource matters are made or subject to approval by organizations or personnel in the PRC, (iii) the enterprise’s primary assets, accounting books and records, company seals, and board and shareholders’ meeting minutes are located or maintained in the PRC and (iv) 50% or more of voting board members or senior executives of the enterprise habitually reside in the PRC. Although the Circular 82 only applies to offshore enterprises controlled by enterprises or enterprise group located within the PRC, not including those controlled by PRC individuals, the determining criteria set forth in the Circular 82 may reflect the SAT’s general position on how the “de facto management body” test may be applied in determining the tax resident status of offshore enterprises.

As the tax resident status of an enterprise is subject to determination by the PRC tax authorities and uncertainties remain with respect to the interpretation of the term “de facto management body” as applicable to our offshore entities, we cannot assure you that we will not be considered as a PRC tax resident enterprise. In the event that we are determined to be a PRC tax resident enterprise, we will consequently be subject to a 25% corporate income tax on our worldwide taxable income. In addition, we may be subject to PRC corporate income tax reporting obligations. Furthermore, we will be obligated to withhold PRC income tax of up to 7% on interest payments for the Notes payable to investors that are Hong Kong resident enterprises and classified as a beneficial owner under the Arrangement Between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income (“**Tax Arrangement**”) (內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排), as well as certain conditions and requirements under the Tax Arrangement are met. For investors that are non-resident enterprises which are not eligible for a preferential withholding tax rate under the Tax Arrangement between the PRC and Hong Kong, we will be obligated to withhold PRC income tax of up to 10% on interest payments for the Notes. Failure to withhold this income tax if required to do so could cause us to be subject to fines and other penalties. Similarly, any gain realized by such non-resident enterprise from the transfer of the Notes would be regarded as PRC source income and accordingly would be subject to a 10% PRC withholding tax.

***Discontinuation of any of the preferential tax treatments or imposition of any additional taxes could adversely affect our financial condition and results of operations.***

The State Council passed the 2008 CIT Law and its implementation rules, both of which became effective on January 1, 2008. The 2008 CIT Law significantly curtails tax incentives granted to foreign-invested enterprises under the PRC Corporate Income Tax Law effective prior to January 1, 2008, concerning Foreign-Invested Enterprises and Foreign Enterprises. The 2008 CIT Law, however, (i) reduces the statutory rate of the corporate income tax from 33% to 25%, (ii) permits companies established before March 16, 2007 to continue to enjoy their existing tax incentives, adjusted by certain transitional phase-out rules promulgated by the State Council on December 26, 2007 and (iii) introduces new tax incentives, subject to various qualification criteria.

The 2008 CIT Law and its implementing rules permit certain “high/new technology enterprises” to enjoy a reduced 15% corporate income tax rate subject to certain new qualification criteria. Pursuant to the Circular on Certain Corporate Income Tax Preferential Treatments jointly issued by the PRC Ministry of Finance and SAT on February 22, 2008, a qualified software enterprise is eligible to be exempted from income tax for its first two profitable years, followed by a 50% reduction of income tax for the subsequent three years. Certain of our WFOEs and consolidated affiliated entities have been recognized by the relevant authorities as “software production enterprises” and “high/new technology enterprises”, and therefore are eligible for the preferential tax treatments upon their filing with and approval by the relevant tax authorities. Preferential tax treatment granted to our WFOEs and consolidated affiliated entities by the local governmental authorities are subject to review and may be adjusted or revoked at any time. We cannot assure you that we will be able to maintain our current

effective tax rate in the future. If any of the WFOEs and consolidated affiliated entities, which has enjoyed such preferential tax treatments fails to maintain their qualification status or renew their qualifications when the relevant term expires, their applicable corporate income tax rate may increase to 25%, which could have a material adverse effect on our financial condition and results of operations.

***We may rely on dividends and other distributions on equity paid by the WFOEs to fund any cash and financing requirements we may have. Any limitation on the ability of our WFOEs to pay dividends to us could materially and adversely affect our business and results of operations.***

We are a holding company, and we may rely on dividends and other distributions on equity to be paid by our WFOEs to meet our cash and financing requirements, including the funds necessary to pay dividends and other cash distributions to our shareholders and service any debt we may incur. If any of our WFOEs incurs debt on its own behalf in the future, the instruments governing the debt may restrict its ability to pay dividends or make other distributions to us.

Under PRC laws and regulations, our WFOEs may pay dividends only out of their accumulated profits as determined in accordance with PRC accounting standards and regulations. In addition, each of our WFOEs in the PRC is required to set aside at least 10% of its accumulated after-tax profits each year, if any, to fund certain statutory reserve funds, until the aggregate amount of such a fund reaches 50% of its registered capital. With approval by its shareholders in accordance with its articles of association, the WFOE may allocate a portion of its after-tax profits based on PRC accounting standards to staff welfare and bonus funds. These reserve funds and staff welfare and bonus funds are not distributable as cash dividends.

Any limitation on the ability of our WFOEs in the PRC to pay dividends or make other distributions to us could materially and adversely limit our ability to grow, make investments or acquisitions that could be beneficial to our business, pay dividends, or otherwise fund and conduct our business.

In addition, under the 2008 CIT Law and the Implementation Rules, dividends generated from the business of our WFOEs in the PRC on or after January 1, 2008 and payable to the WFOEs' immediate holding companies incorporated in Hong Kong may be subject to a withholding tax rate of 10% if the PRC tax authorities determine that we are a non-resident enterprise. If certain conditions and requirements under the Tax Arrangement are met, the withholding tax rate could be reduced to 5% from 10%.

***PRC regulations relating to the establishment of offshore special purpose companies by PRC residents may subject our PRC resident beneficial owners or our PRC subsidiaries to liability or penalties, limit our ability to inject capital into our PRC subsidiaries, limit our PRC subsidiaries' ability to increase their registered capital or distribute profits to us, or may otherwise adversely affect us.***

Pursuant to SAFE's Notice on Relevant Issues Concerning Foreign Exchange Administration for PRC Residents to Engage in Financing and Inbound Investment via Overseas Special Purpose Vehicles ("**Circular 75**"), issued on October 21, 2005, PRC residents and PRC corporate entities must register with local branches of SAFE in connection with their direct or indirect offshore investment in an overseas "special purpose company", for the purposes of overseas equity financing activities.

Under these SAFE regulations, PRC residents who make, or have previously made, direct or indirect investments in a special purpose company are required to register those investments. In addition, any PRC resident who is a direct or indirect shareholder of a special purpose company is required to update the previously filed registration with the local branch of SAFE, with respect to that special purpose company, to reflect any material change involving its round-trip investment, capital variation, such as an increase or decrease in capital, transfer or swap of shares, merger, division, long-term equity or debt investment or creation of any security interest. Moreover, the PRC subsidiaries of that special purpose company are required to urge the PRC resident shareholders to update their SAFE registration

with the local branch of SAFE when such updates are required under applicable SAFE regulations. If any PRC shareholder fails to make the required SAFE registration or update the previously filed registration, the PRC subsidiaries of that special purpose company may be prohibited from distributing their profits and the proceeds from any reduction in capital, share transfer or liquidation, to their parent company, and the special purpose company may also be prohibited from injecting additional capital into their PRC subsidiaries or extending shareholder loans to their PRC subsidiaries. Moreover, failure to comply with the various SAFE registration requirements described above could result in liability under PRC laws for evasion of applicable foreign exchange restrictions.

We have notified substantial holders of ordinary shares of the Company whom we know are PRC residents to register with the local SAFE branch and update their registrations as required under the SAFE regulations described above. We, however, cannot provide any assurances that all of our shareholders who are PRC residents will file all applicable registrations or update previously filed registrations as required by these SAFE regulations. The failure or inability of our PRC resident shareholders to comply with the registration procedures set forth therein may subject such PRC resident shareholders to fines and legal sanctions, restrict our cross-border investment activities, or limit our PRC subsidiaries' ability to distribute dividends to us or restrict us in injecting additional capital or extending loans to our PRC subsidiaries.

As it is uncertain how the SAFE regulations described above will be interpreted or implemented, we cannot predict how these regulations will affect our business operations or future strategy. For example, we may be subject to more stringent review and approval process with respect to our foreign exchange activities, such as remittance of dividends and foreign currency-denominated borrowings, which may adversely affect our results of operations and financial condition. In addition, if we decide to acquire a PRC domestic company, we cannot assure you that we or the owners of such company, as the case may be, will be able to obtain the necessary approvals or complete the necessary filings and registrations required by the SAFE regulations. This may restrict our ability to implement our acquisition strategy and could adversely affect our business and prospects.

***Governmental control of currency conversion may limit our ability to obtain sufficient foreign currency to satisfy our currency demands and may affect the value of your investment.***

The PRC government imposes controls on the convertibility of the RMB into foreign currencies and, in certain cases, the remittance of currency out of the PRC. We receive substantially all of our revenues in RMB and substantially all of our cash inflows and outflows are denominated in RMB. Under our current corporate structure, our income is primarily derived from dividend payments from our PRC operating subsidiaries. We may convert a portion of our revenues into other currencies to meet our foreign currency obligations, such as payments of dividends declared in respect of our ordinary shares, if any. Shortages in the availability of foreign currency may restrict the ability of our PRC subsidiaries to remit sufficient foreign currency to pay dividends or other payments to us, or otherwise satisfy its foreign currency denominated obligations. Under existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and expenditures from trade-related transactions, can be made in foreign currencies generally without prior approval from SAFE by complying with certain procedural requirements. However, approval from appropriate government authorities is required where RMB is to be converted into foreign currency and remitted out of the PRC to pay capital expenses such as the repayment of loans denominated in foreign currencies. The PRC government may also at its discretion restrict access in the future to foreign currencies for current account transactions. If the foreign exchange control system prevents us from obtaining sufficient foreign currency to satisfy our currency demands, we may not be able to pay interests in foreign currencies to the holders of the Notes.



***PRC laws and regulations establish more complex procedures for some acquisitions of PRC companies by foreign investors, which could make it more difficult for us to pursue growth through acquisitions in the PRC.***

PRC laws and regulations, such as the Regulations on the Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (“**M&A Rules**”) (關於外國投資者併購境內企業的規定) adopted in September of 2006 and amended on June 22, 2009, the Anti-Monopoly Law (反壟斷法) which became effective on August 1, 2008, and Notice of the General Office of the State Council on the Establishment of the Security Review System for Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (國務院辦公廳關於建立外國投資者併購境內企業安全審查制度的通知) effective from March 3, 2011, established additional procedures and requirements that are expected to make merger and acquisition activities in the PRC by foreign investors more time-consuming and complex, including requirements in some instances that the MOFCOM be notified in advance of any change-of-control transaction in which a foreign investor takes control of a PRC domestic enterprise, or that the approval from the MOFCOM be obtained in circumstances where overseas companies established or controlled by PRC enterprises or residents acquire affiliated domestic companies. PRC laws and regulations also require certain merger and acquisition transactions to be subject to merger control review or security review. Provisions of the MOFCOM on the Implementation of the Security Review System for Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (商務部實施外國投資者併購境內企業安全審查制度的規定), effective from September 1, 2011, further provide that, when deciding whether a specific merger or acquisition of a domestic enterprise by foreign investors is subject to the security review by the MOFCOM, the principle of substance over form should be applied and foreign investors are prohibited from bypassing the security review requirement by structuring transactions through proxies, trusts, indirect investments, leases, loans, control through contractual arrangements or offshore transactions. If the business of any target company that we plan to acquire falls into the ambit of security review, we may not be able to successfully acquire such company either by equity or asset acquisition, capital contribution or through any contractual arrangement. We may grow our business in part by acquiring other companies operating in our industry. Complying with the requirements of the relevant regulations to complete such transactions could be time-consuming, and any required approval processes, including approval from the MOFCOM, may delay or inhibit our ability to complete such transactions, which could affect our ability to expand our business or maintain our market share.

***We face uncertainties with respect to indirect transfers of equity interests in PRC resident enterprises by their non-PRC holding companies.***

Pursuant to the Notice on Strengthening Administration of Enterprise Income Tax for Share Transfers by Non-PRC Resident Enterprises, (“**Circular 698**”) (國家稅務總局關於加強非居民企業股權轉讓所得企業所得稅管理的通知), issued by the SAT, on December 10, 2009 with retroactive effect from January 1, 2008, where a non-resident enterprise conducts an “indirect transfer” by transferring the equity interests of a PRC resident enterprise indirectly via disposing of the equity interests of an overseas holding company, and such overseas holding company is located in a tax jurisdiction that: (i) has an effective tax rate less than 12.5% or (ii) does not tax foreign income of its residents, the non-resident enterprise, being the transferor, shall report to the relevant tax authority of the PRC resident enterprise this indirect transfer. Using a “substance over form” principle, the PRC tax authority may disregard the existence of the overseas holding company if it lacks a reasonable commercial purpose and was established for the purpose of reducing, avoiding or deferring PRC tax. As a result, gains derived from such indirect transfer may be subject to PRC withholding tax at a rate of up to 10%. Circular 698 also provides that, where a non-PRC resident enterprise transfers its equity interests in a PRC resident enterprise to its related parties at a price lower than the fair market value, the relevant tax authority has the power to make a reasonable adjustment to the taxable income of the transaction.

There is uncertainty as to the application of Circular 698. For example, while the term “indirect transfer” is not clearly defined, it is understood that the relevant PRC tax authorities have jurisdiction regarding requests for information over a wide range of foreign entities having no direct contact with China. Moreover, the relevant authority has not yet promulgated any formal provisions or formally declared or stated how to calculate the effective tax rates in foreign tax jurisdictions, and the process and format of the reporting of an indirect transfer to the relevant tax authority of the PRC resident enterprise. In addition, there are not any formal declarations with regard to how to determine whether a foreign investor has adopted an abusive arrangement in order to reduce, avoid or defer PRC tax. Circular 698 may be determined by the tax authorities to be applicable to our private equity financing transactions where non-resident investors were involved, if any of such transactions were determined by the tax authorities to lack reasonable commercial purpose. As a result, we and our non-resident investors in such transactions may become at risk of being taxed under Circular 698 and we may be required to expend valuable resources to comply with Circular 698 or to establish that we should not be taxed under the general anti-avoidance rule of the 2008 CIT Law, which may have a material adverse effect on our financial condition and results of operations or such non-resident investors’ investments in us.

***Fluctuations in exchange rates may have a material adverse effect on your investment.***

The value of the RMB against the U.S. dollar and other currencies is affected by, among other things, changes in the PRC political and economic conditions and the PRC foreign exchange policies. The conversion of RMB into foreign currencies, including U.S. dollars, has been based on exchange rates set by the PBOC. On July 21, 2005, the PRC government changed its decade-old policy of pegging the value of the RMB solely to the U.S. dollar. Under this revised policy, the RMB is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. Following the removal of the U.S. dollar peg, the RMB appreciated more than 20% against the U.S. dollar over the following six years. Since July 2008, however, the RMB has traded within a narrow range against the U.S. dollar. As a consequence, the RMB has fluctuated significantly since July 2008 against other freely traded currencies, in tandem with the U.S. dollar. On June 19, 2010, the PBOC announced that the PRC government would further reform the RMB exchange rate regime and increase the flexibility of the exchange rate.

We mainly operate in the PRC with most of our transactions settled in RMB. The conversion of RMB denominated balances into foreign currencies is subject to the rates and regulations of foreign exchange control promulgated by the PRC government. We hold some financial assets denominated in U.S. dollars or H.K. dollars subject to certain thresholds stated in our treasury mandate and borrow some bank loans denominated in U.S. dollars from time to time. This exposes us to foreign exchange risk.

Any significant revaluation of RMB may materially and adversely affect our revenue, earnings and financial position, and the value of the Notes in U.S. dollars. For example, an appreciation of RMB against the U.S. dollar would reduce the amount of RMB we would receive if we need to convert U.S. dollars into RMB. Conversely, a significant depreciation of the RMB against the U.S. dollar may significantly reduce the U.S. dollar equivalent of our earnings, which in turn could adversely affect the value of the Notes. It is difficult to predict how this new policy may impact the RMB exchange rate.

We have entered into certain foreign exchange forward contract arrangements to manage our foreign exchange risk in relation to bank loans denominated in U.S. dollars. However, the availability and effectiveness of these current and future arrangements may be limited and we may not be able to adequately hedge our exposure or at all. In addition, our currency exchange losses may be magnified by PRC exchange control regulations that restrict our ability to convert RMB into foreign currency. As a result, fluctuations in exchange rates may have a material adverse effect on your investment.

***Enforcing your rights as a holder of the Notes across multiple jurisdictions may be difficult.***

We are registered in the Cayman Islands, and conduct most of our operations in the PRC through our WFOEs and consolidated affiliated entities in the PRC. All of our Directors are nationals or residents of countries other than the United States. As a result, it may not be possible to effect service of process within the United States or elsewhere outside the PRC upon our Directors and officers, including with respect to matters arising under U.S. federal securities laws or applicable state securities laws.

It may also be difficult or impossible for you to bring an action against us or against our Directors and officers in the Cayman Islands or in the PRC in the event that you believe that your rights have been infringed under the securities laws or otherwise. Even if you are successful in bringing an action of this kind, the laws of the Cayman Islands and of the PRC may render you unable to enforce a judgment against our assets or the assets of our Directors and officers. Conyers Dill & Pearman, counsel to the Company as to the Cayman Islands law, has advised that there is uncertainty as to (i) whether the courts in the Cayman Islands would enforce judgments obtained in the United States courts against us or our Directors and officers predicated upon the civil liability provisions of the federal securities laws of the United States and (ii) whether the Cayman Islands courts would entertain actions brought in the Cayman Islands against us or our Directors and officers predicated upon the civil liability provisions of the federal securities laws of the United States. Conyers Dill & Pearman has further advised us that the courts of the Cayman Islands would recognize as a valid judgment, a final and conclusive judgment in personam obtained in the United States federal or state courts against us under which a sum of money is payable (other than a sum of money payable in respect of multiple damages, taxes or other charges of a like nature or in respect of a fine or other penalty) or, in certain circumstances, an in personam judgment for non-monetary relief, and would give a judgment based thereon provided that (a) such courts had proper jurisdiction over the parties subject to such judgment, (b) such courts did not contravene the rules of natural justice of the Cayman Islands, (c) such judgment was not obtained by fraud, (d) the enforcement of the judgment would not be contrary to the public policy of the Cayman Islands, (e) no new admissible evidence relevant to the action is submitted prior to the rendering of the judgment by the courts of the Cayman Islands, and (f) there is due compliance with the correct procedures under the laws of the Cayman Islands. Moreover, our PRC counsel has advised us that the PRC does not have treaties with the United States or many other countries providing for the reciprocal recognition and enforcement of judgment of courts.

We have been advised by PRC and Cayman Islands counsel that there is doubt as to the enforceability, in original actions in PRC or Cayman Islands courts, of liabilities based on the United States federal securities laws or the securities or “blue sky” laws of any state within the United States and as to the enforceability in PRC or Cayman Islands courts of judgments of United States courts obtained in actions based on the civil liability provisions of the United States federal securities laws or any such state securities or blue sky laws.

As a result of all of the above, your rights under the Notes may thus be subject to the laws of several jurisdictions, and you may not be able to effectively enforce your rights in multiple legal, bankruptcy and other similar proceedings. Moreover, such multi-jurisdictional proceedings are typically complex and costly and often result in substantial uncertainty and delay.

***Implementation of the new labor laws and regulations in the PRC may adversely affect our business and results of operations.***

Pursuant to a new labor contract law that became effective in January 2008 and its implementation rules that became effective in September 2008, employers are subject to stricter requirements in terms of signing labor contracts, minimum wages, paying remuneration, determining the term of employees’ probation and unilaterally terminating labor contracts. Due to the limited period since its effectiveness, and lack of detailed interpretation rules and uniform implementation practice and possible penalties, it is uncertain as to how they it would affect our current employment policies and practices. Our employment policies and practices may violate the labor contract law or its implementation rules, and we may thus be subject to related penalties, fines or legal fees. Compliance

with the labor contract law and its implementation rules may increase our operating expenses, in particular our personnel expenses. In the event that we decide to terminate some of our employees or otherwise change our employment or labor practices, the labor contract law and its implementation rules may also limit our ability to effect those changes in a desirable or cost-effective manner, which could adversely affect our business and results of operations. On October 28, 2010, the Standing Committee of the National People's Congress promulgated the PRC Social Insurance Law, which became effective on July 1, 2011. According to the PRC Social Insurance Law, employees must participate in pension insurance, work-related injury insurance, medical insurance, unemployment insurance and maternity insurance and the employers must, together with their employees or separately, pay the social insurance premiums for such employees.

We expect our labor costs to increase due to the implementation of these new laws and regulations. As the interpretation and implementation of these new laws and regulations are still evolving, we cannot assure you that our employment practice will at all times be deemed in full compliance with labor-related laws and regulations in the PRC which may subject us to labor disputes or government investigations. If we are deemed to have violated relevant labor laws and regulations, we could be required to provide additional compensation to our employees and our business, financial condition and results of operations could be materially and adversely affected. Further, labor disputes, work stoppages or slowdowns at our laboratories, patient service centers or any of our clients or suppliers could significantly disrupt our daily operation or our expansion plans and have material adverse effects on our business.

***We may be adversely affected by the slowdown of the PRC economy caused in part by the recent global economic recession.***

It is uncertain how long the current global economic recession or slow down will continue and the degree of adverse impact it will have on the global economy and the economies in the PRC and other jurisdictions where we license our games. The debt crisis in the European Union, the unprecedented downgrade of the U.S. credit rating and increasing concerns about a global recession, may impact the growth of the PRC economy and currently PRC-focused businesses like us. There is also considerable uncertainty over the long term effects of the expansionary monetary and fiscal policies adopted by the central banks and financial authorities of the world's leading economies. The grim economic outlook has negatively affected business and consumer confidence and contributed to significant volatility. The PRC economy also faces challenges. The stimulus plans and other measures implemented by the PRC government may not avert an economic downturn amid a severe and prolonged global economic recession. Any prolonged slowdown in the PRC economy may lead to a reduced amount of Internet-related activities, which could have a negative impact on our business, results of operations and prospects.

***Inflation in the PRC and measures to contain inflation may negatively affect our profitability and growth.***

While the PRC economy has experienced rapid growth, such growth has been uneven among various sectors of the economy and in different geographical areas of the country and among different demographic sectors in the community. If prices for our services and products rise at a rate that is insufficient to compensate for the rise in the costs, our business may be materially and adversely affected. In order to control inflation in the past, the PRC government has imposed controls on bank credits, limits on loans for fixed assets, and restrictions on state bank lending. Such austerity measures can lead to a slowing of economic growth in the PRC, which could materially and adversely affect our business and financial condition.

***The outbreak, or threatened outbreak, of any severe communicable disease in the PRC could materially and adversely affect our business and results of operations.***

The outbreak, or threatened outbreak, of any severe communicable disease (such as severe acute respiratory syndrome or avian influenza) in the PRC could materially and adversely affect the overall business sentiment and environment in the PRC, particularly if such outbreak is inadequately controlled. This, in turn, could materially and adversely affect domestic consumption, labor supply and, possibly, the overall gross domestic product growth of the PRC. Labor shortages or contraction or slowdown in the growth of domestic consumption in the PRC could materially and adversely affect our business and results of operations. In addition, if any of our employees are affected by any severe communicable disease, it could adversely affect or disrupt production levels and operations and may also involve a closure of our facilities to prevent the spread of the disease. The spread of any severe communicable disease in the PRC may also affect the operations of our customers and suppliers, which could materially and adversely affect our business and results of operations.

## **RISKS RELATING TO THE NOTES**

***The Notes will be effectively subordinated to any of our secured indebtedness to the extent of the value of the property securing that indebtedness.***

The Notes will not be secured by any of our assets. As a result, the Notes will be effectively subordinated to our secured indebtedness with respect to the assets that secure that indebtedness. In addition, we may incur additional secured debt in the future. The effect of this subordination is that upon a default in payment on, or the acceleration of, any of our secured indebtedness, or in the event of bankruptcy, insolvency, liquidation, dissolution or reorganization of us, the proceeds from the sale of assets securing our secured indebtedness will be available to pay obligations on the Notes only after all such secured indebtedness has been paid in full. As a result, the holders of the Notes may receive less ratably, than the holders of secured debt in the event of our bankruptcy, insolvency, liquidation, dissolution or reorganization.

***The Notes will be structurally subordinated to all obligations of our existing and future subsidiaries and consolidated affiliated entities.***

The Notes will not be guaranteed by any of our existing or future subsidiaries and consolidated affiliated entities, who together hold substantially all of our operating assets and conduct substantially all of our business. Our subsidiaries and consolidated affiliated entities will have no obligation, contingent or otherwise, to pay amounts due under the Notes or to make any funds available to pay those amounts, whether by dividend, distribution, loan or other payment. The Notes will be structurally subordinated to all indebtedness and other obligations of our subsidiaries and consolidated affiliated entities such that in the event of insolvency, liquidation, reorganization, dissolution or other winding up of any of our subsidiary or consolidated affiliated entity, all of that subsidiary's or consolidated affiliated entity's creditors (including trade creditors) would be entitled to payment in full out of that subsidiary's or consolidated affiliated entities assets before we would be entitled to any payment.

In addition, the indenture governing the Notes will, subject to some limitations, permit these subsidiaries and consolidated affiliated entities to incur additional indebtedness and will not contain any limitation on the amount of other liabilities, such as trade payables, that may be incurred by these subsidiaries and consolidated affiliated entities.

***The indenture does not restrict the amount of additional debt that we may incur.***

The Notes and the indenture under which the Notes will be issued do not limit the amount of unsecured debt that may be incurred by us, permits us to incur secured debt under specified circumstances, and permits our subsidiaries and consolidated affiliated entities to incur debt, whether secured or unsecured, without restriction. Our subsidiaries' and consolidated affiliated entities' incurrence of additional debt may have important consequences for you as a holder of the Notes, including making it more difficult for us to satisfy our obligations with respect to the Notes, a loss in the market value of your Notes and a risk that the credit rating of the Notes is lowered or withdrawn.

***We may not be able to repurchase the Notes upon a Change of Control.***

Upon the occurrence of a Change of Control described in "Description of the Notes — Repurchase Upon Change of Control", we will be required to offer to repurchase all outstanding Notes at 101% of their principal amount, plus accrued and unpaid interest, if any, to (but not including) the date of repurchase. The source of funds for any purchase of the Notes would be our available cash or cash generated from our subsidiaries' or consolidated affiliated entities' operations or other sources, including borrowings, sales of assets or sales of equity. We may not be able to repurchase the Notes upon a Change of Control because we may not have sufficient financial resources to purchase all of the debt securities that are tendered upon a Change of Control and repay our other indebtedness that may become due. We may require additional financing from third parties to fund any such purchases, and we may be unable to obtain financing on satisfactory terms or at all. Further, our ability to repurchase the Notes may be limited by law. In order to avoid the obligations to repurchase the Notes, we may have to avoid certain Change of Control transactions that would otherwise be beneficial to us.

***Holders of the Notes may not be able to determine when a Change of Control giving rise to their right to have the Notes repurchased has occurred following a sale of "substantially all" of our assets.***

The definition of Change of Control in the indenture that will govern the Notes includes a phrase relating to the sale of "all or substantially all" of our assets. There is no precise established definition of the phrase "substantially all" under applicable law. Accordingly, the ability of a holder of the Notes to require us to repurchase its Notes as a result of a sale of less than all our assets to another person may be uncertain.

***The terms of the indenture and the Notes provide only limited protection against significant corporate events that could adversely impact your investment in the Notes.***

While the indenture and the Notes contain terms intended to provide protection to noteholders upon the occurrence of certain events involving significant corporate transactions and our creditworthiness, these terms are limited and may not be sufficient to protect your investment in the Notes. For example, some important corporate events, such as leveraged recapitalizations, may not, under the indenture that will govern the Notes, constitute a Change of Control that would require us to repurchase the Notes, even though those corporate events could increase the level of our indebtedness or otherwise adversely affect our capital structure, credit ratings or the value of the Notes. See "Description of the Notes—Repurchase Upon Change of Control."

The indenture for the Notes also does not:

- require us to maintain any financial ratios or specific levels of net worth, revenue, income, cash flows or liquidity;

- limit our ability to incur indebtedness that is equal in right of payment to the Notes;
- restrict our subsidiaries' or consolidated affiliated entities' ability to issue securities or otherwise incur indebtedness that would be senior to our equity interests in our subsidiaries or consolidated affiliated entities and therefore rank effectively senior to the Notes;
- limit the ability of our subsidiaries or consolidated affiliated entities to service indebtedness;
- restrict our ability to repurchase or prepay any other of our securities or other indebtedness;
- restrict our ability to make investments or to repurchase or pay dividends or make other payments in respect of our shares or other securities ranking junior to the Notes; or
- limit our ability to sell, merge or consolidate any of our subsidiaries or consolidated affiliated entities.

As a result of the foregoing, when evaluating the terms of the Notes, you should be aware that the terms of the indenture and the Notes do not restrict our ability to engage in, or to otherwise be a party to, a variety of corporate transactions, circumstances and events that could have an adverse impact on your investment in the Notes.

***Holders of the Notes will not be entitled to registration rights, and we do not currently intend to register the Notes under applicable securities laws. There are restrictions on your ability to transfer or resell the Notes.***

The Notes are being offered and sold pursuant to an exemption from registration under the Securities Act and applicable state securities laws, and we do not currently intend to register the Notes. The holders of the Notes will not be entitled to require us to register the Notes for resale or otherwise. Therefore, you may transfer or resell the Notes in the United States only in a transaction registered under or exempt from the registration requirements of the Securities Act and applicable state securities laws, and you may be required to bear the risk of your investment for an indefinite period of time. See "Transfer Restrictions."

***An active trading market for the Notes may not develop, and the trading price of the Notes could be materially and adversely affected.***

The Notes are new issues of securities for which there is currently no trading market. Approval in-principle has been received for the listing of the Notes on the SGX-ST. However, there can be no assurance that we will be able to obtain or maintain such listing or that, if listed, an active trading market will develop. If no active trading market develops, you may not be able to resell your Notes at their fair market value or at all. Future trading prices of the Notes will depend on many factors, including prevailing interest rates, our operating results and the market for similar securities. We have been advised that the Initial Purchasers intend to make a market in the Notes, but the Initial Purchasers are not obligated to do so and may discontinue such market making activity at any time without notice. Therefore there can be no assurance that an active trading market for the Notes will develop or be sustained. If an active trading market for the Notes does not develop or is not maintained, the market price and liquidity of the Notes may be adversely affected. In addition, the Notes may trade at prices that are higher or lower than the price at which the Notes have been issued. The price at which the Notes trade depends on many factors, including:

- prevailing interest rates and interest rate volatility;
- our results of operations, financial condition and future prospects;
- changes in our industry and competition;
- the market conditions for similar securities; and
- general economic conditions, almost all of which are beyond our control.

As a result, there can be no assurance that you will be able to resell the Notes at attractive prices or at all.

***Changes in our credit ratings may adversely affect the value of the Notes.***

The Notes have been rated “Baa1” by Moody’s Investors Services, Inc. and “BBB+” by Standard & Poor’s Ratings Services. Ratings are limited in scope, and do not address all material risks relating to an investment in the Notes, but rather reflect only the view of each rating agency at the time the rating is issued. An explanation of the significance of a rating may be obtained from the relevant rating agency. The ratings do not address the payment of any Additional Amounts and do not constitute recommendations to purchase, hold or sell the Notes inasmuch as such ratings do not comment as to market price or suitability for a particular investor. Each such rating should be evaluated independently of any other rating on the Notes, on other securities of ours, or on us. We cannot assure you that the ratings will remain in effect for any given period or that the ratings will not be revised by such rating agencies in the future if in their judgment circumstances so warrant. Actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under further review for a downgrade, could affect the market value of your Notes and increase our corporate borrowing costs.

***Noteholders may be required to recognize taxable income for U.S. federal income tax purposes on the Notes in a taxable year in excess of cash payments made on the Notes.***

The Notes may be issued with original issue discount (“OID”) for U.S. federal income tax purposes. U.S. Holders generally will be required to include OID in gross income on a constant yield to maturity basis in advance of the receipt of cash payment thereof regardless of such holders’ method of accounting for U.S. federal income tax purposes. See “Taxation—U.S. Federal Income Tax Considerations” for a further discussion on the tax considerations with respect to the Notes.

***If a bankruptcy petition were filed by or against us, holders of Notes may receive a lesser amount for their claim than they would have been entitled to receive under the indenture governing the Notes.***

If a bankruptcy petition were filed by or against us under the U.S. Bankruptcy Code after the issuance of the Notes, the claim by any holder of the Notes for the principal amount of the Notes may be limited to an amount equal to the sum of:

- the original issue price for the Notes; and
- that unpaid portion of any OID that does not constitute “unmatured interest” for purposes of the U.S. Bankruptcy Code.

Any OID that was not amortized as of the date of the bankruptcy filing would constitute unmatured interest. Accordingly, holders of the Notes under these circumstances may receive a lesser amount than they would be entitled to receive under the terms of the indenture governing the Notes, even if sufficient funds are available.



## **USE OF PROCEEDS**

We estimate that the net proceeds from this offering, after deducting the discount to the Initial Purchasers and other estimated expenses payable in connection with this offering, will be approximately US\$592.4 million. We intend to use the net proceeds for general corporate purposes.

The foregoing represents our current intentions based upon our present plans and business conditions to use and allocate the net proceeds of this offering. Our management, however, will have significant flexibility and discretion to apply the net proceeds of this offering. If an unforeseen event occurs or business conditions change, we may use the proceeds of this offering differently than as described in this offering memorandum.

## EXCHANGE RATE INFORMATION

The PBOC sets and publishes daily a central parity exchange rate with reference primarily to the supply and demand of the Renminbi against a basket of currencies in the market during the previous day. The PBOC also takes into account other factors, such as the general conditions existing in the international foreign exchange markets. Since 1994, the conversion of the Renminbi into foreign currencies, including H.K. dollars and U.S. dollars, has been based on rates set by the PBOC, which are set daily based on the previous day's interbank foreign exchange market rates and current exchange rates in the world financial markets. From 1994 to July 20, 2005, the official exchange rate for the conversion of the Renminbi to U.S. dollars was generally stable. Although Chinese governmental policies were introduced in 1996 to reduce restrictions on the convertibility of the Renminbi into foreign currency for current account items, conversion of the Renminbi into foreign exchange for capital items, such as foreign direct investment, loans or securities, requires the approval of SAFE and other relevant authorities. On July 21, 2005, the PRC government introduced a managed floating exchange rate system to allow the value of the Renminbi to fluctuate within a regulated band based on market supply and demand and by reference to a basket of currencies. On the same day, the value of the Renminbi appreciated by 2% against the U.S. dollar. On May 18, 2007, the PBOC announced that the floating band for the trading prices in the inter-bank foreign exchange market of the Renminbi against the U.S. dollar would be expanded from 0.3% to 0.5% around the central parity rate, effective on May 21, 2007. This allows the Renminbi to fluctuate against the U.S. dollar by up to 0.5% above or below the central parity rate published by the PBOC. On June 20, 2010, the PBOC announced that it intended to further reform the Renminbi exchange rate regime by allowing greater flexibility in the Renminbi exchange rate. The PRC government may, in the future, make further adjustments to the exchange rate system. The PBOC announces the closing price of a foreign currency traded against the Renminbi in the inter-bank foreign exchange market after the closing of the market on each working day, and makes it the central parity for trading against the Renminbi on the following working day.

The following table sets forth information concerning exchange rates between the Renminbi and the U.S. dollar for the periods indicated. These rates are provided solely for your convenience and are not necessarily the exchange rates that we used in this offering memorandum or will use in the preparation of our periodic reports or any other information to be provided to you:

Period	Exchange Rate			
	Period End	Average <sup>(1)</sup>	Low	High
2006 .....	7.8041	7.9579	8.0702	7.8041
2007 .....	7.2946	7.5806	7.8127	7.2946
2008 .....	6.8225	6.9193	7.2946	6.7800
2009 .....	6.8259	6.8295	6.8470	6.8176
2010 .....	6.6000	6.7603	6.8330	6.6000
2011				
June .....	6.4635	6.4746	6.4830	6.4628
July .....	6.4360	6.4575	6.4720	6.4360
August .....	6.3778	6.4036	6.4401	6.3778
September .....	6.3780	6.3885	6.3975	6.3780
October .....	6.3547	6.3710	6.3825	6.3534
November .....	6.3765	6.3564	6.3839	6.3400
December (through December 2) .....	6.3596	6.3626	6.3655	6.3596

Source: *Federal Reserve Statistical Release*

(1) Annual averages are calculated from month-end rates. Monthly averages are calculated using the average of the daily rates during the relevant period

On September 30, 2011, the U.S. dollar/Renminbi exchange rate was US\$1.00 to RMB6.3780.

Unless otherwise noted, all translations from Renminbi to U.S. dollars and from U.S. dollars to Renminbi in this offering memorandum were made at a rate of RMB6.3780 to US\$1.00, the exchange rate set forth in the H.10 statistical release of the Federal Reserve Board on September 30, 2011, and all translations from H.K. dollars to U.S. dollars and from U.S. dollars to H.K. dollars were made at a rate of HK\$7.8 to US\$1.00, the official exchange rate set by the Hong Kong Monetary Authority. We make no representation that any U.S. dollar, Renminbi, or H.K. dollar amounts could have been, or could be, converted into U.S. dollars, Renminbi or H.K. dollars, as the case may be, at any particular rate, at the rates stated above, or at all.

## CAPITALIZATION

The following table sets forth our borrowings and capitalization as of September 30, 2011 (derived from our unaudited, condensed consolidated interim financial information as of September 30, 2011):

- on an actual basis; and
- as adjusted as of September 30, 2011 to give effect to the issue of the Notes and the net proceeds we are expected to receive from the issue of the Notes (after deducting the Initial Purchasers' discount, fees, commissions and other estimated expenses in connection with the offering of the Notes).

Except as otherwise disclosed herein, there has been no material adverse change in our capitalization since September 30, 2011.

This table should be read in conjunction with "Use of Proceeds", the "Selected Consolidated Financial and Other Data", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial information included elsewhere in this offering memorandum.

	As of September 30, 2011			
	Actual		As Adjusted <sup>(1)</sup>	
	(RMB)	(US\$) <sup>(2)</sup>	(RMB)	(US\$) <sup>(2)</sup>
	(in thousands)			
<b>Cash and cash equivalents</b> .....	6,978,825	1,094,203	10,757,407	1,686,643
<b>Current liabilities:</b>				
Short-term borrowings <sup>(3)</sup> .....	7,407,150	1,161,359	7,407,150	1,161,359
<b>Non-current liabilities:</b>				
Notes to be issued <sup>(4)</sup> .....	—	—	3,778,582	592,440
Total borrowings .....	7,407,150	1,161,359	11,185,732	1,753,799
<b>Capital and reserves attributable to equity shareholders of the Company</b>				
Share capital .....	198	31	198	31
Share premium .....	301,931	47,339	301,931	47,339
Shares held for share award scheme .....	(454,535)	(71,266)	(454,535)	(71,266)
Share-based compensation reserve .....	1,713,827	268,709	1,713,827	268,709
Other reserves .....	336,272	52,724	336,272	52,724
Retained earnings .....	24,612,992	3,859,045	24,612,992	3,859,045
	26,510,685	4,156,582	26,510,685	4,156,582
Non-controlling interests .....	231,844	36,351	231,844	36,351
Total equity .....	26,742,529	4,192,933	26,742,529	4,192,933
<b>Total capitalization<sup>(5)</sup></b> .....	34,149,679	5,354,292	37,928,261	5,946,732

Notes:

- (1) The "as adjusted" columns reflect estimated net proceeds from the issuance of the Notes.
- (2) All items in this table have been translated from Renminbi to US\$ at the rate of RMB6.3780 to US\$1.00.
- (3) In October 2011, we obtained an unsecured short-term borrowing in the amount of US\$100.0 million, which amount is not reflected in these actual and as adjusted short-term borrowings figures.
- (4) These "as adjusted" amounts exclude estimated offering expenses and discounts related to the Notes of approximately US\$7.56 million that will be amortized (and thereafter reflected as liabilities) over the tenure of the Notes using the effective interest method.
- (5) Total capitalization represents the sum of the total borrowings under current and non-current liabilities and total equity.

## SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA

The selected consolidated financial statements as of and for the years ended December 31, 2008, 2009 and 2010 have been derived from the Company's audited consolidated financial statements for the years ended December 31, 2009 and 2010 included elsewhere in this offering memorandum. The selected condensed consolidated interim financial information as of June 30, 2011 and for the six months ended June 30, 2010 and 2011 have been derived from the Company's unaudited condensed consolidated interim financial statements for the six months ended June 30, 2011 included elsewhere in this offering memorandum. The selected condensed consolidated interim financial information as of September 30, 2011 and for the three and nine months ended September 30, 2010 and 2011 have been derived from the Company's unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2011 included elsewhere in this offering memorandum.

The selected financial data below should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the audited consolidated financial statements and the unaudited condensed consolidated interim financial information included elsewhere in this offering memorandum. The condensed consolidated interim financial information as of June 30, 2011 and for the six months ended June 30, 2011 and as of September 30, 2011 and for the three and nine months ended September 30, 2011 is not necessarily indicative of the financial results that may be expected for the year ending December 31, 2011 and should not be used as the basis of, or prediction of, an annualized calculation.

### SELECTED CONSOLIDATED INCOME STATEMENT FOR THE YEARS ENDED DECEMBER 31, 2008, 2009 AND 2010 AND FOR THE SIX MONTHS ENDED JUNE 30, 2010 AND 2011

	Year ended December 31,			Six months ended June 30,			
	2008	2009	2010	2010	2011		
	(Audited) (RMB in thousands)	(Audited) (RMB in thousands)	(Audited) (RMB in thousands)	(US\$ in thousands)	(Unaudited) (RMB in thousands)	(Unaudited) (RMB in thousands)	(US\$ in thousands)
<b>Revenue:</b>							
Internet value-added services .....	4,914,974	9,530,711	15,482,301	2,427,454	6,969,353	10,637,860	1,667,899
Mobile and telecommunications value-added services .....	1,398,984	1,905,599	2,715,931	425,828	1,292,358	1,571,631	246,414
Online advertising .....	826,049	962,171	1,372,522	215,196	601,854	793,206	124,366
Others .....	14,537	41,479	75,277	11,803	31,675	74,767	11,723
<b>Total revenue</b> .....	<u>7,154,544</u>	<u>12,439,960</u>	<u>19,646,031</u>	<u>3,080,281</u>	<u>8,895,240</u>	<u>13,077,464</u>	<u>2,050,402</u>
Cost of revenue .....	<u>(2,170,421)</u>	<u>(3,889,468)</u>	<u>(6,320,200)</u>	<u>(990,937)</u>	<u>(2,811,294)</u>	<u>(4,525,366)</u>	<u>(709,528)</u>
<b>Gross profit</b> .....	4,984,123	8,550,492	13,325,831	2,089,344	6,083,946	8,552,098	1,340,874
Interest income .....	105,216	136,014	255,922	40,126	111,196	207,208	32,488
Other gains/(losses), net .....	6,989	(58,213)	38,056	5,967	(7,860)	341,878	53,603
Selling and marketing expenses .....	(518,147)	(581,468)	(945,370)	(148,224)	(415,757)	(669,944)	(105,040)
General and administrative expenses ..	<u>(1,332,207)</u>	<u>(2,026,347)</u>	<u>(2,836,226)</u>	<u>(444,689)</u>	<u>(1,251,727)</u>	<u>(2,260,838)</u>	<u>(354,474)</u>
<b>Operating profit</b> .....	3,245,974	6,020,478	9,838,213	1,542,524	4,519,798	6,170,402	967,451
Finance costs, net .....	(140,732)	(1,953)	(838)	(131)	(4,534)	(2,098)	(329)
Share of (losses)/profit of associates .	(347)	22,206	72,359	11,345	24,247	61,308	9,612
Share of profit/(losses) of jointly controlled entities .....	—	—	3,399	533	—	(64,986)	(10,189)
<b>Profit before income tax</b> .....	3,104,895	6,040,731	9,913,133	1,554,271	4,539,511	6,164,626	966,545
Income tax expense .....	<u>(289,245)</u>	<u>(819,120)</u>	<u>(1,797,924)</u>	<u>(281,895)</u>	<u>(805,900)</u>	<u>(937,146)</u>	<u>(146,934)</u>
<b>Profit for the year/period</b> .....	<u>2,815,650</u>	<u>5,221,611</u>	<u>8,115,209</u>	<u>1,272,376</u>	<u>3,733,611</u>	<u>5,227,480</u>	<u>819,611</u>

**SELECTED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS OF DECEMBER 31, 2008, 2009 AND 2010 AND AS OF JUNE 30, 2011**

	As of December 31,				As of June 30,	
	2008	2009	2010		2011	
	(Audited) (RMB in thousands)	(Audited) (RMB in thousands)	(Audited) (RMB in thousands)	(US\$ in thousands)	(Unaudited) (RMB in thousands)	(US\$ in thousands)
Cash and cash equivalents .....	3,067,928	6,043,696	10,408,257	1,631,900	7,963,090	1,248,525
Restricted cash <sup>(1)</sup> .....	—	200,000	1,036,457	162,505	3,877,183	607,899
Term deposits with initial term of over three months .....	1,662,501	5,310,168	11,725,743	1,838,467	13,189,618	2,067,987
<b>Total current assets</b> .....	<b>6,495,861</b>	<b>13,156,942</b>	<b>25,373,741</b>	<b>3,978,323</b>	<b>28,890,401</b>	<b>4,529,696</b>
<b>Total assets</b> .....	<b>9,855,557</b>	<b>17,505,765</b>	<b>35,830,114</b>	<b>5,617,766</b>	<b>47,050,205</b>	<b>7,376,953</b>
Short-term borrowings .....	—	202,322	5,298,947	830,816	8,150,065	1,277,840
<b>Total current liabilities</b> .....	<b>2,091,597</b>	<b>4,563,079</b>	<b>13,022,045</b>	<b>2,041,713</b>	<b>18,503,027</b>	<b>2,901,070</b>
<b>Total liabilities</b> .....	<b>2,736,225</b>	<b>5,207,112</b>	<b>13,989,256</b>	<b>2,193,361</b>	<b>21,707,699</b>	<b>3,403,528</b>
<b>Total equity</b> .....	<b>7,119,332</b>	<b>12,298,653</b>	<b>21,840,858</b>	<b>3,424,405</b>	<b>25,342,506</b>	<b>3,973,425</b>
<b>Total liabilities and equity</b> .....	<b>9,855,557</b>	<b>17,505,765</b>	<b>35,830,114</b>	<b>5,617,766</b>	<b>47,050,205</b>	<b>7,376,953</b>

Note:

- (1) Includes, among others, restricted cash pledged for secured bank borrowings which amounted to nil, RMB200.0 million, RMB1,014.5 million and RMB2,747.3 million as of December 31, 2008, 2009 and 2010 and as of June 30, 2011, respectively.

**SELECTED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2008, 2009 AND 2010 AND FOR THE SIX MONTHS ENDED JUNE 30, 2010 AND 2011**

	Year ended December 31,				Six months ended June 30,		
	2008	2009	2010		2010	2011	
	(Audited) (RMB in thousands)	(Audited) (RMB in thousands)	(Audited) (RMB in thousands)	(US\$ in thousands)	(Unaudited) (RMB in thousands)	(Unaudited) (RMB in thousands)	(US\$ in thousands)
Net cash flows generated from operating activities .....	3,579,627	8,398,365	12,319,293	1,931,529	5,027,992	5,434,115	852,009
Net cash flows used in investment activities <sup>(1)</sup> .....	(2,514,533)	(5,024,795)	(12,014,997)	(1,883,819)	(6,427,813)	(9,547,558)	(1,496,952)
Net cash flows (used in)/generated from financing activities <sup>(2)</sup> .....	(869,940)	(397,110)	4,112,146	644,739	1,846,080	1,741,476	273,044
Net increase/(decrease) in cash and cash equivalents .....	195,154	2,976,460	4,416,442	692,449	446,259	(2,371,967)	(371,899)
Cash and cash equivalents at beginning of year/period .....	2,948,757	3,067,928	6,043,696	947,585	6,043,696	10,408,257	1,631,900
Exchange losses on cash and cash equivalents .....	(75,983)	(692)	(51,881)	(8,134)	(3,643)	(73,200)	(11,477)
Cash and cash equivalents at end of year/period .....	<u>3,067,928</u>	<u>6,043,696</u>	<u>10,408,257</u>	<u>1,631,900</u>	<u>6,486,312</u>	<u>7,963,090</u>	<u>1,248,524</u>

Notes:

- (1) Includes, among others, payment for capital expenditures and game licenses. Payment for capital expenditure represents the amount paid for purchase of fixed assets, construction in progress and investment properties, payments for land use rights and payments for intangible assets (excluding games licenses) which amounted to RMB1,358.4 million, RMB820.2 million and RMB2,034.4 million for the years ended December 31, 2008, 2009 and 2010, respectively, and RMB1,077.5 million and RMB1,567.4 million for the six months ended June 30, 2010 and 2011, respectively.
- (2) Includes, among others, dividends paid to the Company's shareholders and non-controlling interest owners, which amounted to RMB257.8 million, RMB586.7 million and RMB706.0 million for the years ended December 31, 2008, 2009 and 2010, respectively. Dividends paid amounted to RMB702.1 million and RMB894.8 million for the six months ended June 30, 2010 and 2011, respectively.

**SELECTED CONSOLIDATED INCOME STATEMENT FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2010 AND 2011**

	Three months ended September 30,			Nine months ended September 30,		
	2010	2011		2010	2011	
	(Unaudited)	(Unaudited)		(Unaudited)	(Unaudited)	
	(RMB in thousands)	(RMB in thousands)	(US\$ in thousands)	(RMB in thousands)	(RMB in thousands)	(US\$ in thousands)
<b>Revenue:</b>						
Internet value-added services	4,129,008	6,003,135	941,225	11,098,361	16,640,995	2,609,124
Mobile and telecommunications value-added services .....	695,057	844,900	132,471	1,987,415	2,416,531	378,885
Online advertising .....	382,542	600,572	94,163	984,396	1,393,778	218,529
Others .....	20,021	47,550	7,455	51,696	122,317	19,178
<b>Total revenue .....</b>	<b>5,226,628</b>	<b>7,496,157</b>	<b>1,175,314</b>	<b>14,121,868</b>	<b>20,573,621</b>	<b>3,225,716</b>
Cost of revenue .....	(1,676,544)	(2,661,407)	(417,279)	(4,487,838)	(7,186,773)	(1,126,807)
<b>Gross profit .....</b>	<b>3,550,084</b>	<b>4,834,750</b>	<b>758,035</b>	<b>9,634,030</b>	<b>13,386,848</b>	<b>2,098,909</b>
Interest income .....	65,259	124,159	19,467	176,455	331,367	51,955
Other gains, net .....	22,479	9,200	1,442	14,619	351,078	55,045
Selling and marketing expenses	(227,817)	(507,252)	(79,532)	(643,574)	(1,177,196)	(184,571)
General and administrative expenses .....	(744,092)	(1,469,278)	(230,367)	(1,995,819)	(3,730,116)	(584,841)
<b>Operating profit .....</b>	<b>2,665,913</b>	<b>2,991,579</b>	<b>469,045</b>	<b>7,185,711</b>	<b>9,161,981</b>	<b>1,436,497</b>
Finance income/(costs), net .....	3,431	43,097	6,757	(1,103)	40,999	6,428
Share of profit/(losses) of associates .....	10,985	(21,842)	(3,425)	35,232	39,466	6,188
Share of losses of jointly controlled entities .....	—	(59,926)	(9,396)	—	(124,912)	(19,585)
<b>Profit before income tax .....</b>	<b>2,680,329</b>	<b>2,952,908</b>	<b>462,981</b>	<b>7,219,840</b>	<b>9,117,534</b>	<b>1,429,528</b>
Income tax expense.....	(512,013)	(506,760)	(79,454)	(1,317,913)	(1,443,906)	(226,389)
<b>Profit for the period.....</b>	<b>2,168,316</b>	<b>2,446,148</b>	<b>383,527</b>	<b>5,901,927</b>	<b>7,673,628</b>	<b>1,203,139</b>

**SELECTED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS OF SEPTEMBER 30, 2011**

	<u>As of September 30, 2011</u>	
	(Unaudited)	
	(RMB in thousands)	(US\$ in thousands)
Cash and cash equivalents .....	6,978,825	1,094,203
Restricted cash <sup>(1)</sup> .....	4,496,249	704,962
Term deposits with initial term of over three months .....	13,011,238	2,040,019
<b>Total current assets</b> .....	<b>28,479,208</b>	<b>4,465,225</b>
<b>Total assets</b> .....	<b>48,762,132</b>	<b>7,645,364</b>
Short-term borrowings .....	7,407,150	1,161,359
<b>Total current liabilities</b> .....	<b>18,714,131</b>	<b>2,934,169</b>
<b>Total liabilities</b> .....	<b>22,019,603</b>	<b>3,452,431</b>
<b>Total equity</b> .....	<b>26,742,529</b>	<b>4,192,933</b>
<b>Total liabilities and equity</b> .....	<b>48,762,132</b>	<b>7,645,364</b>

Note:

- (1) Includes, among others, restricted cash pledged for secured bank borrowings which amounted to RMB3,071.6 million as of September 30, 2011.

**SELECTED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2010 AND 2011**

	<u>Nine months ended September 30,</u>		
	<u>2010</u>	<u>2011</u>	
	(Unaudited)	(Unaudited)	(Unaudited)
	(RMB in thousands)	(RMB in thousands)	(US\$ in thousands)
Net cash flows generated from operating activities .....	8,564,700	9,092,191	1,425,555
Net cash flows used in investment activities <sup>(1)</sup> .....	(9,524,104)	(12,810,210)	(2,008,500)
Net cash flows generated from financing activities <sup>(2)</sup> ....	2,646,343	401,616	62,969
Net increase/(decrease) in cash and cash equivalents.....	1,686,939	(3,316,403)	(519,976)
Cash and cash equivalents at beginning of year/period ..	6,043,696	10,408,257	1,631,900
Exchange losses on cash and cash equivalents .....	(18,523)	(113,029)	(17,722)
Cash and cash equivalents at end of period.....	<u>7,712,112</u>	<u>6,978,825</u>	<u>1,094,202</u>

Notes:

- (1) Includes, among others, payment for capital expenditures and game licenses. Payment for capital expenditure represents the amount paid for purchase of fixed assets, construction in progress and investment properties, payments for land use rights and payments for intangible assets (excluding game license) which amounted to RMB1,626.9 million and RMB3,004.1 million for the nine months ended September 30, 2010 and 2011, respectively.
- (2) Includes, among others, dividends paid to the Company's shareholders and non-controlling interest owners, which amounted to RMB702.6 million and RMB894.8 million for the nine months ended September 30, 2010 and 2011, respectively.



## OTHER FINANCIAL DATA

	Year ended December 31,			Six months ended June 30,			Nine months ended September 30,			
	2008	2009	2010	2010	2011	2010	2011	2010	2011	
	(RMB in thousands, except for %)	(RMB in thousands, except for %)	(RMB in thousands, except for %)	(US\$ in thousands, except for %)	(RMB in thousands, except for %)	(RMB in thousands, except for %)	(US\$ in thousands, except for %)	(RMB in thousands, except for %)	(RMB in thousands, except for %)	(US\$ in thousands, except for %)
EBITDA <sup>(1)</sup>	3,493,949	6,480,450	10,323,506	1,618,612	4,774,808	6,392,021	1,002,198	7,550,176	9,795,686	1,535,855
Adjusted EBITDA <sup>(1)</sup>	3,654,456	6,801,872	10,819,278	1,696,344	4,995,379	6,726,473	1,054,637	7,901,789	10,308,259	1,616,221
Adjusted EBITDA margin <sup>(2)</sup>	51%	55%	55%	55%	56%	51%	51%	56%	50%	50%
Net Cash <sup>(3)</sup>	4,730,429	11,351,542	17,849,546	2,798,612	12,367,771	15,749,917	2,469,413	14,602,787	15,654,534	2,454,458

	As of and for the year ended December 31,			As of and for the twelve months ended June 30,	As of and for the twelve months ended September 30,
	2008	2009	2010	2011	2011
	(RMB in thousands, except for ratios)				
Adjusted EBITDA <sup>(1)</sup>	3,654,456	6,801,872	10,819,278	12,550,372	13,225,748
Interest Expense	—	—	35,027	59,394	56,986
<b>Ratios:</b>					
Adjusted EBITDA <sup>(1)</sup> to Interest Expense	N/A	N/A	309x	211x	232x
Total Debt <sup>(4)</sup> to Adjusted EBITDA <sup>(1)</sup>	—	0.03x	0.49x	0.65x	0.56x

### Notes:

- EBITDA for any year/period consists of operating profit less interest income and other gains/(losses), net, and plus depreciation of fixed assets and investment properties and amortization of intangible assets. Other gains/(losses), net consist primarily of the gains on deemed disposal of an associate, government subsidies, donation to the Tencent Charity Fund, fair value gains on financial assets held for trading and gains/(losses) from derivative financial instruments. Adjusted EBITDA consists of EBITDA plus share-based compensation expenses. EBITDA and Adjusted EBITDA are not standard measures under IFRS. EBITDA is a widely used financial indicator of a company's ability to service and incur debt. EBITDA and Adjusted EBITDA should not be considered in isolation or construed as alternatives to cash flows, net income or any other measure of performance or as indicators of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities. In evaluating EBITDA and Adjusted EBITDA, we believe that investors should consider, among other things, the components of EBITDA such as sales and operating expenses and the amount by which EBITDA exceeds capital expenditures and other charges. We have included EBITDA and Adjusted EBITDA because we believe they are a useful supplement to cash flows data as a measure of our performance and our ability to generate cash flows from operations to cover debt service and taxes. EBITDA and Adjusted EBITDA presented herein may not be comparable to similarly titled measures presented by other companies. Investors should not compare our EBITDA or Adjusted EBITDA to the EBITDA or Adjusted EBITDA presented by other companies because not all companies use the same definition.
- Adjusted EBITDA margin is calculated by dividing Adjusted EBITDA by the revenue for the relevant year/period.
- Net cash is calculated as restricted cash pledged for secured bank borrowings, cash and cash equivalents, and term deposits with an initial term of over three months, minus total debt.
- Total debt consists of our short-terms bank borrowings, which comprise of our borrowings accounted for as RMB borrowings (both secured and unsecured) and our U.S. dollar borrowings (which are all unsecured), and our U.S. dollar denominated unsecured bonds.

The following table reconciles our operating profit amounts under IFRS to our EBITDA and Adjusted EBITDA for the periods indicated.

	Year ended December 31,				Six months ended June 30,			Nine months ended September 30,		
	2008	2009	2010		2010	2011		2010	2011	
	(RMB in thousands)	(RMB in thousands)	(RMB in thousands)	(US\$ in thousands)	(RMB in thousands)	(RMB in thousands)	(US\$ in thousands)	(RMB in thousands)	(RMB in thousands)	(US\$ in thousands)
Operating profit .....	3,245,974	6,020,478	9,838,213	1,542,524	4,519,798	6,170,402	967,451	7,185,711	9,161,981	1,436,497
Less: Interest income .....	(105,216)	(136,014)	(255,922)	(40,126)	(111,196)	(207,208)	(32,488)	(176,455)	(331,367)	(51,955)
Less: Other gains/(losses), net <sup>(1)</sup> ..	(6,989)	58,213	(38,056)	(5,967)	7,860	(341,878)	(53,603)	(14,619)	(351,078)	(55,045)
Add: Depreciation of fixed assets and investment properties .....	265,793	405,876	669,860	105,027	295,251	494,844	77,586	470,961	818,126	128,273
Add: Amortization of intangible assets .....	94,387	131,897	109,411	17,154	63,095	275,861	43,252	84,578	498,024	78,085
<b>EBITDA .....</b>	<b>3,493,949</b>	<b>6,480,450</b>	<b>10,323,506</b>	<b>1,618,612</b>	<b>4,774,808</b>	<b>6,392,021</b>	<b>1,002,198</b>	<b>7,550,176</b>	<b>9,795,686</b>	<b>1,535,855</b>
Share-based compensation expenses .....	160,507	321,422	495,772	77,732	220,571	334,452	52,438	351,613	512,573	80,366
<b>Adjusted EBITDA .....</b>	<b>3,654,456</b>	<b>6,801,872</b>	<b>10,819,278</b>	<b>1,696,344</b>	<b>4,995,379</b>	<b>6,726,473</b>	<b>1,054,636</b>	<b>7,901,789</b>	<b>10,308,259</b>	<b>1,616,221</b>

Note:

- (1) Other gains/(losses), net primarily consist of the gains on deemed disposal of an associate, government subsidies, donation to the Tencent Charity Fund, fair value gains on financial assets held for trading and gains/(losses) from derivative financial instruments.

## OPERATING DATA

The following data sets forth certain operating statistics relating to our Internet platforms and value-added services as of the dates and for the periods presented:

	As of December 31,			As of June 30,	As of September 30,
	2008	2009	2010	2011	2011
	(in millions)				
Active IM user accounts <sup>(1)</sup> .....	376.6	522.9	647.6	701.9	711.7
Average daily IM user hours <sup>(2)</sup> .....	710.9	1,382.4	1,885.9	2,226.0	2,279.3
Active Qzone user accounts <sup>(3)</sup> .....	149.5	387.8	492.0	530.7	536.9
Fee-based IVAS registered subscriptions .....	31.4	51.6	65.7	76.5	77.5
Fee-based MVAS registered subscriptions .....	14.7	20.3	24.6	29.8	31.2

Notes:

- (1) Active IM user accounts figures denote the total number of user accounts logged in at least once during the last calendar month prior to the relevant date.
- (2) Average daily IM user hours figures denote the average daily user hours of IM for the last 16 days (if the month ends on the 31st day) or 15 days (if the month ends on the 30th day) prior to the relevant date.
- (3) Active Qzone user accounts figures denote the total number of user accounts that either updated content or accessed social applications at least once during the last calendar month prior to the relevant date.

	For the three months ended			For the three	For the three
	December 31,			months ended	months ended
	2008	2009	2010	June 30,	September 30,
				2011	2011
	(in millions)				
IM PCU <sup>(1)</sup> .....	49.7	93.0	127.5	136.7	145.4
QQ Game PCU <sup>(2)</sup> .....	4.7	6.2	6.8	7.5	8.0

Note:

- (1) IM PCU figures denote the highest number of simultaneous online user accounts of our IM platform during the period.
- (2) QQ Game PCU figures denote the highest number of simultaneous online user accounts of our QQ Game platform during the period.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following is a discussion of our financial condition and results of operations as of and for the years ended December 31, 2008, 2009 and 2010, as of and for the six months ended June 30, 2010 and 2011 and as of and for the three months ended September 30, 2010 and 2011 and of the material factors that we believe are likely to affect our financial condition and results of operations. You should read this section in conjunction with our audited consolidated financial statements and unaudited condensed consolidated interim financial information included in this offering memorandum beginning on page F-3. Our consolidated financial statements have been prepared in accordance with IFRS.*

*In addition, the following discussion contains certain forward-looking statements that reflect our plans, estimates and beliefs. Our actual results may differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed below and elsewhere in this offering memorandum, including "Risk Factors."*

### OVERVIEW

We are a leading integrated Internet services company in the PRC, operating the largest IM community in the country with over 710 million active IM user accounts as of September 30, 2011. We are also the largest SNS provider in terms of monthly time spent by users and our QQ.com is the No. 1 portal by user traffic in terms of daily unique visitors in the PRC, both according to iResearch in September 2011. Leveraging our IM platform and our massive IM user base, we aim to become the hub for fulfilling Internet users' online lifestyle needs, encompassing communication, social networking, entertainment, content, search and e-commerce. The breadth of our highly popular services extends to: QQ IM, QQ Mail, Qzone, Pengyou, Tencent Microblog, QQ Game, QQ.com and our wireless portal, 3G.QQ.com. Currently, we have four lines of business: IVAS, MVAS, online advertising, and other services.

Our IVAS business mainly consists of online games and community value-added services. Our game portfolio ranges from games for casual play, known as MCGs and ACGs, to MMOGs. We are a leading provider of community value-added services in the PRC, which services include Qzone, Pengyou, Tencent Microblog, QQ Membership and QQ Show. As of September 30, 2011, we had 77.5 million fee-based IVAS registered subscriptions. Our IVAS revenue accounted for 78.8% of our total revenue for the year ended December 31, 2010 and 80.9% of our total revenue for the nine months ended September 30, 2011.

Our MVAS business includes bundled SMS packages, mobile games, mobile books and mobile music services. These services are operated on mobile networks and are integrated with QQ IM and our other IVAS platforms. As of September 30, 2011, we had 31.2 million fee-based MVAS registered subscriptions. Our MVAS revenue accounted for 13.8% of our total revenue for the year ended December 31, 2010 and 11.7% of our total revenue for the nine months ended September 30, 2011.

Our online advertising primarily comprises of display advertising on IM clients, portals and other platforms, and search advertising through our self-developed search engine. Online advertising revenue accounted for 7.0% of our total revenue for the year ended December 31, 2010 and 6.8% of our total revenue for the nine months ended September 30, 2011.

Our other services include e-commerce as well as trademark licensing, software development services and software sales. These other services revenue accounted for 0.4% of our total revenue for the year ended December 31, 2010 and 0.6% of our total revenue for the nine months ended September 30, 2011.

Our total revenue increased from RMB7,154.5 million for the year ended December 31, 2008 to RMB12,440.0 million for the year ended December 31, 2009 and to RMB19,646.0 million (US\$3,080.3 million) for the year ended December 31, 2010. For the nine months ended September 30, 2011, our total revenue increased to RMB20,573.6 million (US\$3,225.7 million) from RMB14,121.9 million for the nine months ended September 30, 2010. Our net profits increased from RMB2,815.7 million for the year ended December 31, 2008 to RMB5,221.6 million for the year ended December 31, 2009 and to RMB8,115.2 million (US\$1,272.4 million) for the year ended December 31, 2010. For the nine months ended September 30, 2011, our net profits increased to RMB7,673.6 million (US\$1,203.1 million) from RMB5,901.9 million for the nine months ended September 30, 2010. As of September 30, 2011, our cash and cash equivalents and term deposits with an initial term of over three months amounted to RMB19,990.1 million (US\$3,134.2 million).

## **SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS**

We believe that the most significant factors that have affected or are expected to affect our results of operations and financial condition include, among others:

### **Ability to increase our user base and monetize our user traffic**

The growth of our business and revenue depends on our ability to maintain and expand our highly engaged user community. As of September 30, 2011, we reached over 710 million active IM user accounts, an increase of 11.8% from 636.6 million as of September 30, 2010. In addition, the number of registered user accounts of Tencent Microblog, which was launched in April 2010, exceeded 100 million in February 2011 and was over 300 million as of September 30, 2011.

We constantly seek to leverage the size of our user base and integrated nature of our platforms to build up user traffic for our new services and products, as well as drive our online advertising and other revenue. Users of our QQ services, for example, would naturally be our target users for Tencent Microblog and other platforms. Having a larger user base also makes our platforms more attractive to online advertisers.

We believe that the size of our user base also sets the foundation for achieving a higher conversion rate for turning non-paying users into paying users. We have had success in cross-marketing our services and products and have been able to migrate a large number of our users for QQ IM, QQ Mail and other free services to other fee-based services and products, such as Qzone, QQ Membership, bundled SMS packages and online and mobile games. This in turn helps to grow our overall fee-based subscription numbers and revenue. Our fee-based IVAS registered subscriptions were 31.4 million, 51.6 million, 65.7 million and 77.5 million as of December 31, 2008, 2009 and 2010 and as of September 30, 2011, respectively. For the years ended December 31, 2008, 2009 and 2010 and for the nine months ended September 30, 2011, our IVAS revenue was RMB4,915.0 million, RMB9,530.7 million, RMB15,482.3 million (US\$2,427.5 million) and RMB16,641.0 million (US\$2,609.1 million). Our fee-based MVAS registered subscriptions were 14.7 million, 20.3 million, 24.6 million and 31.2 million as of December 31, 2008, 2009 and 2010 and as of September 30, 2011, respectively. For the years ended December 31, 2008, 2009 and 2010 and for the nine months ended September 30, 2011, our MVAS revenue was RMB1,399.0 million, RMB1,905.6 million, RMB2,715.9 million (US\$425.8 million) and RMB2,416.5 million (US\$378.9 million). Cross-selling of our fee-based services and products to our existing IVAS and MVAS users will continue to be a significant driver of our future revenue and profit growth.

### **Ability to maintain our market position and brand recognition**

We have capitalized on our early-mover advantage and have established a strong market position and built a brand name widely recognized by PRC consumers and industry participants. Users may select our platforms, products and services because of our existing market position and brand reputation. For example, QQ is a widely recognized brand in the PRC and users seeking to join an IM platform will likely consider QQ IM as their primary choice because of the brand recognition and market leading position. Our ability to compete effectively and to maintain our leading brand and market position is key to our ability to grow our user community, attract and expand relationships with our advertising customers and, in turn, grow our revenue.

### **Ability to develop, acquire and license content and applications**

In order to attract and maintain usage of our platforms, we need to develop, acquire and license relevant content and applications for our users. Our ability to maintain existing license arrangements, procure new license arrangements and develop relevant content and applications will affect our users' engagement and usage of our platforms. We have devoted significant resources to the research and development of content and applications in order to keep our existing platforms relevant and attractive to users. Due to competition for third party content and applications, content and application providers have been increasing their demands for upfront license fees and/or royalty payments. As we seek to expand our business lines and diversify our portfolio of services and products, our ability to manage and control our third party content and applications acquisition costs while maintaining the high quality and attractiveness of our content and applications will continue to affect our results of operations going forward.

### **Ability to maintain relationships with strategic partners**

We derive value and benefits from our cooperative arrangements with a number of telecommunications operators, online game developers, content providers, application developers, device manufacturers and advertising agencies. Substantially all of the fees for our MVAS, and a small portion of the fees for our IVAS, are collected through the networks of China Mobile, China Unicom and China Telecom through revenue-sharing arrangements that are periodically renewed. We have adopted an open platform strategy and many of our platforms, including Qzone, Pengyou and Tencent Microblog, support third party applications. We also have arrangements with third party content providers and advertising agencies. The fees and costs paid for Mobile and Telecom Charges (as defined below) and bandwidth and server custody fees, plus content and advertising agency fees paid to third parties, were RMB1,621.7 million, RMB3,014.6 million and RMB4,887.1 million for the years ended December 31, 2008, 2009 and 2010, respectively and RMB5,422.3 million for the nine months ended September 30, 2011. Our ability to develop and foster new strategic partnerships will enable us to meet the increasingly complex demands of our users and customers, expand our distribution channels and diversify our revenue streams.

### **Ability to continue offering services and products that are attractive to users**

Our financial condition and results of operations depend on the attractiveness and demand for our service and product offerings. The rapid evolution of available technologies and infrastructure in the Internet and telecommunications industries, such as the expansion of the 3G platform, may allow us to provide more innovative product and service offerings to our users, such as integrated IVAS across our users' personal computers and mobile devices.

In particular, online games represent one of the key growth drivers for our IVAS business. We must continue to diversify our game portfolio and broaden our user base through the introduction of new expansion packs and new play-modes that can increase the lifespans of our popular game titles, such as Cross Fire, QQ Dancer, Dungeon and Fighter and QQ Speed. We must also identify new game genres that can capture the growth potential of the industry in order to achieve sustainable growth of our online game business.

## **PRC regulations affecting the Internet and telecommunications industries**

As a majority of our operations are located in the PRC, our results of operations, financial condition and prospects are subject to regulatory developments in the PRC. The Internet and telecommunications industries of the PRC are highly regulated. Regulations issued or implemented by the State Council, MIIT, MOC, GAPP and other relevant government authorities cover many aspects of our telecommunications and Internet information services, including entry into the telecommunications industry, the scope of permissible business activities, licenses and permits for various business activities and foreign investment. See “Regulations” for further description. For example, because a significant portion of our revenue from online games and other products and services rely on large Internet user communities, any regulations that affect Internet access and usage, such as those relating to online game addiction, operations of Internet cafes and other establishments, Internet privacy, imported games, mobile subscriber cancellation policies and other regulations will affect the ways we operate and provide our services and products.

In addition, because certain of our PRC subsidiaries and consolidated controlled entities qualified as “software enterprises” or “high/new technology enterprises” received preferential tax treatment or exemptions as of December 31, 2010, any changes in the status of such preferential tax treatment or exemptions would increase the costs of our business.

## **Macroeconomic conditions in the markets where we operate**

Our results of operations and financial condition are affected by economic conditions in the PRC and, to a lesser extent, the economic conditions of the rest of the world. The PRC has experienced rapid economic growth over the past three decades. According to the National Bureau of Statistics in China, the nominal GDP of the PRC increased from RMB21.6 trillion in 2006 to RMB40.1 trillion in 2010, representing a CAGR of 16.7% compared to a CAGR of 6.3% for global nominal GDP during the same period. In 2010, the PRC surpassed Japan to become the second largest economy in the world. The growth of the PRC economy has led to significant increases in personal wealth, evidenced by the per capita annual disposable income of the PRC urban residents increasing from RMB11,759 in 2006 to RMB19,109 in 2010, a CAGR of 12.9%. This increase in disposable income has in turn increased demand for value-added services and products that we provide in our various business segments.

Since the second half of 2008, the global economic slowdown has resulted in an adverse impact on the overall PRC economy. The World Bank forecasts that the PRC economy will grow 8.7% in 2011, down from 10% in 2010, and 8.4% in 2012. Although we price most of our products and services at an affordable level for the average users, which also results in our earnings and cash flows being more resilient to economic cycles, macroeconomic conditions such as the debt crisis in the European Union, the unprecedented downgrade of the U.S. credit rating and increasing concerns about a global recession, may impact the growth of the PRC economy and PRC-focused businesses like us. The advertising industry is particularly sensitive to economic downturns and a negative economic outlook could cause expenditures for Internet access, infrastructure improvements, and consumer discretionary spending to decrease, thereby affecting our online advertising business. Further, it is unclear how PRC economic conditions could impact PRC regulations, taxation or monetary policies, which could also affect our growth strategies, business operations and access to additional capital.

## **Recruitment, compensation and retention of employees**

The performance of our employees has a significant effect on our business. For example, our senior management team uses its experience and understanding of the PRC Internet and telecommunications industries, local user preferences and key industry players to formulate future growth strategies and respond to industry changes. Skilled research and development personnel are also critical to our

development of new services and products (such as new online games) and leverage upon new technologies and infrastructures. As our business continues to grow, we continue to expand our workforce. The number of our full-time employees was 6,194, 7,515, 10,692 and 16,020 as at December 31, 2008, 2009 and 2010, and September 30, 2011, respectively. Consequently, as our workforce expands we incur additional staff costs as costs of revenue to our business. Our total remuneration costs (including capitalized remuneration cost) were RMB1,365.6 million, RMB2,136.8 million and RMB3,146.1 million for the years ended December 31, 2008, 2009 and 2010, respectively, and RMB3,575.1 million for the nine months ended September 30, 2011. To further our growth, we will need to continue to identify, hire, develop, motivate and retain highly skilled personnel for all areas of our organization and invest in programs such as training, bonus and share options programs, which would further affect our staff costs.

### **Seasonality**

Seasonal fluctuations have affected, and are likely to continue to affect, our business, especially our IVAS and online advertising businesses. For example, we see more favorable seasonality for our IVAS business, particularly for online games, during the first and third quarters, as users of our IVAS, especially students, are more active during the winter holiday and summer holiday. Our online advertising business typically sees less activity in the first quarter, as advertising clients traditionally reduce their activity around the Chinese New Year holidays, and more activities beginning in the second quarter as advertising spending picks up.

### **BASIS OF PRESENTATION AND ACQUISITIONS**

During the periods presented in the consolidated financial statements, the Company derived substantially all of its revenue under a series of contractual arrangements between our WFOEs and our consolidated affiliated entities. These contractual arrangements are designed to provide the Company and the WFOEs with effective control over, and (to the extent permitted by PRC law) the right to acquire the equity interests in and assets of our consolidated affiliated entities. Based on such contractual arrangements, we have concluded that it is appropriate to consolidate the financial statements of our consolidated affiliated entities, notwithstanding the lack of direct share ownership, because in substance, the contractual arrangements transfer the economic risks and benefits of these consolidated affiliated entities to the Company. Our consolidated affiliated entities include, among others, Tencent Computer, Shiji Kaixuan, Beijing Emark Information and Technology Company Limited, Nanjing Wang Dian Technology Company Limited, Beijing BIZCOM Technology Company Limited, Beijing Starsinhand Technology Company Limited, Shenzhen Shijitianyou Technology Company Limited and Guangzhou Yunxun Technology Company Limited. See “Risk Factors—Risks Related to our Corporate Structure—If the PRC government finds that the agreements that establish the structure for operating our services in the PRC do not comply with PRC governmental restrictions on foreign investment in value-added telecommunications businesses or other related businesses, or if these regulations or the interpretation of existing regulations change in the future, we could be subject to severe penalties or be forced to relinquish our interests in those operations” and “Risk Factors—Risks Related to our Corporate Structure—The contractual arrangements with the consolidated affiliated entities and their shareholders, which relate to critical aspects of our operations may not be as effective in providing operational control as direct ownership. In addition, these arrangements may be difficult and costly to enforce under PRC law”.

### **Recent Material Acquisition**

On April 12, 2010, we entered into a share subscription agreement with Digital Sky Technology Limited (“DST”), a company incorporated in BVI and one of the largest Internet companies in the Russian-speaking and Eastern European markets, pursuant to which we subscribed for an aggregate of 8,114 ordinary shares of DST for a total cash consideration of approximately US\$300.0 million. DST subsequently changed its name to Mail.ru Group Limited (“Mail.ru”) and completed its initial public



offering in November 2010. Immediately after Mail.ru’s initial public offering, we held 16,228,000 ordinary shares in Mail.ru, representing approximately 7.56% of the economic interest in the company on a fully diluted basis at the time. As of September 30, 2011, we held approximately 7.54% of the economic interest in Mail.ru on a fully diluted basis.

## DESCRIPTION OF SELECTED STATEMENTS OF COMPREHENSIVE INCOME LINE ITEMS

### Revenue

We generate our revenue primarily from four lines of business:

- IVAS;
- MVAS;
- online advertising; and
- others.

Our revenue was RMB7,154.5 million, RMB12,440.0 million and RMB19,646.0 million (US\$3,080.3 million) for the years ended December 31, 2008, 2009 and 2010, respectively, and RMB8,895.2 million and RMB13,077.5 million (US\$2,050.4 million) for the six months ended June 30, 2010 and 2011, respectively. The following table sets forth our revenue by line of business for the periods indicated:

	Year ended December 31,						Six months ended June 30,					
	2008		2009		2010		2010		2011			
	(RMB in thousands)	% of Total Revenue	(RMB in thousands)	% of Total Revenue	(RMB in thousands)	(US\$ in thousands)	% of Total Revenue	(RMB in thousands)	% of Total Revenue	(RMB in thousands)	(US\$ in thousands)	% of Total Revenue
<b>Revenue:</b>												
IVAS .....	4,914,974	68.7	9,530,711	76.6	15,482,301	2,427,454	78.8	6,969,353	78.3	10,637,860	1,667,899	81.3
MVAS .....	1,398,984	19.6	1,905,599	15.3	2,715,931	425,828	13.8	1,292,358	14.5	1,571,631	246,414	12.0
Online advertising .....	826,049	11.5	962,171	7.7	1,372,522	215,196	7.0	601,854	6.8	793,206	124,366	6.1
Others .....	14,537	0.2	41,479	0.4	75,277	11,803	0.4	31,675	0.4	74,767	11,723	0.6
<b>Total Revenue .....</b>	<b>7,154,544</b>	<b>100.0</b>	<b>12,439,960</b>	<b>100.0</b>	<b>19,646,031</b>	<b>3,080,281</b>	<b>100.0</b>	<b>8,895,240</b>	<b>100.0</b>	<b>13,077,464</b>	<b>2,050,402</b>	<b>100.0</b>

### IVAS

Revenue from IVAS is primarily derived from the provision of online games and community value-added services and accounts for the majority of our total revenue. Our IVAS is primarily provided on a subscription basis or on a per-item basis. We derive a substantial portion of IVAS revenue from the paid services offered by QQ Game, ACGs such as Cross Fire, QQ Dancer and QQ Speed, as well as our MMOGs such as Dungeon and Fighter. We also derive revenue from items sales and subscriptions to our community value-added services such as Qzone, QQ Membership and QQ Show.

Revenue from IVAS was RMB4,915.0 million, RMB9,530.7 million and RMB15,482.3 million (US\$2,427.5 million) for the years ended December 31, 2008, 2009 and 2010, respectively, and RMB6,969.4 million and RMB10,637.9 million (US\$1,667.9 million) for the six months ended June 30, 2010 and 2011, respectively. Revenue from IVAS has seen substantial growth due to the increasing popularity of our major ACGs and MMOGs as well as the growth in revenue from our community value-added services due to the increasing number of subscriptions from our continuing enhancement of these services.

For a detailed discussion of how revenue from IVAS is recognized in our consolidated financial statements, see “—Critical Accounting Policies, Estimates and Judgments—Revenue Recognition—IVAS and MVAS”.

## **MVAS**

Revenue from MVAS is primarily derived from providing bundled SMS packages, mobile games and other mobile value-added services such as mobile book, mobile music and voice value-added services. Our MVAS is primarily provided on a subscription basis or on a per-item basis and revenue from MVAS is collected principally through telecommunications operators.

Revenue from MVAS was RMB1,399.0 million, RMB1,905.6 million and RMB2,715.9 million (US\$425.8 million) for the years ended December 31, 2008, 2009 and 2010, respectively, and RMB1,292.4 million and RMB1,571.6 million (US\$246.4 million) for the six months ended June 30, 2010 and 2011, respectively. Revenue from MVAS has grown steadily due to growth in our bundled SMS packages, increase in revenue from mobile games and mobile music services. Certain legacy voice value-added services such as color ringback tones and IVR have seen a decline since 2009 due to the maturity of such services and the advancement of mobile Internet technologies. In addition, there has been a decline in revenue from WAP services due to the suspension of WAP billing by China Mobile, which has been in effect since November 30, 2009.

For a detailed discussion of how revenue from MVAS is recognized in our consolidated financial statements, see “—Critical Accounting Policies, Estimates and Judgments—Revenue Recognition—IVAS and MVAS”.

## **Online Advertising**

Online advertising revenue is primarily derived from fees for selling advertising inventory on our IM clients, portals, and other platforms, and delivery of search-based advertising. The majority of our fees are determined based on the length of time the advertisement is displayed and the location of the advertisement.

Revenue from online advertising was RMB826.0 million, RMB962.2 million and RMB1,372.5 million (US\$215.2 million) for the years ended December 31, 2008, 2009 and 2010, respectively, and RMB601.9 million and RMB793.2 million (US\$124.4 million) for the six months ended June 30, 2010 and 2011, respectively. Revenue from online advertising has grown due to our growing client base and enhancements in our brand position and media influence as well as advertising opportunities created by major events such as the World Expo and the World Cup in 2010.

For a detailed discussion of how revenue from online advertising is recognized in our consolidated financial statements, see “—Critical Accounting Policies, Estimates and Judgments—Revenue Recognition — Online Advertising”.

## **Others**

Revenue from other services is primarily from the provision of e-commerce, trademark licensing, software development services and software sales. Revenue from other services was RMB14.5 million, RMB41.5 million and RMB75.3 million (US\$11.8 million) for the years ended December 31, 2008, 2009 and 2010, respectively, and RMB31.7 million and RMB74.8 million (US\$11.7 million) for the six months ended June 30, 2010 and 2011, respectively.

## **Cost of Revenue**

Our cost of revenue was RMB2,170.4 million, RMB3,889.5 million and RMB6,320.2 million (US\$990.9 million) for the years ended December 31, 2008, 2009 and 2010, respectively, and RMB2,811.3 million and RMB4,525.4 million (US\$709.5 million) for the six months ended June 30, 2010 and 2011, respectively.

Cost of revenue consists of the direct costs for operating and offering our services and products, which consist primarily of sharing costs (content costs and agency fees), telecommunications operators' portion of revenue for the value-added services provided over their network platforms, bandwidth and server custody fees, depreciation of our equipment and other direct costs. Staff costs that directly relate to the provision of our services and products are also included in cost of revenue.

Sharing costs primarily consist of the costs paid to game developers and content providers. From time to time, we engage third parties to develop content and we also license and purchase content from third parties. This content is used across our services and products, including content for our online and mobile games and allows us to expand the range of services we provide to our users.

Agency fees primarily consist of the sales commission paid to the advertising agencies and other intermediaries. We engage advertising agencies and other intermediaries to sell advertising inventory in forms such as banners and links. The commissions paid to advertising agencies and other sales intermediaries are recognized as cost of revenue.

Telecommunications operators' portion of revenue for the value-added services provided over their network platforms includes the commission based on certain percentages of the service fees collected by them and imbalance fees. Imbalance fees are payable by us for the excess of the number of messages sent from our Internet platforms to mobile phones over the number of messages sent from mobile phones to our Internet platforms.

We lease bandwidth from Internet data centers operated by network operators in the PRC. In addition, we have network servers located in Internet data centers operated by network operators in the PRC. We pay custody fees to such operators which are recognized in full as incurred.

### **Interest Income**

Interest income primarily consists of interest income from bank deposits including current deposit, term deposits with an initial term of three months or less, term deposits with an initial term of over three months and investment income from held-to-maturity investments.

### **Other Gains/(Losses), Net**

Other gains/(losses), net primarily consist of the gains on deemed disposal of an associate, government subsidies, donation to the Tencent Charity Fund, fair value gains on financial assets held for trading and gains/(losses) from derivative financial instruments.

### **Selling and Marketing Expenses**

Selling and marketing expenses primarily consist of costs incurred with our promotional and advertising activities, such as purchasing third party advertising, holding promotion events and related staff costs. In recent years, our selling and marketing expenses have increased as we continue to launch and promote new services and seek to enhance our brand recognition.

### **General and Administrative Expenses**

General and administrative expenses primarily consist of research and development expenses, staff costs not allocated to any particular line of business, office rental, travel and entertainment expenses, consulting fees, office maintenance and other general office expenses.

### **Finance Costs, Net**

Finance costs, net include interest expenses primarily arising from our bank borrowings and our foreign currency exchange gains or losses.

## **Income Tax Expense**

We were not subject to any income tax in the Cayman Islands or the BVI in 2008, 2009 and 2010. The Group had no taxable income arising in the United States or Hong Kong in 2008, 2009 and 2010.

Our revenue is primarily derived from our entities incorporated in the PRC. Our entities incorporated in the PRC are subject to income tax in the PRC. Our income tax expense was RMB289.2 million, RMB819.1 million and RMB1,797.9 million (US\$281.9 million) for the years ended December 31, 2008, 2009 and 2010, respectively.

According to the 2008 CIT Law, effective January 1, 2008, there is a 25% corporate income tax for domestic and foreign enterprises on their worldwide income. However, the State Council provided certain transitional phase-out rules, which provided for a transition period to enterprises that had preferential tax treatment prior to the promulgation of the 2008 CIT Law. In particular, enterprises that are entitled to the exemptions or reduced income tax rates for fixed terms under the old foreign invested enterprise tax law would continue to enjoy such treatment until the expiry of such fixed terms. Under the 2008 CIT Law and its implementation rules, certain enterprises qualified as “high/new technology enterprises” are subject to a preferential corporate income tax rate of 15%. A number of our PRC subsidiaries enjoyed preferential tax treatments under the 2008 CIT Law or other preferential tax treatments in 2008, 2009 and 2010:

- Tencent Computer, Shenzhen Domain and Cyber Shenzhen were approved as high/new technology enterprises, and enjoyed a preferential corporate income tax rate of 15% in 2008, 2009 and 2010.
- Tencent Beijing enjoyed a preferential corporate income tax rate of 7.5% in 2008 and 2009 and 11% in 2010.
- Cyber Tianjin was exempt from corporate income tax in 2008 and 2009 and enjoyed a preferential corporate income tax rate of 12.5% in 2010.
- Beijing Yonghang was recognized as a newly set-up software production enterprise in 2009, and as a result was exempt from corporate income tax in 2009 and enjoyed a preferential income tax rate of 12.5% in 2010.
- Tencent Chengdu was recognized as a newly set-up software production enterprise and was exempt from corporate income tax in 2010.
- Tencent Technology was approved as a national key software enterprise for 2010, and as a result, enjoyed a preferential tax rate of 10% in 2010.

According to the applicable PRC tax regulations, dividends distributed by a company established in the PRC to a foreign investor with respect to profits derived on or after January 1, 2008 are subject to a withholding tax rate of 10%. If a foreign investor is incorporated in Hong Kong and meets the conditions or requirements under the Tax Arrangement, the relevant withholding tax rate could be reduced to 5% from 10%.

## **CRITICAL ACCOUNTING POLICIES, ESTIMATES AND JUDGMENTS**

We have identified certain accounting policies that are significant to the preparation of our consolidated financial information. The determination of these accounting policies is fundamental to our financial condition and results of operations, and requires management to make subjective and complex judgments about matters that are inherently uncertain based on information and data that may change in future periods. As a result, determinations regarding these items necessarily involved the use of assumptions and subjective judgments as to future events and are subject to change, and the use of different assumptions or data could produce materially different results. In addition, actual results could differ from estimates and may have a material adverse effect on our business, financial condition, results of operations and cash flows.

Certain accounting estimates are particularly sensitive because of their significance to the consolidated financial statements and because of the possibility that future events affecting the estimates may differ significantly from management's current judgments. We believe the following represents our critical accounting policies, judgments and estimates.

### **Revenue Recognition**

We principally derive revenue from the provision of IVAS, MVAS and online advertising services in the PRC. We recognize revenue when the services are rendered after deducting business tax.

#### ***IVAS and MVAS***

Revenue from IVAS is derived principally from the provision of online games and community value-added services across various Internet platforms.

Revenue from MVAS is primarily derived from providing bundled SMS packages, mobile games and other MVAS such as mobile book, mobile music and voice value-added services.

IVAS and MVAS are primarily billed on a monthly subscription basis or on a per-item basis. Certain of these services are delivered to our customers through the platforms of various subsidiaries of telecommunications operators in the PRC and the operators also collect certain service fees (the "**Internet and Mobile Service Fees**") on behalf of us.

In collecting the Internet and Mobile Service Fees on our behalf, these telecommunications operators are entitled to a fixed commission, which is calculated based on agreed percentages of the Internet and Mobile Service Fees received/receivable by them, plus, in certain cases, applicable imbalance fees (collectively defined as "**Mobile and Telecom Charges**"). The Mobile and Telecom Charges are withheld and deducted from the gross Internet and Mobile Service Fees collected by the operators from the users, with the net amounts remitted to us.

The Internet and Mobile Service Fees and the Mobile and Telecom Charges, or the net amount of the two, are confirmed and advised by the operators to us on a monthly basis. We recognize the Internet and Mobile Service Fees as revenue on a gross basis and treat the Mobile and Telecom Charges as cost of revenue.

For the Internet and Mobile Service Fees not yet confirmed or advised by the operators at the time of reporting our financial results, management estimates the amounts receivable based on the historical data. The historical data used in estimating revenue includes the most recent three-month history of the Internet and Mobile Service Fees actually derived from the operations, the number of subscriptions and the volume of data transmitted between our network gateways and the mobile operators. Adjustments are made in subsequent periods in the event that the actual revenue amounts are different from the original estimates.

In addition, IVAS can also be paid by way of prepaid cards and tokens (represented a specific amount of payment unit) sold by us through non-mobile channels such as sales agents appointed by us, telecommunications operators, broadband service providers, Internet cafes and banks. The end users can register the prepaid cards and tokens to their user accounts in our platforms and then access our online products or relevant services. Receipts from the sales of prepaid cards and tokens are deferred and recorded as "Deferred revenue" in the statement of financial position. The amounts are then recognized as revenue based on the actual utilization of the payment unit. When the payment unit is used to purchase services, the revenue is recognized when the related services are rendered, and when the payment unit is used to purchase virtual products/items in our Internet platforms, the revenue is recognized over the estimated lifespan of the respective virtual products/items.

### ***Online advertising***

Online advertising revenue is mainly derived from selling advertising inventory on our IM clients, portals and other platforms, and from search advertising through our self-developed search engine. Commissions payable to advertising agencies are recognized as a component of the cost of revenue.

For advertising contracts based on the actual time period that the advertisements appear on our websites, IM client or game portal, the revenue is recognized ratably over the period in which the advertisements are displayed.

### **Research and Development Expenses**

Research expenditure is recognized as an expense as incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are capitalized as intangible assets when recognition criteria are fulfilled and tests for impairment are performed annually. Other development expenditures that do not meet those criteria are recognized as expenses as incurred. Development expenditures previously recognized as expenses are not recognized as an asset in subsequent periods. Capitalized development expenditures are amortized from the point at which the assets are ready for use on a straight-line basis over their useful lives, not exceeding five years.

### **Share-based Compensation Expenses**

We have adopted several share option schemes and a share award scheme as part of our compensation benefits to employees. The fair value of the employee services received in exchange for the grant of options and awarded shares is recognized as an expense and credited to share-based compensation reserve under equity. For grants of share options, the total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted by using an option-pricing model, the Black-Scholes valuation model, excluding the impact of any service condition and non-market vesting conditions. Non-market vesting conditions are included in assumptions about the number of options that are expected to become vested. As we use the Black-Scholes valuation model to determine the total fair value of the options granted, which is to be expensed over the vesting period, significant judgment on parameters, such as risk-free rate, dividend yield and expected volatility, is required to be made by the Directors in applying the Black-Scholes valuation model. The fair value of options granted determined using the Black-Scholes valuation model was approximately HK\$253.8 million, HK\$116.9 million and HK\$251.3 million (US\$32.2 million) for the years ended December 31, 2008, 2009 and 2010, respectively.

For grant of award shares, the total amount to be expensed over the vesting period is determined by reference to the market price of the Company's shares at the grant date.

For both share options and awarded shares, we must estimate the expected yearly percentage of grantees of share options/awarded shares who will stay within the Group at the end of the vesting periods to determine the amount of share-based compensation expenses charged into the income statement.

### **Income Taxes**

We are subject to income taxes in numerous jurisdictions. Significant judgment is required in determining the worldwide provision for income taxes as there are many transactions and calculations for which the determination of ultimate tax liabilities is uncertain. We recognize liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due and whether the final tax outcome of these matters is different from the amounts that were initially recorded. Such differences, if any, will impact current income tax and deferred income tax liabilities in the period in which such determination is made.

## RESULTS OF OPERATIONS

### Three Months Ended September 30, 2011 Compared to Three Months Ended September 30, 2010

**Revenue.** Revenue increased by RMB2,269.5 million, or 43.4%, from RMB5,226.6 million for the three months ended September 30, 2010 to RMB7,496.2 million (US\$1,175.3 million) for the three months ended September 30, 2011.

The following table sets forth our revenue by line of business for the three months ended September 30, 2010 and 2011:

	Three months ended September 30,				
	2010		2011		
	Amount	% of total revenue	Amount	% of total revenue	
	(RMB in thousands)		(RMB in thousands)	(US\$ in thousands)	
IVAS .....	4,129,008	79.0	6,003,135	941,225	80.1
MVAS .....	695,057	13.3	844,900	132,471	11.3
Online advertising .....	382,542	7.3	600,572	94,163	8.0
Others .....	20,021	0.4	47,550	7,455	0.6
<b>Total revenue .....</b>	<b>5,226,628</b>	<b>100.0</b>	<b>7,496,157</b>	<b>1,175,314</b>	<b>100.0</b>

Revenue from our IVAS increased by RMB1,874.1 million, or 45.4%, from RMB4,129.0 million for the three months ended September 30, 2010 to RMB6,003.1 million (US\$941.2 million) for the three months ended September 30, 2011. Online game revenue increased by 62.3% from RMB2,557.2 million for the three months ended September 30, 2010 to RMB4,149.9 million for the three months ended September 30, 2011. This was primarily driven by growth in existing products such as Cross Fire, QQ Dancer, Dungeon and Fighter, QQ Game, QQ Speed and Qi Xiong Zheng Ba, and contributions from new online games such as League of Legends. Revenue from our community value-added services increased by 17.9% from RMB1,571.8 million for the three months ended September 30, 2010 to RMB1,853.2 million for the three months ended September 30, 2011, mainly attributable to the growth in Qzone and QQ Membership. Qzone benefited from increased item sales driven by the growth in the number of third-party applications offered on the platform. Revenue from QQ Membership grew on the back of an expanded subscriber base, riding on enhanced privileges and value-added functions. QQ Music also contributed to the growth in community value-added services revenue. As a percentage of total revenue, revenue from IVAS increased from 79.0% for the three months ended September 30, 2010 to 80.1% for the three months ended September 30, 2011.

Revenue from MVAS increased by RMB149.8 million, or 21.6%, from RMB695.1 million for the three months ended September 30, 2010 to RMB844.9 million (US\$132.5 million) for the three months ended September 30, 2011. The increase was mainly attributable to growth in revenue from mobile games, bundled SMS packages and mobile books. This was partly offset by the negative impact of the new policy on service cancellation introduced by China Mobile in early 2011, which was an extension to the “double confirmation plus reminder service” rule introduced in 2010. As a percentage of total revenue, revenue from MVAS decreased from 13.3% for the three months ended September 30, 2010 to 11.3% for the three months ended September 30, 2011.

Revenue from online advertising increased by RMB218.0 million, or 57.0%, from RMB382.5 million for the three months ended September 30, 2010 to RMB600.6 million (US\$94.2 million) for the three months ended September 30, 2011. The growth was broadly based across display advertising (including video advertising) and search advertising. As a percentage of total revenue, revenue from online advertising increased from 7.3% for the three months ended September 30, 2010 to 8.0% for the three months ended September 30, 2011.

Revenue from other services increased by RMB27.5 million, or 137.5%, from RMB20.0 million for the three months ended September 30, 2010 to RMB47.6 million (US\$7.5 million) for the three months ended September 30, 2011.

**Cost of revenue.** Cost of revenue increased by RMB984.9 million, or 58.7%, from RMB1,676.5 million for the three months ended September 30, 2010 to RMB2,661.4 million (US\$417.3 million) for the three months ended September 30, 2011. This mainly reflected an increase in sharing costs, staff costs, bandwidth and server custody fees as well as equipment depreciation. As a percentage of total revenue, cost of revenue increased from 32.1% for the three months ended September 30, 2010 to 35.5% for the three months ended September 30, 2011.

The following table sets forth our cost of revenue by line of business for the three months ended September 30, 2010 and 2011:

	Three months ended September 30,				
	2010		2011		
	Amount	% of segment revenue	Amount	% of segment revenue	
	(RMB in thousands)		(RMB in thousands)	(US\$ in thousands)	
IVAS.....	1,264,751	30.6	2,039,091	319,707	34.0
MVAS.....	267,962	38.6	349,725	54,833	41.4
Online advertising.....	114,844	30.0	201,571	31,604	33.6
Others .....	28,987	144.8	71,020	11,135	149.4
<b>Total cost of revenue.....</b>	<b><u>1,676,544</u></b>	<b>32.1</b>	<b><u>2,661,407</u></b>	<b><u>417,279</u></b>	<b>35.5</b>

Cost of revenue for IVAS increased by RMB774.3 million, or 61.2%, from RMB1,264.8 million for the three months ended September 30, 2010 to RMB2,039.1 million (US\$319.7 million) for the three months ended September 30, 2011. This primarily reflected increased sharing costs due to the growth in revenue from our licensed games. Bandwidth and server custody fees as well as equipment depreciation also increased as our business volume grew. As a percentage of revenue generated from the same segment, cost of revenue increased from 30.6% for the three months ended September 30, 2010 to 34.0% for the three months ended September 30, 2011.

Cost of revenue for MVAS increased by RMB81.8 million, or 30.5%, from RMB268.0 million for the three months ended September 30, 2010 to RMB349.7 million (US\$54.8 million) for the three months ended September 30, 2011. This was mainly driven by increased staff costs for the long-term growth of the business. Other costs also increased due to our business expansion. As a percentage of revenue generated from the same segment, cost of revenue increased from 38.6% for the three months ended September 30, 2010 to 41.4% for the three months ended September 30, 2011.

Cost of revenue for online advertising increased by RMB86.7 million, or 75.5%, from RMB114.8 million for the three months ended September 30, 2010 to RMB201.6 million (US\$31.6 million) for the three months ended September 30, 2011. This mainly reflected an increase in sales commissions paid to advertising agencies as a result of revenue growth and increased sharing costs for our search



business arising from the growth in traffic generated from our search distribution partners. Staff costs and equipment depreciation also increased. As a percentage of revenue generated from the same segment, cost of revenue increased from 30.0% for the three months ended September 30, 2010 to 33.6% for the three months ended September 30, 2011.

Cost of revenue for other services increased by RMB42.0 million, or 145.0%, from RMB29.0 million for the three months ended September 30, 2010 to RMB71.0 million (US\$11.1 million) for the three months ended September 30, 2011.

**Gross profit.** Gross profit increased by RMB1,284.7 million, or 36.2%, from RMB3,550.1 million for the three months ended September 30, 2010 to RMB4,834.8 million (US\$758.0 million) for the three months ended September 30, 2011. Our gross margin was 64.5% for the three months ended September 30, 2011 as compared to 67.9% for the three months ended September 30, 2010.

**Interest income.** Interest income increased by RMB58.9 million, or 90.3%, from RMB65.3 million for the three months ended September 30, 2010 to RMB124.2 million (US\$19.5 million) for the three months ended September 30, 2011.

**Other gains, net.** We recorded other gains, net of RMB9.2 million (US\$1.4 million) for the three months ended September 30, 2011, compared to RMB22.5 million for the three months ended September 30, 2010. During the three months ended September 30, 2011, loss on foreign exchange forward contracts, which we entered into for the purpose of managing our foreign currency exposure relating to our U.S. dollar denominated borrowings, increased. In addition, government subsidies decreased and no donation was made to the Tencent Charity Fund.

**Selling and marketing expenses.** Selling and marketing expenses increased by RMB279.4 million, or 122.7%, from RMB227.8 million for the three months ended September 30, 2010 to RMB507.3 million (US\$79.5 million) for the three months ended September 30, 2011. This primarily reflected an increase in promotional and advertising spending on Tencent Microblog, online games and mobile applications. As a percentage of total revenue, selling and marketing expenses increased from 4.4% for the three months ended September 30, 2010 to 6.8% for the three months ended September 30, 2011.

**General and administrative expenses.** General and administrative expenses increased by RMB725.2 million, or 97.5%, from RMB744.1 million for the three months ended September 30, 2010 to RMB1,469.3 million (US\$230.4 million) for the three months ended September 30, 2011. This primarily reflected the impact of our acquisition of a majority stake in Riot Games, Inc, a U.S.-based game developer and publisher, in February 2011 (the “**Riot Games Acquisition**”), including amortization of intangible assets acquired. This also reflected an increase in research and development expenses, staff costs and administrative expenses as a result of our business growth. As a percentage of revenue, general and administrative expenses increased to 19.6% for the three months ended September 30, 2011 from 14.2% for the three months ended September 30, 2010.

**Operating profit.** Operating profit increased by RMB325.7 million, or 12.2%, from RMB2,665.9 million for the three months ended September 30, 2010 to RMB2,991.6 million (US\$469.0 million) for the three months ended September 30, 2011.

**Finance income, net.** Finance income, net, was RMB43.1 million (US\$6.8 million) for the three months ended September 30, 2011 as compared to RMB3.4 million for the three months ended September 30, 2010.

**Profit before income tax.** Profit before income tax increased by RMB272.6 million, or 10.2%, from RMB2,680.3 million for the three months ended September 30, 2010 to RMB2,952.9 million (US\$463.0 million) for the three months ended September 30, 2011.

**Income tax expense.** We recorded income tax expense of RMB506.8 million (US\$79.5 million) for the three months ended September 30, 2011 compared to RMB512.0 million for the three months ended

September 30, 2010. The change was primarily driven by a reversal of deferred tax liabilities recognized in Riot Games Acquisition and a decrease in deferred tax liabilities recognized in respect of withholding taxes applicable on unremitted retained earnings expected to be paid by our PRC subsidiaries to their overseas parent companies. The aforementioned factors were partly offset by higher profit before income tax.

**Profit for the period.** As a result of the factors discussed above, profit for the period increased by RMB277.8 million, or 12.8%, from RMB2,168.3 million for the three months ended September 30, 2010 to RMB2,446.1 million (US\$383.5 million) for the three months ended September 30, 2011. As a percentage of revenue, profit for the period decreased from 41.5% for the three months ended September 30, 2010 to 32.6% for the three months ended September 30, 2011.

### Six Months Ended June 30, 2011 Compared to Six Months Ended June 30, 2010

**Revenue.** Revenue increased by RMB4,182.2 million, or 47.0%, from RMB8,895.2 million for the six months ended June 30, 2010 to RMB13,077.5 million (US\$2,050.4 million) for the six months ended June 30, 2011.

The following table sets forth our revenue by line of business for the six months ended June 30, 2010 and 2011:

	Six months ended June 30,				
	2010		2011		
	Amount	% of total revenue	Amount	% of total revenue	
	(RMB in thousands)		(RMB in thousands)	(US\$ in thousands)	
IVAS .....	6,969,353	78.3	10,637,860	1,667,899	81.3
MVAS .....	1,292,358	14.5	1,571,631	246,414	12.0
Online advertising .....	601,854	6.8	793,206	124,366	6.1
Others .....	31,675	0.4	74,767	11,723	0.6
<b>Total revenue</b> .....	<b>8,895,240</b>	<b>100.0</b>	<b>13,077,464</b>	<b>2,050,402</b>	<b>100.0</b>

Revenue from IVAS increased by RMB3,668.5 million, or 52.6%, from RMB6,969.4 million for the six months ended June 30, 2010 to RMB10,637.9 million (US\$1,667.9 million) for the six months ended June 30, 2011. Online game revenue grew by 73.1% from RMB4,166.3 million for the six months ended June 30, 2010 to RMB7,213.7 million for the six months ended June 30, 2011. The increase primarily reflected the increased popularity of Cross Fire, QQ Dancer, Dungeon and Fighter and QQ Speed as well as revenue contribution from Qi Xiong Zheng Ba, a web game launched in the third quarter of 2010. Revenue from our community value-added services increased by 22.2% from RMB2,803.1 million for the six months ended June 30, 2010 to RMB3,424.2 million for the six months ended June 30, 2011, primarily driven by Qzone and QQ Membership. Revenue from Qzone increased on the back of growth in item sales driven by an increased number of third party social applications offered on the platform. Growth in subscriptions also contributed to the revenue increase of Qzone. QQ Membership achieved growth in revenue as its subscriber base continued to expand with enhancements in privileges as well as value-added functions. As a percentage of total revenue, revenue from IVAS increased from 78.3% for the six months ended June 30, 2010 to 81.3% for the six months ended June 30, 2011.

Revenue from MVAS increased by RMB279.3 million, or 21.6%, from RMB1,292.4 million for the six months ended June 30, 2010 to RMB1,571.6 million (US\$246.4 million) for the six months ended June 30, 2011. The increase was primarily driven by growth in revenue from mobile games, including

mobile social games, and bundled SMS packages, partially offset by the negative impact of the new policy on service cancellation introduced by China Mobile in early 2011. As a percentage of total revenue, revenue from MVAS decreased from 14.5% for the six months ended June 30, 2010 to 12.0% for the six months ended June 30, 2011.

Revenue from online advertising increased by RMB191.4 million, or 31.8%, from RMB601.9 million for the six months ended June 30, 2010 to RMB793.2 million (US\$124.4 million) for the six months ended June 30, 2011. The increase primarily reflected growth in display advertising revenue, partly offset by the non-recurrence of the advertising opportunities arising from the World Cup and the World Expo held in 2010. Our search advertising revenue also increased. As a percentage of total revenue, revenue from online advertising decreased from 6.8% for the six months ended June 30, 2010 to 6.1% for the six months ended June 30, 2011.

Revenue from other services increased by RMB43.1 million, or 136.0%, from RMB31.7 million for the six months ended June 30, 2010 to RMB74.8 million (US\$11.7 million) for the six months ended June 30, 2011.

**Cost of revenue.** Cost of revenue increased by RMB1,714.1 million, or 61.0%, from RMB2,811.3 million for the six months ended June 30, 2010 to RMB4,525.4 million (US\$709.5 million) for the six months ended June 30, 2011. The increase primarily reflected an increase in the amount of sharing costs, staff costs, equipment depreciation as well as bandwidth and server custody fees. As a percentage of total revenue, cost of revenue increased from 31.6% for the six months ended June 30, 2010 to 34.6% for the six months ended June 30, 2011.

The following table sets forth our cost of revenue by line of business for the six months ended June 30, 2010 and 2011:

	Six months ended June 30,				
	2010		2011		
	Amount	% of segment revenue	Amount	% of segment revenue	
	(RMB in thousands)		(RMB in thousands)	(US\$ in thousands)	
IVAS.....	2,112,960	30.3	3,530,388	553,526	33.2
MVAS.....	463,440	35.9	619,954	97,202	39.4
Online advertising.....	188,371	31.3	286,728	44,956	36.1
Others .....	46,523	146.9	88,296	13,844	118.1
<b>Total cost of revenue ....</b>	<b><u>2,811,294</u></b>	<b>31.6</b>	<b><u>4,525,366</u></b>	<b><u>709,528</u></b>	<b>34.6</b>

Cost of revenue for IVAS increased by RMB1,417.4 million, or 67.1%, from RMB2,113.0 million for the six months ended June 30, 2010 to RMB3,530.4 million (US\$553.5 million) for the six months ended June 30, 2011. The increase primarily reflected the growth in the amount of sharing costs with game developers as a result of increased revenue from our licensed games. Other costs such as staff costs also increased in line with our business growth. As a percentage of revenue generated from the same segment, cost of revenue increased from 30.3% for the six months ended June 30, 2010 to 33.2% for the six months ended June 30, 2011.

Cost of revenue for MVAS increased by RMB156.5 million, or 33.8%, from RMB463.4 million for the six months ended June 30, 2010 to RMB620.0 million (US\$97.2 million) for the six months ended June 30, 2011. The increase primarily reflected increased staff costs for the long-term growth of the business. As a percentage of revenue generated from the same segment, cost of revenue increased from 35.9% for the six months ended June 30, 2010 to 39.4% for the six months ended June 30, 2011.

Cost of revenue for online advertising increased by RMB98.4 million, or 52.2%, from RMB188.4 million for the six months ended June 30, 2010 to RMB286.7 million (US\$45.0 million) for the six months ended June 30, 2011. The increase was mainly driven by the increase in the amount of sharing costs for our search business as traffic generated from our search distribution partners recorded a significant growth. This was also due to an increase in sales commissions paid to advertising agencies and staff costs. As a percentage of revenue generated from the same segment, cost of revenue increased from 31.3% for the six months ended June 30, 2010 to 36.1% for the six months ended June 30, 2011.

Cost of revenue for other services increased by RMB41.8 million, or 89.8%, from RMB46.5 million for the six months ended June 30, 2010 to RMB88.3 million (US\$13.8 million) for the six months ended June 30, 2011.

**Gross profit.** Gross profit increased by RMB2,468.2 million, or 40.6%, from RMB6,083.9 million for the six months ended June 30, 2010 to RMB8,552.1 million (US\$1,340.9 million) for the six months ended June 30, 2011. Our gross margin was 65.4% for the six months ended June 30, 2011 as compared to 68.4% for the six months ended June 30, 2010.

**Interest income.** Interest income increased by RMB96.0 million, or 86.3%, from RMB111.2 million for the six months ended June 30, 2010 to RMB207.2 million (US\$32.5 million) for the six months ended June 30, 2011.

**Other gains/(losses), net.** We recorded other gains, net of RMB341.9 million (US\$53.6 million) for the six months ended June 30, 2011, compared to other losses, net of RMB7.9 million for the six months ended June 30, 2010. The change mainly reflected the recognition of a deemed disposal gain of RMB459.0 million as a result of the Riot Games Acquisition in February 2011. This was partially offset by an increase in donations made to the Tencent Charity Fund from RMB40.0 million for the six months ended June 30, 2010 to RMB100.0 million for the six months ended June 30, 2011. In addition, we recorded a loss on foreign exchange forward contracts, which we entered into for the purpose of managing our foreign currency exposure related to our U.S. dollar denominated borrowings, during the six months ended June 30, 2011.

**Selling and marketing expenses.** Selling and marketing expenses increased by RMB254.2 million, or 61.1%, from RMB415.8 million for the six months ended June 30, 2010 to RMB669.9 million (US\$105.0 million) for the six months ended June 30, 2011. The increase in selling and marketing expenses primarily reflected an increase in advertising and promotional spending on products, including Tencent Microblog and online games, partially offset by a reduction in brand investments as we launched significant advertising campaigns for the World Cup and the World Expo during the six months ended June 30, 2010. As a percentage of total revenue, selling and marketing expenses increased from 4.7% for the six months ended June 30, 2010 to 5.1% for the six months ended June 30, 2011.

**General and administrative expenses.** General and administrative expenses increased by RMB1,009.1 million, or 80.6%, from RMB1,251.7 million for the six months ended June 30, 2010 to RMB2,260.8 million (US\$354.5 million) for the six months ended June 30, 2011. The increase in general and administrative expenses mainly reflected the increase in amortization of intangible assets resulting from the Riot Games Acquisition, as well as an increase in research and development expenses driven by the expansion of our research and development team. It also reflected higher administrative expenses and staff costs for supporting our business growth. As a percentage of total revenue, general and administrative expenses increased from 14.1% for the six months ended June 30, 2010 to 17.3% for the six months ended June 30, 2011.

**Operating profit.** Operating profit increased by RMB1,650.6 million, or 36.5%, from RMB4,519.8 million for the six months ended June 30, 2010 to RMB6,170.4 million (US\$967.5 million) for the six months ended June 30, 2011.

**Finance costs, net.** Finance costs, net decreased by RMB2.4 million, or 53.7%, from RMB4.5 million for the six months ended June 30, 2010 to RMB2.1 million (US\$0.3 million) for the six months ended June 30, 2011.

**Profit before income tax.** Profit before income tax increased by RMB1,625.1 million, or 35.8%, from RMB4,539.5 million for the six months ended June 30, 2010 to RMB6,164.6 million (US\$966.5 million) for the six months ended June 30, 2011.

**Income tax expense.** We recorded income tax expense of RMB937.1 million (US\$146.9 million) for the six months ended June 30, 2011 compared to RMB805.9 million for the six months ended June 30, 2010. This primarily reflected the increase in profit before income tax, partly offset by a reversal of deferred tax liabilities arising from the Riot Games Acquisition and a reversal of income tax expenses as a result of the finalization of our corporate income tax assessment for 2010.

**Profit for the period.** As a result of the factors discussed above, profit for the period increased by RMB1,493.9 million, or 40.0%, from RMB3,733.6 million for the six months ended June 30, 2010 to RMB5,227.5 million (US\$819.6 million) for the six months ended June 30, 2011. As a percentage of revenue, profit for the period decreased from 42.0% for the six months ended June 30, 2010 to 40.0% for the six months ended June 30, 2011.

### Year Ended December 31, 2010 Compared to Year Ended December 31, 2009

**Revenue.** Revenue increased by RMB7,206.1 million, or 57.9%, from RMB12,440.0 million in 2009 to RMB19,646.0 million (US\$3,080.3 million) in 2010.

The following table sets forth our revenue by lines of business for the years ended December 31, 2009 and 2010:

	Year ended December 31,				
	2009		2010		
	Amount	% of total revenue	Amount	% of total revenue	
	(RMB in thousands)		(RMB in thousands)	(US\$ in thousands)	
IVAS .....	9,530,711	76.6	15,482,301	2,427,454	78.8
MVAS .....	1,905,599	15.3	2,715,931	425,828	13.8
Online advertising .....	962,171	7.7	1,372,522	215,196	7.0
Others .....	41,479	0.4	75,277	11,803	0.4
<b>Total revenue .....</b>	<b>12,439,960</b>	<b>100.0</b>	<b>19,646,031</b>	<b>3,080,281</b>	<b>100.0</b>

Revenue from IVAS increased by RMB5,951.6 million, or 62.4%, from RMB9,530.7 million in 2009 to RMB15,482.3 million (US\$2,427.5 million) in 2010. Online game revenue grew by 76.6% from RMB5,385.4 million in 2009 to RMB9,509.7 million in 2010. This increase was mainly driven by growth in our online game revenue from our major MMOGs and ACGs including Dungeon and Fighter, Cross Fire, QQ Dancer and QQ Speed. The increase was also driven by revenue contribution from new online games launched during 2010 and growth of QQ Game. Revenue from our community value-added services increased by 44.1% from RMB4,145.3 million in 2009 to RMB5,972.6 million in 2010, mainly attributable to growth in Qzone, QQ Membership and QQ Show. Qzone registered an increase in revenue as we offered more SNS applications, which enhanced user activity and engagement as well as stimulated growth of subscriptions. Revenue from QQ Membership grew as its

user base expanded, riding on improved online and offline privileges as well as an increase in subscriptions. The increase in revenue from QQ Show was mainly driven by growth in subscriptions as we focused on enhancing the features and user value of the product. As a percentage of total revenue, revenue from IVAS increased from 76.6% in 2009 to 78.8% in 2010.

Revenue from MVAS increased by RMB810.3 million, or 42.5%, from RMB1,905.6 million in 2009 to RMB2,715.9 million (US\$425.8 million) in 2010. This increase was mainly attributable to growth in revenue from our bundled SMS packages as we improved the functionalities and privileges of our products and services. It also reflected growth in revenue from mobile social games and mobile music services. The increase was partly offset by decline in revenue from WAP services due to the suspension of WAP billing by China Mobile since November 30, 2009, as well as lower revenue from legacy voice value-added services. As a percentage of total revenue, revenue from MVAS decreased from 15.3% in 2009 to 13.8% in 2010.

Revenue from online advertising increased by RMB410.4 million, or 42.6%, from RMB962.2 million in 2009 to RMB1,372.5 million (US\$215.2 million) in 2010. The increase mainly reflected growth in our user base, improvements in our advertising platforms, as well as enhancements in our brand position and media influence. This also reflected our focus on leveraging the World Cup and the World Expo to generate business opportunities during the year. Revenue from search advertising declined as we transitioned into our self-developed search engine at the end of the third quarter of 2009. As a percentage of total revenue, revenue from online advertising decreased from 7.7% in 2009 to 7.0% in 2010.

Revenue from other services increased by RMB33.8 million, or 81.5%, from RMB41.5 million in 2009 to RMB75.3 million (US\$11.8 million) in 2010.

**Cost of revenue.** Cost of revenue increased by RMB2,430.7 million, or 62.5%, from RMB3,889.5 million in 2009 to RMB6,320.2 million (US\$990.9 million) in 2010. The increase primarily reflected an increase in the amount of sharing costs, staff costs and telecommunications operators' revenue share. As a percentage of revenue, cost of revenue increased from 31.3% in 2009 to 32.2% in 2010.

The following table sets forth our cost of revenue by lines of business for the years ended December 31, 2009 and 2010:

	Year ended December 31,				
	2009		2010		
	Amount	% of segment revenue	Amount	% of segment revenue	
	(RMB in thousands)		(RMB in thousands)	(US\$ in thousands)	
IVAS .....	2,789,225	29.3	4,762,435	746,697	30.8
MVAS .....	727,747	38.2	1,010,858	158,491	37.2
Online advertising .....	297,608	30.9	441,302	69,191	32.2
Others .....	74,888	180.5	105,605	16,558	140.3
<b>Total cost of revenue ...</b>	<b>3,889,468</b>	<b>31.3</b>	<b>6,320,200</b>	<b>990,937</b>	<b>32.2</b>

Cost of revenue for IVAS increased by RMB1,973.2 million, or 70.7%, from RMB2,789.2 million in 2009 to RMB4,762.4 million (US\$746.7 million) in 2010. This increase was mainly driven by growth in the amount of sharing costs with game developers as a result of significant increase in revenue from our licensed games, including Cross Fire and Dungeon and Fighter. Other costs such as staff costs also increased due to our business growth. As a percentage of revenue generated from the same segment, cost of revenue increased from 29.3% in 2009 to 30.8% in 2010.

Cost of revenue for MVAS increased by RMB283.1 million, or 38.9%, from RMB727.7 million in 2009 to RMB1,010.9 million (US\$158.5 million) in 2010. This primarily reflected an increase in the amount of telecommunications operators' revenue share as a result of revenue growth. Staff costs also increased as we positioned the business for future growth. As a percentage of revenue generated from the same segment, cost of revenue decreased from 38.2% in 2009 to 37.2% in 2010.

Cost of revenue for online advertising increased by RMB143.7 million, or 48.3%, from RMB297.6 million in 2009 to RMB441.3 million (US\$69.2 million) in 2010. The increase was primarily due to an increase in sales commissions paid to advertising agencies as a result of the growth of our online advertising business. In addition, staff costs increased to support the expansion of our online advertising business. As a percentage of revenue generated from the same segment, cost of revenue increased from 30.9% in 2009 to 32.2% in 2010.

Cost of revenue for other services in 2010 increased by RMB30.7 million, or 41.0%, from RMB74.9 million in 2009 to RMB105.6 million (US\$16.6 million) in 2010.

**Gross profit.** Gross profit increased by RMB4,775.3 million, or 55.8%, from RMB8,550.5 million in 2009 to RMB13,325.8 million (US\$2,089.3 million) in 2010. Our gross margin was 67.8% in 2010 as compared to 68.7 % in 2009.

**Interest income.** Interest income increased by RMB119.9 million, or 88.2%, from RMB136.0 million in 2009 to RMB255.9 million (US\$40.1 million) in 2010.

**Other gains/(losses), net.** We recorded other gains, net of RMB38.1 million (US\$6.0 million) in 2010, compared to other losses, net of RMB58.2 million in 2009. The change mainly reflected an increase in government subsidies, a decrease in donations made to the Tencent Charity Fund by us from RMB85.0 million in 2009 to RMB70.0 million in 2010, as well as the non-recurring item of the fair value gains on financial assets held for trading recognized in 2009.

**Selling and marketing expenses.** Selling and marketing expenses increased by RMB363.9 million, or 62.6%, from RMB581.5 million in 2009 to RMB945.4 million (US\$148.2 million) in 2010. This primarily reflected an increase in advertising spending on our corporate brand, mainly as a result of our campaigns related to the World Cup and the World Expo. It also reflected higher promotional expenses associated with our online games and an increase in staff costs. As a percentage of total revenue, selling and marketing expenses increased slightly from 4.7% in 2009 to 4.8% in 2010.

**General and administrative expenses.** General and administrative expenses increased by RMB809.9 million, or 40.0%, from RMB2,026.3 million in 2009 to RMB2,836.2 million (US\$444.7 million) in 2010. This mainly reflected an increase in research and development expenses as we expanded our research and development effort to support our growth strategy. Staff costs for supporting functions and other administrative expenses also increased as our business scale grew. As a percentage of total revenue, general and administrative expenses decreased from 16.3% in 2009 to 14.4% in 2010.

**Operating profit.** Operating profit increased by RMB3,817.7 million, or 63.4%, from RMB6,020.5 million in 2009 to RMB9,838.2 million (US\$1,542.5 million) in 2010.

**Finance costs, net.** Finance costs, net decreased by RMB1.1 million, or 57.1%, from RMB2.0 million in 2009 to RMB0.8 million (US\$0.1 million) in 2010.

**Profit before income tax.** Profit before income tax increased by RMB3,872.4 million, or 64.1%, from RMB6,040.7 million in 2009 to RMB9,913.1 million (US\$1,554.3 million) in 2010.

**Income tax expense.** We recorded income tax expense of RMB1,797.9 million (US\$281.9 million) in 2010 compared to RMB819.1 million in 2009. The increase was primarily due to growth in profit

before income tax as well as an increase in deferred tax liabilities recognized relating to intra-group dividend expected to be paid by our PRC subsidiaries to their overseas parent companies. It also reflected higher tax rates for certain subsidiaries and consolidated affiliated entities of the Company.

**Profit for the year.** As a result of the factors discussed above, profit for the year increased by RMB2,893.6 million, or 55.4%, from RMB5,221.6 million in 2009 to RMB8,115.2 million (US\$1,272.4 million) in 2010. Our profit margin was 41.3% in 2010 compared to 42.0% in 2009.

#### Year Ended December 31, 2009 Compared to Year Ended December 31, 2008

**Revenue.** Revenue increased by RMB5,285.4 million, or 73.9%, from RMB7,154.5 million in 2008 to RMB12,440.0 million in 2009.

The following table sets forth our revenue by line of business for the years ended December 31, 2008 and 2009:

	Year ended December 31,			
	2008		2009	
	Amount	% of total revenue	Amount	% of total revenue
	(RMB in thousands)		(RMB in thousands)	
IVAS .....	4,914,974	68.7	9,530,711	76.6
MVAS .....	1,398,984	19.6	1,905,599	15.3
Online advertising .....	826,049	11.5	962,171	7.7
Others .....	14,537	0.2	41,479	0.4
<b>Total revenue</b> .....	<b>7,154,544</b>	<b>100.0</b>	<b>12,439,960</b>	<b>100.0</b>

Revenue from IVAS increased by RMB4,615.7 million, or 93.9%, from RMB4,915.0 million in 2008 to RMB9,530.7 million in 2009. Online game revenue grew by 131.5% from RMB2,325.9 million in 2008 to RMB5,385.4 million in 2009 as the MMOGs and ACGs launched in 2008, including Cross Fire, QQ Dancer, Dungeon and Fighter and QQ Speed, commanded strong market response. QQ Game also contributed to the growth on a year-on-year basis. The growth in online game revenue was partially offset by the decline in revenue from more mature MMOGs. Revenue from our community value-added services increased by 60.1% from RMB2,589.1 million in 2008 to RMB4,145.3 million in 2009, with the growth in Qzone, QQ Membership and QQ Show partly offset by the decline in QQ Pets. Increase in revenue from Qzone was stimulated by the launch of new SNS applications which enhanced user activity and engagement. User base of QQ Membership expanded on the back of improved user loyalty and stickiness due to the continued enhancements in value-added functions as well as online and offline privileges. Revenue from QQ Show benefited from the growth in monthly subscription as we focused on enhancing the fashionable appeal and user experience of the product. Revenue from QQ Pets declined as we reduced monetization to increase usage and to transform the product into a multi-player community platform. As a percentage of total revenue, revenue from IVAS increased from 68.7% in 2008 to 76.6% in 2009.

Revenue from MVAS increased by RMB506.6 million, or 36.2%, from RMB1,399.0 million in 2008 to RMB1,905.6 million in 2009. The increase was mainly driven by the growth in revenue from our bundled SMS packages as we improved the functionalities and privileges of our products and services. It also reflected growth in mobile game revenue as a result of the increasing popularity of mobile



games and our continued content enrichment. Revenue from mobile SNS applications also increased, albeit from a low base. The increase was partly offset by the decline in revenue from legacy services, including color ringback tone and IVR. As a percentage of total revenue, revenue from MVAS decreased from 19.6% in 2008 to 15.3% in 2009.

Revenue from online advertising increased by RMB136.1 million, or 16.5%, from RMB826.0 million in 2008 to RMB962.2 million in 2009. The increase primarily reflected the growth of our user base, the strengthening of our advertising platforms and sales organization, as well as the enhancements in our brand position and media influence. The increase was partially offset by the negative impact of the global economic slowdown. Revenue from search advertising decreased significantly in the fourth quarter of 2009 as we amended the service contract with our partner and switched to our self-developed search engine. As a percentage of total revenue, revenue from online advertising decreased from 11.5% in 2008 to 7.7% in 2009.

Revenue from other services increased by RMB26.9 million, or 185.3%, from RMB14.5 million in 2008 to RMB41.5 million in 2009.

**Cost of revenue.** Cost of revenue increased by RMB1,719.0 million, or 79.2%, from RMB2,170.4 million in 2008 to RMB3,889.5 million in 2009. This increase was primarily a result of an increase in the amount of sharing costs, telecommunications operators' revenue share, staff costs as well as bandwidth and server custody fees. As a percentage of revenue, cost of revenue increased slightly from 30.3% in 2008 to 31.3% in 2009.

The following table sets forth our cost of revenue by line of business for the years ended December 31, 2008 and 2009:

	Year ended December 31,			
	2008		2009	
	Amount	% of segment revenue	Amount	% of segment revenue
	(RMB in thousands)		(RMB in thousands)	
IVAS.....	1,393,878	28.4	2,789,225	29.3
MVAS.....	514,669	36.8	727,747	38.2
Online advertising.....	211,889	25.7	297,608	30.9
Others .....	49,985	343.8	74,888	180.5
<b>Total cost of revenue.....</b>	<b>2,170,421</b>	<b>30.3</b>	<b>3,889,468</b>	<b>31.3</b>

Cost of revenue for IVAS increased by RMB1,395.3 million, or 100.1%, from RMB1,393.9 million in 2008 to RMB2,789.2 million in 2009. This mainly reflected growth in the amount of sharing costs with game developers due to the significant increase in revenue from our licensed games, including Cross Fire and Dungeon and Fighter. The amount of telecommunications operators' revenue share, bandwidth and server custody fees as well as staff costs also increased, driven by the growth of our business. As a percentage of revenue generated from the same segment, cost of revenue increased from 28.4% in 2008 to 29.3% in 2009.

Cost of revenue for MVAS increased by RMB213.1 million, or 41.4%, from RMB514.7 million in 2008 to RMB727.7 million in 2009. This was primarily driven by increases in the amount of telecommunications operators' revenue share and sharing costs as a result of revenue growth. Staff costs also increased as our business scale expanded. As a percentage of revenue generated from the same segment, cost of revenue increased from 36.8% in 2008 to 38.2% in 2009.

Cost of revenue for online advertising increased by RMB85.7 million, or 40.5%, from RMB211.9 million in 2008 to RMB297.6 million in 2009. This primarily reflected the increase in sales commissions paid to advertising agencies and staff costs as a result of our business expansion. As a percentage of revenue generated from the same segment, cost of revenue increased from 25.7% in 2008 to 30.9% in 2009.

Cost of revenue for other businesses in 2009 increased by RMB24.9 million, or 49.8%, from RMB50.0 million in 2008 to RMB74.9 million in 2009.

**Gross profit.** Gross profit increased by RMB3,566.4 million, or 71.6%, from RMB4,984.1 million in 2008 to RMB8,550.5 million in 2009. Our gross margin was 68.7% in 2009 as compared to 69.7% in 2008.

**Interest income.** Interest income increased by RMB30.8 million, or 29.3%, from RMB105.2 million in 2008 to RMB136.0 million in 2009.

**Other gains/(losses), net.** We record other losses, net of RMB58.2 million in 2009, compared to other gains, net of RMB7.0 million in 2008. This primarily reflected the increase in donations made by us to the Tencent Charity Fund from RMB30.0 million in 2008 to RMB85.0 million in 2009, as well as the reduction in government subsidies to us. The decrease was partially offset by the increase in fair value gains on financial assets held for trading. In addition, we recognized an impairment loss of RMB18.7 million with respect to one of our investees and an impairment loss of RMB11.3 million for leasehold improvements in 2008, which were not repeated in 2009.

**Selling and marketing expenses.** Selling and marketing expenses increased by RMB63.3 million, or 12.2%, from RMB518.1 million in 2008 to RMB581.5 million in 2009. The increase was primarily driven by increased staff costs due to the hiring of additional selling and marketing personnel. Promotional and advertising spending also increased as we stepped up our brand advertising campaign during the year. Impact of the increase in spending on brand advertisement and promotion was partly offset by the expenses related to the reporting of Beijing Olympics in August 2008, which were not incurred in 2009. As a percentage of total revenue, selling and marketing expenses decreased to 4.7% in 2009 from 7.2% in 2008.

**General and administrative expenses.** General and administrative expenses increased by RMB694.1 million, or 52.1%, from RMB1,332.2 million in 2008 to RMB2,026.3 million in 2009. The increase primarily reflected increased staff costs as a result of the growth in the headcount of our research and development team and other supporting departments. As a percentage of total revenue, however, general and administrative expenses decreased from 18.6% in 2008 to 16.3% in 2009.

**Operating profit.** Operating profit increased by RMB2,774.5 million, or 85.5%, from RMB3,246.0 million in 2008 to RMB6,020.5 million in 2009.

**Finance costs, net.** Finance costs, net decreased by RMB138.8 million, or 98.6%, from RMB140.7 million in 2008 to RMB2.0 million in 2009. The decrease was primarily due to the significant reduction in foreign exchange losses attributable to our U.S. dollar denominated cash and investments.

**Profit before income tax.** Profit before income tax increased by RMB2,935.8 million, or 94.6%, from RMB3,104.9 million in 2008 to RMB6,040.7 million in 2009.

**Income tax expense.** We recorded income tax expense of RMB819.1 million for the year ended in 2009 compared to RMB289.2 million in 2008. The change primarily reflected the growth in profit before income tax as well as the increase in deferred tax liabilities recognized relating to intra-group dividends expected to be paid by our PRC subsidiaries to their overseas parent companies.

**Profit for the year.** As a result of the various factors discussed above, profit for the year increased by RMB2,406.0 million, or 85.4%, from RMB2,815.7 million in 2008 to RMB5,221.6 million in 2009. Profit margin was 42.0% in 2009 compared to 39.4% in 2008.

## QUARTERLY RESULTS OF OPERATIONS

The following table presents our unaudited quarterly results of operations for the most recent nine quarters. You should read the table in conjunction with the consolidated financial information contained elsewhere in this offering memorandum. This table includes all adjustments, consisting only of normal recurring adjustments, that we consider necessary to fairly present results of operations for the quarters presented. Results of operations for any quarter are not necessarily indicative of results for any future quarters or full year.

	Three months ended								
	Sept. 30, 2009	Dec. 31, 2009	Mar. 31, 2010	June 30, 2010	Sept. 30, 2010	Dec. 31, 2010	Mar. 31, 2011	June 30, 2011	Sept. 30 2011
	(RMB in thousands)	(RMB in thousands)	(RMB in thousands)	(RMB in thousands)	(RMB in thousands)	(RMB in thousands)	(RMB in thousands)	(RMB in thousands)	(RMB in thousands)
<b>Revenue:</b>									
Internet value-added services	2,622,625	2,847,055	3,387,377	3,581,976	4,129,008	4,383,940	5,251,282	5,386,578	6,003,135
Mobile and telecommunications value-added services .....	446,152	549,899	618,238	674,120	695,057	728,516	777,792	793,839	844,900
Online advertising .....	293,558	279,006	204,334	397,520	382,542	388,126	280,894	512,312	600,572
Others .....	6,573	12,304	16,111	15,564	20,021	23,581	28,452	46,315	47,550
<b>Total revenue</b> .....	<b>3,368,908</b>	<b>3,688,264</b>	<b>4,226,060</b>	<b>4,669,180</b>	<b>5,226,628</b>	<b>5,524,163</b>	<b>6,338,420</b>	<b>6,739,044</b>	<b>7,496,157</b>
Cost of revenue .....	(1,024,086)	(1,144,855)	(1,328,355)	(1,482,939)	(1,676,544)	(1,832,362)	(2,193,729)	(2,331,637)	(2,661,407)
<b>Gross profit</b> .....	<b>2,344,822</b>	<b>2,543,409</b>	<b>2,897,705</b>	<b>3,186,241</b>	<b>3,550,084</b>	<b>3,691,801</b>	<b>4,144,691</b>	<b>4,407,407</b>	<b>4,834,750</b>
Interest income .....	33,329	41,116	57,191	54,005	65,259	79,467	100,662	106,546	124,159
Other gains/(losses), net .....	5,685	(26,886)	(35,275)	27,415	22,479	23,437	339,069	2,809	9,200
Selling and marketing expenses	(160,671)	(208,105)	(185,417)	(230,340)	(227,817)	(301,796)	(300,453)	(369,491)	(507,252)
General and administrative expenses .....	(542,818)	(572,882)	(585,766)	(665,961)	(744,092)	(840,407)	(897,466)	(1,363,372)	(1,469,278)
<b>Operating profit</b> .....	<b>1,680,347</b>	<b>1,776,652</b>	<b>2,148,438</b>	<b>2,371,360</b>	<b>2,665,913</b>	<b>2,652,502</b>	<b>3,386,503</b>	<b>2,783,899</b>	<b>2,991,579</b>
Finance (costs)/income, net .....	(1,179)	(369)	(1,558)	(2,976)	3,431	265	(3,869)	1,771	43,097
Share of profit/(losses) of associates .....	3,840	9,542	12,913	11,334	10,985	37,127	37,854	23,454	(21,842)
Share of profit/(losses) of jointly controlled entities .....	—	—	—	—	—	3,399	(4,297)	(60,689)	(59,926)
<b>Profit before income tax</b> .....	<b>1,683,008</b>	<b>1,785,825</b>	<b>2,159,793</b>	<b>2,379,718</b>	<b>2,680,329</b>	<b>2,693,293</b>	<b>3,416,191</b>	<b>2,748,435</b>	<b>2,952,908</b>
Income tax expense.....	(249,808)	(252,772)	(357,375)	(448,525)	(512,013)	(480,011)	(531,983)	(405,163)	(506,760)
<b>Profit for the period</b> .....	<b>1,433,200</b>	<b>1,533,053</b>	<b>1,802,418</b>	<b>1,931,193</b>	<b>2,168,316</b>	<b>2,213,282</b>	<b>2,884,208</b>	<b>2,343,272</b>	<b>2,446,148</b>

We have experienced consistent growth in our quarterly revenue for the nine quarters in the period from July 1, 2009 to September 30, 2011. The growth in our quarterly revenue was primarily attributable to increases in revenue from our IVAS, driven by growth in our online game revenue due to the increased popularity of our existing games, the introduction of new games as well as growth in community value-added services. Our revenue growth was higher in the first and third quarters of each year as users of our IVAS, especially students, are more active during the winter holiday and summer holiday. Our online advertising business was also subject to seasonal fluctuation as advertisers usually reduce their advertising spending around the Chinese New Year holidays in the first quarter.

## LIQUIDITY AND CAPITAL RESOURCES

On a consolidated basis, we currently fund our operations primarily with cash flows from operating activities. Our cash requirements relate primarily to:

- our working capital requirements, such as sharing costs, staff costs, bandwidth leasing and server custody fees, sales and marketing expenses and research and development expenses; and
- costs associated with the expansion of our business, such as the purchase of servers and network equipments.

We had cash and cash equivalents of RMB3,067.9 million, RMB6,043.7 million, RMB10,408.3 million (US\$1,631.9 million) and RMB6,978.8 million (US\$1,094.2 million) as of December 31, 2008, 2009 and 2010 and September 30, 2011, respectively. Our term deposits with an initial term of over three months were RMB1,662.5 million, RMB5,310.2 million, RMB11,725.7 million (US\$1,838.5 million) and RMB13,011.2 million (US\$2,040.0 million) as of December 31, 2008, 2009 and 2010 and September 30, 2011, respectively.

Our net current assets were RMB4,404.3 million, RMB8,593.9 million, RMB12,351.7 million (US\$1,936.6 million) and RMB9,765.1 million (US\$1,531.1 million) as of December 31, 2008, 2009 and 2010 and September 30, 2011, respectively. Net current assets increased in 2010 as compared to 2009 primarily due to the higher level of cash and cash equivalents and term deposits with initial terms over three months in 2010, which was partially offset by the increase in short-term bank borrowings in the same period. Net current assets increased in 2009 as compared to 2008 primarily as a result of the relatively high level of term deposits with initial terms over three months and cash and cash equivalents balances maintained by us in 2009, partially offset by an increase in deferred revenue.

We bill and collect revenue for our value-added services principally through these channels: prepaid Q-Coin cards, e-sales system, telecommunications operators and online banking. A majority of our revenue from value-added services are prepaid through Q-Coin cards, e-sales system and online banking, allowing us to minimize our credit risk.

Our accounts receivable were RMB983.5 million, RMB1,229.4 million and RMB1,715.4 million (US\$269.0 million) as of December 31, 2008, 2009 and 2010, respectively, and RMB2,444.7 million (US\$383.3 million) as of September 30, 2011. Our accounts receivable days, which are calculated by the average of the amount of accounts receivable at the beginning of the year/period and the end of the year/period divided by the amount of revenue for the year/period multiplied by the number of days in the period, were 38.9 days, 32.5 days, 27.4 days and 27.6 days in 2008, 2009 and 2010 and the nine months ended September 30, 2011, respectively. While there are no contractual requirements for telecommunications operators to pay amounts owed to us within a specified period of time, these operators usually settle the amounts due by them within a period of 30 to 120 days. Online advertising customers, which are mainly advertising agencies, are usually granted a credit of 90 days after full execution of the contracted advertisement order.

Our accounts payable were RMB244.6 million, RMB696.5 million and RMB1,380.5 million (US\$216.4 million) as of December 31, 2008, 2009 and 2010, respectively, and RMB2,025.4 million (US\$317.6 million) as of September 30, 2011. We normally settle the amount due to us according to the terms of our contracts.

## Cash Flows

The following table sets forth our cash flows information for the years ended December 31, 2008, 2009 and 2010 and for the six months ended June 30, 2010 and 2011:

	Year ended December 31,				Six months ended June 30,		
	2008	2009	2010		2010	2011	
	(RMB in thousands)	(RMB in thousands)	(RMB in thousands)	(US\$ in thousands)	(RMB in thousands)	(RMB in thousands)	(US\$ in thousands)
Net cash flows generated from operating activities .....	3,579,627	8,398,365	12,319,293	1,931,529	5,027,992	5,434,115	852,009
Net cash flows used in investment activities .....	(2,514,533)	(5,024,795)	(12,014,997)	(1,883,819)	(6,427,813)	(9,547,558)	(1,496,952)
Net cash flows (used in)/generated from financing activities .....	(869,940)	(397,110)	4,112,146	644,739	1,846,080	1,741,476	273,044
Net increase/(decrease) in cash and cash equivalents .....	195,154	2,976,460	4,416,442	692,449	446,259	(2,371,967)	(371,899)
Cash and cash equivalents at beginning of year/period .....	2,948,757	3,067,928	6,043,696	947,585	6,043,696	10,408,257	1,631,900
Exchange losses on cash and cash equivalents.....	(75,983)	(692)	(51,881)	(8,134)	(3,643)	(73,200)	(11,477)
Cash and cash equivalents at end of year/period.....	<u>3,067,928</u>	<u>6,043,696</u>	<u>10,408,257</u>	<u>1,631,900</u>	<u>6,486,312</u>	<u>7,963,090</u>	<u>1,248,524</u>

### Cash Flows from Operating Activities

For the six months ended June 30, 2011, we had a cash inflow from operating activities in the amount of RMB5,434.1 million (US\$852.0 million). This was primarily a result of net cash flows generated from operation before changes in working capital in the amount of RMB6,613.2 million and changes in working capital in the amount of RMB144.3 million. Our net cash inflow from operating activities was after deduction of income tax paid of RMB1,034.8 million. The changes in working capital consisted of (i) an increase in prepayments deposits and other receivables in the amount of RMB1,801.6 million, (ii) an increase in restricted cash related to our e-commerce business in the amount of RMB1,104.5 million and (iii) an increase in accounts receivable in the amount of RMB521.4 million, partially offset by (i) an increase in long-term payables in the amount of RMB1,303.7 million, (ii) an increase in the amount of deferred revenue in the amount of RMB950.1 million, (iii) an increase in other payables and accruals in the amount of RMB681.1 million, (iv) an increase in accounts payable in the amount of RMB327.4 million and (v) an increase in other tax liabilities in the amount of RMB20.8 million.

In 2010, we had a cash inflow from operating activities in the amount of RMB12,319.3 million (US\$1,931.5 million). This was primarily a result of net cash generated from operation before changes in working capital in the amount of RMB10,843.1 million and changes in working capital in the amount of RMB2,348.6 million. Our net cash inflow from operating activities was after deduction of income tax paid of RMB872.4 million. The changes in working capital consisted of (i) an increase in other payables and accruals of RMB1,551.2 million, (ii) an increase in deferred revenue of

RMB1,024.6 million, (iii) an increase in accounts payable of RMB478.3 million and (iv) an increase in other tax liabilities of RMB9.9 million, partially offset by (i) an increase in accounts receivable by RMB483.7 million, (ii) a decrease in long-term payables of RMB179.8 million and (iii) and an increase in prepayments, deposits and other receivables of RMB51.9 million.

In 2009, we had a cash inflow from operating activities in the amount of RMB8,398.4 million. This was primarily a result of net cash generated from operation before changes in working capital in the amount of RMB6,748.8 million and changes in working capital in the amount of RMB2,106.0 million. Our net cash inflow from operating activities was after deduction of income tax paid of RMB456.4 million. The changes in working capital consisted of (i) an increase in deferred revenue of RMB1,053.8 million, (ii) an increase in other payables and accruals of RMB608.8 million, (iii) a decrease in financial assets held for trading of RMB329.8 million, (iv) an increase in accounts payable of RMB247.5 million, (v) an increase in other tax liabilities of RMB113.0 million, (vi) a decrease in prepayments, deposits and other receivables of RMB36.9 million and (vii) a decrease in inventories of RMB5.5 million, partially offset by (i) an increase in accounts receivables of RMB246.0 million and (ii) a decrease in long-term payables of RMB43.3 million.

In 2008, we had a cash inflow from operating activities in the amount of RMB3,579.6 million. This was primarily a result of net cash generated from operation before changes in working capital in the amount of RMB3,700.4 million and changes in working capital in the amount of RMB201.5 million. Our net cash inflow from operating activities was after deduction of income tax paid of RMB322.3 million. The changes in working capital consisted of (i) an increase in deferred revenue of RMB346.9 million, (ii) an increase in other payables and accruals of RMB290.2 million, (iii) an increase in accounts payable of RMB86.4 million, (iv) an increase in long-term payables of RMB51.3 million and (v) a decrease in derivative financial instruments of RMB17.7 million, partially offset by (i) an increase in accounts receivable of RMB447.9 million, (ii) an increase in financial assets held for trading of RMB63.1 million, (iii) an increase in prepayments, deposits and other receivables of RMB45.3 million, (iv) a decrease in other tax liabilities of RMB30.8 million and (v) an increase in inventories of RMB3.8 million.

#### ***Cash Flows from Investing Activities***

Net cash used in investing activities for the six months ended June 30, 2011 was RMB9,547.6 million (US\$1,497.0 million), reflecting (i) payments for investment in associates in the amount of RMB1,789.3 million, (ii) payment for restricted cash in the amount of RMB1,736.3 million, (iii) purchase of fixed assets and construction in progress in the amount of RMB1,417.4 million, (iv) net payment flow for deposits with initial term of over three months in the amount of RMB1,463.9 million, (v) payment for business combination in the amount of RMB1,389.2 million and (vi) purchase of available-for-sale assets in the amount of RMB953.5 million.

Net cash used in investing activities for the year ended December 31, 2010 was RMB12,015.0 million (US\$1,883.8 million), primarily reflecting the net payment flow for term deposits with an initial term of over three months in the amount of RMB6,415.6 million and the purchase of available-for-sale financial assets in the amount of RMB2,179.1 million mainly relating to our investment in Mail.ru, one of the largest Internet companies in the Russian-speaking and Eastern European markets, the IPO of which was completed in November 2010.

Net cash used in investing activities for the year ended December 31, 2009 was RMB5,024.8 million, primarily reflecting the net payment flow for term deposits with an initial term of over three months in the amount of RMB3,647.7 million.

Net cash used in investing activities for the year ended December 31, 2008 was RMB2,514.5 million, primarily reflecting (i) the purchase of fixed assets, investment property and construction in progress in the amount of RMB1,333.0 million mainly relating to the construction of our headquarters in Shenzhen and the redecoration of a property in Shanghai and (ii) the net payment flow for term deposits with an initial term of over three months in the amount of RMB1,058.0 million.

#### ***Cash Flows from Financing Activities***

Net cash generated from financing activities for the six months ended June 30, 2011 was RMB1,741.5 million (US\$273.0 million), primarily reflecting proceeds from short-term borrowings in the amount of RMB4,736.6 million, partially offset by RMB repayment of short-term bank borrowings in the amount of RMB2,493.1 million.

Net cash generated from financing activities for the year ended December 31, 2010 was RMB4,112.1 million (US\$644.7 million), primarily reflecting proceeds from short-term borrowings of RMB5,298.9 million, partially offset by dividends paid to the Company's shareholders and the non-controlling interest owners of RMB706.0 million.

Net cash used in financing activities for the year ended December 31, 2009 was RMB397.1 million, primarily reflecting dividends paid to the Company's shareholders and the non-controlling interest owners of RMB586.7 million.

Net cash used in financing activities for the year ended December 31, 2008 was RMB869.9 million, primarily reflecting payments for the repurchase of shares in the amount of RMB387.6 million, repayment of short-term bank borrowings in the amount of RMB292.2 million, and dividends paid to the Company's shareholders of RMB257.8 million.

#### **Capital Expenditure**

Our capital expenditures consisted of additions to fixed assets which primarily include computers and servers, construction in progress, land use rights and intangible assets (excluding game licenses) were RMB1,448.9 million, RMB1,026.5 million and RMB2,007.0 million (US\$314.7 million) and RMB3,264.8 million (US\$511.9 million) for the year ended 2008, 2009 and 2010 and the nine months ended September 30, 2011, respectively. We expect that our capital expenditures in 2011 will increase from 2010 as we expand our server and network infrastructure to support the growth of our business.

We believe that our existing cash and cash equivalents, cash flows from operations, term deposits with initial term of over three months will be sufficient to meet the anticipated cash needs for our operating activities and capital expenditures for at least the next twelve months.

## INDEBTEDNESS

Our total borrowings amounted to nil, RMB202.3 million, RMB5,298.9 million (US\$830.8 million), RMB8,150.1 million (US\$1,277.8 million) and RMB7,407.2 million (US\$1,161.4 million) as of December 31, 2008, 2009 and 2010, June 30, 2011 and September 30, 2011, respectively.

The following table sets forth our borrowings as of the dates indicated:

	As of December 31,				As of June 30,		As of September 30,	
	2008	2009	2010	2011	2011	2011	2011	
	(RMB in thousands)	(RMB in thousands)	(RMB in thousands)	(US\$ in thousands)	(RMB in thousands)	(US\$ in thousands)	(RMB in thousands)	(US\$ in thousands)
Bank borrowings accounted for as RMB borrowings <sup>(1)</sup> .....								
— secured <sup>(2)</sup> .....	—	202,322	990,887	155,360	2,638,345	413,663	2,958,720	463,895
— unsecured .....	—	—	334,440	52,437	334,440	52,437	—	—
		202,322	1,325,327	207,797	2,972,785	466,100	2,958,720	463,895
U.S. dollar bank borrowings — unsecured <sup>(3)</sup> .....	—	—	3,973,620	623,020	4,530,120	710,273	3,812,940	597,827
Bonds — unsecured <sup>(4)</sup> .....	—	—	—	—	647,160	101,468	635,490	99,638
<b>Total</b> .....	<b>—</b>	<b>202,322</b>	<b>5,298,947</b>	<b>830,817</b>	<b>8,150,065</b>	<b>1,277,841</b>	<b>7,407,150</b>	<b>1,161,360</b>

Notes:

- (1) All of our bank borrowings accounted for as RMB borrowings during the periods shown above were denominated in U.S. dollars according to the relevant loan agreements. The aggregate principal amount as of September 30, 2011 was US\$460.0 million and the interest rates were fixed at 2.78% to 3.54% per annum. These borrowings will be repaid in full in U.S. dollars and the term for each of these borrowings is one year. Concurrently, foreign exchange forward contracts were arranged with the same banks as of the respective initial borrowing dates in order to enable us to purchase the required amount of U.S. dollars with RMB for settling the principal amounts of the borrowings plus related interests upon the loan due dates. The bank borrowings and the foreign exchange forward contracts are deemed as linked transactions and as a result, the bank borrowings have been accounted for as borrowings denominated in RMB.

These bank borrowings and the forward contracts were transacted on the belief that, despite the associated interest expenses to be incurred, we would benefit from the interest income from the restricted cash and the cash increase as a result of the unsecured bank borrowings, as well as the fixed exchange gains arising from the bank borrowings (which are calculated as the difference between the forward rates stated in the contracts and the respective spot rates at the borrowing dates).

- (2) Our secured bank borrowings of RMB2,958.7 million as of September 30, 2011 were secured by a pledge of bank deposits of RMB3,071.6 million with the banks.
- (3) The aggregate principal amount of our unsecured U.S. dollar bank borrowings as of September 30, 2011 was US\$600.0 million and the interest rates were fixed at 1.20% to 1.59% per annum. In addition, we entered into foreign forward contracts to purchase the required amount of U.S. dollars with RMB for settling the principal amount of the borrowings upon the due dates. However, as we arranged the bank loans and the forward contracts with different banks and did not adopt hedge accounting, these bank borrowings and the relevant foreign forward contracts were accounted for separately. The bank borrowings were accounted for as U.S. dollar bank borrowings stated at amortized cost, while the forward contracts were accounted for as derivative financial instruments stated at fair value with their gains or losses recorded in “Other gains/(losses), net” in the consolidated income statement.
- (4) During the nine months ended September 30, 2011, we issued U.S. dollar denominated unsecured bonds at par value of US\$100.0 million. The bonds bear a floating rate of LIBOR plus 0.25% per annum and will mature in March 2012.



## CONTRACTUAL OBLIGATIONS

### Capital Commitments

The following table sets forth our capital commitments as of the dates indicated:

	As of December 31,				As of June 30,	
	2008	2009	2010		2011	
	(RMB in thousands)	(RMB in thousands)	(RMB in thousands)	(US\$ in thousands)	(RMB in thousands)	(US\$ in thousands)
Contracted:						
Construction and purchase of buildings .....	159,458	36,215	211,558	33,170	682,535	107,014
Purchase of other fixed assets.....	161,269	55,606	135,165	21,192	109,246	17,129
Capital investment in investees.....	40,050	14,335	100,996	15,835	698,163	109,464
	<u>360,777</u>	<u>106,156</u>	<u>447,719</u>	<u>70,197</u>	<u>1,489,944</u>	<u>233,607</u>
Authorized but not contracted:						
Construction of buildings.....	478,773	247,001	373,277	58,526	366,023	57,388
Capital investment in investees.....	—	19,802	385,000	60,364	328,432	51,495
	<u>478,773</u>	<u>266,803</u>	<u>758,277</u>	<u>118,890</u>	<u>694,455</u>	<u>108,883</u>
<b>Total</b> .....	<u><u>839,550</u></u>	<u><u>372,959</u></u>	<u><u>1,205,996</u></u>	<u><u>189,087</u></u>	<u><u>2,184,399</u></u>	<u><u>342,490</u></u>

### Operating Lease Commitments

The following table sets forth the future aggregate minimum lease payments under non-cancellable operating leases in respect of buildings as of the dates indicated:

	As of December 31,				As of June 30,	
	2008	2009	2010		2011	
	(RMB in thousands)	(RMB in thousands)	(RMB in thousands)	(US\$ in thousands)	(RMB in thousands)	(US\$ in thousands)
Contracted:						
Within one year .....	66,931	67,893	236,343	37,056	294,043	46,103
Beyond one year and within five years .....	95,130	86,730	572,818	89,812	796,508	124,884
Beyond five years .....	5,208	3,242	18,845	2,955	70,947	11,124
<b>Total</b> .....	<u><u>167,269</u></u>	<u><u>157,865</u></u>	<u><u>828,006</u></u>	<u><u>129,823</u></u>	<u><u>1,161,498</u></u>	<u><u>182,111</u></u>

## Other Commitments

The following table sets forth the future aggregate minimum payments under non-cancellable bandwidth and server custody leases and online game licensing agreements as of the dates indicated:

	As of December 31,				As of June 30,	
	2008	2009	2010		2011	
	(RMB in thousands)	(RMB in thousands)	(RMB in thousands)	(US\$ in thousands)	(RMB in thousands)	(US\$ in thousands)
Contracted:						
Within one year .....	234,969	357,632	1,064,792	166,948	433,336	67,942
Beyond one year and within five years .....	111,499	171,230	1,981,543	310,684	904,655	141,840
<b>Total</b> .....	<u>346,468</u>	<u>528,862</u>	<u>3,046,335</u>	<u>477,632</u>	<u>1,337,991</u>	<u>209,782</u>

## Off-balance Sheet Commitments and Arrangements

Except for the commitments set forth above, we had no material off-balance sheet transactions or arrangements as of June 30, 2011.

## QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT FINANCIAL RISK

### *Interest Rate Risk*

We have interest-bearing assets including term deposits with initial terms over three months. Our exposure to market rate risk for changes in interest rates relates primarily to our borrowings. Borrowings issued at variable rates expose us to cash flows interest rate risk which is partially offset by cash held at variable rates. Borrowings issued at fixed rates expose us to fair value interest rate risk. We have extended bank loans denominated in U.S. dollars having a fixed interest rate as of December 31, 2010. Concurrently upon the draw-down of these loans, we entered into forward foreign exchange contracts to buy U.S. dollars by selling RMB at designated future periods which substantially coincide with the respective loan maturity dates.

### *Price Risk*

We are exposed to price risk because of our investments which are classified as available-for-sale financial assets. These investments were made either for improving investment yield, maintaining high liquidity level simultaneously, or were strategic investments. To manage our price risk arising from the investments, we diversify our portfolio. Each investment is managed by our senior management, including the executive Directors, on a case by case basis. These investments are held for strategic rather than trading purposes and we do not actively trade these investments. We are not exposed to commodity price risk.

### *Credit Risk*

We are exposed to credit risk in relation to our cash and deposits (including restricted cash) with banks and financial institutions, financial assets held for trading, held-to-maturity investments and other investments, as well as accounts and other receivables. The carrying amount of each class of the above financial assets represents our maximum exposure to credit risk in relation to the corresponding class

of financial assets. To manage this risk, deposits are primarily placed with state-owned financial institutions in the PRC and high quality international financial institutions outside the PRC. There was no recent history of default of cash and cash equivalents and term deposits with initial term of over three months in relation to these financial institutions.

We may be also exposed to risks relating to our accounts receivable from telecommunications operators and advertising customers. A large portion of our Internet and Mobile Services Fees are derived from the service agreements with China Mobile, China Unicom and China Telecom. If the strategic relationship with the telecommunications operators is terminated or scaled back, the telecommunications operators alter the service agreements, or these operators experience financial difficulties and are unable to pay us, our MVAS services might be adversely affected in terms of recoverability of receivables. To manage this risk, we maintain frequent communications with the telecommunications operators to ensure the relevant cooperation is running effectively and smoothly. In view of our history of cooperation with the telecommunications operators and the sound collection history of the receivables due from them, we believe that the credit risk inherent in our outstanding accounts receivable balances from these telecommunications operators is low.

We manage the risk relating to our accounts receivables from advertising customers by assessing the credit quality of each customer, taking into account their financial position, past experience and other factors, generally required prepayments representing a certain percentage of the total service fees for each advertising service.

#### ***Foreign Currency Exchange Risk***

We mainly operate in the PRC with most of our transactions settled in RMB. The conversion of RMB denominated balances into foreign currencies is subject to the rates and regulations of foreign exchange control promulgated by the PRC government. Therefore, to maintain the flexibility in our activities including payment of dividends, share repurchases and offshore investments, we hold some monetary assets denominated in U.S. dollars or H.K. dollars subject to certain thresholds stated in our treasury mandate, and borrow some bank loans denominated in U.S. dollars from time to time. This exposes us to foreign exchange risk.

There is no other written policy to manage the foreign exchange risk in relation to U.S. dollars and H.K. dollars as management considers that such risk cannot be effectively reduced in a low-cost way. However, we have entered into certain foreign exchange forward contracts arrangements for managing our foreign exchange risk in relation to banks loans denominated in U.S. dollars.

#### ***Liquidity Risk***

We aim to maintain sufficient cash and cash equivalents and marketable securities. Due to the dynamic nature of our underlying businesses, we maintain flexibility in funding by maintaining adequate cash and cash equivalents.

## INDUSTRY OVERVIEW

*The information and statistics set out in this section have been derived, in part, from various government publications and databases. This information has not been independently verified by us, the Initial Purchasers or any of our and their respective affiliates and advisors or any other party involved in this offering. The information and statistics set out in this section may not be consistent with other information and statistics compiled within or outside the PRC.*

### PRC INTERNET MARKET OVERVIEW

The PRC has the world's largest Internet user base measured by the total number of Internet users. According to CNNIC, the Internet population in the PRC grew from 137 million to 457 million between December 2006 and December 2010, representing a CAGR of 35%. Total broadband Internet users grew from 91 million to 450 million during the same period, representing a CAGR of 49%. The following table sets forth the number of PRC Internet and broadband Internet users from December 2006 to December 2010:

	December				
	2006	2007	2008	2009	2010
	(in millions)				
PRC Internet Users .....	137	210	298	384	457
PRC Broadband Internet Users .....	91	163	270	346	450

*Source: CNNIC*

Over the past few years, PRC Internet users have spent an increasing amount of time online. According to CNNIC, average user time spent online increased from 16.9 hours per week in 2006 to 18.3 hours per week in 2010. In parallel with this trend, PRC Internet users' online activities have become more diversified. Search, IM, online music, online news, blogs / personalized space, online games, online video and email applications are used by at least 50% of Internet users in the first half of 2011 according to CNNIC. The following tables sets forth the hours spent online per week per Internet user and PRC Internet online activities:

	2006	2007	2008	2009	2010
	(hours)				
Hours Spent Online per Week per Internet User .....	16.9	16.2	16.6	18.7	18.3

*Source: CNNIC*

<b>PRC Internet User Online Activities</b>	<b>% of Internet Users Participating</b>
Search .....	79.6
IM .....	79.4
Online Music .....	78.7
Online News .....	74.7
Blogs / Personalized Space .....	65.5
Online Games .....	64.2
Online Video .....	62.1
Email .....	51.9
SNS .....	47.4
Online Literature .....	40.2
Microblog .....	40.2
Online Shopping .....	35.6
Online Payment .....	31.6
Online Banking .....	31.0
Online Forum / BBS .....	29.7
Online Stock Trading .....	11.6
Group Buying .....	8.7
Online Travel Booking .....	7.6

Source: CNNIC

It is expected that growth in the PRC Internet user base will continue as Internet penetration levels are still significantly lower than developed markets. According to the CNNIC report in July 2011, the PRC Internet penetration rate is currently 36%. This contrasts sharply with developed markets such as the United States and Japan where the Internet penetration rates are both at 78%. The following table sets forth number of Internet users and Internet user penetration in the PRC and other countries:

	<b>PRC<sup>1</sup></b>	<b>United States<sup>2</sup></b>	<b>European Union<sup>2</sup></b>	<b>Japan<sup>1</sup></b>	<b>South Korea<sup>1</sup></b>
	(in millions, except for %)				
Internet Users .....	485	245	338	99	39
Internet User Penetration over					
Total Population .....	36%	78%	67%	78%	81%

Source: CNNIC, [www.internetworldstats.com](http://www.internetworldstats.com)

Notes: 1. As of June 30, 2011

2. As of March 31, 2011

Geographically, the growth of the PRC Internet user population is expected to be driven by lower tier cities and rural areas. According to CNNIC, statistics already show Internet user growth in first tier cities has slowed relative to less developed lower tier cities. For example, CNNIC figures indicate that total Internet users in Beijing and Shanghai grew by 11% and 6% respectively in 2010. By contrast, inland provinces such as Anhui and Guizhou experienced annual growth of 30% and 31% respectively during the same period. It should also be noted that 27% of total PRC Internet users live in rural areas whereas the same areas account for over 50% of the PRC population. This would suggest there is still significant potential for future growth.

## PRC IM SERVICE MARKET

IM services enable Internet users to communicate real-time with one another over the Internet or mobile networks. To use IM services, a user downloads the IM client software on their device and registers for a personal user account. When the IM application is launched by a user, they are able to add friends as contacts on personal “contact lists”, see who is online from each contact list, and send/receive messages with online and offline contacts. IM services offer users the option to communicate with mobile or other terminal devices via text, video, voice, picture or other mediums.

IM has become one of the most popular Internet applications in the PRC. According to iResearch, the number of IM users in the PRC increased from 220 million to 350 million between 2008 and 2010. This figure is expected to reach 560 million by 2013. Meanwhile, the number of mobile IM users in the PRC increased from 98 million to 202 million between 2008 and 2010. This figure is expected to reach 576 million by 2013. According to CNNIC, 79.4% of Internet users and 71.8% mobile Internet users in the PRC have IM applications as of June 30, 2011. The following table sets forth the total PRC IM and PRC mobile IM users:

	2008	2009	2010	2011E	2012E	2013E
	(in millions)					
PRC IM Users .....	220	270	350	420	490	560
PRC Mobile IM Users .....	98	182	202	335	443	576

Source: iResearch

The PRC IM service market is highly concentrated. According to iResearch, Tencent currently enjoys a 72.7% market share. The rest of the market is divided amongst a select few players with niche focuses. This market concentration is primarily attributed to the network effect of IM services. The network effect binds existing users and facilitates the acquisition of new users through word of mouth and real world social networks. Most users tend to rely on their existing IM service for day-to-day communication and are reluctant to move existing connections and online content to another platform given the time-consuming and inconvenient nature of the process. The following table sets forth information related to the competitive landscape of the PRC IM market:

	2010 Market Share
	%
QQ .....	72.7
Ali Wang Wang .....	7.0
Fetion .....	5.4
MSN .....	4.7

Source: iResearch

Note: Market share is measured by user preference of IM services in 2010

IM service providers typically monetize their IM platform and user base by offering fee-based IVAS and premium services, in addition to providing online advertising. Established service providers with larger user bases and more diversified service offerings are better positioned to monetize their user base given the opportunities for cross selling of products and services to users.

## PRC SNS MARKET

SNS enables users to build and reflect their real life social circles and relationships online. Consumers are moving beyond the standardized media formats of content sites and portals and are instead using social media tools such as photo sharing, news feeds, blogs and microblogs to discover, share and consume personalized content.

SNS has become increasingly popular in the PRC. According to Strategy Analytics, the total SNS users in the PRC increased from 77 million to 235 million between 2008 and 2010. This figure is expected to increase to 419 million by 2013. This represents a five year CAGR of 40% between 2008 and 2013.

Microblog services, a form of social media services, have grown rapidly since their initial emergence in 2010. The microblog service is characterized as an information dissemination platform for users to broadcast news and other updates. Tencent and Sina currently operate the most popular microblog platforms in the PRC. As of September 30, 2011, Tencent had over 300 million registered user accounts and Sina had over 220 million registered user accounts.

As the user base of social networking platforms continues to grow in size and sophistication, providing new applications is vital to attracting new users and maintaining user engagement. SNS providers with open platforms will be best positioned to capture new customers in an increasingly competitive market. By providing users with access to third party applications, social networking platforms will be able to offer a more diverse portfolio of services, products and functionalities. With access to large user bases, third party application developers are incentivized to offer engaging products for increased monetization opportunities. Ultimately, this enhances the users' online experiences, whilst providing the necessary infrastructure for group applications such as social commerce and social games.

The SNS market in the PRC is still young and evolving. Similar to IM service providers, successful SNS providers typically enjoy strong network effects, including brand awareness, and user stickiness derived from the non-transferable nature of content from one network to another. Leading SNS in the PRC include Qzone, Pengyou, Renren and Kaixin001. In September 2011, Qzone ranked the top social networking site in terms of monthly time spent by users in the PRC according to iResearch.

As the Internet economy continues to evolve in the PRC, new monetization models for SNS are expected to emerge. At present, online advertising and fee-based value-added services facilitated by micro-transactions are the two major monetization models. Examples of paid value-added services include virtual gift items or profile enhancements such as personalized Avatars. The following table sets forth information relating to the market size of the PRC SNS market.

	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011E</u>	<u>2012E</u>	<u>2013E</u>
	(US\$ in millions)					
PRC SNS Market Size .....	100	183	342	536	761	1,013

Source: Strategy Analytics

## PRC ONLINE GAMES MARKET

Online games are played on PCs or mobile devices that are supported by network game servers through the transmission and storage of data over the Internet. Online games provide users with a highly interactive, immersive, and affordable entertainment experience.

Online games can be categorized as MCGs, ACGs and MMOGs. MCGs generally target the mass market. These games have relatively simple graphics and rules that make them easy to learn and play. They can generally be played to a conclusion in a relatively short duration of time. Examples of MCGs include online trivia games and puzzle/board games such as chess and backgammon. ACGs generally incorporate a story line, offer more elaborate graphics, virtual items and frequent interactions among a few game players, and are also session-based. Examples of ACGs include first-person shooting games, racing games and dancing games. MMOGs are action adventure-based games that generally draw upon themes such as martial arts, combat, fantasy, adventure or historical events. Each MMOG creates an evolving virtual world within which thousands of game players can play and interact with one another or with “non-playing characters” in real-time over the Internet.

The PRC has a very large online game population. According to IDC, the number of PRC online game players increased from approximately 50 million in 2008 to approximately 74 million in 2010. This figure is expected to increase to approximately 97 million by 2013. The number of paying online game players increased from approximately 30 million in 2008 to approximately 43 million in 2010 and is expected to increase further to approximately 59 million in 2013. The following table sets forth information related to the PRC online game population:

	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011E</u>	<u>2012E</u>	<u>2013E</u>
	(in millions)					
PRC Online Game Players .....	50	64	74	83	90	97
PRC Paying Online Game Players .....	30	36	43	49	54	59

Source: IDC

There are currently two major online game revenue models in the PRC: the item-based revenue model and the time-based revenue model. Under the item-based revenue model, which is also referred to as the micro-transaction model, game players can play for free, but may choose to pay for virtual items and other value-added services provided by game operators to enhance their game-playing experience. The item-based revenue model is currently the dominant revenue model for online games in the PRC. Under the time-based revenue model, which is also referred to as the subscription model, players are required to pay for online games based on total playing time. According to IDC, online game revenue in the PRC increased from approximately US\$2.6 billion to approximately US\$4.5 billion between 2008 and 2010. This figure is expected to increase to approximately US\$7.0 billion by 2013. The following table sets forth information related to the PRC online game market size and revenue models:

	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011E</u>	<u>2012E</u>	<u>2013E</u>
	(US\$ in millions)					
PRC Online Games Market Size .....	2,640	3,585	4,527	5,432	6,257	7,008
- Virtual Item Sales Market .....	2,012	2,919	3,823	4,699	5,500	6,237
- Time-based Subscription Market .....	628	666	703	733	757	771

Source: IDC



The PRC online game industry remains highly competitive, but leading players have increased their market share over the past five years as users increasingly demand for reliable operation and customer service. New genres such as shooting games, racing games, and battle arena games have provided new growth areas. Success in the industry depends on sustaining the popularity of existing game titles through content updates, selectively adding new titles, and tapping users' willingness to pay for in-game items and activities. The following table sets forth information related to market share information for the leading online game operators:

	<b>2010 Market Share</b>
	%
Tencent .....	29.1
NetEase .....	15.3
Shanda.....	13.6
Perfect World.....	7.8
Sohu .....	6.7
Giant .....	4.1

Source: iResearch

Note: Market share in terms of revenue in 2010

## PRC ONLINE ADVERTISING MARKET

The PRC is one of the largest advertising markets in the world. According to ZenithOptimedia, the total advertising expenditure in the PRC was approximately RMB176.9 billion (US\$27.7 billion) in 2010, or approximately 0.4% of the GDP of the PRC in 2010. By contrast, total advertising expenditure in the United States was approximately US\$151.7 billion in 2010, or approximately 1.0% of the GDP of the United States in 2010.

Online advertising has grown rapidly in the PRC. Online advertising expenditure has grown from RMB17.0 billion (US\$2.7 billion) to RMB32.1 billion (US\$5.0 billion) between 2008 and 2010. This figure is projected to grow to RMB66.3 billion (US\$10.4 billion) by 2013. The share of online advertising in the total advertising market also increased from 13% to 18% between 2008 and 2010 and is expected to increase to 25% by 2013. The growth of the online advertising market is mainly driven by increasing user time spent online, as well as enhanced performance and effectiveness of online advertising. The following table sets forth information related to the size of the PRC online advertising market from 2008 to 2013:

	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011E</u>	<u>2012E</u>	<u>2013E</u>
	(RMB in billions)					
Total Advertising Expenditure .....	129.6	141.1	176.9	200.6	233.2	264.9
Online Advertising Expenditure .....	17.0	20.7	32.1	40.8	52.4	66.3
Online Advertising Expenditure as % of Total Advertising Expenditure .....	13%	15%	18%	20%	22%	25%

Source: ZenithOptimedia

At present, online advertising revolves primarily around display advertising and search advertising. Display advertising is used mostly for brand advertising while search advertising is typically adopted for performance-based advertising.

Display advertising accounts for the majority of revenue in the online advertising market. The fast growing economy in the PRC has supported an increasingly affluent urban population, and advertisers are willing to invest heavily to establish brand recognition. This branding economy, combined with the increasing consumption of content online, has been the driving force behind the growth of display advertising in the past few years. Meanwhile, innovative new website types, such as online video sites, social networking sites and microblogs, have opened up additional display advertising options for brand advertisers.

Small and medium sized enterprises and e-commerce advertisers tend to spend more on search advertising as they look for performance-based advertising services that can be measured by effective clicks. Spending by these businesses is expected to continue to drive the growth of search advertising.

The PRC online advertising market is expected to continue to grow as advertisers shift an increasing proportion of their advertising budget from offline to online. This is expected to be largely driven by the general population's increasing amount of time spent online, as well as the targeting capabilities offered by online advertising. The following table sets forth information related to various segments of the PRC online advertising market.

	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011E</u>	<u>2012E</u>	<u>2013E</u>
	(RMB in millions)					
Display Advertising .....	11,970	13,780	21,080	29,980	42,360	58,680
- Portal .....	4,740	4,850	6,430	8,290	10,480	13,000
- Vertical Websites .....	4,340	4,460	6,450	8,580	11,630	15,950
- E-commerce Websites .....	800	1,500	3,520	5,830	9,040	13,570
- Online Video Websites .....	570	1,210	1,770	3,210	5,380	7,700
- SNS Websites .....	540	760	1,010	1,620	2,620	4,320
- Other .....	980	1,000	1,900	2,450	3,210	4,140
Search Advertising .....	5,030	6,960	11,040	17,120	26,040	38,610

Source: iResearch

## PRC MOBILE INTERNET MARKET

The PRC mobile Internet market has experienced significant growth over the past few years, with the pace expected to increase going forward. The market was estimated by iResearch to be approximately RMB20.3 billion (US\$3.2 billion) in revenue in 2010 and is forecasted to grow to RMB127.5 billion (US\$20.0 billion) by 2013. PRC mobile users are increasingly using their mobile devices to access the Internet. There were a total of 303 million mobile Internet users in the PRC in 2010, a figure which is expected to reach 658 million users by 2013. The following table sets forth information related to the PRC mobile Internet market size:

	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011E</u>	<u>2012E</u>	<u>2013E</u>
	(RMB in million/in millions)					
PRC Mobile Internet Market Size .....	12,010	15,450	20,250	39,110	76,750	127,480
PRC Mobile Internet Users .....	118	233	303	415	522	658

Source: iResearch

It is expected that the key drivers for mobile Internet market growth in the PRC will be the large mobile subscriber base in the PRC, increasing adoption of smartphones, development of 3G and 4G services, and the proliferation of mobile Internet service offerings.

**Largest mobile phone subscriber base in the world.** The PRC has the world's largest number of mobile service subscribers. According to MIIT, there were a total of 921 million mobile subscribers in the PRC at the end of June 2011.

**Development of 3G and 4G services.** After the issuance of 3G licenses by the Chinese government in January 2009, the telecommunications operators in the PRC have been making substantial investments to develop their 3G mobile networks. According to MIIT, 3G mobile service subscribers increased from approximately 12 million to approximately 81 million between December 2009 and June 2011. 3G penetration levels remain quite low with only 9% of mobile subscribers using the 3G network and are expected to increase going forward. The scheduled rollout of the 4G network is expected to further facilitate increased penetration of mobile Internet usage. China Mobile has mandated TD-LTE technology and plans commercial tests and demo networks in six cities by late 2012.

**Increasing adoption of mobile devices.** Driven by the increasing disposable income of the general population, development of 3G network infrastructure and decrease in the average price of mobile devices, the shipment volume of mobile devices has experienced strong growth and is expected to continue growing. However, the current penetration rate of mobile devices in the PRC is still low compared to regular devices.

**Proliferation of mobile Internet service offerings.** As mobile Internet develops, additional online service providers, including those who have been successful in traditional desktop Internet markets, are expected to embrace mobile Internet development and begin to tap into this emerging market through the launch of products and services tailored for mobile Internet usage. Such products and services would include mobile games, mobile e-commerce, location based services, mobile advertising and mobile search. With more service and product choices, it is expected that there will be increased user adoption of mobile Internet going forward.

## PRC ONLINE SHOPPING MARKET

The PRC online shopping market has experienced significant growth. According to iResearch, the PRC online shopper population was 148 million in 2010 and is projected to reach 289 million by 2013. The total online shopping market in the PRC was RMB498.0 billion (US\$78.1 billion) by GMV in 2010 and is expected to grow to RMB1,485.2 billion (US\$232.9 billion) by 2013. The following table sets forth information related to the PRC online shopping market size:

	2008	2009	2010	2011E	2012E	2013E
	(in millions / RMB in billions)					
PRC Online Shoppers .....	80	109	148	190	236	289
PRC Online Shopping Market Size ...	128.2	263.0	498.0	771.9	1,096.1	1,485.2

Source: iResearch

As online shoppers become more sophisticated, growth in the B2C market is expected to outpace the C2C market as large-scale B2C websites are able to offer better quality assurance, more efficient fulfillment and payment alternatives and more friendly after-sales services relative to small merchants or individual sellers on the C2C platforms. The PRC B2C market was RMB63.2 billion (US\$9.9 billion) in 2010 by GMV and is projected to reach RMB426.3 billion (US\$66.8 billion) by 2013. The C2C market was RMB434.8 billion (US\$68.2 billion) in 2010 and is expected to reach RMB1,058.9 billion (US\$166.0 billion) by 2013. The following table sets forth the PRC B2B and C2C market sizes:

	2008	2009	2010	2011E	2012E	2013E
	(RMB in billions)					
PRC B2C Market Size .....	8.7	22.4	63.2	144.3	276.2	426.3
PRC C2C Market Size .....	119.5	240.6	434.8	627.6	819.9	1,058.9

Source: iResearch

B2C leaders in the PRC include 360buy, Dangdang and Amazon China. C2C leaders include Taobao and Tencent paipai. The following table sets forth information related to the market share of online shopping markets in the PRC based on GMV in 2010:

<b>B2C</b>	<b>2010 Market Share</b>
	%
360buy .....	32.5
Dangdang.....	9.2
Amazon China .....	9.2
Newegg .....	5.4
Vancl .....	4.2

Source: iResearch

Note: Market share in terms of GMV on B2C e-commerce platforms, excluding online bill payments (such as power and water bills) and online traveling booking and flight booking transactions; excluding transactions in B2C marketplaces on C2C platforms; only including online transactions for vendors with multiple online and offline sales channels.

<b>C2C</b>	<b>2010 Market Share</b>
	%
Taobao .....	86.0
Tencent paipai .....	10.6
eBay Eachnet.....	3.4

Source: iResearch

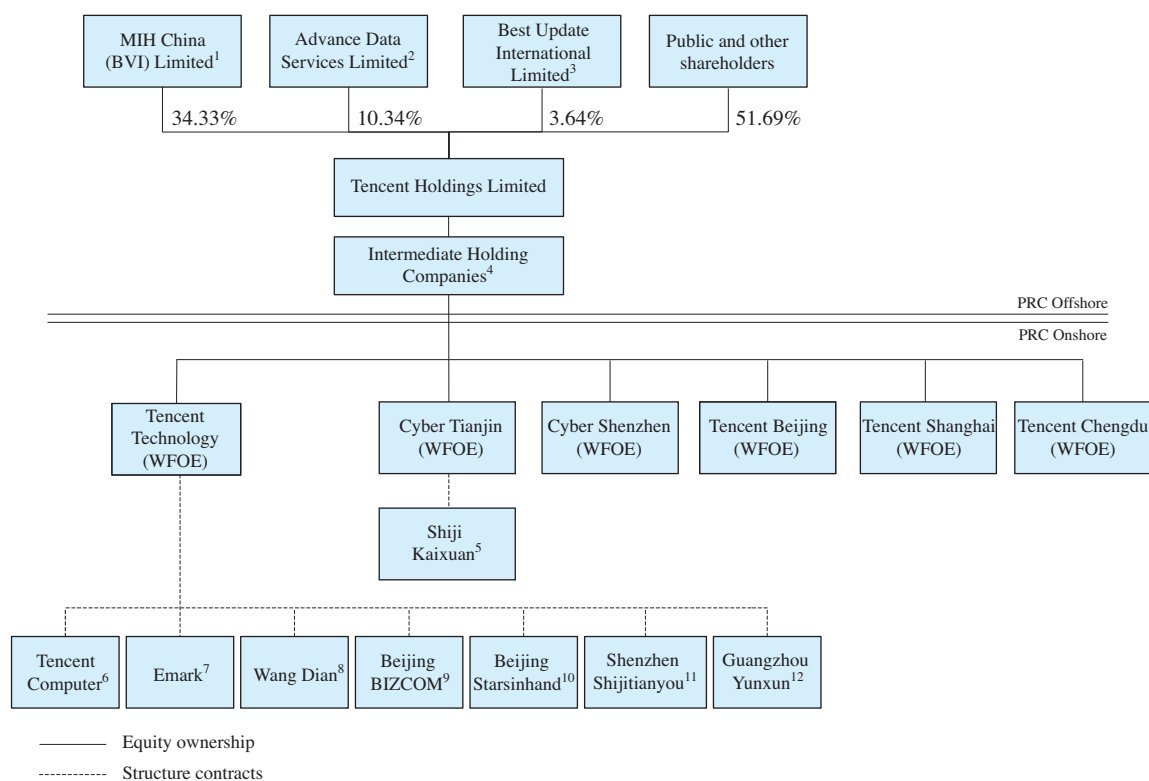
Note: Market share in terms of GMV on C2C e-commerce platforms, including transactions in B2C marketplaces on C2C platforms.

The PRC online shopping market is still relatively young and new developments, including online sales channel for traditional retail brands, flash sale and group buying continue to emerge. We believe these developments present opportunities that will further drive the growth of the PRC online shopping market and potentially allow for new segment leaders.

## OUR CORPORATE STRUCTURE

We were incorporated in the BVI on November 23, 1999 as an international business company with limited liability. We redomiciled to the Cayman Islands on February 27, 2004 and continued as an exempted company with limited liability under the Cayman Islands Companies Law.

The following diagram illustrates our principal corporate and share ownership structure as of September 30, 2011.



### Notes:

- (1) MIH China (BVI) Limited is wholly owned by Naspers Limited through its intermediary companies, MIH (Mauritius) Limited and MIH Holdings Limited
- (2) Wholly owned by Mr. Ma Huateng
- (3) Wholly owned by Mr. Zhang Zhidong
- (4) Intermediate Holding Companies include various Group companies established for the purpose of holding interests in various WFOEs as well as other investments of the Group
- (5) The shareholders are Mr. Ma Huateng, Mr. Zhang Zhidong, Mr. Xu Chenye and Mr. Chen Yidan
- (6) The shareholders are Mr. Ma Huateng, Mr. Zhang Zhidong, Mr. Xu Chenye and Mr. Chen Yidan
- (7) Emark: Beijing Emark Information and Technology Company Limited 北京驛碼神通信息技術有限公司
- (8) Wang Dian: Nanjing Wang Dian Technology Company Limited 南京網典科技有限公司
- (9) Beijing BIZCOM: Beijing BIZCOM Technology Company Limited 北京英克必成科技有限公司
- (10) Beijing Starsinhand: Beijing Starsinhand Technology Company Limited 北京市掌中星天下信息技術有限公司
- (11) Shenzhen Shijitianyou: Shenzhen Shijitianyou Technology Company Limited 深圳市世紀天遊科技有限公司
- (12) Guangzhou Yunxun: Guangzhou Yunxun Technology Company Limited 廣州雲訊信息科技有限公司

We primarily conduct our PRC operations through our WFOEs, including Tencent Technology, Cyber Tianjin, Cyber Shenzhen, Tencent Beijing, Tencent Shanghai and Tencent Chengdu. The Company holds its interests in the WFOEs through certain intermediate holding companies wholly owned by the Company. Our WFOEs employ a substantial portion of our staff, develop the principal software (other than software acquired from third party providers) for our operations and hold our principal intellectual property rights.

## STRUCTURE CONTRACTS

PRC regulations currently restrict foreign ownership of companies that provide value-added telecommunications services. See also “Regulation.” As foreign-invested enterprises, our WFOEs do not have licenses to provide Internet content or information services and other value-added telecommunications services. Accordingly, we conduct our value-added telecommunications businesses mainly through Tencent Computer, Shiji Kaixuan and other consolidated affiliated entities, under a series of contractual agreements (collectively, the “**Structure Contracts**”) entered into among our constituent members. Tencent Computer and Shiji Kaixuan are licensed to provide Internet information services and other value-added telecommunications services and operate those services. The shareholders of Tencent Computer and Shiji Kaixuan are Mr. Ma Huateng, Mr. Zhang Zhidong, Mr. Xu Chenye and Mr. Chen Yidan.

As a result of the Structure Contracts, the Group is able to effectively control, and recognize and receive substantially all the economic benefit of the business and operations of, our consolidated affiliated entities. In summary, the Structure Contracts provide the Company through the WFOEs with, among other things:

- the right to receive the cash received by the consolidated affiliated entities from their operations which is surplus to their requirements, having regard to their forecast working capital needs, capital expenditure, and other short-term anticipated expenditure through various commercial arrangements;
- the right to ensure that the WFOEs own the valuable assets of the business through the assignment to the WFOEs of the principal present and future intellectual property rights of the consolidated affiliated entities without making any payment; and
- the right to control the management and financial and operating policies of the consolidated affiliated entities.

The Structure Contracts establish a cooperation committee (the “**Cooperation Committee**”) for each of the consolidated affiliated entities to oversee its business and operations. The Cooperation Committees advise, supervise and effectively control the businesses of the consolidated affiliated entities. Through the Cooperation Committees, the WFOEs advise, supervise and effectively control the business of the consolidated affiliated entities. Under the Structure Contracts, the Cooperation Committees will adopt an internal governance mechanism for payments, expenditure and expenditure related contracts. Our approval matrix is required to be consistent throughout the Group and can be amended only by the Directors of the Company, and any such amendment applies to all members of the Group.

The Structure Contracts also effectively transfer from the consolidated affiliated entities to the WFOEs all of the cash that is surplus to the requirements of the consolidated affiliated entities, primarily in the form of fees paid for the WFOE’s provision of certain technology and information services to the consolidated affiliated entities under the applicable Structure Contracts between the WFOEs and the consolidated affiliated entities. The Cooperation Committee determines and adjusts periodically the fees to be paid by the consolidated affiliated entities to the WFOEs to ensure that all such surplus cash of the consolidated affiliated entities is transferred to the WFOEs.

These arrangements, taken as a whole, permit the results and financial condition of the consolidated affiliated entities to be consolidated with the Company as if they were subsidiaries of the Company and that the economic benefit of their businesses flows to the Company and the WFOEs.

Our PRC legal counsel, Jun He Law Offices, is of the opinion that the contractual arrangements with these consolidated affiliated entities and their respective shareholders and the businesses and operations of these companies as described in the offering memorandum, are in compliance with applicable existing PRC laws and regulations and are enforceable in accordance with their terms and conditions. Nevertheless, there are substantial uncertainties regarding the interpretation and implementation of current PRC laws and regulations. PRC regulatory authorities may in the future take a view that is contrary to the above opinion of our PRC legal counsel and/or enact regulations that prohibit or restrict these corporate structures. We have been advised by our PRC counsel that if the PRC government finds that our structure for operating our PRC value-added telecommunications services does not comply with PRC government restrictions on foreign investments, we could be subject to severe penalties, including being prohibited from continuing operations. See “Risk Factors—Risks Related to our Corporate Structure” and “Regulation.”

## BUSINESS

### OVERVIEW

We are a leading integrated Internet services company in the PRC, operating the largest IM community in the country with over 710 million active IM user accounts as of September 30, 2011. We are also the largest SNS provider in terms of monthly time spent by users and our QQ.com is the No. 1 portal by user traffic in terms of daily unique visitors in the PRC, both according to iResearch in September 2011. Leveraging our IM platform and our massive IM user base, we aim to become the hub for fulfilling Internet users' online lifestyle needs, encompassing communication, social networking, entertainment, content, search and e-commerce. The breadth of our highly popular services extends to: QQ IM, QQ Mail, Qzone, Pengyou, Tencent Microblog, QQ Game, QQ.com and our wireless portal, 3G.QQ.com.

We were founded in November 1998 and we launched our QQ IM service in February 1999. Currently, we have four lines of business:

- **Internet Value-added Services** — Our IVAS business mainly consists of online games and community value-added services. Our game portfolio ranges from games for casual play, known as MCGs and ACGs, to MMOGs. We are a leading provider of community value-added services in the PRC, which services include Qzone, Pengyou, Tencent Microblog, QQ Membership and QQ Show. As of September 30, 2011, we had 77.5 million fee-based IVAS registered subscriptions.
- **Mobile and Telecommunications Value-added Services** — Our MVAS business includes bundled SMS packages, mobile games, mobile books and mobile music services. Some of these products are an extension of PC-based community and entertainment services, which enable users to interact with their friends across PC and mobile platforms. As of September 30, 2011 we had 31.2 million fee-based MVAS registered subscriptions.
- **Online Advertising** — Our online advertising primarily comprises of display advertising and search advertising. Display advertising mainly comprises of mainly advertisements displayed on our IM clients, portals and other platforms. Search advertising is provided through our self-developed search engine.
- **Others** — Our other services include e-commerce as well as trademark licensing, software development services and software sales.

We aim to build an Internet eco-system that provides benefits to users, content providers, applications developers, our own platforms and the Internet industry as a whole. We believe our users are attracted to our large and active online community as well as our diverse offering of innovative applications. We will continue to leverage our massive user base, proven platforms and well recognized brand to capitalize on the continued growth in Internet and mobile usage in the PRC.

We went public and were listed on the Hong Kong Stock Exchange in June 2004 (Stock Code: 00700). We have been one of the constituent stocks of the Hang Seng Index since June 2008. For the year ended December 31, 2010, our total revenue was RMB19,646.0 million (US\$3,080.3 million) and our net profit was RMB8,115.2 million (US\$1,272.4 million), an increase of 57.9% and 55.4%, respectively, over the year ended December 31, 2009. For the nine months ended September 30, 2011, we recorded total revenue of RMB20,573.6 million (US\$3,225.7 million) and net profits of RMB7,673.6 million (US\$1,203.1 million), an increase of 45.7% and 30.0%, respectively, over the nine months ended September 30, 2010. We have had positive cash flows from operating activities since 2001. As of September 30, 2011, our cash and cash equivalents and term deposits with an initial term of over three months amounted to RMB19,990.1 million (US\$3,134.2 million).



## OUR STRENGTHS

We believe that the following strengths contribute to our success and differentiate us from our competitors:

### *Large and Highly Engaged User Base with Strong Network Effect*

We operate the largest IM community in the PRC with over 710 million active IM user accounts as of September 30, 2011. For the three months ended September 30, 2011, we recorded 145.4 million IM PCUs. Our large and highly engaged user base creates strong network effect for our IM users to interact with one another through IM and our other applications and value-added services, which in turn enables us to retain our existing users and attract new users. In addition, our large user base provides us with the opportunity to market and deliver our value-added services and products. We believe that our large and active user base creates a high barrier to entry, as it is challenging for our competitors to build a similar critical mass of users for their products and services.

### *Successful Monetization Through Diversified Value-added Products and Services*

We continuously develop innovative value-added services to expand and enrich the experience of our users and enhance their loyalty to the “QQ” community. To match our users’ online lifestyle needs, we offer a wide range of value-added services, such as social networking, microblog, online games, mobile value-added services and e-commerce services. Our diverse offering of value-added products, combined with our large user base, offer us significant monetization opportunities. We generate revenue from user subscriptions and item-based sales. We also monetize the user traffic generated from our IM clients, portals, search engine and other platforms through online advertising. By continuing to develop new products and services to meet the rapidly evolving needs of the increasingly sophisticated Internet users in the PRC, we expect that we will be able to generate new revenue streams.

### *Significant Market Leadership in Multiple Service Areas*

We have a strong presence for all of our key products and services, including IM, social networking services, online games, Internet portal and MVAS. We believe our leading position is underpinned by our in-depth understanding of the needs of our users and the trends in the market, as well as our strong research and development capability.

- *IM* - We are the leading IM provider in the PRC with QQ having a market share of 72.7% as measured by user preference of IM services in 2010, according to iResearch.
- *SNS and social media* - We provide diversified social networking and social media services including Qzone, Pengyou and Tencent Microblog. We are the leading SNS and social media provider with our Qzone, Pengyou and Tencent Microblog collectively having a market share of 64.0% as measured by monthly time spent by users in September 2011, according to iResearch. As of September 30, 2011, we had 536.9 million active user accounts for Qzone, 149.4 million active user accounts for Pengyou and over 300 million registered user accounts for Tencent Microblog.
- *Online games* - We are the largest online game operator and a leading game developer in the PRC with a market share of 29.1% as measured by revenue in 2010, according to iResearch. We operate 5 of top 10 most popular online game titles in the PRC, according to Baidu online games search ranking as of November 3, 2011. We have several popular online game titles, including Cross Fire, QQ Dancer, Dungeon and Fighter, and QQ Speed, each of which has over 1 million PCU in each of the first three quarters of 2011.
- *Internet portal* - QQ.com had 147 million daily unique visitors in September 2011, which ranked first among all the online portals in the PRC, according to iResearch.

- *Mobile value-added services* - We believe we are the largest provider of MVAS in the PRC by revenue and we offer a variety of mobile Internet applications, including mobile IM and mobile Internet browser. In addition, our wireless portal, 3G.QQ.com, is the most popular mobile Internet portal as measured by data traffic in 2010, according to iimedia.

### ***High Cash Generating Consumer-oriented Business Model***

We have consistently generated healthy cash flows from our operations and maintained a positive operating cash flows since 2001, even during the past economic downturns, including the global economic slowdown that began in the second half of 2008. A significant majority of our revenue is derived from micro-transactions or subscription revenue generated by our massive user base. We price most of our products and services at an affordable level for the average consumer, making our earnings and cash flows more resilient to economic cycles. Consequently, our business is generally less affected by the global economic slowdown and domestic macro-tightening measures. We bill and collect a majority of our revenue through the prepaid channels, including prepaid Q-Coin cards and our e-sales system, which minimizes our working capital needs and achieve a high cash flows conversion ratio. In addition, our Internet-based business model demonstrates significant operational scalability and requires low capital expenditures. As of September 30, 2011, our cash and cash equivalents and term deposits with an initial term of over three months reached RMB20.0 billion (US\$3.1 billion), up dramatically from RMB4.7 billion as of December 31, 2008.

### ***Stable and Proven Management Team***

We have a stable and capable senior management team with extensive operating experience in the PRC Internet and telecommunications industries as well as strong capabilities in developing and executing innovative business strategies. Four of the five core founders, Ma Huateng, Zhang Zhidong, Xu Chenye, and Chen Yidan, are still holding key positions at the Company. In addition, we have recruited senior management talents from leading global firms, such as Lau Chi Ping Martin, our President, Xiong Minghua, our Co-chief Technology Officer, and most recently, James Gordon Mitchell, our Chief Strategy Officer. The collective experience of our management team brings together a mix of local and international experience, industry knowledge and complementary skill sets which have allowed us to smoothly transition to a large scale, professionally managed company since our IPO. We believe our committed and experienced management team will continue to lead us to further success.

## **OUR STRATEGIES**

Our strategic objective is to strengthen our market leading position and become the hub for fulfilling Internet users' online lifestyle needs in the PRC. We will undertake strategic initiatives focused on expanding our market shares, diversifying our services and products and sustaining our growth and profitability. In particular, we will seek to:

### ***Further Expand Our User Base and Increase User Engagement***

We believe the size of our user base and depth of user engagement in our online community are our critical competitive advantages. We plan to further expand our user base and increase user engagement by enhancing user experience and broadening our services and products. For example, we plan to strengthen our Qzone and Pengyou community by adding new features and functionalities as well as offering third party applications. We will continue to focus on growing the user base of Tencent Microblog and optimizing its user experience. To better address ever-changing consumer needs, we will continue to study user online behavior and explore local and overseas market trends.

### ***Further Monetize Our User Base and User Traffic***

We seek to broaden and enhance our fee-based value-added services, and promote user subscriptions and item sales to increase paying user conversion rate. We are investing to enhance the overall competitiveness of our search engine and online advertising platform, and are exploring the synergies between SNS and search. E-commerce is another opportunity for strategic expansion leveraging our substantial user base and deep knowledge of our users' preferences and interests. For example, we recently began pilot testing of QQ Wanggou, an e-commerce platform offering premium products in six main categories: consumer electronics, sportswear, cosmetics, apparel, groceries and jewellery, each of which is offered in partnership with leading B2C companies.

### ***Pursue an Open Platform Strategy That Promotes Innovation and Collaboration***

We are pursuing an open platform strategy with special focus on SNS, microblog, IM, search and e-commerce. Qzone, Pengyou and Tencent Microblog enable social sharing on third party websites and support third party applications with open application programming interfaces. In September 2011, we launched Q+, a cloud-based application platform that enables our QQ IM users to access third party applications in a convenient way. We seek to collaborate with more third party developers and industry partners to further enrich the applications offered on our platform and thus increase social sharing and interaction among our users. By offering a large number of quality third party applications, we expect to drive innovation at our platforms and increase user engagement and retention, which will ultimately enhance the value of our platform as a whole.

### ***Capture the Emerging Mobile Internet Trend***

We are a leading provider of mobile applications in the PRC which cover a range of categories, including social tools, games, music and books. As our users demand more mobility and real-time information, we will continue to introduce a growing number of services and applications across a broader range of Internet-enabled mobile devices. We also intend to customize and extend our existing services and products to various mobile devices used by our users.

### ***Pursue Selective Investments and Acquisitions to Enhance Our Business Portfolio, Proprietary Content, Distribution Channels, Technology and International Presence***

We have been making strategic investments and acquisitions in the PRC, emerging markets such as Russia, India and South East Asia, as well as other strategic markets such as the United States, and leveraging our technical and operational know-how to deliver quality Internet and mobile application and services to users in these markets. We intend to continue pursuing selective investments and acquisitions of businesses, assets, content and technologies that complement our existing capabilities and revenue streams, as well as strategic investments and/or cooperation opportunities with top local players. We seek to capture these opportunities by identifying and analyzing strategic partners and potential investments and acquisition targets that will strengthen our position as the hub for fulfilling Internet users' online lifestyle needs.

## **SERVICES AND PRODUCTS**

Leveraging our large user base, as well as our strategic relationships with telecommunications operators, device manufacturers, content providers and advertisers, we are continuously expanding our services and products as well as the channels to deliver them to our users. We continuously produce and source new content that seeks to appeal to and engage our target consumers for value-added services.

### ***IM***

IM provides a foundation for our online community and serves as a gateway to our value-added services. We are one of the early developers of IM services in the PRC as demonstrated by the launch of our QQ IM service in February 1999. We intend to continue leveraging the popularity of our QQ service to deliver value-added community and entertainment services to our expanding QQ user base.

QQ. QQ is our free IM service that allows users to send and receive instant messages and participate in the QQ community. In addition, via the QQ IM client, our users can have access to a variety of our services such as QQ Mail, Qzone, Pengyou and Tencent Microblog.

While the overall IM user growth rate has slowed down due to increased scale and reduced growth of the PRC Internet market, the growth of our mobile IM user base has outperformed that of the overall IM user base. We expect that going forward, mobile Internet will become an increasingly important driver for the expansion of our IM user base.

### ***QQ.com***

Our QQ.com portal provides users with information and community resources via various channels such as news, finance, sports, entertainment and automobile. QQ.com provides links to our various communications and information-sharing services, including QQ IM, QQ Mail, Soso as well as community value-added services such as Qzone and Pengyou.

## **Business Segments**

### ***IVAS***

Our IVAS business mainly consists of online games and community value-added services. Our IVAS revenue mainly comprises of subscription revenue and item sales from our online games and community value-added services. While most of the basic features of our IVAS are free-of-charge, users can choose to pay for virtual items, special privileges and premium features. Our IVAS revenue was RMB15,482.3 million (US\$2,427.5 million) for the year ended December 31, 2010 and RMB16,641.0 million (US\$2,609.1 million) for the nine months ended September 30, 2011. Our IVAS revenue accounted for 78.8% of our total revenue for the year ended December 31, 2010 and 80.9% of our total revenue for the nine months ended September 30, 2011.

### ***Online Games***

We are the largest online game operators in the PRC as measured by revenue in 2010. We operate QQ Game, which is a leading and popular game platform in the PRC in terms of PCU. Some of our most popular self-developed and licensed games include Cross Fire, QQ Dancer, Dungeon and Fighter, and QQ Speed.

We currently allow our registered users to play a majority of our games for free. Our online game revenue is derived primarily from sales of virtual items, such as Avatars and accessories that enhance game play experience, and subscription fees for membership services, which provide special privileges, premium game features and discounts on in-game items. Our online game revenue was RMB9,509.7 million for the year ended December 31, 2010 and RMB11,363.5 million for the nine months ended September 30, 2011. Our online game revenue accounted for 48.4% of our total revenue for the year ended December 31, 2010 and 55.2% of our total revenue for the nine months ended September 30, 2011.

Our three main categories of online games are MCG, ACG and MMOG. The games that we operate are self-developed or licensed from third parties. We intend to release a number of self-developed and licensed games each year. We have worked with other major game developers and operators from the PRC, South Korea, the United States, and Germany and customized and localized their games to suit the culture and needs of the PRC market.

MCG. We currently offer more than 100 game titles, including card games, board games, chess and other evergreen game genres through QQ Game. For the three months ended September 30, 2011, our MCGs recorded 4.0 million in combined ACU and 8.0 million in combined PCU.

ACG. We currently offer seven game titles, covering game genres including dancing, first-person shooting, car racing and real-time strategy. For the three months ended September 30, 2011, our ACGs recorded 2.8 million in combined ACU and 9.0 million in combined PCU.

MMOG. We currently offer ten game titles, with game genres including combat, fantasy, martial arts, adventure and historical events. The interactive and group-oriented nature of these games means that the large size of our user base significantly contributes to retaining our current users and attracting new users. For the three months ended September 30, 2011, our MMOGs recorded 1.6 million in combined ACU and 3.5 million in combined PCU.

#### *Community Value-added Services*

Our community value-added services include social networking websites, premium membership services and other interactive products. The basic features of our community value-added services are generally provided for free. We primarily offer item sales and subscriptions for premium services and products. We intend to improve user activeness and interaction through enhancements in content, functionalities, third party applications and online and offline member privileges. Our community value-added services revenue was RMB5,972.6 million for the year ended December 31, 2010 and RMB5,277.5 million for the nine months ended September 30, 2011. Our community value-added services revenue accounted for 30.4% of our total revenue for the year ended December 31, 2010 and 25.7% of our total revenue for the nine months ended September 30, 2011.

Qzone. Qzone is our SNS platform that permits users to write blogs, keep diaries, upload photos, listen to music and engage in other premium services which can be shared among designated peer groups organized and accepted by the users. Users may purchase items or subscriptions that allow access to all services without additional costs. The revenue mix of Qzone is changing with increasing contribution from item sales through third party social applications offered on the platform. We expect to work with a growing number of third party developers on the Qzone platform which will provide our users with a wide selection of social applications. As of September 30, 2011, Qzone had 536.9 million active user accounts.

Pengyou. In 2008, we launched a real-name SNS service called Xiaoyou, based on Qzone's platform and targeted at university students. We have rebranded and upgraded our real-name SNS Xiaoyou to Pengyou and promoted the service to a broader user group, including white-collar users and provided enhanced functionality to facilitate users to extend their social graphs through searches by company, industry, education background and other categories. Pengyou caters to a more real-name oriented user base. As of September 30, 2011, Pengyou had 149.4 million active user accounts.

Tencent Microblog. We launched Tencent Microblog in April 2010 and it enables users to broadcast from PC and mobile devices messages with no more than 140 characters for each message. It also allows users to attach photos, music and videos to their messages. In October 2011, we introduced an English version of Tencent Microblog, which is the first English microblog platform in the PRC. We believe that microblog will become an important social media platform in the context of our overall strategy, offering synergistic value to other Internet platforms, such as Qzone, Pengyou, QQ Game and QQ.com. As of September 30, 2011, Tencent Microblog had over 300 million registered user accounts.

QQ Membership. Since its inception in 2000, QQ Membership has developed into a premium membership brand through which we provide our premium customers a range of online and offline lifestyle privileges associated with IM, online games, online and offline lifestyle services and e-commerce.

QQ Show. The QQ Show platform allows users to create fashionable Avatars, which represent users' online identity throughout their activities in IM, online games, and social networking. Revenue for QQ Show is generated from its monthly subscription service and item sales, such as facial expressions, costumes and character backgrounds.

Other IVAS. We provide a growing list of IVAS services to meet the diversifying needs of our users. These services include our mailbox service, QQ Mail, and our music service, QQ Music.

## **MVAS**

Since entering the MVAS business in 2000, we have grown our services to extend our PC-based QQ products and services to wireless platforms. Revenue from our MVAS is principally derived from subscriptions fees or item sales. We provide users with mobile chat services, MMS, IVR, content downloads, mobile games and mobile SNS services. We also operate our wireless portal, 3G.QQ.com, a free WAP site that offers users real-time news and informations tools such as disk storage, album, weather inquiry, search engine and entertainment. To facilitate the access of mobile Internet users, we also collaborate with mobile device manufacturers to preinstall various QQ products and services directly into the devices.

We have introduced and promoted our MVAS offerings by leveraging our strategic relationships with various industry players, including mobile device vendors, telecommunications operators and content providers and will continue to do so. In addition, we will promote mobile services via both the QQ IM client and the QQ.com portal, where users can directly purchase various content subscription packages and items. We expect our MVAS to grow with the expansion of 3G infrastructure and the growing penetration of smartphones in the PRC. To position ourselves for growth opportunities in the mobile Internet sector, we will continue to extend our PC-based products and services to mobile platforms and develop new applications. Although these platforms do not generate significant revenue at the moment, we believe the availability of a large variety of QQ products and services on the mobile platforms will contribute to higher user stickiness and loyalty of our users both on PC and mobile devices. Our MVAS revenue was RMB2,715.9 million (US\$425.8 million) for the year ended 2010 and RMB2,416.5 million (US\$378.9 million) for the nine months ended September 30, 2011. Our MVAS revenue accounted for 13.8% of our total revenue for the year ended December 31, 2010 and 11.7% of our total revenue for the nine months ended September 30, 2011.

Our current MVAS offerings include:

### *2G*

Our services and products for the 2G platform include our bundled SMS packages and voice value-added services. Bundled SMS packages provides subscribers with mobile chat services and privileges related to QQ IM and other services. Users can also send SMS messages for downloading pictures, animation and color ringback tones. These services are charged through subscription packages or on a per item basis. Our voice value-added services include IVR, and color ringback tone. Due to the maturity of the voice value-added services and the advancement of mobile Internet technologies, we expect this segment to contribute a smaller portion of our revenue going forward.

### *2.5G/3G*

Our services and products for the 2.5G/3G platforms include our mobile games, mobile SNS, mobile books, mobile music and mobile search. These services operate on both 2.5G and 3G networks and are integrated with QQ IM, Qzone, Tencent Microblog and our other IVAS platforms.

## ***Online Advertising***

We offer a broad range of advertising formats and solutions, including display advertising (such as advertising on IM clients, portals and online video) and search advertising. Our advertising clients include domestic and international companies from a variety of industries, including food and beverages, automobile and online service industries. The PRC advertising market is expected to continue to grow as the PRC GDP grows and the government focuses on increasing domestic consumption. We intend to introduce tailor-made and targeted advertising campaigns to capture further opportunities. Our online advertising revenue was RMB1,372.5 million (US\$215.2 million) for the year ended December 31, 2010 and RMB1,393.8 million (US\$218.5 million) for the nine months ended September 30, 2011. Our online advertising revenue accounted for 7.0% of our total revenue for the year ended December 31, 2010 and 6.8% of our total revenue for the nine months ended September 30, 2011.

### *Display*

Our display advertisements are charged primarily at cost per time and may be displayed in various formats on our IM clients, portals, online video and other platforms such as SNS, online game and e-commerce.

### *Search*

We started to offer search services through our proprietary search engine, Soso, in 2009. Our search advertising model is based primarily on cost per click. Our search advertising business is still in development as we focus on building our traffic and search advertising platform, as well as increasing our search distribution partnerships. Currently, Soso provides a variety of products and services, including website, image, music, blog, news and video search.

### *Others*

Our other services comprise of e-commerce, as well as trademark licensing, software development services and software sales. Our revenue from other services was RMB75.3 million (US\$11.8 million) for the year ended December 31, 2010 and RMB122.3 million (US\$19.2 million) for the nine months ended September 30, 2011.

### *E-commerce*

Our e-commerce business is a central hub that hosts B2C and C2C marketplaces, group-buying marketplaces and vertical marketplaces such as travel. Our online shopping platforms enable our users to purchase a wide array of consumer and household products. To enhance user loyalty and promote shopping activities, we have partnered with certain merchandisers to offer credit points and promotional discounts for our users. Our e-commerce services are offered free-of-charge for the buyers, while in certain marketplaces, sellers are charged with service fees.

### *Licensing and Development*

We license our trademarks from time to time to increase our brand recognition and further penetrate the consumer market in the PRC. We have licensed the QQ brand to manufacturers of various products, including electronic and consumer goods products. Our trademarks have also appeared along with trademarks of other corporate entities for joint marketing, co-branding and merchandising initiatives.

## **SALES AND MARKETING**

We believe that our large IM user base in itself, is a key driver of our user growth, as many Internet users in the PRC seek to join an established and vibrant online community. We market our value-added services primarily via our platforms and portals. In our online community, “word of mouth” is an important driver for the adoption of value-added services as positive feedback from users can be quickly communicated via various channels, including QQ IM, Tencent Microblog and SNS. We market our advertising services through a dedicated sales force across the country.

Our sales and marketing efforts are supported by a network of marketing and sales teams throughout the PRC. We conduct a variety of online and offline marketing and promotion activities, including joint marketing activities with telecommunications operators and device manufacturers, in-game promotional events, marketing, and advertisements on our portals. In 2010, we launched significant advertising campaigns for the World Cup and the World Expo to enhance our brand image, media influence and user loyalty. Going forward, we will further enhance our position as a mainstream media platform in the PRC.

## **DISTRIBUTION AND PAYMENT METHODS**

We bill and collect revenue for our value-added services principally through these channels: prepaid Q-Coin cards, e-sales system, telecommunications operators and online banking. A majority of our revenue from value-added services are prepaid through Q-Coin cards, e-sales system and online banking, which allows us to minimize our credit risk.

### **Q-Coin Cards**

We have arrangements with retailers and sub-distributors to sell prepaid Q-Coin cards at approximately 500,000 distribution points in the PRC, including Internet cafes, newsstands, convenience stores, software stores and book stores. We sell prepaid Q-Coin cards in bulk at wholesale rates and do not offer any refund or return mechanisms after the Q-Coin cards are sold to the retailers and sub-distributors. Each prepaid Q-Coin card contains a unique access code and password that enables users to redeem the stored value to increase the balance of their individual online accounts or to purchase our services.

### **E-sales System**

We have arrangements with Internet cafes and other retailers across the PRC to sell Q-Coins and usage credit through an e-sales system. Under the e-sales system, Internet cafes and other retailers purchase Q-Coins and usage credit in bulk at a wholesale rate from us via bank transfers, and then re-sell them to users at the local retail outlet. We do not offer any refunds after the Q-Coins and usage credit are sold to retailers. The e-sales system is an efficient way to sell our services to our customers because they can access our services immediately at the retailer’s premises, and no physical distribution of prepaid cards is required.

### **Telecommunications Operators**

Substantially all of the fees for our MVAS and a small portion of the fees for our IVAS are collected through China Mobile, China Unicom and China Telecom. The telecommunications operators collect the fees for our services from their customers and pass such fees to us after withholding their portion of their service fees and imbalance fees. On a periodic basis, we confirm with each telecommunications operator the subscription information and the data transmission volume between our network gateway and the operator’s mobile gateway. Each affiliate or branch operator of the PRC



telecommunications operators will also provide us with a summary on a monthly basis as to the net fees payable to us by the affiliate or branch operator. We also receive information on customer payment status and coordinate with the telecommunications operators for final billing and collection of revenue.

### **Online Banking**

Users can directly purchase Q-Coins and a majority of our services and products through online payment systems that facilitate online payments from most major commercial banks within the PRC.

## **STRATEGIC RELATIONSHIPS**

We are focused on enriching our value-added services and expanding the networks over which we deliver these services. We maintain strategic relationships with telecommunications operators in the PRC and major domestic and foreign device vendors and device manufacturers. In addition, while we develop a significant number of our services and products through in-house development teams, we also license and collaborate with an increasing number of third party content providers and application developers.

### **Relationships with Telecommunications Operators**

We have strategic relationships with the telecommunications operators in the PRC through which we use their networks to deliver our services and products. Our large user base and innovative applications increase demand for traffic on telecommunications networks. We currently maintain strategic relationships with China Mobile, China Unicom and China Telecom.

### **Relationships with Device Manufacturers**

We currently work with a number of domestic and international major device manufacturers and we believe that our cooperation with them is mutually important and beneficial. Device manufacturers assist in the distribution of our services by making our client software and applications readily available in the devices they manufacture. At the same time, our applications create market demand for more sophisticated devices capable of supporting and interfacing with our applications.

### **Relationships with Content Providers and Application Developers**

Our relationships with content providers and application developers are important to us as we strive to expand our value-added services. The goal of our content and application partnerships is to provide our users with a broad offering of attractive content and applications available. We currently have strategic relationships with a number of content providers including mobile and portal content providers, news and printed media, music content providers, real-time financial quote services providers and game and application providers, and we expect to continue to grow these relationships going forward.

## **COMPETITION**

The Internet industry in the PRC is rapidly evolving and competition is expected to further intensify. We face significant competition in almost every aspect of our business, particularly from companies that provide communication, online games, social network, social media, e-commerce, search and/or other products and services. In recent years, more foreign investors have begun to explore the opportunities arising from the emerging PRC Internet industry. Many of these Internet start-ups and companies are well funded by private equity or venture capital funds, which have resulted in an increasingly competitive industry landscape. Our competitors for providing IVAS in the PRC are mainly local Internet companies who offer various online games, SNS, online video and other online entertainment and communication services. In the MVAS sector, we face keen competition from a large number of competitors along the entire value chain of the telecommunications industry including

mobile device manufacturers, chip manufacturers, telecommunications operators and mobile content/service providers who are leveraging their traditional lines of business to enter and compete in this sector. We also compete for online advertising with other websites that sell online advertising services in the PRC through display and search advertising. In addition, we indirectly compete for advertising budgets with traditional advertising media in the PRC, such as terrestrial or satellite broadcasting media like television and radio stations, printed media such as newspapers and magazines, and major out-of-home media.

We believe that as we continue to expand our business scope, we will encounter new competitors and competitive environments that might evolve over time. In addition, we may face increased competition from international competitors that may establish joint venture companies with local companies to provide services based on the foreign investors' technology and experience developed in overseas markets.

We believe the principal competitive factors in our business include size of user base, community cohesiveness and interactivity, brand recognition, understanding of user needs, technology, product development capabilities and pricing. We aim to compete by continuing to develop, acquire and license technologies, services and products that bring quality user experiences to our target users in the PRC.

## **INTELLECTUAL PROPERTY**

We regard our patents, copyrights, trademarks and other intellectual property as critical to our success. We rely primarily on a combination of patent, trademark, copyright, trade secret and other intellectual property-related laws and contractual restrictions to establish and protect our intellectual property rights. We require our employees to enter into agreements requiring them to keep confidential all proprietary and other confidential information relating to our customers, methods, technology, business practices and trade secrets and such obligations shall survive the expiration or earlier termination of their employment with us. Our employees are required to acknowledge and recognize that all inventions, trade secrets, works of authorship, developments and other processes, whether or not patentable or copyrightable, made by them during their employment are our property. We have independently developed key software used in our business and have registered a number of these software copyrights. We currently have over 1,100 patents that cover our self-developed key technologies and infrastructure.

Despite our precautions, it may be possible for third parties to obtain and use our intellectual property without our authorization. Furthermore, the validity, enforceability and scope of protection of intellectual property rights in the Internet and telecommunications-related industries are uncertain and still evolving. Infringement and misappropriation of our intellectual property could materially harm our business. We have been and may in the future be involved as an applicant or opposing party in several administrative actions involving trademark disputes.

We have registered the domain names, including “www.qq.com” and “www.tencent.com”, with Internet Corporation for Assigned Names and Numbers and the domain names “www.tencent.com.cn” and “www.rtx.com.cn” with CNNIC, a domain name registration organization in the PRC. In addition, we have registered approximately 900 domain names with various domain name registration services.

Our “QQ (stylized)” mark and the “penguin” device and many associated marks have been registered as trademarks in various classes in the PRC, Hong Kong and other jurisdictions. We have also registered our “QQ (stylized)” mark and the “penguin” device in various classes in jurisdictions including the United States, Japan, Singapore, India, Malaysia, and the European Union. In addition, a series of “QQ” marks and the “penguin” device have also been registered as copyrighted artworks in the PRC.

## **RESEARCH AND DEVELOPMENT**

We believe that our ability to develop IM technology and Internet, mobile and online entertainment applications has been a key factor in the success of our business. To maintain and enhance our leadership position, we will need to continue to invest in research and development in order to enhance our services and products. Currently, our research and development staff constitutes approximately 50% of our full-time employees. Research and development expenses constitute 9.9%, 9.6%, 8.6% and 9.3% of our total revenues for the years ended December 31, 2008, 2009 and 2010 and the nine months ended September 30, 2011. Our self-developed technologies include IM technology, mobile services, SNS, search engine and other interactive technologies. We also license some services and technologies from third parties such as database technology and audio/video codec technology. We have established an in-house Research Institute and an integrated Customer Research and User Experience Design Center. We will continue to develop our core technologies in-house and when required, license technology from third parties.

## **NETWORK INFRASTRUCTURE**

Our network infrastructure is built to satisfy the requirements of our operations and to support the growth of our business. Our servers and routers are located across the PRC and our systems are designed for scalability and reliability to support growth in our user base. We believe we have developed and are operating one of the largest and most sophisticated cloud computing infrastructures in the PRC.

We believe that our current network facilities and broadband capacity provide us with sufficient capacity to carry out our current operations. We believe that we can expand our network facilities and broadband capacity as needed to accommodate our growth.

## **CUSTOMER SERVICE AND TECHNOLOGY SUPPORT**

We place a high priority on providing our users with a consistently high quality of service and support. We have dedicated customer service teams to handle general product and service inquiries, billing questions, online security and technical support issues 24 hours a day, 7 days a week. Customers can access our customer service teams through various channels such as 24-hour customer service hotline, website and online self-help service center.

## **SUPPLIERS AND CUSTOMERS**

For the year ended December 31, 2010, none of our customers accounted for more than 5.0% of our total revenue. Our customers primarily included retailers and distributors which purchase prepaid Q-Coin cards from the Company and users who purchase our products and services directly from their online banking and/or online payment accounts. For the year ended December 31, 2010, our largest supplier accounted for less than 15% of our total purchases from our suppliers. Our suppliers primarily include telecommunications operators, content providers, and server and IT equipment suppliers. As of June 30, 2011, none of the Directors, their associates or any shareholder (which to the knowledge of the Directors owned more than 5% of our issued capital) had an interest in any of the major customers or suppliers noted above.

The telecommunications operators typically settle the amounts due by them within a period of 30 to 120 days. Online advertising customers, which are mainly advertising agencies, are usually granted a credit of 90 days after full execution of the contracted advertisement order.

## **EMPLOYEES**

We have experienced significant growth during recent years; our employee count was 6,194, 7,515, 10,692 and 16,020 as of December 31, 2008, 2009 and 2010 and September 30, 2011, respectively. Most of our employees are based in Shenzhen.

The remuneration policy and package of our employees are periodically reviewed. Apart from pension funds and in-house training programs, discretionary bonuses, share awards, and share option may be awarded to employees according to the assessment of individual performance. Our total remuneration costs (including capitalized remuneration cost) were RMB1,365.6 million, RMB2,136.8 million and RMB3,146.1 million for the years ended 2008, 2009 and 2010, respectively, and RMB3,575.1 million for the nine months ended September 30, 2011.

All of our management and key executives, and substantially all of our other employees, have entered into employment agreements with us, which contain confidentiality and non-competition provisions.

## **PROPERTIES AND FACILITIES**

Our executive offices and our major operational facilities are located in Shenzhen. We own properties in a number of cities in the PRC, including Shenzhen, Beijing, Chengdu and Shanghai and lease other offices in the PRC and abroad, including the United States, South Korea and Hong Kong. We believe that we will be able to obtain adequate facilities, principally through the leasing of appropriate properties, to accommodate our future expansion plans.

## **INSURANCE**

Insurance companies in the PRC offer limited business insurance products and do not, to our knowledge, offer business liability insurance. While business interruption insurance is available to a limited extent in the PRC, we have determined that the risks of disruption, cost of such insurance and the difficulties associated with acquiring such insurance on commercially reasonable terms make it impractical for us to subscribe for such insurance. As a result, we do not have any business liability, disruption or litigation insurance coverage for our operations in the PRC. Any business disruption or litigation, or any liability or damage to, or caused by, our facilities or our personnel may result in our incurring substantial costs and the diversion of resources. We carry mandatory automobile liability insurance and property insurance. Besides mandatory social insurance, we also maintain commercial health insurance and life insurance coverage for all our employees.

## **LEGAL PROCEEDINGS**

From time to time, we have become and may in the future become a party to various legal or administrative proceedings arising in the ordinary course of our business, including actions with respect to intellectual property claims, breach of contract claims, unfair competitive practice claims, labor and employment claims and other matters. Internet media companies are frequently involved in litigation based on allegations of infringement or other violations of intellectual property rights and other allegations based on the content available on their website or services they provide. See “Risk Factors—Risks Related to our Business—We face uncertainties regarding the legal liability for providing third party services, content and applications on our platforms”, “Risk Factors—Risks Related to our Business—We may be subject to intellectual property claims, which may force us to incur substantial legal expenses and, if determined adversely against us, may materially disrupt our business” and “Risk Factors—Risks Related to our Business — Legal proceedings or allegations of impropriety against us could have a material adverse effect on our reputation, results of operations and financial condition.”

In early 2011, we sued Qihoo 360 Technology Co. Ltd. and Qizhi Software (Beijing) Co., Ltd. (together, “360”) in Beijing for unfair competition, claiming that “Privacy Protector”, an online security product offered by 360, made unfair and unsubstantiated allegations regarding our products. The court held for us in September 2011 by ordering 360 to pay damages and to rectify the adverse consequences of its unfair business practices. The verdict was upheld on appeal in October 2011 and is final. In August 2011, we separately brought another unfair competitive practices claim against 360 in the Supreme People’s Court of Guangdong Province, alleging, among other things, that 360’s “Kou Kou Bodyguard” product improperly interfered with the lawful operation of our products, and in connection with this suit we are seeking appropriate remedies including, without limitation, substantial monetary damages.

On November 15, 2011, Tencent Technology received a copy of a civil complaint which alleges that Tencent Technology infringed the plaintiff’s previously registered “QQ” trademark for use on clothing by entering into arrangements with two other named defendants in April 2007 to sell “QQ” branded clothing in the PRC. The plaintiff seeks, among other things, an immediate stop to the use of the “QQ” brand on clothing by all defendants and damages in the amount of RMB125 million (with all three defendants jointly liable for that amount). Proceedings for this litigation are currently at a preliminary stage and no trial date has been scheduled. We believe these claims are without merit and intend to vigorously defend against such claims. We do not expect this litigation, even if determined adversely to us, to have any material adverse effect on our business, financial condition or results of operations or have any effect on our use of the “QQ” brand for our Internet service business.

Although such proceedings are inherently uncertain and their results cannot be predicted with certainty, we believe that the resolution of our current pending matters will not have a material adverse effect on our business, consolidated financial position, results of operations or cash flows. Regardless of the outcome, however, any litigation can have an adverse impact on us because of legal fees, diversion of management’s attention, reputational damages and other factors. In addition, it is possible that an unfavorable resolution of one or more legal or administrative proceedings, whether in the PRC or in another jurisdiction, could materially and adversely affect our financial position, results of operations or cash flows in a particular period or damage our reputation.

## MANAGEMENT

### DIRECTORS

Our Board currently consists of eight Directors, comprising three Executive Directors, two Non-executive Directors and three Independent Non-executive Directors. The following table sets out the name, age and position of our Directors as of the date of this offering memorandum:

Name	Age	Position
Ma, Huateng .....	40	Chairman of the Board/Chief Executive Officer
Lau, Chi Ping Martin .....	38	Executive Director/President
Zhang, Zhidong.....	40	Executive Director/Chief Technology Officer
Roux, Antonie Andries .....	53	Non-executive Director
Searle, Charles St Leger .....	47	Non-executive Director
Li, Dong Sheng.....	55	Independent Non-executive Director
Bruce, Iain Ferguson.....	70	Independent Non-executive Director
Stone, Ian Charles.....	60	Independent Non-executive Director

#### Executive Directors

**Ma, Huateng**, age 40, is an Executive Director, Chairman of the Board and Chief Executive Officer of the Company. Mr. Ma has overall responsibilities for strategic planning and positioning and management of the Group. Mr. Ma is one of the core founders and has been employed by the Group since 1999. Prior to his current employment, Mr. Ma was in charge of research and development for Internet paging system development at China Motion Telecom Development Limited, a supplier of telecommunications services and products in China. Mr. Ma is a member of the 5th Shenzhen Municipal People's Congress. Mr. Ma has a Bachelor of Science degree specializing in Computer and its Application obtained in 1993 from Shenzhen University and more than 18 years of experience in the telecommunications and Internet industries. He is also a director of Advance Data Services Limited which holds shares of the Company.

**Lau, Chi Ping Martin**, age 38, is an Executive Director with effect from March 21, 2007. Mr. Lau was appointed as the President of the Company in February 2006 to assist Mr. Ma, Chairman of the Board and Chief Executive Officer, in managing the day-to-day operation of the Company. In February 2005, he joined the Company as the Chief Strategy and Investment Officer of the Company, and was responsible for corporate strategies, investments, merger and acquisitions and investor relations. Prior to joining the Company, Mr. Lau was an Executive Director at Goldman Sachs (Asia) L.L.C.'s investment banking division and the Chief Operating Officer of its Telecom, Media and Technology Group. Prior to that, he worked at Mckinsey & Company, Inc. as a management consultant. Mr. Lau received a Bachelor of Science Degree in Electrical Engineering from the University of Michigan, a Master of Science Degree in Electrical Engineering from Stanford University and a MBA from Kellogg Graduate School of Management, Northwestern University. On July 28, 2011, Mr. Lau was appointed as a non-executive director of Kingsoft Corporation Limited, an Internet based software developer, distributor and software service provider listed in Hong Kong.

**Zhang, Zhidong**, age 40, is an Executive Director and Chief Technology Officer of the Company. Mr. Zhang has overall responsibilities for the development of our proprietary technologies, including the basic IM platform and massive-scale online application systems. Mr. Zhang is one of the core founders and has been employed by the Group since 1999. Prior to his current employment, Mr. Zhang worked at Liming Network Group focusing on software and network application systems research and development. Mr. Zhang has a Bachelor of Science degree specializing in Computer and its

Application obtained in 1993 from Shenzhen University and a Master's degree in Computer Application and System Structure from South China University of Technology obtained in 1996. Mr. Zhang has more than 14 years of experience in the telecommunications and Internet industries. He is also a director of Best Update International Limited which holds shares of the Company.

### **Non-executive Directors**

**Roux, Antonie Andries**, age 53, has been a Non-executive Director since 10 December 2002. Mr. Roux is the Chief Executive Officer of the MIH Group, a position he has held since April 2011. Mr. Roux joined the Naspers group in 1979 and was a founding member of M-Net in 1985. In 1997, he was appointed Chief Executive Officer of M-Web South Africa and in 2002 as Chief Executive Officer of Naspers/MIH Internet operations. Currently, Mr. Roux serves on the boards of directors of a number of companies that are subsidiaries of or associated companies with MIH. Mr. Roux has more than 32 years of experience in the telecommunications industry.

**Searle, Charles St Leger**, age 47, has been a Non-executive Director since June 5, 2001. Mr. Searle is currently the Chief Investment Officer of MIH Internet group companies. Prior to joining the MIH group companies, he held various corporate finance positions at Cable & Wireless plc and Hong Kong Telecom. Prior to joining Cable & Wireless plc, he was a senior corporate finance manager at Deloitte & Touche in London and Sydney. Currently, Mr. Searle serves on the boards of directors of a number of companies that are subsidiaries of or associated companies with MIH. Mr. Searle graduated from the University of Cape Town in 1987 with a Bachelor of Commerce degree and is a member of the Institute of Chartered Accountants in Australia (1992). Mr. Searle has more than 17 years of experience in the telecommunications and Internet industries.

### **Independent Non-executive Directors**

**Li, Dong Sheng**, age 55, has been an Independent Non-executive Director since April 2004. Mr. Li is the Chairman and Chief Executive Officer of TCL Corporation, the Chairman of the Hong Kong listed TCL Multimedia Technology Holdings Limited and the Chairman of the Hong Kong listed TCL Communication Technology Holdings Limited, all of which produce consumer electronic products. Mr. Li graduated from South China University of Technology in 1982 with a Bachelor degree in radio technology and has more than 16 years of experience in the information technology field.

**Bruce, Iain Ferguson**, age 70, has been an Independent Non-executive Director since April 2004. Mr. Bruce joined KPMG in Hong Kong in 1964 and was elected to its partnership in 1971. He was the Senior Partner of KPMG from 1991 until his retirement in 1996 and served as Chairman of KPMG Asia Pacific from 1993 to 1997. Since 1964, Mr. Bruce has been a member of the Institute of Chartered Accountants of Scotland and is a fellow of the Hong Kong Institute of Certified Public Accountants, with over 46 years' experience in the accounting profession. He is also a fellow of The Hong Kong Institute of Directors and a member of The Hong Kong Securities Institute. Mr. Bruce is currently an independent non-executive director of Goodbaby International Holdings Limited, a manufacturer of durable juvenile products, Paul Y. Engineering Group Limited, a construction and engineering services company, Sands China Ltd., an operator of integrated resorts and casinos, Vitasoy International Holdings Limited, a beverage manufacturing company, and Wing On Company International Limited, a department store operating and real property investment company; all of these companies are publicly listed companies in Hong Kong. Mr. Bruce is also a non-executive director of Noble Group Limited, a commodity trading company that is publicly listed in Singapore, of China Medical Technologies, Inc., a China-based medical device company that is listed on NASDAQ, and of Yingli Green Energy Holding Company Limited, a China-based vertically integrated photovoltaic product manufacturer that is listed on the New York Stock Exchange. Mr. Bruce is an independent non-executive director of Citibank (Hong Kong) Limited and is the Chairman of KCS Limited.

**Stone, Ian Charles**, age 60, has been an Independent Non-executive Director since April 2004. Mr. Stone is currently an Advisor on International Projects for PCCW Limited and Chief Executive Officer of SITC (a PCCW joint venture) in Saudi Arabia. Since 2001 in PCCW he has been CEO of

UKBroadband in UK and then PCCW Mobile in Hong Kong, followed by being the Managing Director of the International Projects business. Mr. Stone has more than 40 years of experience in the telecom and mobile industries. He was the CEO of SmarTone between 1999 and 2001 prior to which held various senior positions in telecom businesses of the First Pacific Group in Hong Kong and Philippines. Mr. Stone has also held senior positions at Cable & Wireless plc and Hong Kong Telecom, including as Managing Director of CSL and Commercial Director of Hongkong Telecom. Mr. Stone is a fellow member of the Hong Kong Institute of Directors.

#### **SENIOR MANAGEMENT (NON-DIRECTORS)**

**Xu, Chenye**, age 40, one of the core founders and Chief Information Officer. Mr. Xu oversees the strategic planning and development for the website properties and communities, customer relations and public relations of the Company. Prior to that, Mr. Xu had experiences in software system design, network administration as well as marketing and sales management in his previous position at Shenzhen Data Telecommunications Bureau. Mr. Xu received his Bachelor of Science Degree in Computer Science from Shenzhen University in 1993 and a Master of Science Degree in Computer Science from Nanjing University in 1996.

**Chen, Yidan**, age 40, one of the core founders and Chief Administration Officer. Mr. Chen oversees administration, legal affairs, human resources and charity fund of the Company. Mr. Chen is also responsible for the Group's management system, intellectual property rights and government relations. Before Mr. Chen founded the Group in 1998, he worked in the Shenzhen Entry-Exit Inspection and Quarantine Bureau for several years. Mr. Chen received his Bachelor of Science Degree in Applied Chemistry from Shenzhen University in 1993 and a Master of Law Degree in Economic Law from Nanjing University in 1996.

**Xiong, Minghua**, age 46, Co-Chief Technology Officer and Senior Executive Vice President, joined the Company in 2005. He is responsible for product strategy planning of the overall platform, new product innovation, research and development of core technologies, and management for engineering excellence. Mr. Xiong oversees the Company's core platform product teams, including IM and email teams. He is also responsible for the product development, strategic planning and operations for the Company's search engine and advertising platform. Prior to joining the Company, Mr. Xiong worked at Microsoft for nine years and was responsible for the product management of Internet Explorer, Windows and MSN. He also established the MSN China Development Center. Prior to that, he worked at IBM Internet Division. Mr. Xiong received his Bachelor of Engineering Degree in Information System Engineering from National University of Defense Technology in 1987 and a Master of Science Degree in Information Retrieval from Chinese Defense Science and Technology Information Center (CDSTIC) in Beijing in 1990.

**Mitchell, James Gordon**, age 37, Chief Strategy Officer and Senior Executive Vice President, joined us in 2011. He is responsible for the Company's strategic planning and implementation. Prior to joining the Company, Mr. Mitchell worked in Investment Banking for 16 years. Most recently, Mr. Mitchell was a Managing Director at Goldman Sachs in New York, leading the bank's Communications, Media, and Entertainment research team, which analyzed Internet, entertainment, and media companies globally. Mr. Mitchell received his degree from Oxford University and holds a Chartered Financial Analyst Certification.

**Wallerstein, David AM**, age 37, Senior Executive Vice President, joined the Company in 2001. He oversees the Company's international business initiatives through identifying cooperation with multinational partners and is responsible for the Group's operations outside the PRC. Prior to joining the Company, Mr. Wallerstein was the Vice President, Business Development of MIH in China, and was involved in Internet strategy and mergers and acquisitions activities in China. Prior to that, Mr. Wallerstein worked as a management consultant in China's telecommunications and IT industries. Mr. Wallerstein received a Master's Degree in Political Economy from UC Berkeley and a Bachelor's Degree from the Jackson School at the University of Washington.



**Liu, Chengmin**, age 39, Senior Executive Vice President and President of Wireless Business, joined the Company in 2003 as General Manager for telecommunication business division and mobile communication business division. Since October 2005, Mr. Liu has been responsible for the development and operation of the Company's wireless services business and the management of its regional markets in China. Prior to joining the Company, Mr. Liu worked for Huawei Technologies Co., Ltd. in its domestic marketing and sales department. Mr. Liu received his Master of Science Degree in Mechanics from Harbin Industrial University.

**Wu, Xiaoguang**, age 36, Senior Executive Vice President and President of Internet business, joined the Company in 1998, he led the development and product planning for Tencent's core product, the QQ IM client software and has served as Project Manager for the research and development team of QQ, General Manager for IM product and General Manager for Internet business division. Currently, he is in charge of the Company's various Internet services including community, community value-added services and e-commerce. Mr. Wu has extensive experience in product R&D, design planning, product operation and marketing of Internet business. He received his Bachelor of Science Degree in Weather Dynamics from Nanjing University in 1996 and an EMBA from China Europe International Business School (CEIBS) in 2008.

**Ren, Yuxin**, age 35, Senior Executive Vice President and President of Interactive Entertainment Business joined the Company in 2000 and had served as General Manager for the value-added services development division and General Manager for Interactive Entertainment business division. Since September 2005, Mr. Ren has been responsible for the research and development, operations, marketing and sales of gaming products for the Interactive Entertainment Business. Prior to joining the Company, Mr. Ren has worked in Huawei Technologies Co., Ltd.. Mr. Ren received his Bachelor of Science Degree in Computer Science and Engineering from the University of Electronic Science and Technology of China in 1998 and an EMBA from China Europe International Business School (CEIBS) in 2008.

**Lau, Seng Yee**, age 45, Senior Executive Vice President and President of the Online Media Business, joined the Company in 2006 and is responsible for overseeing the Company's online media business, and the development of the Company's online advertising business model, as well as the branding strategies for the Company and its core products. Mr. Lau is a seasoned professional in the media and marketing industry with more than 20 years of solid experience working in leading international advertising agencies, and served in various multinational companies as CEO in China in the previous 16 years. In 2007, Mr. Lau sat in the advisory board for ad:tech, the globally renowned organization for Online Marketing. Mr. Lau held the post of Vice President of China Advertising Association since 2007, as well as the Visiting Professor of Shanghai Normal University. In 2008, Mr. Lau was honored with the prestigious "Remarkable Contribution Award for China's 30 Years Advertising History" from China Advertising Association, and entrusted the honor as one of the 2008 Olympic torch bearers. In 2010, he was appointed as the Adjunct Professor of School of Journalism and Communication of Xiamen University. In 2010, Mr. Lau was awarded as "Top 10 Persons for China Online Advertising Industry, 2009-2010". In 2011, Mr. Lau was honored by New York based Advertising Age as "The World's 21 Most Influential People in Marketing and Media Industry". Prior to joining the Company, Mr. Lau was the Managing Partner of Publicis China and the CEO for BBDO China. Before that, he also held senior management positions at Dentsu Young & Rubicam in Shanghai, and McCann-Erickson in Beijing and Hong Kong. Mr. Lau has been a prolific speaker and article contributor in the media industry. In addition to his regular industry speeches at Cannes, Asia Media Forum. Mr. Lau also spent a considerable amount of time as guest speaker at universities including Harvard Business School, Kellogg School of Management (HKUST), Hong Kong University and China Europe International Business School (CEIBS), just to name a few. He was also a former chairman of Shanghai 4As Council in 2003. Mr. Lau received his EMBA from Rutgers State University of New Jersey, USA. He completed the Advanced Marketing Management courses of Harvard Business School in 2007 and the AMP (Advanced Management Program) of Harvard Business School in 2010.

**Li Haixiang**, age 39, Senior Executive Vice President, joined the Company in 1999 and has been responsible for planning, construction and managing the technical platform supporting our various

operations since December 2005, including technical architecture, information security, settlements, business intelligence, channel connection, fundamental IT, applications maintenance and customer services. Since 2010, Mr. Li has been in charge of the Company's search businesses. Mr. Li was awarded as "China Outstanding CIO" by "IT Manager" magazine in 2008. Prior to joining the Company, Mr. Li served in a system integration company for the research and development of financial and network application software. Mr. Li received his Bachelor of Science Degree in Computer Software from South China University of Technology and an EMBA from China Europe International Business School (CEIBS) in 2007.

**Lo, Shek Hon John**, age 43, Senior Vice President and Deputy Chief Financial Officer, joined the Company in 2004 and served as our Financial Controller from 2004 to 2008. Mr. Lo was appointed as the Company's Vice President and Deputy CFO in 2008. Prior to joining the Company, Mr. Lo worked in PricewaterhouseCoopers as Senior Manager (audit services). He is a Fellow of the CPA Australia, a Fellow of the Hong Kong Institute of Certified Public Accountants and a Fellow of the Chartered Institute of Management Accountants. John received his Bachelor of Business in Accounting from Curtin University of Technology and an EMBA from Kellogg Graduate School of Management, Northwestern University and HKUST.

## **BOARD COMMITTEES**

### **Audit Committee**

The Audit Committee currently comprises of two Independent Non-executive Directors and one Non-executive Director with Iain Ferguson Bruce as the Chairman. To retain independence and objectivity, the Audit Committee is chaired by an Independent Non-executive Director (with appropriate professional qualifications or accounting or related financial management expertise). None of the members of the Audit Committee is a former partner of our existing external auditor. The primary duties of the Audit Committee are to review and supervise our financial reporting process and internal control system and nominate and monitor external auditor.

### **Remuneration Committee**

The Remuneration Committee currently comprises of two Independent Non-executive Directors and one Non-executive Director with Antonie Andries Roux as the Chairman. The primary duties of the Remuneration Committee are to evaluate the performance and make recommendations on the remuneration packages for our Directors, management and general staff and evaluate and make recommendations on employee benefit arrangements.

## **COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT**

The aggregate amount of compensation (including fees, salaries, bonuses, allowances and benefits in kind, share-based compensation expenses and contributions to pension plans) paid or payable to our Directors for each of the years ended December 31, 2008, 2009 and 2010 were RMB53.1 million, RMB54.5 million and RMB63.9 million (US\$10.0 million), respectively.

During the year ended December 31, 2010, 1,000,000 share options were granted to Mr. Lau Chi Ping Martin. Other than that, no options/awarded shares were granted to our other executive, non-executive or independent non-executive directors for the years ended December 31, 2008, 2009 and 2010.

During the years ended December 31, 2008, 2009 and 2010 and other than as set out below:

- No remuneration was paid by us to or receivable by our Directors as an inducement to join or upon joining us.
- No compensation was paid by us to or receivable by our Directors or past Directors for the loss of office as a Director or for loss of any other office in connection with the management of our affairs.

- None of our Directors waived any compensation.

The remuneration of members of our senior management team is determined by the Remuneration Committee and is reviewed on an annual basis taking into consideration performance criteria such as the Company's operating results, individual performance and comparable market statistics.

The five highest paid individuals of the Company include three Directors for the years ended December 31, 2008 and 2009 and two Directors for the year ended December 31, 2010, whose aggregate compensation has been included in the aggregate compensation of our Directors above. Including the compensation of such Directors, the aggregate emoluments (including fees, salaries, bonuses, allowances and benefits in kind, share-based compensation expenses and contributions to pension plans) paid/payable to the five highest paid employees during the years ended December 31, 2008, 2009 and 2010 were RMB74.7 million, RMB77.6 million and RMB99.9 million (US\$15.7 million), respectively. No compensation was paid/payable by us to such employees for the years ended December 31, 2008, 2009 and 2010 for loss of office in connection with the management of our affairs.

Except as disclosed above, no other payments have been paid or payable by us or any of our subsidiaries to our Directors, with respect to the years ended December 31, 2008, 2009 and 2010.

## REGULATION

The following discussion summarizes certain aspects of PRC law and regulations, which are relevant to our operations and business. For a description of the legal risks relating to government regulation of our business, see “Risk Factors.”

### CORPORATE LAWS AND INDUSTRY CATALOGUE RELATING TO FOREIGN INVESTMENT

The establishment, operation and management of corporate entities in the PRC are governed by the Company Law of the PRC (“**Company Law**”) (公司法), effective in 1994, as amended. The Company Law is applicable to our PRC subsidiaries and consolidated affiliated entities unless the PRC laws on foreign investment have stipulated otherwise.

The establishment, approval, registered capital requirement and day-to-day operational matters of wholly foreign-owned enterprises are regulated by the Wholly Foreign-owned Enterprise Law of the PRC (外資企業法) effective in 1986, as amended in 2000, and the Implementation Rules of the Wholly Foreign-owned Enterprise Law of the PRC effective in 1990, as amended in 2001.

Investment activities in the PRC by foreign investors are principally governed by the Guidance Catalogue of Industries for Foreign Investment (“**Catalogue**”) (外商投資產業指導目錄), which was promulgated and has been amended from time to time by the MOFCOM and the National Development and Reform Commission (“**NDRC**”). The Catalogue divides industries into three categories: encouraged, restricted and prohibited. Industries not listed in the Catalogue are generally permitted to receive foreign investment unless specifically restricted by other PRC regulations.

Establishment of wholly foreign-owned enterprises is generally permitted in encouraged industries. Some restricted industries are limited to equity or contractual joint ventures, while in some cases Chinese partners are required to hold the majority interests in such joint ventures. In addition, restricted category projects may also be subject to higher-level government approvals. Foreign investors are not allowed to invest in industries in the prohibited category.

### REGULATORY AUTHORITIES

Certain areas related to the Internet, such as telecommunications, Internet information services, international connections to computer information networks, information security and censorship are regulated heavily in the PRC and are covered extensively by a number of existing laws and regulations issued by various PRC governmental authorities, including but not limited to:

- GAPP;
- MOFCOM;
- MOC;
- MIIT;
- MPS;
- SAFE;
- SAIC;
- the State Administration for Radio, Film and Television (“**SARFT**”);
- the State Council Information Office (“**SCIO**”); and
- the State Council Internet Information Office (“**SCIO**”).

## GENERAL REGULATIONS ON INTERNET AND TELECOMMUNICATIONS INDUSTRIES

### Regulations on Value-added Telecommunications Services

On September 25, 2000, the State Council promulgated the Telecommunications Regulations (“**Telecom Regulations**”) (電信條例) which draws a distinction between “basic telecommunication services” and “value-added telecommunication services.” Pursuant to the currently effective Catalogue of Telecommunications Business (電信業務分類目錄), “value-added telecommunication services” cover (i) online data processing and transaction processing, (ii) domestic multi-party communication service, (iii) domestic Internet protocol-virtual private network (IP-VPN), (iv) Internet data center, (v) storage-transfer service, (vi) call center service, (vii) Internet access service, and (viii) information service. Under the Telecom Regulations, commercial operators of value-added telecommunications services must first obtain an operating license from MIIT or its local branch.

On September 25, 2000, the State Council promulgated the Administrative Measures on Internet Information Services (“**Internet Measures**”) (互聯網信息服務管理辦法). According to the Internet Measures, Internet content provision services (“**ICP**”) is a subcategory of value-added telecommunications services and ICP operators must obtain an ICP License (“**ICP License**”) from MIIT or its local branch before engaging in any commercial ICP operations within the PRC. When the Internet information service involves certain particular areas, such as news, publication, education, medicine, health, pharmaceuticals, and medical equipment, prior approval from the respective regulatory authorities must be obtained prior to applying for the ICP License.

On March 1, 2009, MIIT promulgated the Administrative Measures on Telecommunications Business Operating License (“**Telecom License Measures**”) (電信業務經營許可管理辦法), effective on April 10, 2009, which replaced the previously issued Measures on Administration of Telecommunications Business Operating License (電信業務經營許可證管理辦法). The Telecom License Measures set forth the qualifications and procedures for obtaining the ICP License, the supervision obligation of telecommunications service operators and the annual review system. An ICP operator conducting value-added telecommunications services within a single province must obtain the ICP License from MIIT’s local branch, while an ICP operator providing value-added telecommunication services across different provinces must obtain a trans-regional ICP License directly from MIIT. According to the Telecom Licensing Measures, ICP operators are also required to lodge certain documents with the competent authorities in first quarter of each year and go through the annual inspection process with respect to their operations during the previous year.

### Regulations on Foreign Investment in the Value-added Telecommunications Services

Foreign investment in the telecommunications sector is governed by the Regulations on Administration of Foreign Invested Telecommunications Enterprises (“**FITE Regulations**”) (外商投資電信企業管理規定), which were promulgated by the State Council on December 11, 2001 and amended on September 10, 2008. Pursuant to the FITE Regulations, a foreign investor must establish a foreign invested telecommunications enterprise (“**FITE**”) with a PRC joint venture partner, to engage in basic telecommunications and value-added telecommunications businesses. The foreign investor’s ultimate equity ownership in a value-added telecommunications business must not exceed 50%. Moreover, for a foreign investor to establish a new FITE or acquire any equity interest in an existing value-added telecommunications business in the PRC, it must demonstrate a good track record and experience in operating value-added telecommunications services. Foreign investors that meet these requirements must obtain approvals from MIIT and MOFCOM or their local branches.

On July 13, 2006, MIIT issued the MIIT Circular, which emphasizes that a foreign investor planning to invest in the value-added telecommunications sector in the PRC must set up a FITE and apply for the applicable telecommunications business operation license. A domestic value-added telecommunications services provider shall not lease, transfer or sell any telecommunications business operation license in any way to a foreign investor, or provide resources, sites, facilities or other conditions for a foreign investor to illegally operate a telecommunications business in the PRC.

According to the MIIT Circular, if a foreign investor cooperates with a domestic value-added telecommunications services provider, the following requirements apply: (1) the domain names and registered trademarks used by the value-added telecommunications services provider must be legally owned by itself or its shareholder; (2) the value-added telecommunications services provider must have a premise, servers and other necessary facilities for its approved business operations and maintain such facilities in the regions covered by its license; and (3) the value-added telecommunications services provider must safeguard its network and Internet security in accordance with standards set forth in relevant PRC regulations.

On September 28, 2009, GAPP, the National Copyright Administration, and the National Office of Combating Pornography and Illegal Publications jointly issued Circular 13. The GAPP Notice states that foreign investors are not permitted to invest in online game operating businesses in the PRC via wholly-owned, PRC-foreign equity joint ventures or cooperative joint ventures or to exercise control over or participate in the operation of domestic online game businesses through indirect means, such as other joint venture companies or contractual or technical arrangements. Regarding the risks with respect to the MIIT Circular and the Circular 13, please see “Risk Factors—Risks Related to our Corporate Structure—If the PRC government finds that the agreements that establish the structure for operating our services in the PRC do not comply with PRC governmental restrictions on foreign investment in value-added telecommunications businesses or other related businesses, or if these regulations or the interpretation of existing regulations change in the future, we could be subject to severe penalties or be forced to relinquish our interests in those operations.”

### **Regulations on Internet Content Services**

National security considerations are an important factor in the regulation of Internet content in the PRC. Under the Internet Measures, violators may be subject to penalties, including criminal sanctions, for the production, duplication, posting or dissemination of any Internet content that:

- opposes the fundamental principles stated in the PRC Constitution;
- compromises national security, divulges state secrets, subverts state power or damages national unity;
- harms the dignity or interests of the state;
- incites ethnic hatred or racial discrimination or damages inter-ethnic unity;
- undermines PRC religious policy or propagates heretical teachings or feudal superstitions;
- disseminates rumors, disturbs social order or disrupts social stability;
- disseminates obscenity, pornography, gambling, violence, murder, terror or induces crimes;
- humiliates or defames any other person, or infringes the legal interests of any other person; or
- is otherwise prohibited by the laws or administrative regulations.

ICP operators are required to monitor their websites. They shall not post or disseminate any content that falls within these prohibited categories and must remove any such content from their websites. MIIT or its local branches may shut down the websites of ICP operators that violate any of the above-mentioned content restrictions, order them to suspend their operations, or revoke their ICP Licenses.

On December 28, 2000, the Standing Committee of National People's Congress, the PRC national legislative body, adopted the Decisions on Maintenance of Internet Security (“**Internet Security Decisions**”) (關於維護互聯網安全的決定), which provide that individuals or entities may be subject to criminal charges for certain misconduct which threaten or harm (i) the Internet operation safety, (ii) national security and social stability, (iii) economic system and social management and (iv) legal rights and interests of legal persons and other organizations.

### **Regulations on Internet Cultural Activities**

On May 10, 2003, MOC promulgated the Provisional Regulations for the Administration of Internet Culture (“**Internet Culture Regulations**”) (互聯網文化管理暫行規定), which were revised in July 2004 and February 2011 and the revised Internet Culture Regulations became effective on April 1, 2011. The Internet Culture Regulations apply to entities that engage in activities related to “Internet cultural products”, which are classified as cultural products produced, disseminated and circulated via the Internet, including Internet cultural products: (i) specifically produced for the Internet, such as online music entertainment, online games, network games, network performance programs, online performing arts, online artworks and online animation features and cartoons and so forth; and (ii) converted from music entertainment, games, performance programs, performing arts, artworks and animation features and cartoons and disseminated via the Internet.

Pursuant to the Provisional Regulations for the Administration of Internet Culture (互聯網文化管理暫行規定) promulgated by MOC on February 17, 2011 and effective on April 1, 2011, an entity is required to obtain a Network Culture Operating Permit from the relevant local branch of MOC, in addition to the ICP License if it intends to commercially engage in any of the following types of activities:

- (i) production, duplication, import, distribution or broadcasting of Internet cultural products;
- (ii) publication of Internet cultural products on the Internet or transmission of Internet cultural products via an information network, such as the Internet and mobile networks, to a computer, fixed-line or mobile phones, television sets or gaming consoles for the purpose of browsing, reviewing, using or downloading such products by online users; or
- (iii) exhibitions or contests related to Internet cultural products.

## **REGULATIONS ON ONLINE GAMING**

### **Regulations on Electronic and Internet Publications**

On February 21, 2008, GAPP issued the Regulations on Administration of Publishing of Electronic Publications (“**Electronic Publications Regulations**”) (電子出版物出版管理規定), which became effective from April 15, 2008 and repealed the prior Regulations on Administration of Electronic Publications issued on December 30, 1997. Pursuant to the Electronic Publications Regulations, the PRC implements a licensing system for publishing of electronic publications, which include mobile games and online games. A company wishing to publish electronic publications must meet the specified requirements with respect to registered capital, equipment, premise, organizational structure and obtain an approval from GAPP. With such approval, the company must then register with the local branch of GAPP and obtain an Electronic Publications Publishing License. A company engaged in publishing of electronic publications is also required to go through a regular inspection process every two years, during which the company's registration, qualification, business operation, compliance and internal management will be reviewed by the local branch of GAPP.

On June 27, 2002, GAPP and MIIT jointly issued the Interim Regulations on Administration of Internet Publication (“**Internet Publication Regulations**”) (互聯網出版管理暫行規定), which became effective from August 1, 2002. These regulations require business operations involving Internet publishing to be approved by GAPP. Internet publishing is defined as any act by an Internet information service provider to select, edit and process works created by itself or others and to make such works publicly available on the Internet.

Under the GAPP Notice, provision of online games via Internet is regarded as an Internet publishing activity and online game operators must be examined and approved by GAPP. With such approval, the online game operator will receive an Internet Publishing License specifically allowing for online game operation business. The notice prohibits any direct foreign investment in online game operation business. Furthermore, it prohibits foreign control or participation in domestic companies’ online game operation business in an indirect way such as entering into technical support agreements or in any other disguised manner.

### **Regulations on Online Game Operations**

Online game operations are covered extensively by a number of existing laws and regulations issued by various PRC governmental authorities, including MIIT, GAPP and MOC. Under the Electronic Publication Rules and other regulations issued by GAPP, online games are classified as a kind of electronic production and publishing of online games is required to be done by licensed electronic publishing entities with standard publication codes. The Internet Publication Regulations require online game operators, to obtain an Internet Publication License from GAPP prior to directly making its online games publicly available in the PRC. Under the revised Internet Culture Regulations, which became effective on April 1, 2011, online game operators are required to apply to the local branch of MOC for a Network Culture Operating Permit as online games fall within the scope of Internet cultural products.

On March 1, 2009, MIIT issued the Measures on Administration of Software Products (“**Software Measures**”) (軟件產品管理辦法), which became effective on April 10, 2009 and replaced the previous measures governing software products issued on October 27, 2000. The Software Measures regulate development, production, sales, import and export of software products in the PRC with the view to promote the development of the PRC software industry. The Software Measures provide a registration and filing system with respect to software products made in or imported into the PRC. These software products may be registered with the competent local software registration authority authorized by the local branch of MIIT. Registered software products may enjoy preferential treatment pursuant to the relevant software industry regulations. Software products can be registered for five years, and registration can be renewed upon expiration. In order to further implement the Computer Software Protection Regulations (計算機軟件保護條例) promulgated by the State Council on December 20, 2001, the National Copyright Administration of the PRC issued the Computer Software Copyright Registration Procedures (計算機軟件著作權登記辦法) on February 20, 2002, which apply to software copyright registration, license contract registration and transfer contract registration.

According to the Circular on Purifying Online Games (關於淨化網絡遊戲工作的通知) jointly issued by MOC, MIIT, SAIC and other relevant government authorities on June 9, 2005, if an online game is not registered and filed under the Software Measures, it may not be released in the PRC.

### **Regulations on Online Game Censorship and Imported Games**

On May 14, 2004, MOC issued the Notice Regarding the Strengthening of Online Game Censorship (“**Censorship Notice**”) (文化部關於加強網絡遊戲產品內容審查工作的通知), which mandates the establishment of a new committee under MOC that will screen the content of imported online games. In addition, all imported and domestic online games are required to be examined and filed with MOC.



On July 12, 2005, MOC and MIIT promulgated the Opinions on the Development and Administration of Online Games (關於網絡遊戲發展和管理的若干意見), reflecting the government's intent to both foster and control the development of the online game industry in the PRC. In addition, MOC will censor online games that “threaten state security”, “disturb the social order”, or contain “obscenity” or “violence.”

Pursuant to the GAPP Notice, online game operators must provide each online game to GAPP for examination and approval prior to its online release. The GAPP Notice further provides that GAPP is responsible for the examination and approval of any imported online games. Any online game operator that intends to operate imported online games shall first apply for approval on copyright registration certificate from the relevant local branch of the Copyright Administration and then pre-approval from GAPP.

On November 13, 2009, MOC issued its Notice Regarding Improving and Strengthening the Administration of Online Game Content (“**Online Game Content Notice**”) (文化部關於改進和加強網絡遊戲內容管理工作的通知), calling for online game operators to improve and innovate their game models. Emphasis is placed specifically on the following: (i) mitigating the pre-eminence of the “upgrade by monster fighting” model, (ii) imposing more severe restraints on the “player kill” model, (iii) restricting in-game marriages among game players; and (iv) improving the enforcement of the legal requirements for the registration of minors and gaming time-limits.

The Online Game Content Notice also requires online game operators to set up a committee to carry out game content self-censorship. The person responsible for such self-censorship must receive training from MOC or its local branch. MOC also intends to introduce a training and evaluation system for the persons in charge of research and development and operations at online game companies. In addition, MOC intends to formulate technical standards and norms for game development in order to provide technological support for original domestic games. The development and operation of “thoughtful and educational” online games is also to be encouraged.

On June 3, 2010, MOC issued the Interim Measures for the Administration of Online Games, which became effective on August 1, 2010 (“**Online Game Measures**”) (網絡遊戲管理暫行辦法). The Online Games Measures govern the activities with respect to online game development and operations, issuance of virtual currency, and provision of virtual currency exchange service. The Online Game Measures require that domestic online games must be filed with MOC within 30 days of their initial online release and in case of any substantial change. The Online Game Measures also require that all imported online games be subject to content review by MOC prior to their online release.

On July 29, 2010, MOC issued the Notice of the Ministry of Culture on the Implementation of the Interim Measures for the Administration of Online Games (文化部關於貫徹實施《網絡遊戲管理暫行辦法》的通知), which took effect on date of its issuance. This notice provides details as to the requirements relating to applications for Network Culture Operating Permits and the MOC's content review of online games. In addition, the notice emphasizes the protection of minors playing online games and requires online game operators to promote real-name registration users of their games.

### **Regulations on Web-based Games**

Generally speaking, the Circular 13 and Online Game Measures include web-based games within the definition of online games. Prior to the promulgation of the Circular 13 and the Online Game Measures, both GAPP and MOC attempted to regulate the operation and operators of MMORPGs, although there was no specific regulation or policy that included web-based games as online games. However, due to the growing popularity of social and web-based games, these games are coming under increasing scrutiny with efforts being made to limit the role and impact of foreign companies in this sector. GAPP and MOC have both indicated that social and web-based games should be regulated similarly to other online games.

## Regulations on Virtual Currency

On February 15, 2007, MOC, PBOC and other relevant government authorities jointly issued the Notice on the Reinforcement of the Administration of Cybercafe and Online Games (“**Cybercafe Notice**”) (關於進一步加強網吧及網絡遊戲管理工作的通知). Under the Cybercafe Notice, PBOC is directed to strengthen the administration of virtual currency in online games to avoid any adverse impact on the real economic and financial systems. The Cybercafe Notice provides that the total amount of virtual currency issued by online game operators and the amount purchased by individual users should be strictly limited, with a strict and clear division between virtual transactions and real e-commerce transactions. This notice also provides that (i) virtual currency should only be used to purchase virtual items provided in the online games by the online game operator; (ii) if the customers would like to redeem the virtual currency for legal currency, the amount so redeemed shall not exceed the original purchase amount; and (iii) the activity of buying and reselling virtual currency for a profit is strictly prohibited.

On June 4, 2009, MOC and MOFCOM jointly issued the Notice on the Strengthening of Administration on Online Game Virtual Currency (“**Virtual Currency Notice**”) (關於加強網絡遊戲虛擬貨幣管理工作的通知). Virtual currency is broadly defined in the Virtual Currency Notice as a type of virtual exchange instrument issued by Internet game operation enterprises, purchased directly or indirectly by the game user by exchanging legal currency at a certain exchange rate, saved outside the game programs, stored in servers provided by the Internet game operation enterprises in electronic record format and represented by specific numeric units. Virtual currency is used to exchange Internet game services provided by the issuing enterprise for a designated extent and time, and is represented by several forms, such as prepaid game cards, prepaid amounts or Internet game points. Game props, which are virtual items or equipment obtained from playing online games, are excluded from the definition of virtual currency. The Virtual Currency Notice specifically states that game props should not be confused with virtual currency and that MOC, jointly with other authorities, will issue separate rules to govern them.

The Virtual Currency Notice divides the virtual currency business into (i) “virtual currency issuance enterprise”, which is an online game operating enterprise engaged in the issuance and provide of virtual currency use service and (ii) “virtual currency trading enterprise”, which is an enterprise providing a trading platform between the users in respect of the virtual currency.

On July 20, 2009, MOC promulgated the Filing Guidelines on Online Game Virtual Currency Issuing Enterprises and Online Game Virtual Currency Trading Enterprises (“網絡遊戲虛擬貨幣發行企業”、“網絡遊戲虛擬貨幣交易企業”申報指南), which specifically defines “issuing enterprise” and “trading enterprise” and stipulates that a single enterprise may not operate both types of business. MOC also established that the activities of issuing virtual currency fall within the scope of “online game operations” and those enterprises must apply for a Network Culture Operating Permit.

In addition, when applying for a Network Culture Operating Permit with MOC, an issuing enterprise must file detailed information about its virtual currency, including form, extent of circulation, unit purchase price, and how the virtual currency will be refunded upon termination of services. Issuing enterprises are prohibited from altering the unit purchase price of the virtual currency after filing, and must complete filing procedures with MOC or its local branch before issuing new types of virtual currency.

One objective of the Virtual Currency Notice is to limit the volume of virtual currency and thereby reduce concerns regarding its inflationary impact on the Renminbi. Other objectives are to restrict the liquidity of virtual currency, minimize links between virtual currency and government-issued legal tender, and mitigate any negative spillover effects from the virtual into the real world.

Pursuant to these goals, virtual currency may not be used to pay for any services outside of the online game realm. The Virtual Currency Notice prohibits online game operators from awarding game props or virtual currency through lucky draws or lotteries that require users to first contribute cash or virtual currency.

### **Regulations on Anti-fatigue System and Real-Name Registration System**

On April 15, 2007, MIIT, GAPP, the Ministry of Education and five other government authorities jointly issued the Notice on the Implementation of Online Game Anti-fatigue System to Protect the Physical and Psychological Health of Minors (“**Anti-fatigue Notice**”) (關於保護未成人身心健康實施網絡遊戲防沉迷系統的通知). Pursuant to the Anti-fatigue Notice, online game operators are required to install an “anti-fatigue system” that discourages game players under 18 years of age from playing games for more than five hours per day. Under such anti-fatigue system, three hours or less of continuous play by minors is considered to be “healthy,” three to five hours to be “fatiguing,” and five hours or more to be “unhealthy.” Game operators are required to reduce the value of in-game benefits to a game player by half if the player has reached the “fatiguing” level, and to zero for the “unhealthy” level. To identify whether a game player is a minor and thus subject to the anti-fatigue system, online game operators must also use a real-name registration system.

On July 1, 2011, the GAPP, the Ministry of Education, MPS, MIIT and four other governmental authorities issued the Notice regarding Launch of Real-Name Verification for Online Game Anti-fatigue System (“**Real-Name Verification Notice**”) (關於啓動網絡遊戲防沉迷實名驗證工作的通知). Pursuant to the Real-Name Verification Notice, starting from October 1, 2011, real-name verification for online game (excluding mobile online games) anti-fatigue systems shall be launched nationwide and the National Center for Citizen’s Identification Card Number Search Service (“**ID Card Search Center**”), an affiliate of MPS, is responsible for the real-name verification for online game anti-fatigue systems. The ID Card Search Center shall verify the identification information reported by online game operators in a timely manner and effectively in accordance with the Procedures for Real-Name Verification for Online Game Anti-fatigue Systems (網絡遊戲防沉迷實名驗證流程). Online game operators shall be responsible for the recognition of real-name registration information of users, report any user identification information that needs to be verified and include users who have been determined to have provided fake identification information to the online game anti-fatigue system by real-name verification.

## **REGULATIONS ON INTERNET VALUE-ADDED SERVICES**

### **Regulations on Instant Messaging and Short Messaging Services**

There are no specific provisions under PRC regulations that regulate IM services. Instead, IM services are allowed to be provided by an ICP operator holding an ICP License without the need for separate and additional approvals from MIIT or any other government authorities. Therefore, the IM service will not be described as a particular service item appearing on the ICP License.

On April 15, 2004, MIIT issued the Notice on Certain Issues Regarding Standardizing Short Messaging Service (“**SMS Notice**”) (關於規範短信息服務有關問題的通知). Pursuant to the SMS Notice, only duly approved ICP operators are permitted to provide SMS. The SMS Notice provides that an ICP operator engaging in SMS services must prominently advise users of the charge standards, collection methods and subscription cancellation procedures. In addition, the ICP operator shall provide SMS services strictly in accordance with users’ requirements. Further, the ICP operators must examine the content of SMS to ensure compliance with PRC law. The service systems of the telecommunications operator and ICP operator must automatically record and keep for a period of five months information including the time of transmission and receipt, telephone numbers and codes of the sending and receiving terminal devices.

## **Regulations on Internet Bulletin Board Services and Microblog Services**

Though there is no regulation specifically regulating the services of microblog or other SNS activities provided by an ICP operator, such service are usually regarded as a type of BBS service and therefore an ICP License specifying the BBS service is required. Where the BBS service provided by the ICP operator involves any Internet cultural activities, such as online contests, online games or music, a Network Culture Operating Permit is also required.

On March 7, 2001, MIIT issued a Notice on Further Strengthening Administrative Regulation on Internet Information Bulletin Board Services (“**BBS Notice**”) (關於進一步做好互聯網信息服務電子公告服務審批管理工作的通知). The BBS Notice regulates BBS services from six aspects: (i) the category and content of the forum shall be clearly specified; (2) the editor of this BBS forum shall regulate the forum and if there are any improper content that violate applicable regulations, the website and the editor in charge of such forum shall be liable; (iii) user registration prior to using the BBS services; (iv) the rules governing the BBS services and the ICP operator shall be published in a conspicuous position on the webpage of the BBS forum; (v) the information posted by the BBS user shall be automatically monitored and manually filtered before release on the Internet; and (vi) if the website engages in the Internet information service business and provides information relating to topics such as, news, education and medicine, prior approval from the relevant authorities shall be obtained before applying for the ICP License to the local branch of MIIT.

## **Regulations on Internet News Publication and Dissemination**

On November 7, 2000, SCIO and MIIT jointly promulgated the Provisional Measures for Administration of Internet Websites Carrying on the News Publication Business (“**Internet News Measures**”) (關於互聯網站從事登載新聞業務管理暫行規定). These measures require an ICP operator, other than a government authorized news unit/organization, to obtain the approval from SCIO to publish news on its website or disseminate news through the Internet. Furthermore, any disseminated news is required to be obtained from government-approved sources based on contracts between the ICP operator and these sources or produced by the ICP operators themselves. The copies of such contracts must be filed with the news office of the provincial-level government.

On September 25, 2005, SCIO and MIIT jointly issued the Provisions on the Administration of Internet News Information Services (互聯網新聞信息服務管理規定), which requires Internet news information service organizations to obtain the Internet News Information Service License from SCIO before they can provide the approved service and file an annual business report to SCIO or its local branch.

## **Regulations on Internet Medicine Information Services and Internet Medical Care Information Services**

On July 8, 2004, State Food and Drug Administration (“**SFDA**”) promulgated the Administration Measures on Internet Medicine Information Service (“**Medicine Information Measures**”) (互聯網藥品信息服務管理辦法). The Medicine Information Measures set forth the classification, application, approval, content, qualifications and requirements for Internet medicine information services. Under the Medicine Information Measures, an ICP operator that provides medicine information service shall obtain an Internet Medicine Information Service Qualification Certificate, which is valid for 5 years, from the SFDA local branch before it applies for the ICP License. The ICP operator must clearly display its Internet Medicine Information Service Qualification Certificate number on its website.

On September 20, 2005, the SFDA promulgated the Interim Provisions on the Approval of Internet Drug Transaction Services (“**Drug Transaction Provisions**”) (互聯網藥品交易服務審批暫行規定), effective on December 1, 2005. The SFDA issued two notices concerning the implementation of the Drug Transaction Provisions on October 25, 2005 and March 3, 2006, respectively. According to the Drug Transaction Provisions and these implementation notices, enterprises engaging in the Internet drug transaction services shall obtain Internet drug transaction services organization qualification certificates. Internet drug transaction services include services provided for Internet drug transactions among pharmaceutical production enterprises, pharmaceutical marketing enterprises and medical institutions, services provided for Internet drug transactions conducted by pharmaceutical production enterprises and pharmaceutical wholesale enterprises through their own websites with enterprises other than the members of their enterprise groups, as well as services provided for Internet pharmaceutical transactions by individual consumers.

On May 1, 2009, Ministry of Health (“**MOH**”) promulgated the Administration Measures on Internet Medical Care Information Service (“**Medical Information Measures**”) (互聯網醫療保健信息服務管理辦法), which became effective on July 1, 2009. Under the Medical Information Measures, an ICP operator that provides medical care information service shall obtain a consent letter for Internet Medical Care Information Service, which is valid for two years, from the MOH local branch before it applies for the ICP License. Online medical advertisements must also comply with the Measures for the Administration of Medical Advertisements (醫療廣告管理辦法) jointly promulgated by MOH and SAIC on September 27, 1993 and amended on November 10, 2006.

### **Regulations on Online Music**

On November 20, 2006, MOC issued Several Suggestions of the Ministry of Culture on the Development and Administration of Internet Music (“**Suggestions**”) (關於網絡音樂發展和管理的若干意見), which became effective on that date. The Suggestions, among other things, reiterate the requirement for an ICP operator to obtain the Network Culture Operating Permit to carry out any business relating to Internet music products. In addition, foreign investors are prohibited from operating Internet culture businesses. The Suggestions further provide that, any online music that will be circulated within the PRC is required to (i) for foreign music, be approved for importation by MOC and (ii) for domestic music, be registered with MOC. Imported online music is required to be filed for content review by MOC before being circulated online.

On August 18, 2009, MOC promulgated the Notice on Strengthening and Improving the Content Review of Online Music (“**Online Music Notice**”) (關於加強和改進網絡音樂內容審查工作的通知). According to the Online Music Notice, only “Internet culture operating entities” approved by MOC may engage in the production, release, dissemination, including providing direct links to music products, and importation of online music products. The content of online music shall be reviewed by or filed with MOC. Furthermore, Internet culture operating entities are required to establish a strict self-monitoring system of online music content and set up a special department in charge of such monitoring.

Since 2010, MOC has taken great efforts to crack down music websites which carry out an online music operation without approval. It is expected that MOC will release more regulations and tighten its regulatory enforcement on online music operations in the future.

### **Regulations on Online Audio/Video Broadcasting**

On July 6, 2004, SARFT promulgated the Rules for the Administration of Broadcasting of Audio and Video Programs through the Internet and Other Information Networks (“**Audio and Video Broadcasting Rules**”) (互聯網等信息網絡傳播視聽節目管理辦法), which became effective on October 11, 2004. The Audio and Video Broadcasting Rules apply to the launch, broadcasting,

aggregation, transmission or download of audio or video programs via the Internet and other information networks. Anyone who wishes to engage in Internet broadcasting activities must first obtain an Information Network Audio and Video Program Dissemination License, with a term of two years, issued by SARFT and operate pursuant to the scope as provided in such license.

On April 13, 2005, the State Council announced *Several Decisions on Investment by Non-state-owned Companies in Culture-related Business in China* (國務院關於非公有資本進入文化產業的若干決定). These decisions encourage and support non-state-owned companies to enter certain culture-related business in the PRC, subject to restrictions and prohibitions for investment in audio or video broadcasting, website news and certain other businesses by non-state-owned companies. These decisions authorize SARFT, MOC and GAPP to adopt detailed implementation rules according to these decisions.

On December 20, 2007, SARFT and MIIT jointly issued the *Rules for the Administration of Internet Audio and Video Program Services* (“**Circular 56**”) (互聯網視聽節目服務管理規定). Circular 56 reiterates the requirement set forth in the *Audio and Video Broadcasting Rules* that Internet (including mobile network) audio and video service providers must obtain the Information Network Audio and Video Program Dissemination License from SARFT. Furthermore, Circular 56 requires all Internet audio or video service providers to be either wholly state-owned or state-controlled. According to relevant official answers to press questions published on SARFT’s website dated February 3, 2008, officials from SARFT and MIIT clarified that Internet audio or video service providers (foreign-invested websites not included) that have been operating lawfully prior to the issuance of Circular 56 may re-register and continue to operate without becoming state-owned or controlled, provided that such providers have not engaged in any unlawful activities. This exemption will not be granted to Internet audio or video service providers established after Circular 56 was issued. Such policies have been reflected in the application procedures for Audio and Video Program Dissemination License.

On December 28, 2007, SARFT issued the *Notice on Strengthening the Administration of TV Dramas and Films Transmitted via the Internet* (“**Notice on Dramas and Films**”) (關於加強互聯網傳播影視劇管理的通知). According to the *Notice on Dramas and Films*, before an ICP operator makes film and drama programs available online, it must obtain the Permit for Issuance of TV Dramas, the Permit for Public Projection of Films, the Permit for Issuance of Cartoons and/or the Permit for Public Projection of Academic Literature Movies and TV Plays accordingly. In addition, the ICP operator must obtain authorization from the copyright owners of the film and drama programs regarding the online dissemination.

On March 31, 2009, SARFT issued the *Notice on Strengthening the Administration on Content of Internet Audio-Visual Programs* (關於加強互聯網視聽節目內容管理的通知), which requires that Internet audio and video service providers must edit or delete programs that contain illegal content and improve their program content administration systems. Internet audio and video service providers should obtain relevant permits such as film screening license, television drama distribution license or television animation distribution license etc. for the TV dramas and films they provide.

On September 15, 2009, SARFT issued the *Notice on Issues Concerning the Administration of Internet Audio-Video Program Service Permits* (關於互聯網視聽節目服務許可證管理有關問題的通知). According to this notice, any website or individual that has not obtained an Information Network Audio and Video Program Dissemination License may not provide audio-video program services via the Internet. The administrative departments in charge of radio, film and television at all levels shall order the websites and individuals that provide Internet-based audio-video program services without having obtained the Information Network Audio and Video Program Dissemination Licenses to immediately cease such unauthorized services.

On April 1, 2010, SARFT issued the Internet Audio and Video Program Services Categories (Provisional) (“**Categories**”) (互聯網視聽節目服務業務分類目錄(試行)), which classify Internet audio and video programs into four categories. Category I includes Internet audio and video programs that take the form of broadcast station and television station and is only open to state-owned broadcast media companies. The other three categories are open to privately-held entities and include non-political Internet audio/video programs, programs uploaded by Internet users and Internet relay programs.

### **Regulations on Production and Operation of Radio and TV Programs**

On July 19, 2004, SARFT promulgated the Administrative Measures on the Production and Operation of Radio and Television Programs (“**Radio and TV Programs Measures**”) (廣播電視節目製作經營管理規定), which became effective on August 20, 2004. These measures provide that anyone who wishes to produce or operate radio or television programs must first obtain the Permit for Production and Operation of Radio and TV Programs from SARFT or its local branches. Applicants for this permit must meet several criteria, including having a minimum registered capital of RMB3 million. Entities with the Permit for Production and Operation of Radio and TV Programs must conduct their business operations in strict compliance with the approved scope of production and operation provided under the permit. Furthermore, entities other than radio and TV stations are strictly prohibited from producing radio and TV programs covering contemporary political news or similar subjects and topics.

### **Regulations on Online Trading**

Currently, unless otherwise mentioned herein, there is no PRC law or regulation at the national level that requires a special license, qualification or permit be obtained in order to provide an online trading platform service.

On March 6, 2007, MOFCOM promulgated the Guiding Opinions of the Ministry of Commerce on Online Trading (Interim) (“**Online Trading Opinions**”) (商務部關於網上交易的指導意見(暫行)). Under the Online Trading Opinions, an online trading platform operator, as one type of the online trading service operator, shall (i) be qualified as a legal entity; (ii) standardize its service and set up a user registration system, trading rules, information disclosure and examination system and other necessary systems; (iii) provide proper information disclosure to the users; (iv) maintain transaction in order; (v) protect users’ interest and costumers’ benefit; (vi) store trading information and ensure data security; (vii) monitor the information on its online trading platform; and (viii) maintain online platform system security.

On May 31, 2010, SAIC promulgated the Interim Measures for the Trading of Commodities and Services through the Internet (“**Internet Trading Measures**”) (網絡商品交易及有關服務行為管理暫行辦法), which became effective on July 1, 2010. Under the Internet Trading Measures, an online trading platform operator is obligated to, without limitation, (i) examine the identification of merchandisers using the platform; (ii) enter into agreements with merchandisers using the platform; (iii) set up platform rules and regulations; (iv) inspect and supervise the trading information and activities on the platform; (v) take measures to protect the trademark, enterprise name use right and other proprietary rights, (vi) protect and maintain confidentiality of trade secrets and private data, and (vii) comply with other requirements and cooperate with SAIC or its local branch for monitoring illegal online trading activities and protecting consumers’ rights.

On April 12, 2011, MOFCOM promulgated the Service Norms for Third Party Electronic Commerce Trading Platform (“**Service Norms**”) (第三方電子商務交易平台服務規範). The Service Norms recommend that platform operators supervise online merchandisers in the following aspects: member registration, contract standardization, information management, order maintenance, error trading handling, intellectual property protection and prohibited acts. The Service Norms propose that the platform requires online merchandisers to establish and carry out the reputation system with respect to various commercial commodities by contracts or other methods. It should be noted that all technical contents of the Service Norms are recommended approaches.

## **Regulations on Online Payment Services**

On June 14, 2010, PBOC promulgated the Administration Measures on Non-financial Institutions Payment Services (“**Payment Measures**”) (非金融機構支付服務管理辦法), which became effective on September 1, 2010. On December 1, 2010, PBOC promulgated the Implementing Rules for the Administration Measures on Non-financial Institutions Payment Services (非金融機構支付服務管理辦法實施細則). Pursuant to the Payment Measures and their implementing rules, non-financial institutions which intend to engage in online payment services, shall satisfy various requirements in connection with registered capital, number of qualified professionals, anti-money laundering measures, corporate structure, internal control and risk management, and shall maintain full compliance records for the last three years. The Payment Measures require all non-financial institutions engaged in online payment services to obtain a Payment Service License from PBOC within a one-year grace period commencing from September 1, 2010. Failure to obtain the Payment Service License will lead to the termination of the right to provide online payment services.

On June 16, 2011, the PBOC promulgated the Provisions on the Administration of Testing and Certification of the Payment Service Business Systems of Non-financial Institutions (非金融機構支付服務業務系統檢測認證管理規定), which require that non-financial institutions shall have their business systems tested and certified within six months before applying for the payment service permits. Non-financial institutions must have their business systems tested and certified in a comprehensive manner at least once every three years according to their needs for payment business development and safety management.

## **Regulations on Online Search Services**

Pursuant to the currently effective Catalogue of Telecommunications Business, “value-added telecommunication services” cover, among other things, “the information service”, which is defined as “to provide, by means of information collection, development, processing and building of the information platform, online information and data search services through the public communication network (such as fixed network, mobile network and Internet) to the general public.” Therefore, online search service falls within the scope of value-added telecommunication services. An enterprise that intends to carry out the business of online search service is required to hold a valid ICP License, setting out that the ICP operator is permitted by the MIIT to provide Internet information services.

An online search service provides links to other websites in response to search queries. The operators of such linked websites shall be responsible for maintaining appropriate approvals, licenses, permits and registrations in connection with the contents on the linked websites.

## **Regulations on Email Services**

On February 20, 2006, the MIIT promulgated the Administrative Measures on Electronic Mail Services on the Internet (“**Email Service Measures**”) (互聯網電子郵件服務管理辦法), which became effective on March 30, 2006. Pursuant to the Email Service Measures, an Internet email service provider shall obtain a license for the operation of value-added telecommunications services or go through the formalities for record-filing for non-profit Internet information services. An Internet email service provider shall, 20 days prior to the commencement of use of the email servers, register the IP address of the Internet email server with the MIIT or its local branches.



## **Regulations on Online Sales of Lottery Tickets**

On September 26, 2010, the Ministry of Finance issued the Interim Measures for the Administration of Sales of Lottery Tickets via the Internet (“**Lottery Tickets Measures**”) (互聯網銷售彩票管理暫行辦法), pursuant to which a lottery issuing organization may collaborate with an entity or authorize a lottery sales organization to carry out the business of selling lottery tickets via the Internet or authorize an entity to carry out the business of lottery sales agency via the Internet. Cooperating entities and Internet sales agents shall meet several qualifications and shall sign a cooperation agreement or sales agency contract with the lottery issuing organization.

## **REGULATIONS ON MVAS**

### **Regulations on Short Messaging Services and Other Mobile-based Wireless Services**

Pursuant to the currently effective Catalogue of Telecommunications Business, messaging service, search engine, mobile-based music or games and download of mobile software fall under the scope of information service, and therefore an Operating Permit (Mobile Network) Value-added Telecommunications Business (“**SP License**”) is required for engaging in such business operations.

On April 15, 2004, MIIT issued the SMS Notice, specifying that only those information service providers holding the SP License can provide short messaging services in the PRC. The SMS Notice provides that service providers are required to expressly advise users of the charge standards, collection methods and subscription and cancellation procedures. In addition, operators shall provide SMS strictly in accordance with users’ requirements. The SMS Notice also specifies that operators shall examine the contents of short messages and automatically record and store for five months the time of sending and receiving the short messages, the mobile numbers or codes of the sending and receiving terminals.

### **Regulations on Telecommunications Networks Code Number Resources**

A value-added telecommunications service provider must apply to MIIT authorities to obtain a telecommunications network code number. On January 29, 2003, MIIT issued the Administrative Measures on Telecommunications Networks Code Number Resources (“**Code Number Measures**”) (電信網碼號資源管理辦法) to regulate network code numbers, including those of mobile communications networks. According to the Code Number Measures, service providers who provide services across provinces shall apply to MIIT, and entities which apply for network code numbers to be used within a provincial-level administrative region shall apply to the relevant provincial branch of MIIT. The Code Number Measures also specify the qualification requirements, application materials and application procedures to obtain network code numbers.

In June 2006, MIIT issued the Administrative Measures on Application, Distribution, Usage and Withdrawal of SMS Services Access Codes (“**SMS Code Measures**”) (短消息類服務接入代碼申請、分配、使用和收回管理辦法). According to the SMS Code Measures, the administration and usage of services relating to SMS codes shall comply with the Code Number Measures. The SMS Code Measures also specify that operators who provide services relating to SMS codes across provinces shall apply with the relevant provincial branch of MIIT. The SMS code for a commercial SMS provider is valid for the term specified in the SP License, while the SMS code for the noncommercial SMS provider is valid for five years.

## **REGULATIONS ON ONLINE ADVERTISEMENTS**

The principal regulations governing advertising businesses in the PRC include: (i) the Advertising Law of the PRC (廣告法) promulgated by the Standing Committee of the National People’s Congress on October 27, 1994 and effective on February 1, 1995, (ii) the Advertising Administrative

Regulations (廣告管理條例), promulgated by the State Council on October 26, 1987 and effective on December 1, 1987, and (iii) the Implementing Rules for the Advertising Administrative Regulations (廣告管理條例施行細則) promulgated by SAIC on November 30, 2004 and effective on January 1, 2005.

The PRC government regulates advertising, including online advertising, principally through SAIC. Prior to November 30, 2004, in order to conduct any advertisement business, an enterprise was required to hold an advertising operation license in addition to a relevant business license. On November 30, 2004, SAIC issued the Administrative Rules for Advertising Operation Licenses (廣告經營許可證管理辦法), which became effective on January 1, 2005 and granted a general exemption to this requirement for most enterprises, other than radio stations, television stations, newspapers and magazines, non-corporate entities and entities specified in other regulations. Nonetheless, an enterprise that engages in advertising activities must obtain a business license, which specifically includes operating an advertising business within its business scope from SAIC or its local branch.

There is no PRC law or regulation at the national level that specifically regulates online advertising business. However, certain local regulations have imposed license requirements on the online advertising business. SAIC has also expressed its intent to further tighten its supervision over the online advertising business.

PRC advertising laws and regulations set forth certain content requirements for advertisements in the PRC, which include prohibitions of, among other things, misleading content, superlative wording, socially destabilizing content or content involving obscenities, superstition, violence, discrimination or infringement of the public interest. Advertisements for anesthetic, psychotropic, toxic or radioactive drugs are prohibited. The dissemination of advertisements of some other products, such as tobacco, patented products, pharmaceuticals, medical instruments, agrochemicals, foodstuff, alcohol and cosmetics are also subject to specific restrictions and requirements.

Advertisers, advertising operators and advertising distributors are required by PRC advertising laws and regulations to ensure that the contents of the advertisements they produce or distribute are true and in full compliance with applicable laws and regulations. In addition, where a special government review is required for certain categories of advertisements before publishing, the advertisers, advertising operators and advertising distributors must ensure that such review has been duly performed and that the relevant approval has been obtained. Violation of these regulations may result in penalties, including fines, confiscation of advertising income, orders to cease dissemination of the advertisements and orders to publish an advertisement correcting the misleading information. In circumstances involving serious violations, SAIC or its local branches may order the violator to terminate its advertising operation or even revoke its business license. Furthermore, advertisers, advertising operators or advertising distributors may be subject to criminal liability if their conduct breaches the criminal law or subject to civil liability if their conduct infringes on the legal rights and interests of third parties.

On August 22, 2008, SAIC and MOFCOM issued the Regulations on the Administration of Foreign-Invested Advertising Enterprises (“**Foreign-Invested Advertising Regulations**”) (外商投資廣告企業管理規定) which became effective on October 1, 2008. According to the Foreign-Invested Advertising Regulations, foreign investor(s) should obtain an approval opinion from SAIC or its provincial-level branches before the provincial branches of MOFCOM can approve the establishment of the foreign-invested advertising enterprises. The Foreign-Invested Advertising Regulations also provide for certain requirements for qualifications of the foreign investors.

## **REGULATIONS RELATING TO INTELLECTUAL PROPERTY**

### **Copyright**

The Copyright Law of the PRC (著作權法), adopted in 1991 and revised in 2001 and 2010, together with its implementing rules (著作權法實施條例), promulgated in 2002, protect copyright and

explicitly cover computer software copyrights. On December 20, 2001, the State Council promulgated the new Regulations on Computer Software Protection (計算機軟件保護條例), which became effective from January 1, 2002, are intended to protect the rights and interests of computer software copyright holders and encourage the development of the software industry and information economy. The Provisional Measures on Voluntary Registration of Works (作品自願登記試行辦法), promulgated by National Copyright Administration of the PRC on December 31, 1994 and effective on January 1, 1995, further provides for a voluntary registration system to be administered by the National Copyright Administration and its local branches. In the PRC, software developed by PRC citizens, legal person or other organizations is automatically protected by copyright immediately after its development without an application or approval. The Copyright Protection Center of China may provide a certificate of registration to registrants which may serve as preliminary evidence of the ownership of the copyright and other registered matters. On February 20, 2002, the National Copyright Administration of the PRC introduced the Measures on Computer Software Copyright Registration (計算機軟件著作權登記辦法), which outlines the application procedures for software copyright registration, license contract registration and transfer contract registration.

On May 18, 2006, the State Council promulgated the Regulations on Protection of the Right of Dissemination through Information Networks (“**Protection Regulations**”) (信息網絡傳播權保護條例), which became effective on July 1, 2006. The Protection Regulations require that any organization or individual who disseminates a third party’s work, performance, audio or visual recording products to the public through information networks shall obtain permission from and pay compensation to, the legitimate copyright owner of such products, unless otherwise provided under relevant laws and regulations. The legitimate copyright owner may take technical measures to protect his or her right to disseminate through information networks and any organization or individual shall not intentionally avoid, destroy or otherwise assist others in avoiding such protective measures unless permissible under law.

In order to address copyright issues relating to the Internet, the PRC Supreme People’s Court adopted and revised the Interpretations on Some Issues Concerning Applicable Laws for Trial of Disputes over Internet Copyright in 2000, 2003 and 2006 (together, “**Internet Copyright Interpretations**”). The Internet Copyright Interpretations establish joint liability for Internet service providers if they participate in, assist in or abet infringing activities committed by any other person through the Internet, are aware of infringing activities committed by their users through the Internet and fail to remove infringing content or take other action to eliminate infringing consequences after receiving an infringement notice from the legitimate copyright holder. In addition, Internet service providers will be held liable for copyright infringement if they knowingly upload, transmit or provide any methods, equipment or materials which are intended to bypass or disrupt technologies designed to protect copyright holders. Upon request, the Internet service providers shall provide the copyright holder with the registration information of the alleged infringer for legal claims, provided that such copyright holder has produced relevant evidence of identification, copyright ownership and infringement.

## **Patent**

The National People’s Congress adopted the Patent Law (專利法) in 1984, and amended it in 1992, 2000 and 2008. The purpose of the Patent Law is to protect the lawful interests of patent holders, encourage invention, foster applications of invention, enhance innovative capabilities and promote the development of science and technology. To be patentable, invention or utility models must meet three conditions: novelty, inventiveness and practical applicability. Patents cannot be granted for scientific discoveries, rules and methods for intellectual activities, methods used to diagnose or treat diseases, animal and plant breeds, substances obtained by means of nuclear transformation or a design which identifies the patterns or colors or a combination of both patterns and colors of graphic print products. The Patent Office, under the State Intellectual Property Office, is responsible for receiving, examining and approving patent applications. A patent is valid for a term of twenty years in the case of an invention and a term of ten years in the case of utility models and designs. A third party user must obtain consent or a proper license from the patent owner to use the patent. Otherwise, the use constitutes an infringement of patent rights.

## Trademark

The Trademark Law of the PRC (商標法), adopted in 1983 and revised in 1993 and 2001, protects registered trademarks. The Trademark Office under SAIC is responsible for trademark registrations. Upon the registration of a trademark, the applicant will have the right to exclusive use of the trademark for ten years. Registered trademark license agreements must be recorded with the Trademark Office.

## Domain Name

Internet domain name registration and related matters are primarily regulated by the Implementing Rules on Registration of Domain Names(域名註冊實施細則) issued by CNNIC, which became effective on June 5, 2009, the Measures on Administration of Domain Names for the Chinese Internet (中國互聯網絡域名管理辦法), issued by MIIT on November 5, 2004 and effective on December 20, 2004, and the Measures on Domain Name Disputes Resolution (域名爭議解決辦法) issued by CNNIC on February 14, 2006 and effective on March 17, 2006. These regulations provide that domain name registrations will be handled through domain name service agencies and that applicants become domain name holders upon successful domain name registration.

## OTHER REGULATIONS

### Regulations on Information Security

The National People's Congress has enacted legislation that prohibits use of the Internet that breaches public security, disseminates socially destabilizing content or leaks state secrets. A breach of public security is defined as a breach of national security or disclosure of state secrets; infringement on state, social or collective interests or the legal rights and interests of citizens; or illegal or criminal activities. Socially destabilizing content includes any content that incites defiance or violation of PRC laws or regulations or subversion of the PRC government or its political system, spreads socially disruptive rumors or involves cult activities, superstition, obscenities, pornography, gambling or violence. State secrets are defined broadly to include information concerning PRC national defense, state affairs and other matters as determined by the PRC authorities.

According to other relevant regulations, ICP operators must complete mandatory security filing procedures, regularly update information security and censorship systems for their websites with local public security authorities and report any public dissemination of prohibited content.

On December 13, 2005, the Ministry of Public Security promulgated Provisions on Technological Measures for Internet Security Protection ("**Internet Protection Measures**") (互聯網安全保護技術措施規定), which became effective on March 1, 2006. The Internet Protection Measures requires all ICP operators to keep user information records, including user registration information, log-in and log-out time, IP address, content and time of posts by users, for at least 60 days and submit the above information as required by laws and regulations. The ICP operators must regularly update information security and censorship systems for their websites with local public security authorities, and must also report any public dissemination of prohibited content. If an ICP operator violates these measures, the PRC government may revoke its ICP License and shut down its websites.

On December 16, 1997, MPS promulgated the Measures for Security Protection Administration of the International Networking of Computer Information Networks (計算機信息網絡國際聯網安全保護管理辦法), which requires that the ICP operators must regularly update information security and censorship systems for their websites with local public security authorities, and must also report any public dissemination of prohibited content. If an ICP operator violates these measures, the PRC government may revoke its ICP License and shut down its websites. In addition, the State Secrecy Bureau has issued provisions authorizing the blocking of access to any website it deems to be leaking state secrets or failing to comply with the relevant legislation regarding the protection of state secrets.

The newly amended Law on Preservation of State Secrets (保守國家秘密法), which became effective on October 1, 2010, provides that whenever an ICP operator detects any leakage of state secrets in the distribution of online information, it should stop the distribution of such information and report such violation to the state security and public security authorities. Upon the request of state security, public security or state secrecy authorities, the ICP operator must delete any contents on its website that may lead to disclosure of state secrets. Failure to do so on a timely and adequate manner may subject the ICP operator to liability and certain penalties enforced by the State Security Bureau, MPS and MIIT or their respective local branches.

### **Regulations on Internet Privacy**

The PRC Constitution states that PRC law protects the freedom and privacy of communications of citizens and prohibits infringement of such rights. In recent years, PRC government authorities have enacted legislation on Internet use to protect personal information from any unauthorized disclosure. The Internet Measures prohibit an ICP operator from insulting or slandering a third party or infringing the lawful rights and interests of a third party. Pursuant to the BBS Measures, ICP operators that provide electronic messaging services must maintain the confidentiality of users' personal information and must not disclose such personal information to any third party without the user consent or unless required by law. The regulations further authorize the relevant government authorities to order ICP operators to rectify unauthorized disclosure. ICP operators are subject to legal liability if the unauthorized disclosure results in damages or losses to the users. The PRC government, however, has the power and authority to order ICP operators to turn over personal information if an Internet user posts any prohibited content or engages in illegal activities on the Internet.

### **Regulations on Internet Infringement**

The Tort Law of the PRC (“**PRC Tort Law**”) (侵權責任法) was promulgated by the Standing Committee of National People's Congress on December 26, 2009 and became effective on July 1, 2010. According to the PRC Tort Law, both Internet users and Internet service provider may be liable for the wrongful acts of users who infringe the legal rights and interests of other parties. Where an Internet user infringes upon the legal rights or interests of another through the use of Internet services, the party whose rights are infringed may request the Internet service provider whose Internet services are facilitating the infringement to take necessary measures including the deletion, blocking or disconnection of an Internet link. If, after being notified, the Internet service provider fails to take necessary measures in a timely manner to end the infringement, it will be jointly and severally liable for any further damages suffered by the rights holder. Further, if an Internet service provider is aware that an Internet user is utilizing its Internet services to infringe upon the civil rights or interests of others and fails to take necessary measures, it shall be jointly and severally liable with the Internet user for damages resulting from the infringement.

### **Regulations on Technology and Software Imports**

On December 10, 2001, the State Council promulgated the Regulations on Administration of Import and Export of Technologies (“**Import and Export Technologies Regulations**”) (技術進出口管理條例), which became effective on January 1, 2002. These regulations and related legislations set out the regime regulating the import and export of technologies. The import and export of technologies is broadly defined as including transfer or license of patents, software and know-how, and provision of services related to the technologies. Under the regime, technologies are classified as prohibited, restricted or freely-tradable. The technologies in the freely-tradable category may be traded freely without a special approval or license. The contracts for the export of freely-tradable technologies are required to be filed with the relevant government authority for their records but the filing procedure is not a pre-condition for effectiveness of the contracts.

To implement this requirement, the Administrative Measures for Registration of Technology Import and Export Contracts (技術進出口合同登記管理辦法), the Administrative Measures on Prohibited and Restricted Technology Exports (禁止出口限制出口技術管理辦法), the Administrative Measures on Prohibited and Restricted Technology Imports (禁止進口限制進口技術管理辦法) have been promulgated by MOFCOM or by MOFCOM jointly with other governmental authorities since February 2009.

MOFCOM is the principal approval authority for restricted technologies, as well as the registration authority for permitted technologies, but the Import and Export Technologies Regulations also provide that MOFCOM may delegate its approval and registration authority to its local branches. The operation and sales (distribution) of imported software in the PRC are also governed by the Software Measures.

### **Regulations Relating To Foreign Exchange and Dividend Distribution**

The principal regulations governing foreign currency exchange in the PRC are the Regulations on Administration of Foreign Exchange (“**Foreign Exchange Regulations**”) (外匯管理條例), promulgated by the State Council in 1996 and amended in 1997 and 2008. Under the Foreign Exchange Regulations, RMB is freely convertible for current account items, such as dividends distributions, interest payments, and trade and service-related foreign exchange transactions, on a basis of true and lawful transactions, but not for capital account items, such as direct investments, loans, repatriation of investments and investments in securities outside the PRC, unless the prior approval of SAFE is obtained and registration with SAFE is completed.

Pursuant to the Rules on Administration of Settlement, Sale and Payment of Foreign Exchange Provisions (結匯、售匯及付匯管理規定) issued by PBOC on June 20, 1996 and effective on July 1, 1996, foreign-invested enterprises in the PRC may purchase foreign currency, subject to a cap approved by SAFE, to settle current account transactions without the approval from SAFE. Foreign exchange transactions involving capital account items are still subject to limitations and will require approval from or registration with SAFE.

On August 29, 2008, SAFE issued the Circular 142 and on July 18, 2011, SAFE issued the Supplementary Notice on Issues Relating to the Improvement of Business Operations with Respect to the Administration over Payment and Settlement of Foreign Exchange Capital of Foreign-Invested Enterprises (“**Circular 88**”) (關於完善外商投資企業外匯資金支付結匯管理有關業務操作問題的補充通知). Circular 142 and Circular 88 require that the registered capital of a foreign-invested enterprise converted into RMB from foreign currencies be utilized only for purposes within its business scope.

The principal regulations governing distribution of dividends by wholly foreign-owned enterprises include the Company Law, the Law on Wholly Foreign-owned Enterprises of the PRC (外資企業法), adopted in 1986 and amended in 2000, the Implementing Rules of the Wholly Foreign-owned Enterprise Law (外資企業法實施細則), issued in 1990 and amended in 2001, and the PRC Enterprise Income Tax Law adopted in 2007 and its implementation rules in 2007. Under these laws and regulations, wholly foreign invested enterprises in the PRC may pay dividends only out of their accumulated profits, if any, determined in accordance with the PRC accounting standards and regulations. Wholly foreign-owned enterprises in the PRC are required to set aside at least 10% of their accumulated after-tax profits each year, if any, to fund certain statutory reserve funds, until the aggregate amount of the relevant fund reaches 50% of its registered capital.

## Regulations on Offshore Investment by PRC Residents

Pursuant to Circular 75 issued by SAFE on October 21, 2005: (i) a PRC citizen residing in the PRC or non-PRC citizen primarily residing in the PRC due to his or her economic ties to the PRC, who is referred to as a PRC resident in Circular 75, shall register with the local branch of SAFE before it establishes or controls an overseas special purpose company, for the purpose of overseas equity financing; (ii) when a PRC resident contributes the assets of or its equity interests in a domestic enterprise into an overseas special purpose company, or engages in overseas financing after contributing assets or equity interests into a special purpose company, such PRC resident shall register his or her interest in the special purpose company and the change thereof with the local branch of SAFE; and (iii) when the special purpose company undergoes a material event outside of the PRC not involving inbound investments, such as change in share capital, creation of any security interests on its assets or merger or division, the PRC resident shall, within 30 days from the occurrence of such event, register such change with the local branch of SAFE. PRC residents who are shareholders of special purpose companies established before November 1, 2005 were required to register with the local branch of SAFE before March 31, 2006.

Under Circular 75, failure to comply with the registration procedures above may result in penalties, including imposition of restrictions on a PRC subsidiary's foreign exchange activities and its ability to distribute dividends to the overseas special purpose company.

To further clarify the implementation of the Circular 75, SAFE issued Circular 106 (“**Circular 106**”) on May 29, 2007. Under Circular 106, PRC subsidiaries of an offshore special purpose company are required to coordinate and supervise the filing of foreign exchange registrations by the offshore holding company's shareholders who are PRC residents in a timely manner. If these shareholders fail to comply, the PRC subsidiaries are required to report to the local branch of SAFE. If the PRC subsidiaries of the offshore parent company do not report to the local branch of SAFE, they may be prohibited from distributing their profits and proceeds from any reduction in capital, share transfer or liquidation to their offshore parent company and the offshore parent company may be restricted in its ability to contribute additional capital into its PRC subsidiaries. Moreover, failure to comply with the above foreign exchange registration requirements could result in liabilities for such PRC subsidiaries under PRC laws for evasion of foreign exchange restrictions, including (i) requirements by SAFE to return the foreign exchange remitted overseas within a period specified by SAFE, with a fine of up to 30% of the total amount of foreign exchange remitted overseas and deemed evasive and (ii) in circumstances involving serious violations, a fine of no less than 30% of and up to the total amount of remitted foreign exchange deemed evasive. Furthermore, the persons-in-charge and other persons at such PRC subsidiaries who are held directly liable for the violations may be subject to administrative sanctions or, possibly, criminal liabilities.

On May 20, 2011, SAFE issued Operating Instructions on Foreign Exchange Administration for Domestic Residents Engaging in Financing and Round-trip Investment via Overseas Special Purpose Vehicles (“**Circular 19**”) (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操作規程), which further clarifies the administration principles of Circular 75 and relevant issues in its application and simplifies operating procedures of Circular 75.

As these SAFE regulations are still relatively new and their interpretation and implementation has been constantly evolving, it is unclear how these regulations, and any future regulation concerning offshore or cross-border transactions, will be interpreted, amended or implemented by the relevant government authorities. We cannot predict how these regulations will affect our business operations or future strategy. See “Risk Factors—Risks Relating to the PRC—PRC regulations relating to the establishment of offshore special purpose companies by PRC residents may subject our PRC resident beneficial owners or our PRC subsidiaries to liability or penalties, limit our ability to inject capital into our PRC subsidiaries, limit our PRC subsidiaries' ability to increase their registered capital or distribute profits to us, or may otherwise adversely affect us.”

## **Regulations on Employee Stock Options Plans**

On December 25, 2006, the PBOC promulgated the Administrative Measures for Individual Foreign Exchange (個人外匯管理辦法), which set forth the respective requirements for foreign exchange transactions by individuals (both PRC or non-PRC citizens) under either the current account or the capital account. On January 5, 2007, SAFE issued the Implementation Rules of the Administrative Measures for Individual Foreign Exchange(個人外匯管理辦法實施細則), which, among other things, specifies approval requirements for a PRC citizen's participation in the employee stock ownership plans or stock option plans of an overseas publicly listed company.

On March 28, 2007, SAFE issued the Processing Guidance on Foreign Exchange Administration of Domestic Individuals Participating in the Employee Stock Ownership Plans or Stock Option Plans of Overseas-Listed Companies (“**Circular 78**”) (境內個人參與境外上市公司員工持股計劃和認股期權計劃等外匯管理操作規程). According to Circular 78, if a PRC domestic individual participates in any employee stock ownership plan or stock option plan of an overseas-listed company, a qualified PRC domestic agent or the PRC subsidiaries of such overseas-listed company must, among other things, file, on behalf of such individual, an application with SAFE to obtain approval for an annual allowance with respect to the purchase of foreign exchange in connection with the stock purchase or stock option exercise, as PRC domestic individuals may not directly use overseas funds to purchase stock or exercise stock options. Such PRC individuals' foreign exchange income received from the sale of stock and dividends distributed by the overseas-listed company and any other income must be fully remitted into a collective foreign currency account in the PRC opened and managed by the PRC subsidiaries of the overseas-listed company or the PRC agent before distribution to such individuals. For participants who had already participated in an employee share ownership plan or share option plan before the date of Circular 78, Circular 78 requires their PRC employers or PRC agents to complete the relevant formalities within three months as of the date of this rule.

## **Regulations on Foreign Investor's Merger and Acquisition of PRC Enterprises**

In August 2006, six PRC regulatory agencies jointly adopted the M&A Rules, which, among other things, established procedures and requirements that could make merger and acquisition activities by foreign investors more time-consuming and complex. These rules require, among other things, that MOFCOM be notified in advance of any change-of-control transaction in which a foreign investor will take control of a PRC domestic enterprise or a foreign company with substantial PRC operations, if certain thresholds under Provisions on Thresholds for Prior Notification of Concentrations of Undertakings (國務院關於經營者集中申報標準的規定) issued by the State Council on August 3, 2008 are triggered.

## **Regulations on Security Review for Mergers and Acquisitions of Domestic Enterprises by Foreign Investors**

On February 3, 2011, the General Office of the State Council promulgated the Notice on Establishment of the Security Review System for the Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (“**Security Review Notice**”) (國務院辦公廳關於建立外國投資者併購境內企業安全審查制度的通知), which became effective on March 3, 2011. The Security Review Notice officially established the security review system for mergers and acquisitions of domestic enterprises by foreign investors, which is to be implemented by an inter-ministerial panel under the leadership of the State Council.

On August 25, 2011, MOFCOM issued the Provisions of the Ministry of Commerce on the Implementation of the Security Review System for Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (“**Security Review Provisions**”) (商務部實施外國投資者併購境內企業安全審查制度的規定), which became effective on September 1, 2011. Pursuant to the Security Review Provisions, if a foreign investor's merger or acquisition of a domestic enterprise falls within the scope of security review specified in the Security Review Notice, the foreign investor shall file an



application with MOFCOM for security review. Whether a foreign investor's merger or acquisition of a domestic enterprise falls within the scope of security review or not shall be determined based on the substance and actual influence of the merger or acquisition transaction. No foreign investor is allowed to substantially avoid the security review in any way, including but not limited to, holding shares on behalf of others, trust arrangements, multi-level reinvestment, leasing, loans, contractual control, or overseas transactions.

## SUBSTANTIAL SHAREHOLDERS

As of September 30, 2011, the following persons, other than the Directors or chief executive of the Company, had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company under section 336 of the SFO, or who was, directly or indirectly, interested in 5% or more of the issued share capital of the Company:

Name of shareholder	Long/short position	Nature of interest	Number of shares held	Percentage of share capital
MIH China (BVI) Limited.....	Long	Corporate <sup>(1)</sup>	630,240,380	34.33%
Advance Data Services Limited.....	Long	Corporate <sup>(2)</sup>	189,892,880	10.34%
	Short	Corporate <sup>(2)</sup>	930,000	0.05%
ABSA Bank Limited .....	Long	Corporate <sup>(3)</sup>	185,000,000	10.08%

Notes:

- (1) As MIH China (BVI) Limited (“MIH”) is wholly owned by Naspers Limited through its intermediary companies, MIH (Mauritius) Limited and MIH Holdings Limited. Naspers Limited, MIH (Mauritius) Limited and MIH Holdings Limited are deemed to be interested in the same block of 630,240,380 shares under Part XV of the SFO. Out of the 630,240,380 shares held by MIH, 185,000,000 shares are pledged to ABSA Bank Limited, as referenced in Note 3 below.
- (2) As Advance Data Services Limited is wholly owned by Ma Huateng, Mr. Ma has interest in these shares as disclosed under the section of “Directors’ Interests”.
- (3) As ABSA Bank Limited has a security interest in 185,000,000 shares, which are held by MIH, and ABSA Bank Limited is wholly owned by Barclays Bank PLC through its intermediary company, ABSA Group Limited, Barclays Bank PLC and ABSA Group Limited are deemed to be interested in the same block of 185,000,000 shares under Part XV of the SFO.

### Directors’ Interests

As of September 30, 2011, the interests and short positions of the Directors in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, Appendix 10 to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, were as follows:

Name of Director	Long/short position	Nature of interest	Number of shares/ underlying shares held	Percentage of share capital
Ma Huateng .....	Long	Corporate <sup>(1)</sup>	189,892,880	10.34%
	Short	Corporate <sup>(1)</sup>	930,000	0.05%
Zhang Zhidong.....	Long	Corporate <sup>(2)</sup>	66,750,000	3.64%
Lau Chi Ping Martin.....	Long	Personal	10,353,600 <sup>(3)</sup>	0.56%
Li Dong Sheng.....	Long	Personal	40,000 <sup>(4)</sup>	0.002%
Iain Ferguson Bruce.....	Long	Personal	105,000 <sup>(5)</sup>	0.006%
Ian Charles Stone.....	Long	Personal	75,000 <sup>(6)</sup>	0.004%

Notes:

- (1) These shares are held by Advance Data Services Limited, a BVI company wholly owned by Ma Huateng.
- (2) These shares are held by Best Update International Limited, a BVI company wholly owned by Zhang Zhidong.
- (3) The interest comprises 3,753,600 shares and 6,600,000 underlying shares in respect of the share options granted pursuant to the Post-IPO Option Scheme I, the Post-IPO Option Scheme II and the Post-IPO Option Scheme III.
- (4) The interest represents the underlying shares in respect of the share options granted pursuant to the Post-IPO Option Scheme I.
- (5) The interest comprises 25,000 shares and 80,000 underlying shares in respect of 60,000 share options granted pursuant to the Post-IPO Option Scheme I and 20,000 awarded shares granted pursuant to the Share Scheme (as defined below).
- (6) The interest comprises 75,000 underlying shares in respect of 60,000 share options granted pursuant to the Post-IPO Option Scheme I and 15,000 awarded shares granted pursuant to the Share Scheme.

<b>Name of Director</b>	<b>Name of associated corporation</b>	<b>Nature of interest</b>	<b>Amount of shares and class of shares held</b>	<b>Percentage of share capital</b>
Ma Huateng .....	Tencent Computer	Personal	RMB16,285,710 (registered capital)	54.29%
	Shiji Kaixuan	Personal	RMB5,971,427 (registered capital)	54.29%
Zhang Zhidong .....	Tencent Computer	Personal	RMB6,857,130 (registered capital)	22.86%
	Shiji Kaixuan	Personal	RMB2,514,281 (registered capital)	22.86%

As disclosed above, as of September 30, 2011, the register maintained by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies recorded no other interests or short positions of the Directors in any shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO).

## RELATED PARTY TRANSACTIONS

*The following discussion describes certain material related party transactions between our consolidated subsidiaries and our Directors, executive officers and substantial shareholders and, in each case, the companies with whom they are affiliated.*

The Company and its subsidiaries from time to time engage in transactions with affiliates of the Company in the ordinary course of their business. It is the Company's policy to conduct these transactions on normal commercial terms and on an arm's-length basis.

### **License and Option Agreement with MIH India Global Internet Limited and MIH India Holdings Limited**

On June 17, 2008, the Company entered into a license agreement with MIH India Global Internet Limited ("**MIH India Global Internet**") and an option agreement with MIH India Holdings Limited ("**MIH India Holdings**") and MIH India Global Internet. MIH India Holdings and MIH India Global Internet are wholly owned subsidiaries of Naspers Limited, the holding company of MIH China (BVI) Limited ("**MIH China**"), which is a substantial shareholder of the Company.

Pursuant to the license agreement, the Company agreed to grant to MIH India Global Internet an irrevocable, perpetual and royalty-free license to use and to authorize end users to use the licensed materials in the territory of the Republic of India. Pursuant to the option agreement, MIH India Global Internet agreed to grant an irrevocable option (the "**Option**") to the Company to subscribe up to a specified total number of shares at an agreed exercise price. If the Company exercised the Option in full, it would subscribe up to 50% of the shareholding of MIH India Global Internet minus one share. Simultaneously with the closing of each tranche of the Option, the Company would (a) purchase the pro rata loans from the other shareholders of MIH India Global Internet on a pro rata basis, based on the relative amounts of shareholder loans extended to MIH India Global Internet by each such other shareholder as at the relevant closing date of the relevant tranche of the Option; and (b) be assigned the proportional existing loan at no cost. Upon closing of the first tranche of the Option, the Company and the other two companies would enter into a shareholders' agreement which would set out the rights and obligations of shareholders of MIH India Global Internet relating to transfer of shares and shareholder loans and the management and operations of MIH India Global Internet and its subsidiaries. No cost was paid by the Company to acquire the Option.

The above agreements are deemed as linked transactions, and the Option granted to the Company, which should be treated as a derivative financial instrument, is deemed to be the consideration for the License Agreement. The Company has partially exercised the Option in MIH India Global Internet as of September 30, 2011.

### **Acquisition of 40% Equity Interests in Shenzhen Domain**

Shenzhen Domain, a non-wholly owned subsidiary of Shiji Kaixuan, underwent a shareholding restructuring in August 2008, in which certain existing minority interest shareholders sold their equity interests in Shenzhen Domain to Zhang Yan, a founder, CEO, director and substantial individual shareholder of Shenzhen Domain. In connection with Zhang Yan's acquisition of such equity interests in Shenzhen Domain, Shiji Kaixuan provided Zhang Yan with a loan of RMB73.1 million and a long-term put option plan to Zhang Yan pursuant to a loan agreement and a put-option agreement on August 5, 2008. Zhang Yan transferred all his equity interests in Shenzhen Domain, together with the above loan and put-option, to Shijiaqi pursuant to a supplemental agreement on April 21, 2009.

On April 19, 2010, Tencent Computer entered into a share acquisition agreement to purchase 29% of the equity interest in Shenzhen Domain from Shijiaqi for a consideration of approximately RMB141.8 million. As part of the share acquisition agreement, the employee restricted stock unit of Shenzhen

Domain, representing 11% of the share capital, was also transferred to us. Upon completion of the acquisition, Shenzhen Domain became our wholly owned subsidiary. The loan agreement, put option agreement and supplemental agreement referenced above were terminated upon repayment of the loan and interest outstanding under the loan agreement in June 2010.

### **Subscription for Shares in DST**

On April 12, 2010, TCH Amur Limited, a company incorporated under the laws of the British Virgin Islands and a wholly-owned subsidiary of the Company, entered into a subscription agreement with DST to subscribe for 8,114 ordinary shares of DST for an aggregate consideration of up to approximately US\$300.0 million. We held approximately 10.3% economic interest in DST upon completion of the subscription of all 8,114 ordinary shares. DST subsequently changed its name to Mail.ru and, in November 2010, completed an initial public offering of its shares. After the IPO, we held 16,228,000 ordinary shares in Mail.ru, representing approximately 7.54% of the economic interest in the company on a fully diluted basis as at September 30, 2011. MIH China, a substantial shareholder of the Company, is also a substantial shareholder of Mail.ru.

### **Investment in a Jointly Controlled Entity**

On August 26, 2010, we acquired 49.92% equity interest of Sanook, an Internet service company in Thailand, for a total consideration of US\$10.5 million. The vendor is a wholly-owned subsidiary of Naspers Limited.

### **Share Option Schemes and Share Award Schemes**

#### *Share Option Scheme*

The Company has adopted share option schemes for the purpose of providing incentives and rewards to its Directors, executives or officers, employees, consultants and other eligible persons.

On May 16, 2007, the Company adopted the Post-IPO Option Scheme II. Pursuant to the Post-IPO Option Scheme II, the Board may, at its discretion, grant options to any eligible person to subscribe for shares in the Company. The Post-IPO Option Scheme II shall be valid and effective for a period of ten years commencing on its date of adoption. The maximum number of shares in respect of which options may be granted under the Post-IPO Option Scheme II shall not exceed 88,903,654 shares, 5% of the issued shares as of the date of shareholders' approval of the Post-IPO Option Scheme II. Options granted under the Post-IPO Option Scheme II will expire no later than the last day of the seven-year period after the date of grant of options (subject to early termination as set out in the terms of the Post-IPO Option Scheme II).

On May 13, 2009, the Company adopted the Post-IPO Option Scheme III. Pursuant to the Post-IPO Option Scheme III, the Board may, at its discretion, grant options to any eligible person (any senior executive or senior officer, director of any member of the Group or any invested entity and any consultant, advisor or agent of any member of the Board) to subscribe for shares in the Company. The Post-IPO Option Scheme III shall be valid and effective for a period of ten years commencing on its date of adoption. The maximum number of shares in respect of which options may be granted under the Post-IPO Option Scheme III shall not exceed 36,018,666 shares, 2% of the issued shares as of the date of shareholders' approval of this scheme. Options granted under the Post-IPO Option Scheme III will expire after the last day of the ten-year period after the date of grant of options (subject to early termination as set out in the terms of the Post-IPO Option Scheme III).

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Post-IPO Option Scheme II, the Post-IPO Option Scheme III and any other share option schemes of the Company must not in aggregate exceed 30% of issued shares from time to time.

The maximum number of shares (issued and to be issued) in respect of which options may be granted under the Post-IPO Option Scheme II, the Post-IPO Option Scheme III and any other share option schemes of the Company (whether exercised, cancelled or outstanding) to any eligible person in any 12-month period shall not exceed 1% of the issued shares from time to time unless such grant has been duly approved by an ordinary resolution of the shareholders in a general meeting at which the relevant eligible person and his associates are abstained from voting. In calculating the aforesaid limit of 1%, options that have lapsed shall not be counted. 16,146,156 shares, 16,249,906 shares, 15,801,201 shares and 3,980,713 shares were issued in 2008, 2009, 2010 and during the six months ended June 30, 2011, respectively, pursuant to the share option schemes mentioned above.

### ***Share Award Scheme***

On December 13, 2007, the Company adopted a share award scheme (the “**Share Scheme**”), which was subsequently amended on January 31, 2008 and May 13, 2009, respectively. The Board may, at its absolute discretion, select any eligible persons (the “**Awarded Persons**”) to participate in the Share Scheme. Pursuant to the Share Scheme, ordinary shares of the Company are acquired by an independent trustee at the cost of the Company or shares are allotted to the trustee under general mandates granted or to be granted by shareholders of the Company at general meetings from time to time. These shares are/will be held in trust for the Awarded Persons by the trustee until the end of each vesting period. Vested shares are/will be transferred at no cost to the Awarded Persons. The Awarded Persons are not entitled to the dividends on the awarded shares not yet transferred to them.

Unless it is terminated by the Board, the Share Scheme shall be valid and effective for a term of fifteen years commencing on the adoption date according to the amendment on May 13, 2009.

The number of shares to be awarded under the Share Scheme throughout its duration shall not exceed 2% of the issued share capital of the Company as of the adoption date. The maximum number of shares which may be awarded to an Awarded Person under the Share Scheme shall not exceed 1% of the issued share capital of the Company as of the adoption date.

### ***Share Options Granted to Directors***

1,000,000 share options were granted to Mr. Lau Chi Ping Martin during the year ended December 31, 2010. Other than those options, no other options were granted to other executive, non-executive or independent non-executive Directors of the Company for the years ended December 31, 2008, 2009 and 2010.

### ***Compensation of Directors***

Our Directors receive compensation including fees, salaries, bonuses, allowances and benefits in kind, share-based compensation expenses and contribution to pension plans for their services to the Company. See “Management—Compensation of Directors and Senior Management”.

## DESCRIPTION OF OTHER MATERIAL INDEBTEDNESS

*The following summary of the principal terms of the instruments governing our material indebtedness does not purport to be a complete description of all of the terms of these instruments and may not contain all of the information that may be important to prospective investors. Investors should read the consolidated financial information contained elsewhere in this offering memorandum for additional information about our indebtedness.*

As of September 30, 2011, our total bank indebtedness was RMB7,407.2 million (US\$1,161.4 million). Our total bank indebtedness comprises on-shore borrowings that are accounted for as RMB borrowings, as well as off-shore U.S. dollar borrowings.

### **Borrowings Accounted for RMB Borrowings**

Our total bank borrowings accounted for as RMB borrowings as of September 30, 2011 was US\$460.0 million and the interest rates were fixed at 2.78% to 3.54% per annum. These borrowings were denominated in U.S. dollars according to the relevant loan agreements and will be repaid in full in U.S. dollars. The term for each of these borrowings is one year. Concurrently with these borrowings, foreign exchange forward contracts were arranged with the same banks as of the respective initial borrowing dates in order to enable us to purchase the required amount of U.S. dollars with RMB for settling the principal amounts of the borrowings plus related interests upon the loan due dates. The bank borrowings and the foreign exchange forward contracts are deemed as linked transactions and as a result, the bank borrowings have been accounted for as borrowings denominated in RMB.

These bank borrowings and the forward contracts were transacted on the belief that, despite the associated interest expenses to be incurred, we would benefit from the interest income from the restricted cash and the cash increased as a result of the unsecured bank borrowings, as well as the fixed exchange gains arising from the bank borrowings (which are calculated as the difference between the forward rates stated in the contracts and the respective spot rates at the borrowing dates).

These bank borrowings were entered into by one of our PRC subsidiaries, under which it has agreed to certain customary covenants relating to, among other things, the disposal of assets, use of proceeds and significant events that would have a material impact on the borrower's ability to repay the loan. These bank borrowings contain certain customary events of default, including breaches of terms of the facilities agreement, any events or circumstances that result in a materially adverse change in the business or financial condition of the borrower, borrower's dissolution and insolvency, misleading statements or material omissions, cessation of all or a material part of the borrower's business, and cross defaults under other loans. The banks are entitled to terminate their respective agreements and/or demand immediate repayment of all or part of the loans and any accrued interest upon the occurrence of an event of default.

These bank borrowings are generally secured by restricted bank balances. Our secured bank borrowings of RMB2,958.7 million as of September 30, 2011 were secured by a pledge of bank deposits of RMB3,071.6 million with the banks.

### **U.S. Dollar Borrowings**

The aggregate principal amount of our U.S. dollar bank borrowings was US\$600.0 million as of September 30, 2011 and the interest rates were fixed at 1.20% to 1.59% per annum. All such borrowings were unsecured. In addition, we entered into foreign forward contracts to purchase the required amount of U.S. dollars with RMB for settling the principal amount of the borrowings upon the due dates. However, as we arranged the bank loans and the forward contracts with different banks and did not adopt hedge accounting, these bank borrowings and the relevant foreign forward contracts

were accounted for separately. The bank borrowings were accounted for as U.S. dollar bank borrowings stated at amortized cost, while the forward contracts were accounted for as derivative financial instruments stated at fair value with their gains or losses recorded in “other gains/(losses), net” in the consolidated income statement.

These bank borrowings were entered into by one of our offshore subsidiaries, under which it has agreed to certain customary covenants relating to, among other things, securities over its assets, disposals of its assets, and mergers and acquisitions. These bank borrowings contain certain customary events of default, including breaches of terms of the facilities agreement, any events or circumstances that result in a materially adverse change in the business or financial condition of the borrower, borrower’s dissolution and insolvency, misleading statements or material omissions, cessation of all or a material part of the borrower’s business, change in ownership of the borrower and cross defaults under other loans. The banks are entitled to terminate their respective agreements and/or demand immediate repayment of all or part of the loans and any accrued interest upon the occurrence of an event of default.

These bank borrowings are generally guaranteed by the Company up to the relevant maximum guaranteed amount.

### **Bonds**

During the nine months ended September 30, 2011, we issued U.S. dollar denominated bonds at par value of US\$100.0 million. The bonds are unsecured and bear a floating rate of LIBOR plus 0.25% per annum and will mature in March 2012.



## DESCRIPTION OF THE NOTES

The Notes will be issued pursuant to an indenture (the “Indenture”) to be dated as of the Issue Date between the Company and Deutsche Bank Trust Company Americas as trustee (the “Trustee”). A copy of the Indenture will be available for inspection at the corporate trust office of the Trustee located at 60 Wall Street, 27th Floor NYC MS 60-2710, New York, New York 10005. The following summaries of certain provisions of the Notes and the Indenture do not purport to be complete and are subject to, and are qualified in their entirety by reference to, the detailed provisions of the Notes and the Indenture. The term “Indenture” when used in this offering memorandum will refer to the Indenture, as amended by all supplemental indentures executed and delivered on or prior to the Issue Date.

You will find the definitions of capitalized terms used in this description under the heading “—Certain Definitions.” For purposes of this description, references to “the Company,” “we,” “our” and “us” refer only to Tencent Holdings Limited and not to its Controlled Entities. Certain defined terms used in this description but not defined herein have the meanings assigned to them in the Indenture.

### General

The Notes will be issued in an initial aggregate principal amount of US\$600,000,000 and will mature on December 12, 2016 unless redeemed prior to their maturity pursuant to the terms thereof and of the Indenture. The Notes will bear interest at the rate of 4.625% per annum. Interest on the Notes will accrue from December 12, 2011 and will be payable semi-annually in arrears on June 12 and December 12 of each year (each, an “Interest Payment Date”), beginning on June 12, 2012, to the persons in whose names the Notes are registered at the close of business on the preceding May 28 and November 27, respectively (each, an “Interest Record Date”). At maturity, the Notes are payable at their principal amount plus accrued and unpaid interest thereon. In any case where the payment of principal of or interest on the Notes is due on a date that is not a Business Day, then payment of principal of or interest on the Notes, as the case may be, shall be made on the next succeeding Business Day and no interest shall accrue with respect to such payment for the period from and after such date that is not a Business Day to such next succeeding Business Day. Interest shall be calculated on the basis of a 360-day year consisting of twelve 30-day months. The Notes will not be subject to, nor entitled to the benefit of, any sinking fund. The Notes shall be denominated in minimum principal amounts of US\$200,000 and in integral multiples of US\$1,000 in excess thereof. The Notes will be issued in global registered form.

The principal of, interest on, and all other amounts payable under the Notes will be payable, and the Notes may be exchanged or transferred, at the office or agency of the Company in The City of New York (which initially will be the corporate trust office of the Trustee at 60 Wall Street, 27th Floor NYC MS 60-2710, New York, New York 10005). The principal of and interest on the Notes will be payable in U.S. dollars (or in such other coin or currency of the United States of America as at the time of payment is legal tender for the payment of public and private debts) in immediately available funds. Payments of interest and principal with respect to interests in the global notes will be credited to the accounts of the holders of such interests with DTC, Euroclear or Clearstream, as the case may be. See “Form, Denomination and Transfer.”

### Ranking

The Notes will:

- rank senior in right of payment to all of the Company’s existing and future indebtedness expressly subordinated in right of payment to the Notes;

- rank at least equal in right of payment with all of the Company’s existing and future unsecured and unsubordinated indebtedness (subject to any priority rights pursuant to applicable law);
- be effectively subordinated to all of the Company’s existing and future secured indebtedness, to the extent of the value of the assets serving as security therefor; and
- be structurally subordinated to all existing and future indebtedness and other liabilities of the Company’s Controlled Entities.

### **Further Issues**

The Company may, from time to time, without the consent of the holders of the Notes, create and issue further securities having the same terms and conditions as the Notes in all respects (or in all respects except for the issue date, the issue price, the first payment of interest on them and, to the extent necessary, certain temporary securities law transfer restrictions) (“Additional Notes”). Additional Notes issued in this manner will be consolidated with the previously outstanding Notes to constitute a single series of Notes. The Company shall not issue any Additional Notes with the same CUSIP number as the Notes issued hereunder unless the Company receives the opinion of Independent Legal Counsel that such issuance would constitute a “qualified reopening” as defined for U.S. federal income tax purposes.

### **Payment of Additional Amounts**

All payments of principal, premium and interest made by the Company in respect of the Notes will be made without withholding or deduction for, or on account of, any present or future, taxes, duties, assessments or governmental charges of whatever nature (“Taxes”) imposed or levied by or within the British Virgin Islands, the Cayman Islands, the PRC or any jurisdiction where the Company is otherwise considered by a taxing authority to be a resident for tax purposes (or any political subdivision or any authority therein or thereof having power to tax) (the “Relevant Jurisdiction”), unless such withholding or deduction of such Taxes is required by law or by regulation or governmental policy having the force of law. If the Company is required to make such withholding or deduction, the Company will pay such additional amounts (“Additional Amounts”) as will result in receipt by the holders of the Notes of such amounts as would have been received by such holders had no such withholding or deduction of such Taxes been required, except that no such Additional Amounts shall be payable:

- (i) in respect of any such Taxes that would not have been imposed, deducted or withheld but for the existence of any connection (whether present or former) between the holder or beneficial owner of a Note and the Relevant Jurisdiction other than merely holding such Note or receiving principal or interest in respect thereof (including such holder or beneficial owner being or having been a national, domiciliary or resident of such Relevant Jurisdiction or treated as a resident thereof or being or having been physically present or engaged in a trade or business therein or having or having had a permanent establishment therein);
- (ii) in respect of any Note presented for payment (where presentation is required) more than 30 days after the relevant date, except to the extent that the holder thereof would have been entitled to such Additional Amounts on presenting the same for payment on the last day of such 30-day period. For this purpose, the “relevant date” in relation to any Note means (a) the due date for payment thereof or (b) if the full amount payable on such due date has not been received in The City of New York by the Trustee on or prior to such due date, the first date on which such full amount has been so received and notice to that effect has been given to the holders of the Notes;

- (iii) in respect of any failure of the holder or beneficial owner of a Note to comply with a timely request of the Company addressed to the holder or beneficial owner to provide information concerning such holder's or beneficial owner's nationality, residence, identity or connection with any Relevant Jurisdiction, if and to the extent that due and timely compliance with such request is required under the tax laws of such jurisdiction in order to reduce or eliminate any withholding or deduction as to which Additional Amounts would have otherwise been payable to such holder;
- (iv) in respect of any Taxes imposed as a result of a Note being presented for payment (where presentation is required) in the Relevant Jurisdiction, unless such Note could not have been presented for payment elsewhere;
- (v) in respect of any estate, inheritance, gift, sale, transfer, personal property or similar Taxes;
- (vi) to any holder of a Note that is a fiduciary, partnership or person other than the sole beneficial owner of any payment to the extent that such payment would be required to be included in the income under the laws of a Relevant Jurisdiction, for tax purposes, of a beneficiary or settlor with respect to the fiduciary, or a member of that partnership or a beneficial owner who would not have been entitled to such Additional Amounts had that beneficiary, settlor, partner or beneficial owner been the holder thereof; and
- (vii) in respect of any such Taxes withheld or deducted from any payment under or with respect to any Note where such withholding or deduction is imposed on a payment to an individual and is required to be made pursuant to European Council Directive 2003/48/EC or any law implementing or complying with, or introduced in order to conform to, such Directive.

In the event that any withholding or deduction for or on account of any taxes is required, at least 10 days prior to each date of payment of principal of or interest on the Notes, the Company will furnish to the Trustee and the paying agent, if other than the Trustee, an Officers' Certificate specifying the amount required to be withheld or deducted on such payments to such holders, certifying that the Company shall pay such amounts required to be withheld to the appropriate governmental authority and certifying to the fact that the Additional Amounts will be payable and the amounts so payable to each holder, and that the Company will pay to the Trustee or such paying agent the Additional Amounts required to be paid; *provided* that no such Officers' Certificate will be required prior to any date of payment of principal of or interest on such Notes if there has been no change with respect to the matters set forth in a prior Officers' Certificate. The Trustee and each paying agent may rely on the fact that any Officers' Certificate contemplated by this paragraph has not been furnished as evidence of the fact that no withholding or deduction for or on account of any Taxes is required. The Company covenants to indemnify the Trustee and any paying agent for and to hold them harmless against any loss, liability or expense reasonably incurred without fraudulent activity, gross negligence or willful misconduct on their part arising out of or in connection with actions taken or omitted by any of them in reliance on any such Officers' Certificate furnished pursuant to this paragraph or on the fact that any Officers' Certificate contemplated by this paragraph has not been furnished.

Whenever there is mentioned, in any context, the payment of principal, premium or interest in respect of any Note, such mention shall be deemed to include the payment of Additional Amounts provided for in the Indenture, to the extent that, in such context, Additional Amounts are, were or would be payable in respect thereof pursuant to the Indenture.

The foregoing provisions shall apply in the same manner with respect to the jurisdiction in which any successor Person to the Company is organized or resident for tax purposes or any authority therein or thereof having the power to tax (a "Successor Jurisdiction"), substituting such Successor Jurisdiction for the Relevant Jurisdiction.

The Company's obligation to make payments of Additional Amounts under the terms and conditions described above will survive any termination, defeasance or discharge of the Indenture.

### **Tax Redemption**

The Notes may be redeemed at any time, at the option of the Company, in whole but not in part, upon notice as described below, at a redemption price equal to 100% of the principal amount thereof, together with accrued and unpaid interest, if any, to, but not including, the date fixed for redemption, if (i) as a result of any change in, or amendment to, the laws or regulations of the Relevant Jurisdiction (or, in the case of Additional Amounts payable by a successor Person to the Company, the applicable Successor Jurisdiction), or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after the Issue Date (or, in the case of Additional Amounts payable by a successor Person to the Company, the date on which such successor Person to the Company became such pursuant to the applicable provisions of the Indenture) (a "Tax Change"), the Company or any such successor Person to the Company is, or would be, obligated to pay Additional Amounts upon the next payment of principal or interest in respect of such Notes and (ii) such obligation cannot be avoided by the Company or any such successor Person to the Company taking reasonable measures available to it.

Prior to the giving of any notice of redemption of the Notes pursuant to the foregoing, the Company or any such successor Person to the Company shall deliver to the Trustee (i) a notice of such redemption election, (ii) an opinion of an Independent Legal Counsel or an opinion of an Independent Tax Consultant to the effect that the Company or any such successor Person to the Company is, or would become, obligated to pay such Additional Amounts as the result of a Tax Change and (iii) an Officers' Certificate of the Company or any such successor Person to the Company, stating that such amendment or change has occurred, describing the facts leading thereto and stating that such requirement cannot be avoided by the Company or any such successor Person to the Company taking reasonable measures available to it.

Notice of redemption of the Notes as provided above shall be given to the holders not less than 30 nor more than 60 days prior to the date fixed for redemption; *provided* that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Company or any such successor Person to the Company would be required to pay Additional Amounts if a payment in respect of such Notes was then due. Notice having been given, the Notes shall become due and payable on the date fixed for redemption and will be paid at the redemption price, together with accrued and unpaid interest, if any, to, but not including, the date fixed for redemption, at the place or places of payment and in the manner specified in the Notes. From and after the redemption date, if moneys for the redemption of the Notes shall have been made available as provided in the Indenture for redemption on the redemption date, the Notes shall cease to bear interest, and the only right of the holders of the Notes shall be to receive payment of the redemption price and accrued and unpaid interest, if any, to, but not including, the date fixed for redemption.

### **Optional Redemption**

The Company may, at any time upon giving not less than 30 nor more than 60 days' notice to holders of the Notes (which notice shall be irrevocable), redeem the Notes, in whole or in part, at a redemption amount (the "Early Redemption Amount") equal to the greater of (x) 100% of the principal amount of the Notes to be redeemed and (y) the Make Whole Amount, plus, in each case, accrued and unpaid interest, if any, to, but not including, the date fixed for redemption; provided that the principal amount of a Note remaining outstanding after redemption in part shall be US\$200,000 or an integral multiples of US\$1,000 in excess thereof.

## Repurchase Upon Change of Control

If a Change of Control occurs, unless the Company has exercised its right to redeem the Notes as described above in “—Tax Redemption” or “—Optional Redemption”, it will be required to make an offer to repurchase all or, at the holder’s option, any part (equal to US\$200,000 or multiples of US\$1,000 in excess thereof), of each holder’s Notes pursuant to the offer described below (the “Change of Control Offer”) on the terms set forth in the Indenture and the Notes. In the Change of Control Offer, the Company will be required to offer payment in cash equal to 101% of the aggregate principal amount of Notes repurchased plus accrued and unpaid interest, if any, on the Notes repurchased to, but not including, the date of purchase (the “Change of Control Payment”).

Within 30 days following any Change of Control, the Company will be required to mail a notice to holders of the Notes, with a copy to the Trustee, describing the transaction or transactions that constitute the Change of Control and offering to repurchase the Notes on the date specified in the notice, which date will be no earlier than 30 days and no later than 60 days from the date such notice is mailed (the “Change of Control Payment Date”), pursuant to the procedures required by the Notes and described in such notice.

On the Change of Control Payment Date, the Company will be required, to the extent lawful, to:

- accept for payment all Notes or portions of Notes properly tendered pursuant to the Change of Control Offer;
- deposit with the paying agent an amount equal to the Change of Control Payment in respect of all Notes or portions of Notes properly tendered; and
- deliver or cause to be delivered to the Trustee the Notes properly accepted together with an Officers’ Certificate stating the aggregate principal amount of Notes or portions of Notes being purchased by the Company.

The paying agent will be required to promptly mail, to each holder who properly tendered Notes, the purchase price for such Notes properly tendered, and the Trustee will be required to promptly authenticate and mail (or cause to be transferred by book-entry) to each such holder a new Note equal in principal amount to any unpurchased portion of the Notes surrendered, if any; provided that each new Note will be in a principal amount of US\$200,000 or a multiple of US\$1,000 in excess thereof.

The Company will not be required to make a Change of Control Offer upon a Change of Control if a third party makes such an offer in the manner, at the times and otherwise in compliance with the requirements for an offer made by the Company and such third party purchases all Notes properly tendered and not withdrawn under its offer. In the event that such third party terminates or defaults its offer, the Company will be required to make a Change of Control Offer treating the date of such termination or default as though it were the date of the Change of Control.

The Company will comply with the requirements of Rule 14e-1 under the Exchange Act, to the extent applicable, and any other securities laws and regulations thereunder to the extent those laws and regulations are applicable in connection with the repurchase of the Notes as a result of a Change of Control. To the extent that the provision of any such securities laws or regulations conflicts with the Change of Control Offer provisions of the Notes, the Company will comply with those securities laws and regulations and will not be deemed to have breached its obligations under the Change of Control Offer provisions of the Notes by virtue of any such conflict.

There can be no assurance that the Company will have sufficient funds available at the time of any Change of Control to consummate a Change of Control Offer for all Notes then outstanding (or all Notes properly tendered by the holders of such Notes) and pay the Change of Control Payment. The

Company may also be prohibited by terms of other indebtedness or agreements to repurchase the Notes upon a Change of Control, which would require the Company to repay the relevant indebtedness or terminate the relevant agreement before it can proceed with a Change of Control Offer, and there can be no assurance that the Company will be able to effect such repayment or termination.

The phrase “all or substantially all” as used with respect to the assets of the Company and the Controlled Entities in the definition of “Change of Control”, will likely be interpreted under applicable law of the relevant jurisdictions and will be dependent upon particular facts and circumstances. As a result, there may be a degree of uncertainty in ascertaining whether a sale or transfer of “all or substantially all” the assets of the Company and the Controlled Entities, taken together as a whole, has occurred.

### **Open Market Purchases**

The Company or any of the Company’s Controlled Entities may, in accordance with all applicable laws and regulations, at any time purchase the Notes in the open market or otherwise at any price, so long as such purchase does not otherwise violate the terms of the Indenture. The Notes so purchased, while held by or on behalf of the Company or any of the Company’s Controlled Entities, shall not be deemed to be outstanding for the purposes of determining whether the holders of the requisite principal amount of outstanding Notes have given any request, demand, authorization, direction, notice, consent or waiver hereunder.

### **Modification and Waiver**

The Indenture contains provisions permitting the Company and the Trustee, without the consent of the holders of Notes, to execute supplemental indentures for certain enumerated purposes in the Indenture and, with the consent of the holders of not less than a majority in aggregate principal amount of the Notes then outstanding under the Indenture, to add, change, eliminate or modify in any way the provisions of the Indenture or any supplemental indentures or to change or modify in any manner the rights of the holders of such Notes. The Company and the Trustee may not, however, without the consent of each holder of the Notes affected thereby:

- (i) change the Stated Maturity of the Notes;
- (ii) reduce the principal amount of, payments of interest on or stated time for payment of interest on any Note;
- (iii) change any obligation of the Company to pay Additional Amounts with respect to the Notes;
- (iv) change the currency of payment of the principal of or interest on the Notes;
- (v) impair the right to institute suit for the enforcement of any payment due on or with respect to the Notes;
- (vi) reduce the above stated percentage of outstanding Notes necessary to modify or amend the Indenture;
- (vii) reduce the percentage of the aggregate principal amount of outstanding Notes necessary for waiver of compliance with certain provisions of the Indenture or for waiver of certain defaults;
- (viii) modify the provisions of the Indenture with respect to modification and waiver; or
- (ix) reduce the amount of the premium payable upon the redemption or repurchase of any Note or change the time at which any Note may be redeemed or repurchased as described above

under “—Tax Redemption,” “—Optional Redemption” or “—Repurchase Upon Change of Control” whether through an amendment or waiver of provisions in the covenants, definitions or otherwise (except through amendments to the definition of “Change of Control”).

The holders of not less than a majority in principal amount of the Notes may on behalf of all holders of the Notes waive any existing or past default or event of default and its consequences under the Indenture, except a continuing default or event of default (i) in the payment of principal of, or interest on (or Additional Amount payable in respect of), the Notes then outstanding, in which event the consent of all holders of the Notes is required; or (ii) in respect of a covenant or provision which under the Indenture cannot be modified or amended without the consent of the holder of the Notes then outstanding affected thereby. Any such waivers will be conclusive and binding on all holders of the Notes, whether or not they have given consent to such waivers, and on all future holders of such Notes, whether or not notation of such waivers is made upon the Notes. Any instrument given by or on behalf of any holder of a Note in connection with any consent to any such waiver will be irrevocable once given and will be conclusive and binding on all subsequent holders of such Note.

Notwithstanding the foregoing, without the consent of any holder, the Company and the Trustee may amend the Indenture and the Notes to, among other things:

- (i) cure any ambiguity, omission, defect or inconsistency; *provided, however*, that such amendment does not materially and adversely affect the rights of holders of the Notes;
- (ii) provide for the assumption by a successor Person of the obligations of the Company under the Indenture and the Notes in accordance with “Consolidation, Merger and Sale of Assets”;
- (iii) provide for or facilitate the issuance of uncertificated Notes in addition to or in place of certificated Notes; *provided* that the uncertificated Notes are issued in registered form for purposes of Section 163(f) of the Code or in a manner such that the uncertificated Notes are described in Section 163(f)(2)(B) of the Code;
- (iv) to comply with the rules of any applicable depository;
- (v) make any change that does not adversely affect the legal rights under the Indenture of any holder in any material respect;
- (vi) evidence and provide for the acceptance of an appointment under the Indenture of a successor trustee; *provided* that the successor trustee is otherwise qualified and eligible to act as such under the terms of the Indenture;
- (vii) conform the text of the Indenture or the Notes to any provision of this “Description of the Notes” to the extent that such provision in this “Description of the Notes” was intended to be a verbatim recitation of a provision of the Indenture or the Notes as evidenced by an Officers’ Certificate;
- (viii) make any amendment to the provisions of the Indenture relating to the transfer and legending of Notes as permitted by the Indenture, including, but not limited to, facilitate the issuance and administration of the Notes or, if incurred in compliance with the Indenture, Additional Notes; *provided, however*, that (A) compliance with the Indenture as so amended would not result in Notes being transferred in violation of the Securities Act or any applicable securities law and (B) such amendment does not materially and adversely affect the rights of holders to transfer Notes; and
- (ix) to provide for the issuance of Additional Notes in accordance with the limitations set forth in the Indenture.

The consent of the holders is not necessary under the Indenture to approve the particular form of any proposed amendment, supplement or waiver. It is sufficient if such consent approves the substance of the proposed amendment or supplement. A consent to any amendment, supplement or waiver under the Indenture by any holder given in connection with a tender of such holder's Notes will not be rendered invalid by such tender. After an amendment, supplement or waiver under the Indenture becomes effective, the Company is required to give to the holders a notice briefly describing such amendment, supplement or waiver. However, the failure to give such notice to all the holders, or any defect in the notice will not impair or affect the validity of the amendment, supplement or waiver.

### **Limitation on Liens**

So long as any Note remains outstanding, the Company will not create or have outstanding, and the Company will ensure that none of its Material Controlled Entities will create or have outstanding, any Lien upon the whole or any part of their respective present or future undertaking, assets or revenues (including any uncalled capital) securing any Relevant Indebtedness, or any guarantee or indemnity in respect of any Relevant Indebtedness of either of the Company or any Material Controlled Entities, without (a) at the same time or prior thereto securing the Notes equally and ratably therewith or (b) providing such other security for the Notes as shall be approved by an act of the holders holding at least a majority of the principal amount of Notes then outstanding.

### **Reports**

So long as any of the Notes remain outstanding, the Company will file with the Trustee and furnish to the holders upon request, as soon as they are available but in any event not more than 30 calendar days after they are filed with The Stock Exchange of Hong Kong Limited or, if the Company's common shares are no longer listed on The Stock Exchange or Hong Kong Limited, any other recognized exchange on which the Company's common shares are at any time listed for trading, true and correct copies of any financial or other report in the English language filed with such exchange; provided that if at any time the common shares of the Company ceases to be listed for trading on a recognized stock exchange, the Company will file with the Trustee and furnish to the holders upon request:

- (i) as soon as they are available, but in any event within 120 calendar days after the end of the fiscal year of the Company, copies of its financial statements (on a consolidated basis) in respect of such financial year (including a statement of income, balance sheet and cash flow statement and a year-to-year comparison to the prior year) audited by a member firm of an internationally recognized firm of independent accountants;
- (ii) as soon as they are available, but in any event within 90 calendar days after the end of the first semi-annual fiscal period of the Company, copies of its unaudited financial statement (on a consolidated basis) in respect of such semi-annual period (including a statement of income, balance sheet and cash flow statement and a period-to-period comparison to the first semi-annual fiscal period of the prior year) prepared on a basis consistent with the audited financial statements of the Company and reviewed by a member firm of an internationally recognized firm of independent accountants, together with a certificate signed by the person then authorized to sign financial statements on behalf of the Company to the effect that such financial statements are true in all material respects and present fairly the financial position of the Company as at the end of, and the results of its operations for, the relevant semi-annual period;
- (iii) as soon as they are available, but in any event within 60 calendar days after the end of each of the first and third fiscal quarters of the Company, copies of the unaudited financial statements (on a consolidated basis) in respect of such fiscal quarter (including a statement of income, balance sheet and cash flow statement and a period-to-period comparison to the relevant fiscal quarter of the prior year) prepared on a basis consistent with the audited financial statements of the Company, together with a certificate signed by the person then



authorized to sign financial statements on behalf of the Company to the effect that such financial statements are true in all material respects and present fairly the financial position of the Company as at the end of, and the results of its operations for, the relevant fiscal quarter; and

- (iv) as soon as possible and in any event within 14 calendar days after the Company becomes aware of the occurrence thereof, written notice of the occurrence of any event or condition which constitutes, or which, after notice or lapse of time or both, would become, an Event of Default and an Officer's Certificate of the Company setting forth the details thereof and the action the Company is taking or proposes to take with respect thereto.

So long as the Notes remain outstanding and are "restricted securities" within the meaning of Rule 144(a)(3) of the Securities Act, the Company will furnish, upon the request of any holder of a beneficial interest in a Note, such information as is specified in paragraph (d)(4) of Rule 144A, to such holder or beneficial owner or to a prospective purchaser of the Note or interest therein who is a qualified institutional buyer within the meaning of Rule 144A, to the extent required to permit compliance by such holder or beneficial owner with Rule 144A in connection with the resale of the Note or beneficial interest therein in reliance on Rule 144A unless, at the time of such request, the Company is subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act, or is exempt from the registration requirements of Section 12(g) of the Exchange Act pursuant to Rule 12g3-2(b) under the Exchange Act. The Company is not, at the date of this offering memorandum, subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act and is not included in the list of foreign private issuers that are exempt from the registration requirements of Rule 12g3-2(b) under the Exchange Act.

#### **Consolidation, Merger and Sale of Assets**

The Indenture provides that the Company may not consolidate with or merge into any other Person in a transaction in which the Company is not the surviving entity, or convey, transfer or lease its properties and assets substantially as an entirety to, any Person unless:

- (i) any Person formed by such consolidation or into which the Company is merged or to whom the Company has conveyed, transferred or leased its properties and assets substantially as an entirety is a corporation, partnership, trust or other entity validly existing under the laws of the British Virgin Islands, the Cayman Islands or Hong Kong and such Person expressly assumes by an indenture supplemental to the Indenture all the obligations of the Company under the Indenture and the Notes, including the obligation to pay Additional Amounts with respect to any jurisdiction in which it is organized or resident for tax purposes;
- (ii) immediately after giving effect to the transaction, no Event of Default, and no event which, after notice or lapse of time or both, would become an Event of Default, shall have occurred and be continuing; and
- (iii) the Company has delivered to the Trustee an Officers' Certificate and an opinion of Independent Legal Counsel, each stating that such consolidation, merger, conveyance, transfer or lease and such supplemental indenture comply with the Indenture and that all conditions precedent therein provided for relating to such transaction have been complied with.

An assumption of the Company's obligations under the Notes by any Person might be deemed for U.S. federal income tax purposes to be an exchange of the Notes for new Notes by the beneficial owners thereof, resulting in the recognition of gain or loss for such purposes and possibly certain other adverse tax consequences. Investors should consult their own tax advisors regarding the tax consequences of such an assumption.

## Payments for Consent

The Company will not, and will not permit any of its Controlled Entities to, directly or indirectly, pay or cause to be paid any consideration to or for the benefit of any holder for or as an inducement to any consent, waiver or amendment of any of the terms or provisions of the Indenture or the Notes unless such consideration is offered to be paid and is paid to all holders of the Notes that consent, waive or agree to amend in the time frame set forth in the solicitation documents relating to such consent, waiver or amendment.

## Events of Default

Each of the following shall constitute an Event of Default under the Indenture:

- (i) failure to pay principal or premium in respect of any Note by the due date for such payment;
- (ii) failure to pay interest on any Note within 30 days after the due date for such payment;
- (iii) the Company defaults in the performance of or breaches its obligations under the “—Consolidation, Merger and Sale of Assets” covenant;
- (iv) the Company defaults in the performance of or breaches any covenant or agreement in the Indenture or under the Notes (other than a default specified in clause (i), (ii) or (iii) above) and such default or breach continues for a period of 30 consecutive days after written notice by the Trustee or the holders of 25% or more in aggregate principal amount of the Notes;
- (v) (1) there occurs with respect to any indebtedness of the Company or any of its Material Controlled Entities, whether such indebtedness now exists or shall hereafter be created, (A) an event of default that has resulted in the holder thereof to declare the principal of such indebtedness to be due and payable prior to its stated maturity or (B) a failure to make a payment of principal, interest or premium when due (a “payment default”) and (2) the outstanding principal amount of such indebtedness, together with the outstanding principal amount of any other indebtedness of such Persons under which there has been a payment default or the maturity of which has been so accelerated, is equal to or exceeds the greater of (x) US\$80,000,000 (or the Dollar Equivalent thereof) and (y) 2.5% of the Company’s Total Equity;
- (vi) one or more final judgments or orders for the payment of money are rendered against the Company or any of its Material Controlled Entities and are not paid or discharged, and there is a period of 90 consecutive days following entry of the final judgment or order that causes the aggregate amount for all such final judgments or orders outstanding and not paid or discharged against all such Persons to exceed the greater of (x) US\$80,000,000 (or the Dollar Equivalent thereof) and (y) 2.5% of the Company’s Total Equity, during which a stay of enforcement, by reason of a pending appeal or otherwise, is not in effect;
- (vii) the entry by a court having jurisdiction in the premises of (i) a decree or order for relief in respect of the Company or any of its Material Controlled Entities in an involuntary case or proceeding under any applicable bankruptcy, insolvency or other similar law or (ii) a decree or order adjudging the Company or any of its Material Controlled Entities bankrupt or insolvent, or approving as final and nonappealable a petition seeking reorganization, arrangement, adjustment, or composition of or in respect of the Company or any of its Material Controlled Entities under any applicable bankruptcy, insolvency or other similar law, or appointing a custodian, receiver, liquidator, assignee, trustee, sequestrator, or other

similar official of the Company or any of its Material Controlled Entities or of any substantial part of their respective property, or ordering the winding up or liquidation of their respective affairs (or any similar relief granted under any foreign laws), and the continuance of any such decree or order for relief or any such other decree or order unstayed and in effect for a period of 90 consecutive calendar days;

- (viii) the commencement by the Company or any of its Material Controlled Entities of a voluntary case or proceeding under any applicable state or foreign bankruptcy, insolvency or other similar law or of any other case or proceeding to be adjudicated bankrupt or insolvent, or the consent by it to the entry of a decree or order for relief in respect of the Company or any of its Material Controlled Entities in an involuntary case or proceeding under any applicable bankruptcy, insolvency or other similar law or to the commencement of any bankruptcy or insolvency case or proceeding against it, or the filing by it of a petition or answer or consent seeking reorganization or relief with respect to the Company or any of its Material Controlled Entities under any applicable bankruptcy, insolvency or other similar law, or the consent by it to the filing of such petition or to the appointment of or taking possession by a custodian, receiver, liquidator, assignee, trustee, sequestrator, or other similar official of the Company or any of its Material Controlled Entities or of any substantial part of their respective property pursuant to any such law, or the making by the Company or any of its Material Controlled Entities of a general assignment for the benefit of creditors in respect of any indebtedness as a result of an inability to pay such indebtedness as they become due, or the admission by the Company or any of its Material Controlled Entities in writing of its inability to pay its debts generally as they become due, or the taking of corporate action by the Company or any of its Material Controlled Entities that resolves to commence any such action; and
- (ix) the Notes or the Indenture is or becomes or is claimed to be unenforceable, invalid, ceases to be in full force and effect by the Company, or is deemed to contravene, breach or violate the laws of any relevant jurisdiction.

However, a default under clause (iv) of the preceding paragraph will not constitute an Event of Default until the Trustee or the holders of 25% in principal amount of the then outstanding Notes notify the Company of the default and the Company does not cure such default within the time specified in clause (iv) of the preceding paragraph after receipt of such notice.

If an Event of Default (other than an Event of Default described in clauses (vii) and (viii) above) shall occur and be continuing, either the Trustee or the holders of at least 25% in aggregate principal amount of the Notes then outstanding by written notice as provided in the Indenture may declare the unpaid principal amount of the Notes and any accrued and unpaid interest thereon (and any Additional Amount payable in respect thereof) to be due and payable immediately upon receipt of such notice. If an Event of Default in clause (v) above shall occur, the declaration of acceleration of the Notes shall be automatically annulled if the default triggering such Event of Default pursuant to clause (v) shall be remedied or cured by the Company or any of its Controlled Entities or waived by the holders of the relevant indebtedness within 30 days after the declaration of acceleration with respect thereto and if (1) the annulment of the acceleration of the Notes would not conflict with any judgment or decree of a court of competent jurisdiction and (2) all Events of Default, other than the non-payment of principal, premium, if any, or interest on the Notes that became due solely because of the acceleration of the Notes, have been cured or waived. If an Event of Default in clauses (vii) or (viii) above shall occur, the unpaid principal amount of all the Notes then outstanding and any accrued and unpaid interest thereon will automatically, and without any declaration or other action by the Trustee or any holder of Notes, become immediately due and payable. After a declaration of acceleration but before a judgment or decree for payment of the money due has been obtained by the Trustee, the holders of at least a majority in aggregate principal amount of the Notes then outstanding may, under certain circumstances, waive all past defaults and rescind and annul such acceleration if (1) rescission would

not conflict with any judgment or decree of a court of competent jurisdiction and (2) all Events of Default, other than the non-payment of principal, premium, if any, or interest on the Notes that became due solely because of the acceleration of the Notes, have been cured or waived. For information as to waiver of defaults, see “— Modification and Waiver.”

Subject to the provisions of the Indenture relating to the duties of the Trustee, in case an Event of Default shall occur and be continuing, the Trustee will be under no obligation to exercise any of the trusts or powers vested in it by the Indenture at the request, order or direction of any of the holders of Notes, unless such holders shall have offered to the Trustee security or indemnity reasonably satisfactory to it against the costs, expenses and liabilities which may be incurred therein or thereby. Subject to certain provisions, including those requiring security or indemnification of the Trustee, the holders of a majority in aggregate principal amount of the Notes then outstanding will have the right to direct the time, method and place of conducting any proceeding for any remedy available to the Trustee or exercising any trust or power conferred on the Trustee. No holder of any Notes will have any right to institute any proceeding, judicial or otherwise, with respect to the Indenture or the Notes, or for the appointment of a receiver or a trustee, or for any other remedy thereunder, unless (i) such holder has previously given to the Trustee written notice of a continuing Event of Default, (ii) the holders of at least 25% in aggregate principal amount of the Notes then outstanding have made written request to the Trustee to institute such proceeding, (iii) such holder or holders have offered indemnity reasonably satisfactory to the Trustee and (iv) the Trustee has failed to institute such proceeding, and has not received from the holders of a majority in aggregate principal amount of the Notes then outstanding a direction inconsistent with such request, within 60 days after such notice, request and offer. However, such limitations do not apply to a suit instituted by a holder of a Note for the enforcement of the right to receive payment of the principal of or interest on such Note on or after the applicable due date specified in such Note.

#### **Legal Defeasance and Covenant Defeasance**

The Indenture will provide that the Company may at its option and at any time elect to have all of its obligations discharged with respect to the outstanding Notes (“Legal Defeasance”) except for:

- (1) the rights of holders of the Notes that are then outstanding to receive payments in respect of the principal of, or interest or premium on the Notes when such payments are due from the trust referred to below;
- (2) the Company’s obligations with respect to the Notes concerning issuing temporary notes, registration of notes, mutilated, destroyed, lost or stolen notes and the maintenance of an office or agency for payment and money for security payments held in trust;
- (3) the rights, powers, trusts, duties and immunities of the Trustee for the Notes, and the Company’s obligations in connection therewith; and
- (4) the Legal Defeasance and Covenant Defeasance (as defined below) provisions of the Indenture for the Notes.

The Indenture will provide that, the Company may, at its option and at any time, elect to have its obligations with respect to the outstanding Notes released with respect to certain covenants (including the Company’s obligation to make a Change of Control Offer) that is described in the Indenture (“Covenant Defeasance”) and thereafter any omission to comply with those covenants will not constitute a Default or Event of Default. In the event Covenant Defeasance occurs, certain events (not including non-payment, bankruptcy, receivership, rehabilitation and insolvency events) described under the caption “—Events of Default” will no longer constitute an Event of Default.

The Indenture will also provide that, in order to exercise either Legal Defeasance or Covenant Defeasance:

- (1) the Company must irrevocably deposit with the Trustee, in trust, for the benefit of the holders of all Notes subject to Legal Defeasance or Covenant Defeasance, cash in U.S. dollars, U.S. Government Obligation, or a combination of cash in U.S. dollars and U.S. Government Obligation, in amounts as will be sufficient, in the opinion of a nationally recognized investment bank, appraisal firm or firm of independent public accountants to pay the principal of, or interest and premium on such notes that are then outstanding on the Stated Maturity or on the applicable redemption date, as the case may be, and the Company must specify whether such Notes are being defeased to maturity or to a particular redemption date;
- (2) in the case of Legal Defeasance, the Company must deliver to the Trustee an opinion of Independent Legal Counsel reasonably acceptable to the Trustee confirming that (a) the Company has received from, or there has been published by, the Internal Revenue Service a ruling or (b) since the date of the Indenture, there has been a change in the applicable federal income tax law, in either case to the effect that, and based thereon such opinion of Independent Legal Counsel will confirm that, the holders of the then outstanding Notes will not recognize income, gain or loss for federal income tax purposes as a result of such Legal Defeasance and will be subject to federal income tax on the same amounts, in the same manner and at the same times as would have been the case if such Legal Defeasance had not occurred;
- (3) in the case of Covenant Defeasance, the Company must deliver to the Trustee an opinion of Independent Legal Counsel reasonably acceptable to the Trustee confirming that the holders of the then outstanding notes will not recognize income, gain or loss for federal income tax purposes as a result of such Covenant Defeasance and will be subject to federal income tax on the same amounts, in the same manner and at the same times as would have been the case if such Covenant Defeasance had not occurred;
- (4) no Default or Event of Default with respect to the Notes must have occurred and be continuing on the date of such deposit (other than a Default or Event of Default resulting from the borrowing of funds to be applied to such deposit);
- (5) the Company must deliver to the Trustee an Officers' Certificate stating that the deposit was not made by it with the intent of preferring the holders of Notes over the Company's other creditors with the intent of defeating, hindering, delaying or defrauding its creditors or others; and
- (6) the Company must deliver to the Trustee an Officers' Certificate and an opinion of Independent Legal Counsel, each stating that all conditions precedent relating to the Legal Defeasance or the Covenant Defeasance have been complied with.

## **Satisfaction and Discharge**

The Indenture will be discharged and will cease to be of further effect when:

- (1) either:
  - (a) all Notes that have been authenticated, except lost, stolen or destroyed notes that have been replaced or paid and notes for whose payment money has been deposited in trust and thereafter repaid to the Company, have been delivered to the Trustee for cancellation; or
  - (b) all Notes that have not been delivered to the Trustee for cancellation have become due and payable by reason of the mailing of a notice of redemption or otherwise or will become due and payable within one year and the Company have irrevocably deposited or caused to be deposited with the Trustee as trust funds in trust solely for the benefit of the holders of Notes, cash in U.S. dollars, U.S. Government Obligation, or a combination of cash in U.S. dollars and U.S. Government Obligation, in amounts as will be sufficient, without consideration of any reinvestment of interest, to pay and discharge the entire Indebtedness on the Notes not delivered to the Trustee for cancellation for principal, premium and accrued interest to the date of maturity or redemption;
- (2) no Default or Event of Default under the Indenture has occurred and is continuing with respect to the Notes on the date of the deposit (other than a Default or Event of Default resulting from the borrowing of funds to be applied to such deposit) and the deposit will not result in a breach or violation of, or constitute a default under, any other instrument to which the Company is a party or by which it is bound;
- (3) the Company has paid or caused to be paid all sums payable by it under the Indenture with respect to the Notes; and
- (4) the Company has delivered irrevocable instructions to the Trustee under the Indenture to apply the deposited money toward the payment of the Notes at maturity or the redemption date, as the case may be.

In addition, the Company must deliver an Officers' Certificate and an opinion of Independent Legal Counsel to the Trustee stating that all conditions precedent to satisfaction and discharge have been satisfied.

## **Concerning the Trustee**

Pursuant to the Indenture, the Trustee will be designated by the Company as the initial paying and transfer agent and registrar for the Notes. The corporate trust office of the Trustee is currently located at Trust & Agency Services, 60 Wall Street, 27th Floor NYC MS 60-2710, New York, New York 10005.

The Indenture provides that the Trustee, except during the continuance of an Event of Default, undertakes to perform such duties and only such duties as are specifically set forth in such Indenture. If an Event of Default has occurred and is continuing, the Trustee will exercise such of the rights and powers vested in it by the Indenture, and use the same degree of care and skill in their exercise, as a prudent person would exercise or use under the circumstances in the conduct of such person's own affairs.

## **Currency Indemnity**

To the fullest extent permitted by law, the obligations of the Company to any holder of Notes under the Indenture or the Notes, as the case may be, shall, notwithstanding any judgment in a currency (the

“Judgment Currency”) other than U.S. dollars (the “Agreement Currency”), be discharged only to the extent that on the Business Day following receipt by such holder or the Trustee, as the case may be, of any amount in the Judgment Currency, such holder or the Trustee, as the case may be, may in accordance with normal banking procedures purchase the Agreement Currency with the Judgment Currency. If the amount of the Agreement Currency so purchased is less than the amount originally to be paid to such holder or the Trustee, as the case may be, in the Agreement Currency, the Company agrees, as a separate obligation and notwithstanding such judgment, to pay the difference and if the amount of the Agreement Currency so purchased exceeds the amount originally to be paid to such holder, such holder or the Trustee, as the case may be, agrees to pay to or for the account of the Company such excess, provided that such holder shall not have any obligation to pay any such excess as long as a default by the Company in its obligations under the Indenture or the Notes has occurred and is continuing, in which case such excess may be applied by such holder to such obligations.

## **Notices**

Notices to holders of Notes will be mailed to them (or the first named of joint holders) by first class mail (or, if first class mail is unavailable, by airmail) at their respective addresses in the register.

## **Governing Law and Consent to Jurisdiction**

The Notes and the Indenture are governed by and will be construed in accordance with the laws of the State of New York. The Company has agreed that any action arising out of or based upon the Indenture or the Notes may be instituted in any U.S. federal or New York State court located in the Borough of Manhattan, The City of New York, and have irrevocably submitted to the non-exclusive jurisdiction of any such court in any such action. The Company has irrevocably appointed Corporation Service Company as its agent upon which process may be served in any such action.

The Company has agreed that, to the extent that it is or becomes entitled to any sovereign or other immunity, it will waive such immunity in respect of its obligations under the Indenture.

## **Certain Definitions**

Set forth below are definitions of certain of the terms used herein. Additional terms are defined elsewhere above or in the Indenture.

“Affiliate” means, with respect to any Person, any other Person directly or indirectly controlling, controlled by, or under direct or indirect common control with, such Person.

“Board of Directors” means the board of directors elected or appointed by the shareholders of the Company to manage the business of the Company or any committee of such board duly authorized to take the action purported to be taken by such committee.

“Board Resolution” means any resolution of the Board of Directors taking an action which it is authorized to take and adopted at a meeting duly called and held at which a quorum of disinterested members (if so required) was present and acting throughout or adopted by written resolution executed by every member of the Board of Directors.

“Business Day” means a day other than a Saturday, Sunday or a day on which banking institutions or trust companies in The City of New York are authorized or obligated by law, regulation or executive order to remain closed.

“Capital Stock” of any Person means any and all shares, interests, rights to purchase, warrants, options, participations or other equivalents of or interests in (however designated) equity of such Person, including any Preferred Shares and limited liability or partnership interests (whether general or limited), but excluding any debt securities convertible or exchangeable into such equity.

“Change of Control” means:

- (i) any “person” or “group” of related persons (as such terms are used in Sections 13(d) and 14(d) of the Exchange Act), other than one or more Permitted Holders, becomes the beneficial owner (as defined in Rules 13d-3 and 13d-5 under the Exchange Act, except that such person or group shall be deemed to have “beneficial ownership” of all shares that any such person or group has the right to acquire, whether such right is exercisable immediately or only after the passage of time), directly or indirectly, of more than 35% of the total voting power of the Voting Stock of the Company or any of its direct or indirect parent entities (or their successors by merger, consolidation or purchase of all or substantially all of their assets);
- (ii) the merger or consolidation of the Company with or into another Person or the merger of another Person with or into the Company, unless the holders of a majority of the aggregate voting power of the Voting Stock of the Company, immediately prior to such transaction, hold securities of the surviving or transferee Person that represent, immediately after such transaction, at least a majority of the aggregate voting power of the Voting Stock of the surviving or transferee Person; or
- (iii) individuals who on the Issue Date constituted the Board of Directors, together with any new directors whose election by the Board of Directors was approved by a vote of a least two-thirds of the directors then still in office who were either directors on the Issue Date or whose election was previously so approved, cease of any reason to constitute a majority of the Board of Directors then in office;
- (iv) the sale, assignment, conveyance, transfer, lease or other disposition (other than by way of merger or consolidation), in one or a series of related transactions, of all or substantially all of the assets of the Company and its Controlled Entities, taken together as a whole, to any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act), other than transactions with one or more Permitted Holders;
- (v) any “person” or “group” of related persons (as such terms are used in Sections 13(d) and 14(d) of the Exchange Act) owns more of the total voting power of the Voting Stock of the Company than the Permitted Holders own in the aggregate;
- (vi) the adoption by the shareholders of the Company of a plan or proposal for the liquidation or dissolution of the Company; or
- (vii) (A) any change in or amendment to the laws, regulations and rules of the PRC or the interpretation or application thereof (“Change in Law”) that results in (i) the Group (as in existence immediately subsequent to such Change in Law), as a whole, being legally prohibited from operating substantially all of the business operations conducted by the Group (as in existence immediately prior to such Change in Law) as of the last date of the period described in the consolidated financial statements of the Company for the most recent fiscal quarter and (ii) the Company being unable to continue to derive substantially all of the economic benefits from the business operations conducted by the Group (as in existence immediately prior to such Change in Law) in the same manner as reflected in the consolidated financial statements of the Company for the most recent fiscal quarter and (B) the Company has not furnished to the Trustee, prior to the date that is twelve months after the date of the Change in Law, an opinion from an Independent Financial Advisor or an Independent Legal Counsel stating either (1) the Company is able to continue to derive substantially all of the economic benefits from the business operations conducted by the Group (as in existence immediately prior to such Change in Law), taken as a whole, as



reflected in the consolidated financial statements of the Company for the most recent fiscal quarter (including after giving effect to any corporate restructuring or reorganization plan of the Company) or (2) such Change in Law would not materially adversely affect the Company's ability to make principal and interest payments on the Notes when due.

"Code" means the Internal Revenue Code of 1986, as amended.

"Consolidated Affiliated Entity" of any Person means any corporation, association or other entity which is or is required to be consolidated with such Person under International Accounting Standards 27, *Consolidated and Separate Financials Statements* (including any changes, amendments or supplements thereto) or, if such person prepares its financial statements in accordance with accounting principles other than IFRS, the equivalent of International Accounting Standards 27, *Consolidated and Separate Financial Statements* under such accounting principles. Unless otherwise specified herein, each reference to a Consolidated Affiliated Entity will refer to a Consolidated Affiliated Entity of the Company.

"Controlled Entity" of any Person means a Subsidiary or a Consolidated Affiliated Entity of such Person.

"CUSIP" means the identification number provided by Committee on Uniform Securities Identification Procedures.

"Default" means any event that is, or with the passage of time or the giving of notice or both would be, an Event of Default.

"Dollar Equivalent" means, with respect to any monetary amount in a currency other than U.S. dollars, at any time for the determination thereof, the amount of U.S. dollars obtained by converting such foreign currency involved in such computation into U.S. dollars at the base rate for the purchase of U.S. dollars with the applicable foreign currency as quoted by the Federal Reserve Bank of New York on the date of determination.

"Exchange Act" means the United States Securities Exchange Act of 1934, as amended.

"Group" means the Company and its Controlled Entities.

"Holder", "holder" and "Noteholder", in relation to a Note, means the Person in whose name a Note is registered in the Register.

"Hong Kong Stock Exchange" means The Stock Exchange of Hong Kong Limited.

"IFRS" means International Financial Reporting Standards.

"Independent Financial Advisor" means an accounting, appraisal, investment banking firm or consultant of nationally recognized standing that is reasonably acceptable to the Trustee.

"Independent Legal Counsel" means an independent legal firm of nationally recognized standing that is reasonably acceptable to the Trustee.

"Independent Tax Consultant" means an independent accounting firm or consultant of nationally recognized standing that is reasonably acceptable to the Trustee.

"Issue Date" means December 12, 2011.

"Lien" means any mortgage, charge, pledge, lien or other form of encumbrance or security interest.

"Make Whole Amount" means an amount determined on the fifth Business Day before the redemption date by the Calculation Agent (as defined in the Indenture) to be equal to the sum of (i) the present

value of the principal amount of the Notes to be redeemed, assuming a scheduled repayment thereof on the date of Stated Maturity, plus (ii) the present value of the remaining scheduled payments of interest to and including the date of Stated Maturity, in each case discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months and, in the case of an incomplete month, the actual number of days elapsed) at the Treasury Yield plus 30 basis points.

“Material Controlled Entity” means any Controlled Entity of the Company:

- (a) whose total revenue (consolidated in the case of a Controlled Entity which has Controlled Entities) as shown by its latest audited income statement is at least 5% of the consolidated total revenue as shown by the latest issued audited consolidated income statement of the Company and its consolidated Controlled Entities; or
- (b) whose net income (consolidated in the case of a Controlled Entity which has Controlled Entities) as shown by its latest audited income statement, is at least 5% of the consolidated net income as shown by the latest issued audited consolidated income statement of the Company and its consolidated Controlled Entities; or
- (c) whose net assets (consolidated in the case of a Controlled Entity which itself has Controlled Entities) as shown by its latest audited balance sheet, are at least 10% of the consolidated net assets of the Company and its Controlled Entities as shown by the latest issued audited consolidated balance sheet of the Company and its Controlled Entities, including the investment of the Company and its consolidated Controlled Entities in each Controlled Entity whose accounts are not consolidated with the consolidated audited accounts of the Company and of associated companies and after adjustment for minority interests;

provided that, in relation to paragraphs (a), (b) and (c) above:

- (i) in the case of a corporation or other business entity becoming a Controlled Entity after the end of the financial period to which the latest consolidated audited accounts of the Company relate, the reference to the then latest consolidated audited accounts of the Company and its Controlled Entities for the purposes of the calculation above shall, until consolidated audited accounts of the Company for the financial period in which the relevant corporation or other business entity becomes a Controlled Entity are issued, be deemed to be a reference to the then latest consolidated audited accounts of the Company and its Controlled Entities adjusted to consolidate the latest audited accounts (consolidated in the case of a Controlled Entity which itself has Controlled Entities) of such Controlled Entity in such accounts;
- (ii) if at any relevant time in relation to the Company or any Controlled Entity which itself has Controlled Entities, no consolidated accounts are prepared and audited, total revenue, net income or net assets of the Company and/or any such Controlled Entity shall be determined on the basis of pro forma consolidated accounts prepared for this purpose by or on behalf of the Company;
- (iii) if at any relevant time in relation to any Controlled Entity, no accounts are audited, its net assets (consolidated, if appropriate) shall be determined on the basis of pro forma accounts (consolidated, if appropriate) of the relevant Controlled Entity prepared for this purpose by or on behalf of the Company; and

- (iv) if the accounts of any Controlled Entity (not being a Controlled Entity referred to in proviso (i) above) are not consolidated with those of the Company, then the determination of whether or not such Controlled Entity is a Material Controlled Entity shall be based on a pro forma consolidation of its accounts (consolidated, if appropriate) with the consolidated accounts (determined on the basis of the foregoing) of the Company; or
- (d) any Controlled Entity of the Company to which is transferred all or substantially all of the assets of a Controlled Entity which immediately prior to such transfer was a Material Controlled Entity, provided that the Material Controlled Entity which so transfers its assets shall forthwith upon such transfer cease to be a Material Controlled Entity and the Controlled Entity to which the assets are so transferred shall become a Material Controlled Entity at the date on which the first issued audited accounts (consolidated, if appropriate) of the Company prepared as of a date later than such transfer are issued unless such Controlled Entity would continue to be a Material Controlled Entity on the basis of such accounts by virtue of the provisions of paragraphs (a), (b) or (c) above.

An Officers' Certificate (which shall be signed by the chief financial officer and another Officer of the Company) stating that, in their opinion, a Controlled Entity is or is not, or was or was not, a Material Controlled Entity shall, in the absence of manifest error, be conclusive and binding on all parties. The certificate shall, if there is a dispute as to whether any Controlled Entity of the Company is or is not a Material Controlled Entity be accompanied by a report by an internationally recognized firm of accountants addressed to the directors of the Company as to proper extraction of the figures used by the Company in determining the Material Controlled Entities of the Company and mathematical accuracy of the calculation.

“Officer” means the Chairman of the Board, the Chief Executive Officer, the President, the Chief Financial Officer, any Vice President, the Treasurer or the Secretary of the Company or, in the event that the Company is a partnership or a limited liability company that has no such officers, a person duly authorized under applicable law by the general partner, managers, members or a similar body to act on behalf of the Company.

“Officers' Certificate” means a certificate signed by two Officers of the Company, one of whom is the principal executive officer, the principal financial officer, the treasurer or the principal accounting officer, or by an Officer and either an Assistant Treasurer or an Assistant Secretary of the Company.

“Person” means any individual, corporation, firm, limited liability company, partnership, joint venture, undertaking, association, joint stock company, trust, unincorporated organization, trust, state, government or any agency or political subdivision thereof or any other entity (in each case whether or not being a separate legal entity).

“Permitted Holders” means Naspers Limited, Mr. Ma Huateng and Mr. Zhang Zhidong and any Affiliate of Mr. Ma Huateng or Mr. Zhang Zhidong; in the event the Company merges into a Controlled Entity of the Company (“Merger Sub”) that (x) is a shell corporation, (y) is incorporated specifically for the purpose of a merger with the Company and (z) is a Controlled Entity directly owned by another Controlled Entity of the Company that is directly owned by the Company (“Topco”), with Topco owning no assets other than holding the Capital Stock of Merger Sub, then, upon completion of such merger, Topco will be a Permitted Holder so long as the ultimate beneficial ownership of the Company has not been modified by such transaction. Any Person or group whose acquisition of beneficial ownership constitutes a Change of Control in respect of which a Change of Control Offer is made in accordance with the requirements of the Indenture (or would result in a Change of Control Offer in the absence of the waiver of such requirement by Holders in accordance with the Indenture) will thereafter constitute additional Permitted Holders.

“Preferred Shares,” as applied to the Capital Stock of any corporation, means Capital Stock of any class or classes (however designated) that is preferred as to the payment of dividends upon liquidation, dissolution or winding up.

“Relevant Indebtedness” means any indebtedness which is in the form of, or represented or evidenced by, bonds, notes, debentures, loan stock or other securities which for the time being are, or are intended to be or are commonly, quoted, listed or dealt in or traded on any stock exchange or over-the-counter or other securities market.

“Stated Maturity” means December 12, 2016.

“Subsidiary” of any Person means (a) any corporation, association or other business entity (other than a partnership, joint venture, limited liability company or similar entity) of which more than 50% of the total ordinary voting power of shares of Capital Stock entitled (without regard to the occurrence of any contingency) to vote in the election of directors, managers or trustees thereof (or Persons performing similar functions) or (b) any partnership, joint venture limited liability company or similar entity of which more than 50% of the capital accounts, distribution rights, total equity and voting interests or general or limited partnership interests, as applicable, is, in the case of clauses (a) and (b), at the time owned or controlled, directly or indirectly, by (1) such Person, (2) such Person and one or more Subsidiaries of such Person or (3) one or more Subsidiaries of such Person. Unless otherwise specified herein, each reference to a Subsidiary will refer to a Subsidiary of the Company.

“Total Equity”, as of any date, means the total equity attributable to the Company’s equity holders on a consolidated basis determined in accordance with IFRS, as shown on the consolidated statement of financial position of the Company for the most recent fiscal quarter.

“Treasury Yield” means:

- (i) the yield, under the heading which represents the average for the week immediately preceding the date on which such yield is calculated, appearing in the most recently published statistical release designated “H.15(519)” or any successor publication which is published weekly by the Board of Governors of the Federal Reserve System, available on the world-wide-website of the Board of Governors Federal Reserve System at <http://www.federalreserve.gov/releases/h15/>, or any successor site, or, failing which, on Bloomberg pages PX1, PX2 and PX3 and which established a yield for actively traded United States Treasury securities adjusted to constant maturity under the caption “Treasury Constant Maturities”, with a maturity comparable to the time period between the redemption date and the date of Stated Maturity (the “Remaining Maturity”), (if no maturity falls within three months before or after such time period, yields for the two published maturities most closely corresponding to such time period shall be determined and the Treasury Yield shall be interpolated or extrapolated from such yields on a straight-line basis, rounding to the nearest month); or as such aforesaid yield is displayed on the Moneyline Telerate Page 7051 (or such other page which may replace that page on that service or a successor service); or
- (ii) in the event that such yield referred to in paragraph (i) above does not appear in such statistical release or any successor publication, site, page servicer or any successor thereto during the week preceding the date on which the Calculation Agent determines the Early Redemption Amount (which shall be the fifth Business Day (that is a Business Day in The City of New York) before the redemption date), the yield determined by the Calculation Agent as follows:
- (iii) The Calculation Agent (after consultation with the Company) shall select, and the Company shall appoint, three or more primary U.S. Government securities dealers in New York City (a “Primary Treasury Dealer”) or their respective successors as reference dealer; provided,

however, that if any of the foregoing ceases to be a Primary Treasury Dealer, the Company shall substitute therefore another Primary Treasury Dealer selected by the Calculation Agent (after consultation with the Company). The Calculation Agent (after consultation with the Company) shall also select, and the Company shall also appoint, one of the reference dealers as the quotation agent. The quotation agent will select a United States Treasury security having a maturity comparable to the Remaining Maturity, which would be used in accordance with customary financial practice to price new issues of corporate debt securities with a maturity comparable to the Remaining Maturity. The reference dealers will provide the Calculation Agent with the bid and asked prices for that comparable United States Treasury security as of 5:00 p.m. (New York City time) on the fifth Business Day (that is a Business Day in The City of New York) before the redemption date.

The Calculation Agent will calculate the average of the bid and asked prices provided by each reference dealer to obtain such reference dealer's quotation. The Calculation Agent will eliminate the highest and the lowest quotations and then calculate the average of the remaining quotations; provided, however, that if the Calculation Agent obtains fewer than four quotations, it will calculate the average of all the quotations without eliminating any of them. The average quotation is called the comparable treasury price. The applicable Treasury Yield will be the semi-annual equivalent yield to maturity of a security whose price is equal to the comparable treasury price, in each case expressed as a percentage of its principal amount.

Absent any manifest error, the determination by the Calculation Agent of the Treasury Yield in accordance with the procedures set forth above will be final and binding.

"U.S. Government Obligations" means securities that are (i) direct obligations of the United States of America for the payment of which its full faith and credit is pledged or (ii) obligations of an agency or instrumentality of the United States of America the payment of which is unconditionally guaranteed as a full faith and credit obligation by the United States of America, and shall also include a depositary receipt issued by a bank or trust company as custodian with respect to any such U.S. Government Obligation or a specific payment of interest on or principal of any such U.S. Government Obligation held by such custodian for the account of the holder of a depositary receipt; provided that (except as required by law) such custodian is not authorized to make any deduction from the amount payable to the holder of such depositary receipt from any amount received by the custodian in respect of the U.S. Government Obligation or the specific payment of interest on or principal of the U.S. Government Obligation evidenced by such depositary receipt.

"Voting Stock" of a Person means all classes of Capital Stock of such Person then outstanding and normally entitled to vote in the election of directors, managers or trustees, as applicable, of such Person.

## FORM, DENOMINATION AND TRANSFER

*The statements set forth herein include summaries of certain rules and operating procedures of DTC, Euroclear and Clearstream which will affect transfers of interests in the Global Notes.*

The Notes sold in offshore transactions in reliance on Regulation S will be initially in the form of one or more Regulation S Global Notes, fully registered without interest coupons, which will be deposited with Deutsche Bank Trust Company Americas (in such capacity, the “Custodian”) for DTC and registered in the name of Cede & Co., as nominee of DTC, for the accounts of Euroclear and Clearstream.

The Notes sold to qualified institutional buyers (“QIBs”) in reliance on Rule 144A will be issued initially in the form of one or more Rule 144A Global Notes and, together with the Regulation S Global Notes, the “Global Notes”, fully registered without interest coupons, which will be deposited with the Custodian for DTC and registered in the name of Cede & Co., as nominee of DTC.

The Global Notes may be exchanged for individual certificated notes in fully registered form in the circumstances described under “— Individual Notes” below.

Notes issued under Regulation S or Rule 144A will be issued in minimum denominations of US\$200,000 and in integral multiples of US\$1,000 above that amount. The Notes (including beneficial interests in the Global Notes) will be subject to certain restrictions on transfer set forth therein and in the Indenture, the Rule 144A Global Notes and the Regulation S Global Notes and will bear a legend regarding such restrictions as set forth under “Transfer Restrictions.” Under certain circumstances, transfers may be made only upon receipt by the Trustee of a written certification (in the form(s) provided in the Indenture).

A beneficial interest in a Regulation S Global Note may be transferred within the United States to a person who takes delivery in the form of an interest in the related Rule 144A Global Note pursuant to the procedures of DTC and as set forth further in the Indenture.

Beneficial interests in a Rule 144A Global Note may be transferred to a person who takes delivery in the form of an interest in a Rule 144A Global Note without any written certification from the transferor or the transferee. Beneficial interests in a Rule 144A Global Note may be transferred to a person who takes delivery in the form of an interest in a Regulation S Global Note only upon receipt by the Trustee of written certifications (in the form(s) provided in the Indenture) from the transferor to the effect that such transfer is being made in accordance with Rule 903 or 904 of Regulation S or Rule 144 under the Securities Act (if available).

Any individual notes issued in exchange for an interest in a Rule 144A Global Note under the circumstances described under “Individual Notes” below may be transferred (a) to a person who takes delivery in the form of an interest in a Rule 144A Global Note only upon receipt by the Trustee of written certifications (in the form(s) provided in the Indenture) from the transferor that the transfer is being made in accordance with the requirements of Rule 144A or (b) to a person who takes delivery in the form of an interest in a Regulation S Global Note only upon receipt by the Trustee of written certifications (in the form(s) provided in the Indenture) from the transferor that the transfer has been made in compliance with Rule 903 or Rule 904 of Regulation S under the Securities Act.

Any beneficial interest in one of the Global Notes that is transferred to an entity who takes delivery in the form of an interest in the other Global Note will, upon transfer, cease to be an interest in such Global Note and become an interest in the other Global Note and, accordingly, will thereafter be subject to all transfer restrictions, if any, and other procedures applicable to beneficial interests in such other Global Note for as long as it remains such an interest.

Investors may hold their interests in the Global Notes directly through DTC, Clearstream or Euroclear, as the case may be, if they are participants in such systems, or indirectly through organizations which are participants in such systems. Clearstream and Euroclear will hold interests in the Regulation S Global Notes on behalf of their participants through customers' securities accounts in their respective names on the books of their respective depositaries, which are participants in DTC.

Transfers between participants in DTC (the "Participants") will be effected in the ordinary way in accordance with DTC rules. Transfers between participants in Clearstream and Euroclear (Clearstream Participants and Euroclear Participants, respectively) will be effected in the ordinary way in accordance with their respective rules and operating procedures. Subject to compliance with the transfer restrictions applicable to the Notes, cross-market transfers between DTC, on the one hand, and Clearstream or Euroclear Participants, on the other hand, will be effected in DTC in accordance with DTC rules on behalf of Euroclear or Clearstream, as the case may be. Such cross-market transactions, however, will require delivery of instructions to Euroclear or Clearstream, as the case may be, by the counterparty in such system in accordance with its rules and procedures and within its established deadlines. Euroclear or Clearstream, as the case may be, will, if the transaction meets its settlement requirements, deliver instructions to DTC to take action to effect final settlement on its behalf by delivering or receiving payment in accordance with DTC's system.

Persons who are not Participants may beneficially own interests in the Global Notes held by DTC only through Participants or Indirect Participants (as defined below) (including Euroclear and Clearstream). So long as Cede & Co., as the nominee of DTC, is the registered owner of the Global Notes, Cede & Co. for all purposes will be considered the sole holder of such Notes.

Payment of interest and principal on the Global Notes will be made to Cede & Co., the nominee for DTC, as the registered owner of the Global Notes by wire transfer of immediately available funds. Neither the Company nor the Trustee will have any responsibility or liability for any aspect of the records relating to or payments made on account of beneficial ownership interests in the Global Notes or for maintaining, supervising or reviewing any records relating to such beneficial ownership interest.

The Company has been informed by DTC that, upon receipt of any payment of interest on or the redemption price of the Global Notes, DTC will credit Participants' accounts with payments in amounts proportionate to their respective beneficial interests in the Global Notes as shown on the records of DTC. Payments of interest on and principal of the Notes held through Clearstream or Euroclear will be credited to the cash accounts of Clearstream Participants or Euroclear Participants, as the case may be, in accordance with the relevant system's rules and procedures. Payments by Participants to owners of beneficial interests in the Global Notes held through such Participants will be the responsibility of such Participants, as is the case with securities held by broker-dealers, either directly or through nominees, for the accounts of customers and registered in "street name."

Because DTC can only act on behalf of Participants, who in turn act on behalf of Indirect Participants and certain banks, the ability of a person having a beneficial interest in the Global Notes to pledge such interest to persons or entities that do not participate in the DTC system, or to otherwise take actions in respect of such interest, may be affected by the lack of a physical certificate. The laws of some jurisdiction require that certain persons take physical delivery of securities in definitive form. Consequently, the ability to transfer beneficial interests to such person may be limited. In addition, owners of beneficial interests through DTC will receive distributions attributable to the Rule 144A Global Notes only through Participants.

So long as the Notes are represented by Global Notes and such Global Notes are held on behalf of DTC or any other clearing system, such clearing system or its nominee will be considered the sole holder of the Notes represented by the applicable Global Notes for all purposes under the Indenture, including, without limitation, obtaining consents and waivers thereunder, and neither the Trustee nor the Company shall be affected by any notice to the contrary. Neither the Trustee nor the Company shall have any responsibility or obligation with respect to the accuracy of any records maintained by any

clearing system or any Participant of such clearing system. The clearing systems will take actions on behalf of their Participants (and any such Participants will take actions on behalf of any Indirect Participants) in accordance with their standard procedures. To the extent that any clearing system acts upon the direction of the holders of the beneficial interests in the applicable Global Note and such beneficial holders give conflicting instructions, the applicable clearing system may take conflicting actions in accordance with such instructions.

DTC has advised the Company that it will take any action permitted to be taken by a holder of Notes (including, without limitation, the presentation of Notes for exchange) only at the direction of one or more Participants and only in respect of the principal amount of the Notes represented by the Global Note as to which such Participant or Participants has or have given such direction.

Clearstream or Euroclear, as the case may be, will take any action permitted to be taken by a holder of Notes (including, without limitation, the presentation of Notes for exchange) on behalf of a Clearstream Participant or a Euroclear Participant only in accordance with its relevant rules and procedures and subject to its ability to effect such actions through DTC.

DTC has advised the Company as follows:

DTC is a limited purpose trust company organized under the laws of the State of New York, a “banking organization” within the meaning of New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the Uniform Commercial Code and a “Clearing Agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended. DTC was created to hold securities for its Participants and facilitate the clearance and settlement of securities transactions between Participants through electronic book-entry changes in accounts of its Participants, thereby eliminating the need for the physical movement of certificates. Participants include securities brokers and dealers, banks, trust companies and clearing corporations and may include certain other organizations. Indirect access to the DTC system is available to others such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a Participant, either directly or indirectly (“Indirect Participants”).

Although DTC, Clearstream and Euroclear have agreed to the foregoing procedures in order to facilitate transfers of interests in the Global Notes among participants of DTC, Clearstream and Euroclear, they are under no obligation to perform or continue to perform such procedures, and such procedures may be discontinued at any time. Neither the Company nor the Trustee will have any responsibility for the performance by DTC, Clearstream and Euroclear, or their respective Participants or Indirect Participants, of their respective obligations under the rules and procedures governing their operations.

### **Individual Notes**

If DTC is at any time unwilling or unable to continue as depository and a successor depository is not appointed by the Company within 90 days or if there shall have occurred and be continuing an Event of Default (as described above) with respect to the Notes, the Company will issue individual Notes in certificated, fully registered form in exchange for the Global Notes.

For so long as the Notes are listed on the SGX-ST and the rules of the SGX-ST so require, there will be a Paying and Transfer Agent in Singapore. The Company will give to the Trustee written notice of the location of any such office or agency and of any change of location thereof.

For so long as the Notes are listed on the SGX-ST and the rules of the SGX-ST so require, the Company shall appoint and maintain a paying agent in Singapore, where the Notes may be presented or surrendered for payment or redemption, in the event that a Global Note is exchanged for individual Notes in certificated form. In addition, in the event that a Global Note is exchanged for individual



Notes in certificated form, an announcement of such exchange shall be made by or on behalf of the Company through the SGX-ST and such announcement will include all material information with respect to the delivery of the individual Notes in certificated form, including details of the paying agent in Singapore.

Subject to the transfer restrictions set forth on the individual Notes in certificated form, the holder of such individual Notes in certificated form may transfer or exchange such Notes (whether received directly from the Company or in exchange for beneficial interests in the Global Notes) by surrendering them at the corporate trust office of the Trustee or at the office of the paying agent in The City of New York. Prior to any proposed transfer of individual Notes in certificated form (other than pursuant to an effective registration statement), the holder may be required to provide certifications and other documentation relating to the manner of such transfer and submit such certifications and other documentation to the Trustee as provided in the Indenture. Upon the transfer, exchange or replacement of individual Notes in certificated form not bearing the legend referred to under “Transfer Restrictions,” the Trustee will deliver individual Notes in certificated form that do not bear the legend. Upon the transfer, exchange or replacement of individual Notes in certificated form bearing the legend, or upon specific request for removal of the legend on an individual Note in certificated form, the Trustee will deliver only individual Notes in certificated form that bear such legend or shall refuse to remove such legend, as the case may be, unless there is delivered to the Company such satisfactory evidence, which may include an opinion of counsel, as may reasonably be required by the Company that neither the legend nor the restrictions on transfer set forth therein are required to ensure compliance with the provisions of the Securities Act.

#### **Same-day settlement in respect of Global Notes**

So long as any Notes are represented by Global Notes registered in the name of DTC or its nominee, such Notes will trade in DTC’s same-day funds settlement system, and secondary market trading activity in such Notes will therefore be required by DTC to settle in immediately available funds. No assurance can be given as to the effect, if any, of settlement in immediately available funds on trading activity in the Notes.

## TAXATION

*This summary is based on the laws of the Cayman Islands, Hong Kong, PRC and the United States in effect on the date of this offering memorandum, which are subject to changes (or changes in interpretation), possibly with retroactive effect. The summary does not address any aspects of the Cayman Islands taxation other than income taxation, capital taxation, stamp duty and estate taxation. Prospective investors are urged to consult their tax advisors regarding the tax consequences of owning and disposing of our Notes.*

### CAYMAN ISLANDS TAXATION

The Cayman Islands currently levy no taxes on individuals or corporations based upon profits, income, gains or appreciations and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to us levied by the Government of the Cayman Islands save certain stamp duties which may be applicable, from time to time, on certain instruments executed in or brought within the jurisdiction of the Cayman Islands. The Cayman Islands are not party to any double tax treaties.

### HONG KONG

#### **Withholding tax**

No withholding tax in Hong Kong is payable on payments of principal or interest with respect to the Notes or in respect of any capital gains arising from the sale of the Notes.

#### **Profits tax**

Hong Kong profits tax is charged on every person carrying on a trade, profession or business in Hong Kong with respect to assessable profits arising in or derived from Hong Kong from such trade, profession or business (excluding profits arising from the sale of capital assets).

Under the Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong) (the “**Inland Revenue Ordinance**”) as it is currently applied, Hong Kong profits tax may be charged on revenue profits arising on the sale, disposal or redemption of the Notes where such sale, disposal or redemption is or forms part of a trade, profession or business carried on in Hong Kong.

Interest on the Notes will be subject to Hong Kong profits tax where such interest has a Hong Kong source, and is received by or accrues to:

- (a) a financial institution (as defined in the Inland Revenue Ordinance) and arises through or from the carrying on by the financial institution of its business in Hong Kong; or
- (b) a corporation carrying on a trade, profession or business in Hong Kong and where the interest is derived from Hong Kong; or
- (c) a person, other than a corporation, carrying on a trade, profession or business in Hong Kong and such interest is with respect to the funds of the trade, profession or business and where the interest is derived from Hong Kong.

#### **Stamp duty**

No Hong Kong stamp duty will be chargeable upon the issue, or subsequent transfer of the Notes (for so long as the register of holders of the Notes is maintained outside Hong Kong).

## **PRC**

Under the 2008 CIT Law and its Implementation Rules, enterprises established outside the PRC whose “de facto management bodies” are located in the PRC are considered as “resident enterprises” for PRC tax purposes. The Implementation Rules define the term “de facto management body” as a management body that exercises full and substantial control and management over the manufacturing and business operation, personnel, accounting and properties of an enterprise.

In April 2009, the State Administration of Taxation released a circular that sets out the standards and procedures for recognizing the location of the “de facto management body” of an enterprise registered outside of the PRC and funded by Chinese enterprises or Chinese enterprise groups as controlling investors, or a Chinese funded enterprise. Under the circular, a funded enterprise is considered as a resident enterprise if all of the following apply: (i) a Chinese funded enterprise’s senior management and personnel who are responsible for carrying out daily operations are located in the PRC; (ii) the management or the personnel who have the right to decide or approve the Chinese funded enterprise’s financial and human resource matters are located in the PRC; (iii) the major assets, account book, company seal and meeting minutes of the Chinese funded enterprises are located or stored in the PRC; and (iv) the directors or management personnel holding no less than 50% voting rights of the Chinese funded enterprise habitually reside in the PRC. The circular explicitly provides the above standards apply to enterprises which are registered outside the PRC and funded by Chinese enterprises or Chinese enterprise groups as controlling investors. We are not currently funded or controlled by any Chinese enterprise or Chinese enterprise group, therefore, the circular does not apply directly to us. However, such standards may be cited for reference only when considering whether our “de facto management body” is in the PRC or not.

The Company holds its shareholders’ meeting and board meetings outside the PRC and keep its shareholders’ list outside the PRC. However, most of the Company’s directors and senior management are currently based inside the PRC and the Company keeps its books of account inside the PRC. The above elements may be relevant for the tax authorities to determine whether it is a PRC resident enterprise for tax purposes. However, there is no clear standard published by the tax authorities for making such determination.

Although it is unclear under PRC tax law whether the Company has a “de facto management body” located in the PRC for PRC tax purposes, it intends to take the position that it is not a PRC resident enterprise for tax purposes. The Company cannot assure you that it will not be considered as a “resident enterprise” by the tax authorities. The Company’s PRC counsel, Jun He Law Offices, has advised the Company that if it is deemed to be a PRC resident enterprise for corporate income tax purposes, among other things, the Company would be subject to the PRC corporate income tax at the rate of 25% on its worldwide income. Furthermore, the Company would be obligated to withhold PRC income tax of 7% on payments of interest on the Notes made to investors that are non-resident enterprises located in Hong Kong if such Hong Kong investor is a beneficial owner under the Tax Arrangement or 10% on payments of interest on the Notes made to investors that are non-resident located outside Hong Kong, because the interest would be regarded as being derived from sources within the PRC. In addition, if the Company fails to do so, it may be subject to fines and other penalties. Similarly, any gain realized by such non-resident enterprise investors from the transfer of the Notes would be regarded as being derived from sources within the PRC and accordingly would be subject to a 10% PRC withholding tax.

## **EU DIRECTIVE ON THE TAXATION OF SAVINGS INCOME**

The Council of the European Union has adopted a directive regarding the taxation of savings income. Member States are required from January 1, 2005 to provide to the tax authorities of other Member States details of payments of interest (or other similar income) paid by a person within its jurisdiction

to or for the benefit of an individual resident in that other Member State, except that Belgium, Luxembourg and Austria may instead operate a withholding system for a transitional period (subject to a procedure whereby, on meeting certain conditions, the beneficial owner of the interest or other income may request that no tax be withheld) unless during such period as they elect otherwise.

## **U.S. FEDERAL INCOME TAX CONSIDERATIONS**

The following discussion is a summary based on present law of certain U.S. federal income tax considerations relevant to the purchase, ownership and disposition of Notes. This discussion addresses only U.S. Holders who purchase Notes in the original offering at the original offering price, hold Notes as capital assets and use the U.S. dollar as their functional currency. This discussion is not a complete description of all U.S. tax considerations relating to the purchase, ownership and disposition of Notes. It does not address the tax treatment of prospective purchasers that will hold Notes in connection with a permanent establishment outside of the United States. It also does not address any state, local, or foreign tax considerations or the tax treatment of investors subject to special rules, such as banks, dealers in securities or currencies, traders that elect to mark-to-market, insurance companies, investors liable for the alternative minimum tax, U.S. expatriates, tax-exempt entities or persons holding Notes as part of a hedge, straddle, conversion or other integrated financial transaction.

THE FOLLOWING STATEMENTS ABOUT U.S. FEDERAL TAX ISSUES ARE MADE TO SUPPORT MARKETING OF THE NOTES. NO TAXPAYER CAN RELY ON THEM TO AVOID TAX PENALTIES. EACH PROSPECTIVE PURCHASER SHOULD SEEK ADVICE FROM AN INDEPENDENT TAX ADVISOR ABOUT THE TAX CONSEQUENCES UNDER ITS OWN PARTICULAR CIRCUMSTANCES OF INVESTING IN THE NOTES UNDER THE LAWS OF THE CAYMAN ISLANDS, THE PRC, THE UNITED STATES AND ITS CONSTITUENT JURISDICTIONS AND ANY OTHER JURISDICTION WHERE THE PURCHASER MAY BE SUBJECT TO TAXATION.

For purposes of this discussion, a “U.S. Holder” is a beneficial owner that is, for purposes of U.S. federal income taxation, (i) a citizen or resident of the United States, (ii) a corporation or other business entity treated as a corporation created or organized under the laws of the United States, any state thereof or the District of Columbia, (iii) a trust subject to the control of a U.S. person and the primary supervision of a U.S. court or (iv) an estate the income of which is subject to U.S. federal income taxation regardless of its source.

The U.S. federal income tax treatment of a partner in a partnership (or other entity treated as a partnership for U.S. federal income tax purposes) that acquires or holds Notes generally will depend upon the status of the partner and the activities of the partnership. Partnerships that acquire or hold Notes, and partners in those partnerships, should consult their own tax advisors regarding the specific tax consequences to them of the partnership acquiring, owning and disposing of Notes.

### **Characterization of the Notes**

The rules applicable to debt instruments with payment contingencies are unclear. If (i) the exercise of the Issuer’s option to redeem the Notes is not remote and (ii) it is not significantly more likely than not that no Change of Control will occur, the Notes could be treated as contingent payment debt instruments for U.S. federal income tax purposes. If the Notes were so treated, all stated interest received by a U.S. Holder would be treated as OID, and a U.S. Holder’s gain on a sale or other taxable disposition of its Notes would be treated as ordinary gain, without regard to such U.S. Holder’s holding period for its Notes. The Issuer intends to take the position that the Notes are not contingent payment debt instruments, but no assurance can be given that the U.S. Internal Revenue Service (“IRS”) will not assert a contrary position. Prospective purchasers of Notes should consult their own tax advisors regarding the treatment of the Notes as contingent payment debt instruments.

## **Interest**

Interest on the Notes, including amounts withheld and Additional Amounts paid, if any, generally will be includible in the gross income of a U.S. Holder in accordance with its regular method of tax accounting. The interest on the Notes generally will be ordinary income from sources outside the United States. If PRC withholding tax is due on any interest payments (as described in “Taxation — PRC” above), a U.S. Holder of Notes will be subject to a 10% PRC withholding tax. Subject to applicable limitations, a U.S. Holder may claim a deduction or a foreign tax credit only for tax withheld at the appropriate rate. The rules governing the foreign tax credit are complex. You are urged to consult your tax advisors regarding the availability of the foreign tax credit under your particular circumstances.

If the Notes are issued with OID, a U.S. Holder must accrue the OID into income on a constant yield to maturity basis whether or not it receives cash payments. Generally, the Notes will have OID to the extent that their stated redemption price at maturity exceeds their issue price. However, Notes generally will not have OID if the excess is less than  $\frac{1}{4}$  of 1% of the Notes’ stated redemption price at maturity multiplied by the number of complete years to maturity (“de minimis OID”). The issue price of the Notes is the initial offering price at which a substantial amount of the Notes are sold (excluding sales to underwriters, placement agents, brokers or similar persons). The stated redemption price at maturity is the total of all payments due on a Note other than payments of qualified stated interest. In general, qualified stated interest is interest that is unconditionally payable at least annually at a single fixed rate or, subject to certain conditions, one or more qualified floating rates. The interest payments on the Notes will be qualified stated interest. OID will be ordinary income from sources outside of the United States. Under these rules, a U.S. Holder generally will have to include in income increasingly greater amounts of OID in successive accrual periods.

A U.S. Holder may elect to include in gross income all yield on a Note (including de minimis OID) using a constant yield method. The constant yield election generally will apply only to the Note with respect to which it is made, and it may not be revoked without the consent of the IRS.

## **Disposition**

A U.S. Holder generally will recognize gain or loss on the sale, redemption or other disposition of a Note in an amount equal to the difference between the amount realized (less any accrued but unpaid interest, which will be taxable as ordinary interest income to the extent not previously included in income) and the U.S. Holder’s adjusted tax basis in the Note. A U.S. Holder’s adjusted tax basis in a Note generally will be the U.S. Holder’s purchase price, increased by any OID included in the U.S. Holder’s income with respect to the Note. Gain or loss on disposition of a Note generally will be capital gain or loss, and will be long-term gain or loss if the Notes are held for more than one year. The long-term capital gains of non-corporate U.S. Holders may be taxed at lower rates. Deductions for capital losses are subject to limitations.

Gain or loss realized on the sale, exchange, retirement or other disposition of a Note will generally be treated as United States source gain or loss. However, if gain on disposition of a Note is subject to PRC tax under the PRC 2008 CIT Law (as described in “Taxation—PRC” above), a U.S. Holder that is eligible for the benefits of the income tax treaty between the PRC and the United States may be able to treat such gain as from PRC sources and, subject to applicable limitations, credit the PRC tax against United States federal income tax liability. Each U.S. Holder should consult its own tax advisor about its eligibility for benefits under the income tax treaty between the PRC and the United States, and is urged to consult their own tax advisors regarding the tax consequences to them under their particular circumstances if PRC tax is imposed on the disposition of Notes.

## **Information reporting and backup withholding**

Payments of interest including OID, if any, and proceeds from the sale, redemption or other disposition of a Note may be reported to the IRS unless the holder is a corporation or otherwise establishes a basis for exemption. Backup withholding tax may apply to amounts subject to reporting if the holder fails to provide an accurate taxpayer identification number or fails to report all interest and dividends required to be shown on its U.S. federal income tax returns. A U.S. Holder can claim a credit against its U.S. federal income tax liability for the amount of any backup withholding tax and a refund of any excess. Prospective investors should consult their tax advisors as to their qualification for exemption from backup withholding and the procedure for establishing an exemption.

Recently enacted legislation requires certain non-corporate U.S. Holders to report information with respect to their investment in Notes not held through an account with a financial institution to the IRS. Investors who fail to report required information could become subject to substantial penalties. Potential investors are encouraged to consult with their own tax advisors regarding the possible implications of this new legislation on their investment in Notes.

THE DISCUSSION ABOVE IS A GENERAL SUMMARY. IT DOES NOT COVER ALL TAX MATTERS THAT MAY BE OF IMPORTANCE TO A PARTICULAR INVESTOR. EACH PROSPECTIVE INVESTOR IS URGED TO CONSULT ITS OWN TAX ADVISOR ABOUT THE TAX CONSEQUENCES TO IT OF AN INVESTMENT IN NOTES IN LIGHT OF THE INVESTOR'S OWN CIRCUMSTANCES.

## PLAN OF DISTRIBUTION

Goldman Sachs (Asia) L.L.C., Deutsche Bank AG, Singapore Branch, Credit Suisse Securities (Europe) Limited and The Hongkong and Shanghai Banking Corporation Limited are acting as joint bookrunners and joint lead managers of the offering and as representatives of the initial purchasers listed below (collectively, the “Initial Purchasers”). Subject to the terms and conditions stated in the purchase agreement dated the date of this offering memorandum, each Initial Purchaser named below has severally agreed to purchase, and we have agreed to sell to such Initial Purchaser, the principal amount of the Notes set forth opposite the Initial Purchaser’s name.

Initial Purchasers	Principal Amount of the Notes
Goldman Sachs (Asia) L.L.C.....	US\$258,000,000
Deutsche Bank AG, Singapore Branch.....	180,000,000
Credit Suisse Securities (Europe) Limited .....	60,000,000
The Hongkong and Shanghai Banking Corporation Limited .....	48,000,000
Barclays Bank PLC .....	24,000,000
Citigroup Global Markets Inc. ....	24,000,000
Australia and New Zealand Banking Group Limited .....	<u>6,000,000</u>
Total .....	<u><u>US\$600,000,000</u></u>

The purchase agreement provides that the obligations of the Initial Purchasers to purchase the Notes are subject to approval of legal matters by counsel and to other conditions. The Initial Purchasers must purchase all the Notes if they purchase any of the Notes. The Initial Purchasers reserve the right to withdraw, cancel or modify offers to investors and to reject orders in whole or in part.

The Initial Purchasers propose to resell the Notes at the respective offering price set forth on the cover page of this offering memorandum within the United States to QIBs in reliance on Rule 144A and outside the United States in reliance on Regulation S. See “Transfer Restrictions.” After the initial offering, the price at which the Notes are offered may be changed at any time without notice.

We have agreed that, for a period until 90 days after the date of closing (which is expected to be the fifth business day following the date of this offering memorandum), we will not, without the prior written consent of the Initial Purchasers, offer, sell, contract to sell or otherwise dispose of any securities issued or guaranteed by us that are substantially similar to the Notes. The Initial Purchasers in their sole discretion may consent to the offering and sale of such securities by us at any time without notice. We have also agreed to indemnify the Initial Purchasers against certain liabilities, including liabilities under the Securities Act, or contribute to payments that the Initial Purchasers may be required to make in respect of those liabilities.

The Notes will constitute a new class of securities with no established trading market. Approval in-principle has been received for the listing of the Notes on the SGX-ST. However, we cannot assure you that the prices at which the Notes will sell in the market after this offering will not be lower than the initial offering price or that an active trading market for the Notes will develop and continue after this offering. The Initial Purchasers have advised us that they currently intend to make a market in the Notes. However, they are not obligated to do so and they may discontinue any market-making activities with respect to the Notes at any time without notice. Accordingly, we cannot assure you as to the liquidity of, or the trading market for, the Notes.

The Initial Purchasers (or its affiliates) may engage in over-allotment, stabilizing transactions, syndicate covering transactions and penalty bids to the extent permitted by applicable laws and regulations. Over-allotment involves sales in excess of the offering size, which creates a short

position. Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum. Covering transactions involve purchase of the Notes in the open market after the distribution has been completed in order to cover short positions. Penalty bids permit the Initial Purchasers to reclaim a selling concession from a dealer when the Notes originally sold by such dealer are purchased in a stabilizing transaction or a covering transaction to cover short positions. Neither we nor the Initial Purchasers make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the Notes. In addition, neither we nor the Initial Purchasers make any representation that the Initial Purchasers will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

We expect to deliver the Notes against payment for the Notes on or about the date specified in the last paragraph of the cover page of this offering memorandum, which will be the fifth business day following the date of the pricing of the Notes. Under Rule 15c6-1 of the Exchange Act, trades in the secondary market generally settle in three business days, purchasers who wish to trade Notes on the date of pricing or the next succeeding business day will be required, by virtue of the fact that the Notes initially will settle in T+5, to specify alternative settlement arrangements to prevent a failed settlement. Purchasers of the Notes who wish to trade the Notes on the date of pricing or the next succeeding business day should consult their own advisor.

The Initial Purchasers and their affiliates have in the past engaged, and may in the future engage, in transactions with and perform services, including financial advisory, commercial banking and investment banking services, for us and our affiliates in the ordinary course of business. We may enter into hedging or other derivative transactions as part of our risk management strategy with the Initial Purchasers and their affiliates, which may include transactions relating to our obligations under the Notes. Our obligations under these transactions may be secured by cash or other collateral.

We have agreed to indemnify the Initial Purchasers against certain liabilities, including liabilities under the Securities Act, or to contribute to payments that the Initial Purchasers may be required to make because of any of those liabilities.

## **Selling Restrictions**

### ***General***

No action has been taken or will be taken in any jurisdiction by us or the Initial Purchasers that would permit a public offering of the Notes, or the possession, circulation or distribution of this offering memorandum or any other material relating to the Notes or this offering, in any jurisdiction where action for that purpose is required. Accordingly, the Notes may not be offered or sold, directly or indirectly, and neither this offering memorandum nor such other material may be distributed or published, in or from any country or jurisdiction except in compliance with any applicable rules and regulations of such country or jurisdiction.

### ***United States***

The Notes have not been and will not be registered under the Securities Act or any state securities laws and may not be offered or sold within the United States except in transactions exempt from, or not subject to, the registration requirements of the Securities Act and applicable state securities laws. In addition, until 40 days after the commencement of this offering, an offer or sale of Notes within the United States by a dealer (whether or not participating in this offering) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A or another exemption from registration under the Securities Act.

The Initial Purchasers, through their affiliates, acting as selling agents where applicable, propose to offer the Notes to certain persons in offshore transactions in reliance on Regulation S and in accordance with applicable law and propose to offer the Notes to QIBs in the United States pursuant



to Rule 144A. Except as permitted under the purchase agreement, the Notes will not be offered, sold or delivered within the United States. Any offer or sale of the Notes in the United States in reliance on Rule 144A will be made by broker-dealer affiliates who are registered as such under the Exchange Act. Certain of the Initial Purchasers expected to make offers or sales of the Notes in the United States, or to nationals or residents of the United States, through their respective broker-dealer affiliate. Terms used in this paragraph have the meanings given to them by Regulation S.

### *European Economic Area*

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each, a “**Relevant Member State**”), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (“**Relevant Implementation Date**”), an offer of the Notes may not be made to the public in that Relevant Member State other than:

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive or the 2010 PD Amending Directive if the Relevant Member State has implemented the relevant provision;
- (b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the Initial Purchaser for any such offer; or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Notes shall require us or any Initial Purchaser to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of the above paragraph, the expression “an offer of Notes to the public” in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State) and includes any relevant implementing measure in the Relevant Member State, and the expression “2010 PD Amending Directive” means Directive 2010/73/EU.

### *United Kingdom*

No invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 (“**FSMA**”)) received by the Initial Purchasers in connection with the issue or sale of the Notes may be communicated or caused to be communicated except in circumstances in which section 21(1) of FSMA does not apply to the Initial Purchasers. All applicable provisions of FSMA must be complied with respect to anything done or to be done by the Initial Purchasers in relation to any Notes in, from or otherwise involving the United Kingdom.

### *Hong Kong*

This offering memorandum has not been and will not be registered with the Registrar of Companies in Hong Kong. Accordingly, except as mentioned below, this offering memorandum may not be issued, circulated or distributed in Hong Kong. A copy of this offering memorandum may, however, be issued, to a limited number of prospective applicants for the Notes in Hong Kong in a manner which does not constitute an offer of the Notes to the public in Hong Kong or an issue, circulation or distribution in

Hong Kong of this offering memorandum for the purposes of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). No advertisement, invitation or document relating to the Notes may be issued or may be in the possession of any person other than with respect to the Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” within the meaning as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and any rules made thereunder.

### *Japan*

The Notes have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (Law 25 of 1948) (as amended) (“FIEL”), and disclosure under FIEL has not been made with respect to the Notes. Accordingly, the Notes may not be offered or sold, directly or indirectly in Japan or to, or for the account of, any resident of Japan, or to others for reoffering or re-sale, directly or indirectly in Japan or to, or for the benefit of, any resident of Japan, except pursuant to any exemption from the registration requirements of FIEL and otherwise in compliance with FIEL and other applicable provisions of Japanese laws and regulations. As used in this paragraph, “resident of Japan” means any person residing in Japan, including any corporation or other entity organized under the laws of Japan.

### *Singapore*

This offering memorandum has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this offering memorandum or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes may not be circulated or distributed, nor may the Notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (“SFA”), (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries’ rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA except:

- (i) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- (ii) where no consideration is or will be given for the transfer;
- (iii) where the transfer is by operation of law; or
- (iv) as specified in Section 276(7) of the SFA.

### *The PRC*

This offering memorandum may not be circulated or distributed in the PRC and the Notes may not be offered or sold, and will not be offered or sold to any person for re-offering or resale, directly or

indirectly, to any resident of the PRC except pursuant to applicable laws and regulations of the PRC.

***Cayman Islands***

No Notes will be offered or sold to the public in the Cayman Islands.

***BVI***

No invitation will be made directly or indirectly to any person resident in the BVI to subscribe for any of the Notes.

## TRANSFER RESTRICTIONS

Because of the following restrictions, purchasers are advised to consult their legal counsel prior to making any offer sale, resale, charge or other transfer of the Notes.

### United States

The Notes have not been and will not be registered under the Securities Act and may not be offered, sold or delivered within the United States (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Notes are being offered and sold only (1) to QIBs in compliance with Rule 144A and (2) in offshore transactions in accordance with Regulation S under the Securities Act.

By its purchase of the Notes, each purchaser of the Notes will be deemed to:

1. represent that it is purchasing the Notes for its own account or an account with respect to which it exercises sole investment discretion and that it and any such account is: (i) a QIB, and is aware that the sale to it is being made in reliance on Rule 144A; or (ii) purchasing the Notes in an offshore transaction in accordance with Regulation S;
2. acknowledge that the Notes have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except as set forth below;
3. agree that if it is a purchaser other than a purchaser outside the United States and if it should resell or otherwise transfer the Notes within the time period referred to in Rule 144(d) under the Securities Act with respect to such transfer, it will do so only: (a) to the Company or any subsidiary thereof, (b) pursuant to a registration statement that has been declared effective under the Securities Act, (c) for so long as the securities are eligible for resale pursuant to Rule 144A, to a person it reasonably believes is a QIB that purchases for its own account or for the account of a QIB to whom notice is given that the transfer is being made in reliance on Rule 144A, (d) pursuant to offers and sales to non-U.S. persons that occur outside the United States within the meaning of Regulation S under the Securities Act or (e) pursuant to another available exemption from the registration requirements of the Securities Act, subject to the Company's and the Trustee's right prior to any such offer, sale or transfer pursuant to clauses (d) or (e) to require the delivery of an opinion of counsel, certification and/or other information satisfactory to each of them;
4. agree that it will inform each person to whom it transfers the Notes of any restrictions on transfer of such Notes;
5. understand that if it is a purchaser outside the United States, the Notes will be represented by the Regulation S Global Note and that transfers thereto are restricted as described under "Description of the Notes — Book-Entry; Delivery and Form." If it is a QIB, it understands that the Notes offered in reliance on Rule 144A will be represented by the Restricted Global Note. Before any interest in the Restricted Global Note may be offered, sold, charged or otherwise transferred to a person who is not a QIB, the transferee will be required to provide the Trustee with a written certification (the form of which certification can be obtained from the Trustee) as to compliance with the transfer restriction referred to above;

6. understand that each Note sold within the United States will bear a legend to the following effect unless otherwise agreed by us and the holder thereof (unless such Note has been sold pursuant to a registration statement that has been declared effective under the Securities Act):

THIS SECURITY HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION. NEITHER THIS SECURITY NOR ANY INTEREST OR PARTICIPATION HEREIN MAY BE REOFFERED, SOLD, ASSIGNED, TRANSFERRED, PLEDGED, ENCUMBERED OR OTHERWISE DISPOSED OF IN THE ABSENCE OF SUCH REGISTRATION OR UNLESS SUCH TRANSACTION IS EXEMPT FROM, OR NOT SUBJECT TO, SUCH REGISTRATION. THE HOLDER OF THIS SECURITY, BY ITS ACCEPTANCE HEREOF, AGREES ON ITS OWN BEHALF AND ON BEHALF OF ANY INVESTOR ACCOUNT FOR WHICH IT HAS PURCHASED SECURITIES, TO OFFER, SELL OR OTHERWISE TRANSFER SUCH SECURITY, PRIOR TO THE DATE (THE "RESALE RESTRICTION TERMINATION DATE") THAT IS [IN THE CASE OF RULE 144A NOTES: ONE YEAR AFTER THE LATER OF THE ORIGINAL ISSUE DATE HEREOF, THE ORIGINAL ISSUE DATE OF THE ISSUANCE OF ANY ADDITIONAL NOTES AND THE LAST DATE ON WHICH THE COMPANY OR ANY AFFILIATE OF THE COMPANY WAS THE OWNER OF THIS SECURITY (OR ANY PREDECESSOR OF SUCH SECURITY),] [IN THE CASE OF REGULATION S NOTES: 40 DAYS AFTER THE LATER OF THE ORIGINAL ISSUE DATE HEREOF AND THE DATE ON WHICH THIS SECURITY (OR ANY PREDECESSOR OF SUCH SECURITY) WAS FIRST OFFERED TO PERSONS OTHER THAN DISTRIBUTORS (AS DEFINED IN RULE 902 OF REGULATION S) IN RELIANCE ON REGULATION S], ONLY (A) TO THE COMPANY OR ANY SUBSIDIARY THEREOF, (B) PURSUANT TO A REGISTRATION STATEMENT THAT HAS BEEN DECLARED EFFECTIVE UNDER THE SECURITIES ACT, (C) FOR SO LONG AS THE SECURITIES ARE ELIGIBLE FOR RESALE PURSUANT TO RULE 144A UNDER THE SECURITIES ACT ("RULE 144A"), TO A PERSON IT REASONABLY BELIEVES IS A "QUALIFIED INSTITUTIONAL BUYER" AS DEFINED IN RULE 144A THAT PURCHASES FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER TO WHOM NOTICE IS GIVEN THAT THE TRANSFER IS BEING MADE IN RELIANCE ON RULE 144A, (D) PURSUANT TO OFFERS AND SALES TO NON-U.S. PERSONS THAT OCCUR OUTSIDE THE UNITED STATES WITHIN THE MEANING OF REGULATION S UNDER THE SECURITIES ACT OR (E) PURSUANT TO ANOTHER AVAILABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT, SUBJECT TO THE COMPANY'S AND THE TRUSTEE'S RIGHT PRIOR TO ANY SUCH OFFER, SALE OR TRANSFER PURSUANT TO CLAUSES (D) OR (E) TO REQUIRE THE DELIVERY OF AN OPINION OF COUNSEL, CERTIFICATION AND/ OR OTHER INFORMATION SATISFACTORY TO EACH OF THEM. THIS LEGEND WILL BE REMOVED UPON THE REQUEST OF THE HOLDER AFTER THE RESALE RESTRICTION TERMINATION DATE. [IN THE CASE OF REGULATION S NOTES: BY ITS ACQUISITION HEREOF, THE HOLDER HEREOF REPRESENTS THAT IT IS NOT A U.S. PERSON NOR IS IT PURCHASING FOR THE ACCOUNT OF A U.S. PERSON AND IS ACQUIRING THIS SECURITY IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH REGULATION S UNDER THE SECURITIES ACT; and

7. acknowledge that the Company, the Trustee or the paying agent and note registrar, the Initial Purchasers and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements, and agree that if any of the acknowledgements, representations or agreements deemed to have been made by its purchase of the Notes are no longer accurate, it shall promptly notify the Company, the Trustee or the paying agent and note registrar, and the Initial Purchasers. If it is acquiring any Notes as a fiduciary or agent for one or more investor accounts, it represents that it has sole investment discretion with respect to each such account and it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account.

## RATINGS

The Notes have been rated “Baa1” by Moody’s Investors Services, Inc. and “BBB+” by Standard & Poor’s Ratings Services. The ratings reflect the rating agencies’ assessment of the likelihood of timely payment of the principal of and interest on the Notes. The ratings do not address the payment of any Additional Amounts and do not constitute recommendations to purchase, hold or sell the Notes inasmuch as such ratings do not comment as to market price or suitability for a particular investor. Each such rating should be evaluated independently of any other rating on the Notes, on other securities of ours, or on us. We cannot assure you that the ratings will remain in effect for any given period or that the ratings will not be revised by such rating agencies in the future if in their judgment circumstances so warrant.

## LEGAL MATTERS

Certain legal matters with respect to the Notes will be passed upon for us by Freshfields Bruckhaus Deringer as to matters of United States federal and New York state law. Certain legal matters regarding the Notes will be passed upon for the Initial Purchasers by Simpson Thacher & Bartlett LLP with respect to matters of United States federal and New York state law. Certain matters of Cayman Islands law will be passed upon for the Company by Conyers Dill & Pearman. Certain matters of PRC law will be passed upon for the Company by Jun He Law Offices. Certain matters of PRC law will be passed upon for the Initial Purchasers by Haiwen & Partners.

## INDEPENDENT AUDITOR

The consolidated financial statements as of and for the years ended December 31, 2009 and 2010 included in this offering memorandum have been audited by PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, as stated in their report appearing herein. With respect to the unaudited condensed consolidated interim financial information as of and for the three and six months end June 30, 2011, included in this offering memorandum, PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, reported that they have applied limited procedures in accordance with International Standard on Review Engagements 2410 “Review of interim financial information” for a review of such information. However, their separate report dated August 10, 2011 appearing herein states that they did not audit and they do not express an audit opinion on that unaudited financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied.

With respect to the unaudited condensed consolidated interim financial information as of and for the three and nine months ended September 30, 2011, included in this offering memorandum, PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, reported that they have applied limited procedures in accordance with International Standard on Review Engagements 2410 “Review of interim information” for a review of such information.

For the purpose of the offers and sales outside the United States in reliance on Regulation S and within the United States to QIBs in reliance on Rule 144A or another exemption from registration under the Securities Act, PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, has agreed to the inclusion in this offering memorandum of its audit report on our consolidated financial statements as of and for the years ended December 31, 2009 and 2010 and its review report on the review of our unaudited condensed consolidated interim financial information as of and for the six months ended June 30, 2011, in the form and context in which they are included in this offering memorandum, respectively.

## GENERAL INFORMATION

### CONSENTS

We have obtained all necessary consents, approvals and authorizations in connection with the issue and performance of the Notes. The entering into of the Indentures governing the Notes and the issue of the Notes have been authorized by a resolution of our Board of Directors dated November 9, 2011.

### LITIGATION

Save as disclosed in this offering memorandum, there are no legal or arbitration proceedings against or affecting us, any of our subsidiaries or any of our assets, nor are we aware of any pending or threatened proceedings, which are or might be material in the context of this issue of the Notes.

### NO MATERIAL ADVERSE CHANGE

There has been no adverse change, or any development reasonably likely to involve an adverse change, in the condition (financial or otherwise) of our general affairs since June 30, 2011 that is material in the context of the issue of the Notes.

### DOCUMENTS AVAILABLE

For so long as any of the Notes are outstanding, copies of the Indentures governing the Notes may be inspected free of charge during normal business hours on any weekday (except public holidays) at the specified offices of the paying agents.

For so long as any of the Notes are outstanding, copies of our audited consolidated financial statements for the last two financial years, if any, may be obtained during normal business hours on any weekday (except public holidays) at the specified offices of the paying agents.

### CLEARING SYSTEM AND SETTLEMENT

The Notes have been accepted for clearance through the facilities of Euroclear, Clearstream and DTC. Certain trading information with respect to the Notes is set forth below:

	<u>CUSIP</u>	<u>ISIN</u>	<u>Common Code</u>
Rule 144A Notes.....	88032QAA7	US88032QAA76	070825732
Regulation S Notes .....	G87572AA4	USG87572AA47	070825708

Only Notes evidenced by either a Restricted Global Note or a Regulation S Global Note have been accepted for clearance through Euroclear, Clearstream and DTC.

### LISTING OF THE NOTES

Approval in-principle has been received for the listing of the Notes on the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions or reports contained in this offering memorandum. Admission of the Notes to the Official List of the SGX-ST is not to be taken as an indication of the merits of us or the Notes. The Notes will be traded on the SGX-ST in a minimum board lot size of US\$200,000 for so long as the Notes are listed on the SGX-ST.



For so long as the Notes are listed on the SGX-ST and the rules of the SGX-ST so require, we will appoint and maintain a paying agent in Singapore, where the Notes may be presented or surrendered for payment or redemption, in the event that a Global Note is exchanged for definitive Notes. In addition, in the event that a Global Note is exchanged for definitive Notes, an announcement of such exchange shall be made by or on behalf of us through the SGX-ST and such announcement will include all material information with respect to the delivery of the definitive Notes, including details of the paying agent in Singapore.

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Note:

- (1) Report on Review of Interim Financial Information and Independent Auditor's Report on the consolidated financial statements of the Company set out herein are reproduced from the Company's Interim Report for the six months ended June 30, 2011 and Annual Reports for the years ended December 31, 2009 and 2010, respectively, and page references included in the Report on Review of Interim Financial Information and Independent Auditor's Report refer to pages set out in such interim report and annual report.

## INDEPENDENT AUDITOR'S REPORT



羅兵咸永道會計師事務所

**PricewaterhouseCoopers**  
22/F, Prince's Building  
Central, Hong Kong  
Telephone (852) 2289 8888  
Facsimile (852) 2810 9888  
[www.pwchk.com](http://www.pwchk.com)

### TO THE SHAREHOLDERS OF TENCENT HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Tencent Holdings Limited (the “Company”) and its subsidiaries (together, the “Group”) set out on pages 64 to 189, which comprise the consolidated and company statements of financial position as at 31 December 2010, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

## INDEPENDENT AUDITOR'S REPORT

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2010, and of the Group's profit and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

### OTHER MATTERS

This report, including the opinion, has been prepared for and only for you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

**PricewaterhouseCoopers**

Certified Public Accountants

Hong Kong, 16 March 2011

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2010

		As at 31 December	
		2010	2009
		RMB'000	RMB'000
	Note		
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets	6	3,292,828	2,517,202
Construction in progress	7	386,943	105,771
Investment properties	8	37,229	68,025
Land use rights	9	229,890	35,296
Intangible assets	10	572,981	268,713
Investment in associates	12	1,070,633	477,622
Investment in a jointly controlled entity	13	74,542	–
Deferred income tax assets	30	219,019	301,016
Held-to-maturity investments	15	–	341,410
Available-for-sale financial assets	16	4,126,878	153,462
Prepayments, deposits and other assets	18	445,430	80,306
		<u>10,456,373</u>	<u>4,348,823</u>
<b>Current assets</b>			
Accounts receivable	17	1,715,412	1,229,436
Prepayments, deposits and other assets	18	487,872	373,642
Term deposits with initial term of over three months	19	11,725,743	5,310,168
Restricted cash	28	1,036,457	200,000
Cash and cash equivalents	20	10,408,257	6,043,696
		<u>25,373,741</u>	<u>13,156,942</u>
<b>Total assets</b>		<u><u>35,830,114</u></u>	<u><u>17,505,765</u></u>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2010

	Note	As at 31 December	
		2010 RMB'000	2009 RMB'000
<b>EQUITY</b>			
<b>Equity attributable to the Company's equity holders</b>			
Share capital	21	198	197
Share premium	21	1,100,302	1,244,425
Shares held for share award scheme	21	(258,137)	(123,767)
Share-based compensation reserve	21	1,199,663	703,563
Other reserves	22	1,919,695	(166,364)
Retained earnings		17,795,225	10,520,453
		<u>21,756,946</u>	<u>12,178,507</u>
<b>Non-controlling interests</b>		<u>83,912</u>	<u>120,146</u>
<b>Total equity</b>		<u>21,840,858</u>	<u>12,298,653</u>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Deferred income tax liabilities	30	967,211	369,983
Long-term payables	27	—	274,050
		<u>967,211</u>	<u>644,033</u>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2010

	Note	As at 31 December	
		2010 RMB'000	2009 RMB'000
<b>Current liabilities</b>			
Accounts payable	24	1,380,464	696,511
Other payables and accruals	25	2,997,808	1,626,051
Derivative financial instruments	26	17,964	–
Short-term bank borrowings	28	5,298,947	202,322
Current income tax liabilities	39(a)	341,103	85,216
Other tax liabilities	39(b)	225,188	216,978
Deferred revenue	29	2,760,571	1,736,001
		<u>13,022,045</u>	<u>4,563,079</u>
<b>Total liabilities</b>		<u>13,989,256</u>	<u>5,207,112</u>
<b>Total equity and liabilities</b>		<u>35,830,114</u>	<u>17,505,765</u>
<b>Net current assets</b>		<u>12,351,696</u>	<u>8,593,863</u>
<b>Total assets less current liabilities</b>		<u>22,808,069</u>	<u>12,942,686</u>

The notes on pages 76 to 189 are an integral part of these consolidated financial statements.

The consolidated financial statements on pages 64 to 189 were approved by the Board of Directors on 16 March 2011 and were signed on its behalf.

**Ma Huateng**  
*Director*

**Zhang Zhidong**  
*Director*



## STATEMENT OF FINANCIAL POSITION - THE COMPANY

As at 31 December 2010

		As at 31 December	
		2010	2009
		RMB'000	RMB'000
	Note		
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets		342	445
Intangible assets		4,809	3,245
Investments in subsidiaries	11(a)	2,834,852	1,981,736
Available-for-sale financial assets		–	14,758
Contribution to Share Scheme Trust	11(c)	287	794
Amounts due from subsidiaries	11(b)	–	341,410
		<u>2,840,290</u>	<u>2,342,388</u>
<b>Current assets</b>			
Amounts due from subsidiaries	11(b)	708,074	1,060,822
Prepayments, deposits and other receivables		4,584	8,349
Term deposits with initial term of over three months	19	635	–
Cash and cash equivalents	20	237,525	102,081
		<u>950,818</u>	<u>1,171,252</u>
<b>Total assets</b>		<u><u>3,791,108</u></u>	<u><u>3,513,640</u></u>
<b>EQUITY</b>			
<b>Equity attributable to the Company's equity holders</b>			
Share capital	21	198	197
Share premium	21	1,100,302	1,244,425
Shares held for share award scheme	21	(258,137)	(123,767)
Share-based compensation reserve	21	1,199,663	703,563
(Accumulated deficit)/retained earnings		(140,999)	557,521
<b>Total equity</b>		<u>1,901,027</u>	<u>2,381,939</u>

## STATEMENT OF FINANCIAL POSITION - THE COMPANY

As at 31 December 2010

	Note	As at 31 December	
		2010 RMB'000	2009 RMB'000
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Amounts due to subsidiaries	11(b)	1,833,802	1,107,184
Other payables and accruals		56,279	24,517
		<u>1,890,081</u>	<u>1,131,701</u>
<b>Total equity and liabilities</b>		<u><b>3,791,108</b></u>	<u>3,513,640</u>
<b>Net current (liabilities)/assets</b>		<u><b>(939,263)</b></u>	<u>39,551</u>
<b>Total assets less current liabilities</b>		<u><b>1,901,027</b></u>	<u>2,381,939</u>

The notes on pages 76 to 189 are an integral part of these consolidated financial statements.

The consolidated financial statements on pages 64 to 189 were approved by the Board of Directors on 16 March 2011 and were signed on its behalf.

**Ma Huateng**  
*Director*

**Zhang Zhidong**  
*Director*

## CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2010

	Note	Year ended 31 December	
		2010 RMB'000	2009 RMB'000
<b>Revenues</b>			
Internet value-added services		15,482,301	9,530,711
Mobile and telecommunications value-added services		2,715,931	1,905,599
Online advertising		1,372,522	962,171
Others		75,277	41,479
	5	<u>19,646,031</u>	<u>12,439,960</u>
Cost of revenues	31, 34	<u>(6,320,200)</u>	<u>(3,889,468)</u>
<b>Gross profit</b>		<b>13,325,831</b>	<b>8,550,492</b>
Interest income	32	255,922	136,014
Other gains/(losses), net	33	38,056	(58,213)
Selling and marketing expenses	34	(945,370)	(581,468)
General and administrative expenses	34	<u>(2,836,226)</u>	<u>(2,026,347)</u>
<b>Operating profit</b>		<b>9,838,213</b>	<b>6,020,478</b>
Finance costs, net	38	(838)	(1,953)
Share of profit of associates		72,359	22,206
Share of profit of a jointly controlled entity		3,399	—
<b>Profit before income tax</b>		<b>9,913,133</b>	<b>6,040,731</b>
Income tax expense	39(a)	<u>(1,797,924)</u>	<u>(819,120)</u>
<b>Profit for the year</b>		<b><u>8,115,209</u></b>	<b><u>5,221,611</u></b>
<b>Attributable to:</b>			
Equity holders of the Company		8,053,625	5,155,646
Non-controlling interests		<u>61,584</u>	<u>65,965</u>
		<b><u>8,115,209</u></b>	<b><u>5,221,611</u></b>

## CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2010

	Note	Year ended 31 December	
		2010 RMB'000	2009 RMB'000
<b>Earnings per share for profit attributable to equity holders of the Company during the year (expressed in RMB per share)</b>			
– basic	41(a)	<u>4.432</u>	<u>2.862</u>
– diluted	41(b)	<u>4.328</u>	<u>2.791</u>
<b>Dividend per share</b>			
Final dividend proposed	42	<u>HKD0.55</u>	<u>HKD0.40</u>

The notes on pages 76 to 189 are an integral part of these consolidated financial statements.

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2010

	Year ended 31 December	
	2010	2009
	RMB'000	RMB'000
<b>Profit for the year</b>	<b>8,115,209</b>	5,221,611
<b>Other comprehensive income:</b>		
Income from changes in fair value of available-for-sale financial assets	1,821,129	–
<b>Other comprehensive income for the year, net of tax</b>	<b>1,821,129</b>	–
<b>Total comprehensive income for the year</b>	<b>9,936,338</b>	5,221,611
<b>Attributable to:</b>		
Equity holders of the Company	9,874,754	5,155,646
Non-controlling interests	61,584	65,965
<b>Total comprehensive income for the year</b>	<b>9,936,338</b>	5,221,611

The notes on pages 76 to 189 are an integral part of these consolidated financial statements.

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2010

	Attributable to equity holders of the Company								
	Share capital RMB'000	Share premium RMB'000	Shares held		Other reserves RMB'000	Retained earnings RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
			for share award scheme RMB'000	Share-based compensation reserve RMB'000					
<b>Balance at 1 January 2010</b>	<b>197</b>	<b>1,244,425</b>	<b>(123,767)</b>	<b>703,563</b>	<b>(166,364)</b>	<b>10,520,453</b>	<b>12,178,507</b>	<b>120,146</b>	<b>12,298,653</b>
<b>Comprehensive income</b>									
Profit for the year	-	-	-	-	-	8,053,625	8,053,625	61,584	8,115,209
Other comprehensive income									
- income from changes in fair value of available-for-sale financial assets	-	-	-	-	1,821,129	-	1,821,129	-	1,821,129
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,821,129</b>	<b>8,053,625</b>	<b>9,874,754</b>	<b>61,584</b>	<b>9,936,338</b>
<b>Transactions with owners</b>									
Employee share option schemes:									
- value of employee services	-	-	-	139,621	-	-	139,621	-	139,621
- proceeds from shares issued	1	199,248	-	-	-	-	199,249	-	199,249
Employee share award scheme:									
- value of employee services	-	-	-	356,479	-	-	356,479	-	356,479
- shares purchased for share award scheme	-	-	(167,519)	-	-	-	(167,519)	-	(167,519)
- vesting of awarded shares	-	(33,149)	33,149	-	-	-	-	-	-
Profit appropriations to statutory reserves	-	-	-	-	8,237	(8,237)	-	-	-
Dividend (Note 42)	-	-	-	-	-	(639,264)	(639,264)	(66,723)	(705,987)
Repurchase and cancellation of shares	-	(310,222)	-	-	-	-	(310,222)	-	(310,222)
Reversal of the liabilities in respect of put options granted to non-controlling interest owners	-	-	-	-	94,246	-	94,246	-	94,246
Acquisition of additional interests in a subsidiary (Note 44)	-	-	-	-	154,198	(123,103)	31,095	(31,095)	-
Transfer	-	-	-	-	8,249	(8,249)	-	-	-
<b>Total transactions with owners for the year</b>	<b>1</b>	<b>(144,123)</b>	<b>(134,370)</b>	<b>496,100</b>	<b>264,930</b>	<b>(778,853)</b>	<b>(296,315)</b>	<b>(97,818)</b>	<b>(394,133)</b>
<b>Balance at 31 December 2010</b>	<b>198</b>	<b>1,100,302</b>	<b>(258,137)</b>	<b>1,199,663</b>	<b>1,919,695</b>	<b>17,795,225</b>	<b>21,756,946</b>	<b>83,912</b>	<b>21,840,858</b>

The notes on pages 76 to 189 are an integral part of these consolidated financial statements.

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2010

	Attributable to equity holders of the Company								
	Share capital RMB'000	Share premium RMB'000	Shares held		Other reserves RMB'000	Retained earnings RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
			for share award scheme RMB'000	Share-based compensation reserve RMB'000					
<b>Balance at 1 January 2009</b>	195	1,155,209	(21,809)	381,439	(433,038)	5,938,930	7,020,926	98,406	7,119,332
Profit/Total comprehensive income for the year	-	-	-	-	-	5,155,646	5,155,646	65,965	5,221,611
<b>Transactions with owners</b>									
Employee share option schemes:									
- value of employee services	-	-	-	167,178	-	-	167,178	-	167,178
- proceeds from shares issued	2	165,446	-	-	-	-	165,448	-	165,448
Employee share award scheme:									
- value of employee services	-	-	-	154,946	-	-	154,946	-	154,946
- shares purchased for share award scheme	-	-	(103,618)	-	-	-	(103,618)	-	(103,618)
- vesting of awarded shares	-	(1,660)	1,660	-	-	-	-	-	-
Profit appropriations to statutory reserves	-	-	-	-	2,193	(2,193)	-	-	-
Dividend (Note 42)	-	-	-	-	-	(554,604)	(554,604)	(32,088)	(586,692)
Repurchase and cancellation of shares	-	(74,570)	-	-	-	-	(74,570)	-	(74,570)
Equity interest purchased for an employee restricted equity interest plan in a non-wholly owned subsidiary	-	-	-	-	-	(17,326)	(17,326)	(11,856)	(29,182)
Exercise of put option granted to non-controlling interest owners	-	-	-	-	281	-	281	(281)	-
Reversal of the liabilities in respect of the put options granted to non-controlling interest owners	-	-	-	-	264,200	-	264,200	-	264,200
<b>Total transactions with owners for the year</b>	2	89,216	(101,958)	322,124	266,674	(574,123)	1,935	(44,225)	(42,290)
<b>Balance at 31 December 2009</b>	197	1,244,425	(123,767)	703,563	(166,364)	10,520,453	12,178,507	120,146	12,298,653

The notes on pages 76 to 189 are an integral part of these consolidated financial statements.

## CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2010

	Note	Year ended 31 December	
		2010 RMB'000	2009 RMB'000
<b>Cash flows from operating activities</b>			
Cash generated from operations	45(a)	<b>13,191,728</b>	8,854,813
Income tax paid		<b>(872,435)</b>	(456,448)
Net cash flows generated from operating activities		<b>12,319,293</b>	8,398,365
<b>Cash flows from investing activities</b>			
Payments for business combinations		<b>(268,852)</b>	(140)
Purchase of fixed assets, construction in progress and investment properties		<b>(1,488,220)</b>	(788,824)
Proceeds from disposals of fixed assets	45(a)	<b>1,574</b>	595
Payments for investment in associates		<b>(511,967)</b>	(148,417)
Payment for investment in a jointly controlled entity		<b>(71,143)</b>	–
Purchase of intangible assets		<b>(114,638)</b>	(31,950)
Prepayment for online game licenses		<b>(187,193)</b>	–
Payments for land use rights		<b>(456,555)</b>	–
Purchase of available-for-sale financial assets		<b>(2,179,096)</b>	(68,782)
Payment for acquisition of non-controlling interests in a non-wholly owned subsidiary		<b>(118,260)</b>	(717)
Proceeds from the redemption of held-to-maturity investments		<b>341,410</b>	68,346
Payments for held-to-maturity investments		–	(341,795)
Receipt from the repayments of term deposits with initial term of over three months		<b>114,662</b>	564,729
Payments for term deposits with initial term of over three months		<b>(6,530,237)</b>	(4,212,396)
Payment for the restricted cash		<b>(836,457)</b>	(200,000)
Receipt from loan made to a related party		<b>54,700</b>	18,394
Interest received		<b>219,937</b>	116,162
Dividend received		<b>15,338</b>	–
Net cash flows used in investing activities		<b>(12,014,997)</b>	(5,024,795)



## CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2010

	Year ended 31 December	
	2010 RMB'000	2009 RMB'000
<b>Cash flows from financing activities</b>		
Proceeds from short-term bank borrowings	5,298,947	202,322
Repayment of short-term bank borrowings	(202,322)	–
Proceeds from issuance of ordinary shares	199,249	165,448
Payments for repurchase of shares	(310,222)	(74,570)
Payment for purchase of shares for share award scheme	(167,519)	(103,618)
Dividend paid to the Company's shareholders	(639,264)	(554,604)
Dividends paid to non-controlling interests	(66,723)	(32,088)
Net cash flows generated from/(used in) financing activities	4,112,146	(397,110)
<b>Net increase in cash and cash equivalents</b>	4,416,442	2,976,460
Cash and cash equivalents at beginning of the year	6,043,696	3,067,928
Exchange losses on cash and cash equivalents	(51,881)	(692)
<b>Cash and cash equivalents at end of the year</b>	10,408,257	6,043,696

The notes on pages 76 to 189 are an integral part of these consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 1 GENERAL INFORMATION

Tencent Holdings Limited (the “Company”) was incorporated in the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY 1-1111, Cayman Islands. The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 16 June 2004.

The Company is an investment holding company. The Company and its subsidiaries (collectively, the “Group”) are principally engaged in the provision of Internet value-added services, mobile and telecommunications value-added services and online advertising services to users in the People’s Republic of China (the “PRC”).

The operations of the Group were initially conducted through Shenzhen Tencent Computer Systems Company Limited (“Tencent Computer”), a limited liability company established in the PRC by certain shareholders of the Company on 11 November 1998. Tencent Computer is legally owned by the core founders of the Company who are PRC citizens (the “Registered Shareholders”).

The PRC laws and regulations limit foreign ownership of companies providing value-added telecommunications services, which include activities and services operated by Tencent Computer. In order to enable certain foreign companies to make investments into the business of the Group, the Company established a subsidiary, Tencent Technology (Shenzhen) Company Limited (“Tencent Technology”), which is a wholly foreign owned enterprise incorporated in the PRC, on 24 February 2000. The foreign investors of the Company then subscribed to additional equity interest in the Company.

Certain contractual arrangements (“Structure Contracts”) have been made among the Company, Tencent Technology, Tencent Computer and the Registered Shareholders in order that the decision-making rights and operating and financing activities of Tencent Computer are ultimately controlled by the Company. The Company and Tencent Technology are also entitled to substantially all of the operating profits and residual benefits generated by Tencent Computer under these arrangements. In particular, the Registered Shareholders are required under their contractual arrangements with the Group to transfer these interests in Tencent Computer to the Group or the Group’s designee upon the Group’s request at a pre-agreed nominal consideration. Similar arrangements were also made with other PRC operating companies acquired or formed by the Group, namely Shiji Kaixuan Technology Company Limited (“Shiji Kaixuan”), Beijing Emark Information and Technology Company Limited, Nanjing Wang Dian Technology Company Limited (“Wang Dian”), Beijing BIZCOM Technology Company Limited (“Beijing BIZCOM”), Beijing Starsinhand Technology Company Limited (“Beijing Starsinhand”), Shenzhen Shijitianyou Technology Company Limited, Tianjin Shouzhongwanwei Network Company Limited and Guangzhou Yunxun Technology Company Limited (together with Tencent Computer, collectively known as “the PRC Operating Companies”).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

## 1 GENERAL INFORMATION (Cont'd)

As a result, Tencent Computer is accounted for as a subsidiary and the formation of the Group in 2000 was accounted for as a business combination between entities under common control under a method similar to the uniting of interests method for recording all assets and liabilities at predecessor carrying amounts. This approach was adopted because in management's belief it best reflected the substance of the formation. Similarly, all the financial statements of the PRC Operating Companies have also been consolidated by the Company (see Note 11 (a)(ii) for details).

These consolidated financial statements have been approved for issue by the Board of Directors (the "Board") on 16 March 2011.

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### 2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The consolidated financial statements have been prepared under the historical cost convention, as modified by available-for-sale financial assets, financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

IAS 1 (Revised) prohibits the presentation of items of income and expenses (that is, 'non-owner changes in equity') in the statement of changes in equity, requiring 'non-owner changes in equity' to be presented separately from owner changes in equity. All 'non-owner changes in equity' are required to be shown in a performance statement, but entities can choose whether to present one performance statement (the statement of comprehensive income) or two statements (the income statement and statement of comprehensive income). The Group elected to present two performance statements (the income statement and statement of comprehensive income) from 1 January 2010.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.1 Basis of preparation (Cont'd)

- (a) New and amended standards adopted by the Group

The following new standards and amendments to existing standards are mandatory for the first time for the financial year beginning 1 January 2010.

- IAS 27 (Revised), 'Consolidated and Separate Financial Statements'

IAS 27 (Revised) requires the effects of all transactions with non-controlling interests to be recorded in equity if there is no change in control and these transactions will no longer result in goodwill or gains and losses. This is consistent with the Group's existing policy. The standard also specifies the accounting when control is lost. Any remaining interest in the entity is re-measured to fair value and a gain or loss is recognised in profit or loss.

IAS 27 (Revised) contained consequential amendments to IAS 28, 'Investments in associates', and IAS 31, 'Interests in joint ventures'.

The Group has applied this revised standard prospectively from 1 January 2010 and management has assessed that this revised standard does not have a significant impact on the Group's consolidated financial statements.

- IFRS 2 (Amendment), 'Group Cash-settled Share-based Payment Transaction'

In addition to incorporating IFRIC 8, "Scope of IFRS 2" and IFRIC 11, "IFRS 2 - Group and treasury share transactions", the amendments expand on the guidance in IFRIC 11 to address the accounting in the separate financial statements of a subsidiary when its suppliers/employees will receive cash payments from the parent that are linked to the price of the equity instruments of an entity in the group. The parent, and not the entity, has the obligation to deliver cash. The amendments state that the entity shall account for the transaction with its suppliers/employees as equity-settled, and recognise a corresponding increase in equity as a contribution from its parent. The subsidiary shall remeasure the cost of the transaction subsequently for any changes resulting from non-market vesting conditions not being met in accordance with paragraphs 19 to 21 in IFRS 2. This differs from the measurement of the transaction as cash-settled in the consolidated financial statements of the Group.

The Group has applied this amendment from 1 January 2010 and management has assessed that this amendment has no significant impact on the Group's consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.1 Basis of preparation (Cont'd)

(a) New and amended standards adopted by the Group (Cont'd)

- IFRS 3 (Revised), 'Business Combinations'

The revised standard continues to apply the acquisition method to business combinations but with some significant changes compared with IFRS 3. For example, all payments made to purchase a business are to be recorded at fair value at the acquisition date, with contingent payments classified as debt subsequently re-measured through the income statement. There is a choice on an acquisition by acquisition basis to measure the non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. All acquisition-related costs should be expensed.

In addition, in relation to an acquisition achieved in stage or a step acquisition (i.e. there is a previously held equity interest when obtaining control), the IFRS 3 (revised) requires that the previously held interest is measured to fair value at the acquisition date and a gain or loss is recognised in the income statement, which is treated as if the previously held interest has been disposed of in return, along with the other consideration transferred, for the controlling interest in the acquired subsidiary.

The Group has applied this revised standard prospectively from 1 January 2010 and see Note 43 for further details of the business combination that occurred in 2010.

The Group also adopted the IASB's improvements to IFRS published in May 2008 and April 2009, which are relevant to the Group and effective from 1 January 2010. Such amendments have no material impact to the financial statements of the Group.

The following new and amended standards and interpretations are mandatory for the first time for the financial year beginning 1 January 2010 but not currently relevant to the Group (although they may affect the accounting for future transactions and events).

- |                      |   |
|----------------------|---|
| • IAS 17 (Amendment) | Leases  |
| • IAS 39 (Amendment) | Financial Instruments: Recognition and Measurement - Eligible Hedged Item |
| • IFRIC 17           | Distributions of Non-cash Assets to Owners                                |
| • IFRS 5 (Amendment) | Non-current assets held for sale and discontinued operations              |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.1 Basis of preparation (Cont'd)

- (b) New standard which has been issued but is not effective for the financial year beginning 1 January 2010 and have not been early adopted

The following new standard has been issued and mandatory for the Group's accounting periods beginning on or after 1 January 2013 or later periods, but the Group has not yet early adopted it.

- IFRS 9, 'Financial Instrument' (effective from 1 January 2013)

Financial assets are required to be classified into two measurement categories: those to be measured subsequently at fair value, and those to be measured subsequently at amortised cost. The decision is to be made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument.

An entity shall classify all financial liabilities as subsequently measured at amortised cost using the effective interest method, except for financial liabilities at fair value through profit or loss; financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies; financial guarantee contracts and commitments to provide a loan at a below-market interest rate.

An instrument is subsequently measured at amortised cost only if it is a debt instrument, and both the objective of the entity's business model is to hold the asset to collect the contractual cash flows, and the asset's contractual cash flows represent only payments of principal and interest (that is, it has only 'basic loan features'). All other debt instruments are to be measured at fair value through profit or loss.

All equity instruments are to be measured subsequently at fair value. Equity instruments that are held for trading will be measured at fair value through profit or loss. For all other equity investments, an irrevocable election can be made at initial recognition, to recognise unrealised and realised fair value gains and losses through other comprehensive income rather than the income statement. There is to be no recycling of fair value gains and losses to the income statement. This election may be made on an instrument-by-instrument basis. Dividends are to be presented in the income statement, as long as they represent a return on investment.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.1 Basis of preparation (Cont'd)

- (b) New standard which has been issued but is not effective for the financial year beginning 1 January 2010 and have not been early adopted (Cont'd)

This standard is effective for annual periods beginning on or after 1 January 2013 and to be applied retrospectively. However, if adopted before 1 January 2012, comparative periods do not need to be restated. In addition, entities adopting this standard before 1 January 2011 are allowed to designate any date between then and the date of issuance of IFRS 9, as the date of initial application that will be the date upon which the classification of financial assets will be determined. The Group has not yet determined when to apply this standard at current stage.

- (c) New standards, amendments and interpretations have been issued but are not effective and not relevant for the Group's operation.

The following new standards, amendments and interpretations have been issued and are mandatory for the Group's accounting periods beginning on or after 1 January 2011 or later periods, but not relevant for the Group's operation.

- |                         |  |
|-------------------------|--|
| • IAS 32 (Amendment)    | Classification of Rights Issue (effective from 1 February 2010)                          |
| • IFRIC 19              | Extinguishing Financial Liabilities with Equity Instruments (effective from 1 July 2010) |
| • IAS 24 (Revised)      | Related Party Disclosures (effective from 1 January 2011)                                |
| • Amendment to IFRIC 14 | Prepayments of A Minimum Funding Requirement (effective from 1 January 2011)             |
| • IAS 12 (Amendment)    | Deferred Tax: Recovery of underlying assets (effective from 1 January 2012)              |

- (d) IASB's improvement to IFRS published in May 2010

In May 2010, IASB published its third annual improvements project, which made some amendments to IFRSs to clarify some accounting treatments/disclosure requirements under new/revised IFRSs and eliminate inconsistency. Management do not expect these amendments have a material impact on the Group's financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.2 Consolidation

The consolidated financial statements include the financial statements of the Company and all of its subsidiaries made up to 31 December.

(a) Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are de-consolidated from the date that control ceases.

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated income statement (Note 2.8).

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.2 Consolidation (Cont'd)

(a) Subsidiaries (Cont'd)

In the Company's statement of financial position, the investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable. In addition, the contribution to the Company's share award scheme, a controlled special purpose entity, is stated at cost in "Contribution to Share Scheme Trust" first, and then will be transferred to the "Shares held for share award scheme" under equity when the contribution is used for the acquisition for the shares of the Company.

(b) Transactions with non-controlling interests

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchase from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposal to non-controlling interests are also recorded in equity.

(c) Associates

Associates are all entities over which the group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost. The group's investment in associates includes goodwill identified on acquisition, net of any accumulated impairment loss.

The Group's share of its associates' post-acquisition profits or losses is recognised in the income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of loss in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.2 Consolidation (Cont'd)

(c) Associates (Cont'd)

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

(d) Jointly controlled entities

The Group's interests in jointly controlled entities are accounted for by the equity method. The Group's share of its jointly controlled entities' post-acquisition profits or losses is recognised in the income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of loss in a jointly controlled entity equals or exceeds its interest in the jointly controlled entity, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the jointly controlled entity.

(e) Business combination achieved in stages

For a business combination achieved in stages, it applies acquisition method at the acquisition date. The previously held interest is remeasured to fair value at the acquisition date and a gain or loss is recognised in the consolidated income statement. Goodwill is calculated by deducting the fair value of identifiable net assets from the fair value of the previously held interest, the consideration and non-controlling interest.

The cost of an associate/a jointly controlled entity acquired in stages is measured as the sum of the fair value of the interest previously held plus the fair value of any additional consideration transferred as of the date when the associate/jointly controlled entity became an associate/a jointly controlled entity. A gain or loss on re-measurement of the previously held interest is taken to the income statement. Any other comprehensive income recognised in prior periods in relation to the previously held interest is also taken to the income statement. Any acquisition-related costs are expensed in the period in which the costs are incurred.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.2 Consolidation (Cont'd)

(f) Partial disposals

When the group ceases to have control or significant influence, any retained interest in the entity is remeasured to its fair value, with the change in carrying amount recognised in the income statement. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to the income statement.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to the income statement where appropriate.

#### 2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments and making strategic decisions. The chief operating decision-makers mainly include the executive directors.

#### 2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in RMB, which is both the functional currency of the Company and presentation currency of the Group.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Changes in the fair value of monetary securities denominated in foreign currency classified as available-for-sale financial assets are analysed between translation differences resulting from changes in the amortised cost of the securities, and other changes in the carrying amount of the securities. Translation differences related to changes in the amortised cost and interest income are recognised in the income statement, and other changes in carrying amount are recognised in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in the income statement as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available-for-sale, are included in other comprehensive income.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.4 Foreign currency translation (Cont'd)

(c) Group companies

The results and financial position of all group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency of RMB are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised as a separate component of other comprehensive income.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to other comprehensive income. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

#### 2.5 Fixed assets

All fixed assets are stated at historical costs less accumulated depreciation and accumulated impairment charge. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.5 Fixed assets (Cont'd)

Depreciation is calculated on the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Buildings	20 - 50 years
Computer equipment	3 - 5 years
Furniture and office equipment	5 years
Motor vehicles	5 years
Leasehold improvements	the shorter of their useful lives and the lease terms

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Construction in progress represents buildings under construction, which is stated at actual construction cost less any impairment loss. Construction in progress is transferred to fixed assets when completed and ready for use.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.10).

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised within "Other gains/(losses), net" in the income statement.

#### 2.6 Investment properties

Investment properties are held for long-term rental yields and are not occupied by the Group. Investment properties are carried at historical costs less accumulated depreciation and accumulated impairment charges. Historical costs include expenditures that are directly attributable to the acquisition of the items.

Depreciations are calculated on the straight-line method to allocate their costs to their residual values over their estimated useful lives of 50 years.

Investment properties' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Investment properties' carrying amounts are written down immediately to their recoverable amount if its carrying amounts are greater than their estimated recoverable amounts.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.7 Land use rights

Land use rights are up-front payments to acquire long-term interest in land. These payments are stated at cost and charged to the income statement on a straight-line basis over the remaining period of the lease or capitalised in construction in progress upon completion of construction.

#### 2.8 Intangible assets

(a) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary/associate at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill on acquisitions of associates is included in investments in associates and is tested for impairment as part of the overall balance. Separately recognised goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units ("CGU") for the purpose of impairment testing. The allocation is made to those CGUs or groups of CGUs that are expected to benefit from the business combination in which the goodwill arose identified according to operating segment.

(b) Other intangible assets

Other intangible assets mainly include licence, computer software and technology and non-compete agreements. They are initially recognised and measured at cost or estimated fair value of intangible assets acquired through business combinations.

Other intangible assets are being amortised over their estimated useful lives (generally three to seven years).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.9 Shares held for share award scheme

Where the Tencent Share Award Scheme (“Share Scheme Trust”) purchases the Company’s shares from the market, the consideration paid, including any directly attributable incremental cost, is presented as “Shares held for share award scheme” and deducted from total equity.

When the Share Scheme Trust transfers the Company’s shares to the awardees upon vesting, the related costs of the awarded shares vested are credited to “Shares held for share award scheme”, with a corresponding adjustment to the share premium.

#### 2.10 Impairment of non-financial assets

Assets that have an indefinite useful life or are not yet available for use are not subject to amortisation and are tested annually for impairment. Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset’s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset’s fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

Impairment testing of the investments in subsidiaries or associates is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary or associate in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee’s net assets including goodwill.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.11 Financial assets

(a) Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity investments, and available-for-sale financial assets. The classification depends on the purpose for which the financial assets were acquired, management's intentions and whether the assets are quoted in an active market. Management determines the classification of its financial assets at initial recognition.

(i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges.

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after the end of the reporting period which are classified as non-current assets. Loans and receivables are classified as "Accounts receivable", "Other receivables", "Term deposits with initial term of over three months", "Restricted cash" and "Cash and cash equivalents" in the statement of financial position.

(iii) Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities and the Group's management has the positive intention and ability to hold to maturity. If the Group were to sell other than an insignificant amount of held-to-maturity financial assets, the whole category would be tainted and reclassified as available-for-sale. Held-to-maturity financial assets are included in non-current assets, except for those with maturities less than 12 months from the end of the reporting period which are classified as current assets.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.11 Financial assets (Cont'd)

(a) Classification (Cont'd)

(iv) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any other category. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the end of the reporting period.

(b) Recognition and measurement

Regular way purchases and sales of investments are recognised on trade-date the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables and held-to-maturity investments are carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the “Financial assets at fair value through profit or loss” category are presented in the income statement within “Other gains/(losses), net” in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the income statement as part of other income when the Group’s right to receive payments is established.

Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognised in other comprehensive income.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in other comprehensive income are included in the income statement as gains and losses from investment securities.

Dividends on available-for-sale equity instruments are recognised in the income statement when the Group’s right to receive payments is established.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.12 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the assets and settle the liabilities simultaneously.

#### 2.13 Impairment of financial assets

(a) Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

The criteria that the Group uses to determine that there is objective evidence of an impairment loss include:

- significant financial difficulty of the issuer or obligor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- the group, for economic or legal reasons relating to the borrower's financial difficulty, granting to the borrower a concession that the lender would not otherwise consider;
- it becomes probable that the borrower will enter into bankruptcy or other financial reorganisation;
- the disappearance of an active market for that financial asset because of financial difficulties; or
- observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot be identified with the individual financial assets in the portfolio, including:
  - (i) adverse changes in the payment status of borrowers in the portfolio; and
  - (ii) national or local economic conditions that correlate with defaults on the assets in the portfolio.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.13 Impairment of financial assets (Cont'd)

(a) Assets carried at amortised cost (Cont'd)

The Group first assesses whether objective evidence of impairment exists.

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

(b) Assets classified as available for sale

The Group assesses at the end of the reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of the securities below its cost is considered as an indicator that the securities are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in the income statement - is removed from other comprehensive income and recognised in the income statement. Impairment losses recognised in the income statement on equity instruments are not reversed through the income statement.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.14 Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

During the year ended 31 December 2010, the Group did not hold any derivative instruments designated as a hedging instrument but held certain derivative instruments which did not qualify for hedge accounting. The derivative instruments, which do not qualify for hedge accounting, are accounted for at fair value through profit or loss. Changes in the fair value of any derivative instruments that do not qualify for hedge accounting are recognised immediately in the income statement within "Other gains/(losses), net".

#### 2.15 Accounts receivable

Accounts receivable is amounts due from customers or agents for merchandise sold or services performed in the ordinary course of business. If collection of accounts receivable and other receivables is expected in one year or less, they are classified as current assets. Otherwise, they are presented as non-current assets.

Accounts receivable are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

#### 2.16 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with initial maturities of three months or less.

#### 2.17 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or share options are shown in equity as a deduction from the proceeds.

Where any group company purchases the Company's equity share capital (treasury share), the considerations paid, including any directly attributable incremental costs, is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received (net of any directly attributable incremental transaction costs) is included in equity attributable to the Company's equity holders.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.18 Accounts payable

Accounts payable is obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable is classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Accounts payable is recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

#### 2.19 Put option liabilities

Put option is the financial instrument granted by the Group that the counterparty may have the right to request the Group to purchase its own equity instruments for cash or other financial assets when certain conditions are met. If the Group does not have the unconditional right to avoid delivering cash or another financial assets under the put option, it has to recognise a financial liability at the present value of the estimated future cash outflows under the put option. The financial liability is initially debited to equity at fair value. Subsequently, if the Group revises its estimates of payments, the Group will adjust the carrying amount of the financial liability to reflect actual and revised estimated cash outflows. The Group will recalculate the carrying amount by computing the present value of revised estimated future cash outflows at the financial instrument's original effective interest rate and the adjustments will be recognised as income or expenses in the income statement. If the put option expires without delivery, the carrying amount of the liability is reclassified as equity.

The put option liabilities are current liabilities unless the put option can only be exercised 12 months after the end of the reporting period.

#### 2.20 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost with any difference between proceeds (net of transaction costs) and the redemption value recognised in the income statement over the period of the borrowings using the effective interest method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.21 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and jointly controlled entities operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction neither accounting nor taxable profit or loss is affected. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.22 Employee benefits

(a) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period. Employee entitlements to sick and maternity leave are not recognised until the time of leave.

(b) Pension obligations

The Group contributes on a monthly basis to various defined contribution benefit plans organised by the relevant governmental authorities. The Group's liability in respect of these plans is limited to the contributions payable in each period. Contributions to these plans are expensed as incurred. Assets of the plans are held and managed by government authorities and are separate from those of the Group.

(c) Share-based compensation benefits

The Group adopted four share option schemes and a share award scheme (see Note 23). The fair value of the employee services received in exchange for the grant of options and awarded shares is recognised as an expense and credited to share-based compensation reserve under equity. For grant of share options, the total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted by using an option-pricing model - Black-Scholes valuation model (the "BS Model"), excluding the impact of any service condition and non-market vesting conditions. Non-market vesting conditions are included in assumptions about the number of options that are expected to become vested. For grant of award shares, the total amount to be expensed over the vesting period is determined by reference to the market price of the Company's shares at the grant date.

From the perspective of the Company, the Company grants the share options/shares to its subsidiaries' employees to exchange for their service provided to the subsidiaries. Accordingly, in the Company's statement of financial position, the share-based compensation expenses, which are recognised in the consolidated financial statement, are treated as part of the "Investment in subsidiaries".

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.22 Employee benefits (Cont'd)

(c) Share-based compensation benefits (Cont'd)

At each end of the reporting period, the Group and the Company revise its estimates of the number of options and awarded shares that are expected to ultimately vest. It recognises the impact of the revision of original estimates, if any, in the income statement of the Group and in the “Investment in subsidiaries” of the Company, and a corresponding adjustment to equity over the remaining vesting period.

When the options are exercised, the proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

#### 2.23 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for further operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.24 Revenue recognition

The Group principally derives revenues from provision of Internet value-added services, mobile and telecommunications value-added services and online advertising services in the PRC.

(a) Internet value-added services and mobile and telecommunications value-added services

Revenues from Internet value-added services are derived principally from the provision of community and online gaming services across various Internet platforms.

Mobile and telecommunications value-added services revenues are derived principally from providing users with mobile instant messaging services, mobile chat services, and other mobile value-added services such as mobile interactive voice response services, ringback tone services, music and image/picture downloads, mobile news and information content services and mobile game services.

Internet value-added services and mobile and telecommunications value-added services are either billed on a monthly subscription basis or on a per transaction/message basis. Certain of these services are delivered to the Group's customers through the platforms of various subsidiaries of telecommunication operators in the PRC, namely China Mobile Communications Corporation ("China Mobile"), China United Communications Corporation ("China Unicom") and China Telecommunications Corporation ("China Telecom"), and these operators also collect certain service fees (the "Internet and Mobile Service Fees") on behalf of the Group.

In collecting the Internet and Mobile Service Fees on behalf of the Group, these telecommunication operators are entitled to a fixed commission, which is calculated based on agreed percentages of the Internet and Mobile Service Fees received/receivable by them, plus, in certain cases, a fixed per-message adjustment for the excess of messages sent over messages received between the platforms of the Group and these operators (collectively defined as "Mobile and Telecom Charges"). The Mobile and Telecom Charges are withheld and deducted from the gross Internet and Mobile Service Fees collected by the operators from the users, with the net amounts remitted to the Group.

The Internet and Mobile Service Fees and the Mobile and Telecom Charges, or the net amount of the two, are confirmed and advised by these operators to the Group on a monthly basis. The Group recognises the Internet and Mobile Service Fees as revenue on a gross basis and treats the Mobile and Telecom Charges as cost of revenues.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.24 Revenue recognition (Cont'd)

- (a) Internet value-added services and mobile and telecommunications value-added services (Cont'd)

For the Internet and Mobile Service Fees not yet confirmed/advised by the operators at the time of reporting the financial results of the Group, management of the Group estimates the amounts receivable based on the historical data. The historical data used in estimating revenues includes the most recent three-month history of the Internet and Mobile Service Fees actually derived from the operations, the number of subscriptions and the volume of data transmitted between the network gateways of the Group and the mobile operators. Adjustments are made in subsequent periods in the event that the actual revenue amounts are different from the original estimates.

In addition, the Internet value-added services can also be paid by way of prepaid cards and tokens (represented a specific amount of payment unit) sold by the Group through non-mobile channels such as sales agents appointed by the Group, telecommunication operators, broadband service providers, Internet cafes and banks. The end users can register the prepaid cards and tokens to their user accounts in the Group's platforms and then access the Group's online products or relevant services. Receipts from the sales of prepaid cards and tokens are deferred and recorded as "Deferred revenue" in the statement of financial position (see Note 29). The amounts are then recognised as revenue based on the actual utilisation of the payment unit: (i) when the payment unit is used to purchase services, the revenue is recognised when the related services are rendered; (ii) when the payment unit is used to purchase virtual products/items in the Group's Internet platform, the revenue is recognised over the estimated lifespan of the respective virtual products/items.

- (b) Online advertising

Online advertising revenues are mainly derived from fees for selling advertising space on the Group's websites, instant messaging client and game portal in the forms such as banners, links and logos, and delivery of search-based advertising by various means throughout the community created by the Group. Commissions payable to advertising agencies are recognised as a component of the cost of revenues.

For advertising contracts based on the actual time period that the advertisements appear on the Group's websites, instant messaging client or game portal, the revenues are recognised ratably over the period in which the advertisements are displayed.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### 2.24 Revenue recognition (Cont'd)

(c) Interest income

Interest income is recognised on a time proportion basis, taking into account of the principal outstanding and the effective interest rate over the period to maturity, when it is determined that such income will accrue to the Group.

(d) Dividend income

Dividend income is recognised when the right to receive payment is established.

#### 2.25 Government grants/subsidies

Grants/subsidies from government are recognised at their fair value where there is a reasonable assurance that the grants/subsidies will be received and the Group will comply with all attached conditions.

Under these circumstances, the grants/subsidies are recognised as income or matched with the associated costs which the grants/subsidies are intended to compensate.

#### 2.26 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by lessors are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

#### 2.27 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group and Company's financial statements in the period in which the dividend is approved by the Company's shareholders.

#### 2.28 Research and development expenses

Research expenditure is recognised as an expense as incurred.

Costs incurred on development projects (relating to the design and testing of new or improved products) are capitalised as intangible assets when recognition criteria are fulfilled and tests for impairment are performed annually. Other development expenditures that do not meet those criteria are recognised as expenses as incurred. Development costs previously recognised as expenses are not recognised as an assets in subsequent periods. Capitalised development costs are amortised from the point at which the assets are ready for use on a straight-line basis over their useful lives, not exceeding five years.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 3 FINANCIAL RISK MANAGEMENT

#### 3.1 Financial risk factors

The Group is subject to a variety of financial risks: market risk (including foreign exchange risk, price risk and interest rate risk) and credit risk. The Group's overall risk management strategy seeks to minimise the potential adverse effects on the financial performance of the Group. Risk management is carried out by the senior management of the Group, including the executive directors of the Group.

(a) Market risk

*i) Foreign exchange risk*

The Group mainly operates in the PRC with most of the transactions settled in RMB. The conversion of RMB denominated balances into foreign currencies is subject to the rates and regulations of foreign exchange control promulgated by the PRC government. Therefore, to maintain the flexibility in the Company's activities including payment of dividends, share repurchases and offshore investments, the Group holds some monetary assets denominated in USD or HKD subject to certain thresholds stated in its treasury mandate, and borrows some bank loans denominated in USD from time to time. This exposes the Group to foreign exchange risk.

There is no other written policy to manage the foreign exchange risk in relation to USD and HKD as management considers that such risk could not be effectively reduced in a low-cost way. However, the Group had entered into certain foreign exchange forward contracts arrangements for managing our foreign exchange risk in relation to banks loans denominated in USD. Details are disclosed in Note 26.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.1 Financial risk factors (Cont'd)

(a) Market risk (Cont'd)

i) Foreign exchange risk (Cont'd)

As at 31 December 2010, the Group and the Company's non-RMB monetary assets and liabilities are listed below.

**Group**

	Currency denomination	As at 31 December	
		2010 RMB'000	2009 RMB'000
<b>Monetary assets</b>			
<i>Non-current assets</i>			
Held-to-maturity investments	USD	–	341,410
<i>Current assets</i>			
Term deposits with initial term of over three months	USD	<b>15,664</b>	187,483
Term deposits with initial term of over three months	HKD	<b>34,054</b>	–
Cash and cash equivalents	USD	<b>2,528,206</b>	358,586
Cash and cash equivalents	HKD	<b>231,608</b>	202,224
<b>Monetary liabilities</b>			
<i>Non-current liabilities</i>			
Long-term payables	USD	–	25,606
<i>Current liabilities</i>			
Accounts payable	USD	<b>502,427</b>	50,657
Short-term bank borrowings	USD	<b>3,973,620</b>	–

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.1 Financial risk factors (Cont'd)

(a) Market risk (Cont'd)

i) Foreign exchange risk (Cont'd)

Company	Currency denomination	As at 31 December	
		2010 RMB'000	2009 RMB'000
<b>Monetary assets</b>			
<i>Current assets</i>			
Term deposits with initial			
term of over three months	USD	<b>635</b>	–
Cash and cash equivalents	USD	<b>35,281</b>	3,123
Cash and cash equivalents	HKD	<b>202,244</b>	98,913

During the year ended 31 December 2010, the Group reported exchange gains of approximately RMB34,189,000 (2009: exchange loss of RMB1,953,000) as a result of RMB appreciation against USD. The gains were recorded in finance costs, net in the consolidated income statement for the year ended 31 December 2010.

At 31 December 2010, if USD and HKD had strengthened/weakened by 5% (2009: 5%) against RMB with all other variables held constant, the profit for the year would have been approximately RMB83,326,000 lower/higher (2009: RMB50,672,000 higher/lower) , mainly as a result of foreign exchange gains/losses on translation of monetary assets and liabilities denominated in USD and HKD.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.1 Financial risk factors (Cont'd)

(a) Market risk (Cont'd)

*ii) Price risk*

The Group is exposed to price risk because of investments held by the Group, which are classified as available-for-sale financial assets. The Group is not exposed to commodity price risk. To manage its price risk arising from the investments, the Group diversifies its portfolio. The investment made by the Group is either for the purpose of improving investment yield and maintaining high liquidity level simultaneously, or for strategic purpose. Each investment is managed by senior management, including the executive directors, on a case-by-case basis.

The available-for-sale financial assets are held for strategic rather than trading purposes. The Group does not actively trade these investments.

The sensitivity analysis is determined based on the exposure to equity price risks of available-for-sale financial assets at the end of the reporting period. If equity prices of the respective instruments held by the Group had been 5% (2009: 5%) higher/lower as at 31 December 2010, the other comprehensive income would have been approximately RMB206,344,000 (2009: RMB7,673,000) higher/lower.

*iii) Interest rate risk*

The Group has interest-bearing assets including term deposits with initial term of over three months and cash and cash equivalents, details of which have been disclosed in Notes 19 and 20.

The Group's interest rate risk arises from borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk which is partially offset by cash held at variable rates. Borrowings issued at fixed rates expose the group to fair value interest rate risk. There is no other written policy on managing the interest rate risk and management is to minimise its impact on the income statement.

As mentioned in foreign exchange risk above, the Group had extended bank loans denominated in USD having fixed interest rate as at 31 December 2010. Concurrently upon the draw-down of these loans, the Group entered into forward foreign exchange contracts to buy USD by selling RMB at designated future periods which substantially coincide with the respective loan maturity dates (see Note 28 for details).

Other financial assets and liabilities do not have material interest rate risk.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.1 Financial risk factors (Cont'd)

(a) Market risk (Cont'd)

*iii) Interest rate risk (Cont'd)*

For the year ended 31 December 2010, if the average interest rate on term deposits with initial term of over three months, cash and cash equivalents and short-term bank borrowings had been 5% (2009: 5%) higher/lower with all other variables held constant, the profit for the year would have been approximately RMB11,045,000 (2009: RMB6,801,000) higher/lower as a result of higher/lower interest income.

The Company only had interest-bearing assets (term deposits with initial term of over three months and cash and cash equivalents) but no interest-bearing liabilities as at 31 December 2010 (2009: same).

(b) Credit risk

The Group is exposed to credit risk in relation to its cash and deposits (including restricted cash) placed with banks and financial institutions, financial assets held for trading, and other investments, as well as accounts and other receivables.

The carrying amount of each class of the above financial assets represents the Group's maximum exposure to credit risk in relation to the corresponding class of financial assets.

To manage this risk, deposits are mainly placed with state-owned financial institutions in the PRC and reputable international financial institutions outside of the PRC. There has been no recent history of default in relation to these financial institutions.

For accounts receivable, as mentioned in Note 2.24(a), a large portion of Internet and Mobile Service Fees is derived from the co-operative arrangements with China Mobile, China Unicom and China Telecom. If the strategic relationship with the telecommunications operators is terminated or scaled-back; or if the telecommunications operators alter the co-operative arrangements; or if they experience financial difficulties in paying us, the Group's mobile and telecommunications value-added services and Internet value-added services might be adversely affected in terms of recoverability of receivables.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.1 Financial risk factors (Cont'd)

(b) Credit risk (Cont'd)

To manage this risk, the Group maintains frequent communications with the telecommunication operators to ensure the relevant co-operation is running effectively and smoothly. In view of our history of co-operation with the telecommunication operators and the sound collection history of the receivables due from them, management believes that the credit risk inherent in the Group's outstanding accounts receivable balances from these telecommunications operators is low (see Note 17 for details).

For accounts receivable from advertising customers, which are mainly advertising agencies, the credit quality of each customer is assessed, which takes into account its financial position, past experience and other factors. Normally, prepayments representing a certain percentage of the total service fees for each advertising service are required.

(c) Liquidity risk

The Group aims to maintain sufficient cash and cash equivalents and marketable securities. Due to the dynamic nature of the underlying businesses, the Group's finance department maintains flexibility in funding by maintaining adequate cash and cash equivalent.

The table below analyses the Group's and the Company's financial liabilities and net-settled derivative financial liabilities by relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.1 Financial risk factors (Cont'd)

(c) Liquidity risk (Cont'd)

	Less than 1 year RMB'000	Between 1 and 2 years RMB'000	Between 2 and 5 years RMB'000	Over 5 years RMB'000	Total RMB'000
<b>Group</b>					
<b>At 31 December 2010</b>					
Short-term bank borrowings	5,298,947	-	-	-	5,298,947
Derivative financial instruments	17,964	-	-	-	17,964
Accounts payable, other payables and accruals (excluding prepayments received from customers)	<u>4,303,649</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>4,303,649</u>
Total	<u><u>9,620,560</u></u>	<u><u>-</u></u>	<u><u>-</u></u>	<u><u>-</u></u>	<u><u>9,620,560</u></u>
<b>At 31 December 2009</b>					
Short-term bank borrowings	202,322	-	-	-	202,322
Long-term payables	-	111,747	174,892	-	286,639
Accounts payable, other payables and accruals (excluding prepayment received from customers)	<u>2,250,626</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>2,250,626</u>
Total	<u><u>2,452,948</u></u>	<u><u>111,747</u></u>	<u><u>174,892</u></u>	<u><u>-</u></u>	<u><u>2,739,587</u></u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.1 Financial risk factors (Cont'd)

(c) Liquidity risk (Cont'd)

	Less than 1 year RMB'000	Between 1 and 2 years RMB'000	Between 2 and 5 years RMB'000	Over 5 years RMB'000	Total RMB'000
<b>Company</b>					
<b>At 31 December 2010</b>					
Amounts due to subsidiaries	1,833,802	-	-	-	1,833,802
Other payables and accruals	56,279	-	-	-	56,279
	<u>1,890,081</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,890,081</u>
Total	<u>1,890,081</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,890,081</u>
<b>At 31 December 2009</b>					
Amounts due to subsidiaries	1,107,184	-	-	-	1,107,184
Other payables and accruals	24,517	-	-	-	24,517
	<u>1,131,701</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,131,701</u>
Total	<u>1,131,701</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,131,701</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to enhance shareholders' value in the long term.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or redeem the Company's shares.

The Group monitors capital by regularly reviewing the gearing ratio. The gearing ratio is calculated as total liabilities divided by total assets. The total capital is the "total equity" of the Group as shown in the consolidation statement of financial position, which is also equal to total assets less total liabilities.

The gearing ratios as at 31 December 2010 and 2009 were as follows:

	<b>2010</b>	2009
	<b>RMB'000</b>	RMB'000
Total liabilities	<b>13,989,256</b>	5,207,112
Total assets	<b>35,830,114</b>	17,505,765
Gearing ratio	<b>39%</b>	30%

The increase in gearing ratio as at 31 December 2010 was mainly due to the increase in bank borrowings.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Group's assets and liabilities that are measured as at fair value at 31 December 2010.

	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
<b>Assets</b>				
Available-for-sale financial assets				
– equity securities	3,869,033	–	257,845	4,126,878
Total	<u>3,869,033</u>	<u>–</u>	<u>257,845</u>	<u>4,126,878</u>
<b>Liabilities</b>				
Financial liabilities				
at fair value through profit or loss				
– derivative financial instruments	–	17,964	–	17,964
Total	<u>–</u>	<u>17,964</u>	<u>–</u>	<u>17,964</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.3 Fair value estimation (Cont'd)

The following table presents the Group's assets that are measured as at fair value at 31 December 2009.

	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
<b>Assets</b>				
Available-for-sale financial assets				
– equity securities	–	–	153,462	153,462
	<u>–</u>	<u>–</u>	<u>153,462</u>	<u>153,462</u>
Total	<u>–</u>	<u>–</u>	<u>153,462</u>	<u>153,462</u>

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments include:

- Dealer quotes for similar instruments.
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the end of the reporting period, with the resulting value discounted back to present value.
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for financial instruments.

There were no transfers of financial assets between level 1 and level 2 fair value hierarchy classifications.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.3 Fair value estimation (Cont'd)

The following table presents the changes in level 3 instruments for the year ended 31 December 2010:

	<b>Available-for-sale financial assets RMB'000</b>
Opening balance	153,462
Additions	131,192
Transfer to investment in associates	<u>(26,809)</u>
Closing balance	<u><u>257,845</u></u>

The following table presents the changes in level 3 instruments for the year ended 31 December 2009:

	Available-for-sale financial assets RMB'000
Opening balance	86,180
Additions	<u>67,282</u>
Closing balance	<u><u>153,462</u></u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### 4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal to the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

- (a) Recognition of Internet value-added services and mobile and telecommunications value-added services

As mentioned in Note 2.24(a), for the Internet and Mobile Service Fees not yet confirmed/advised by the operators at the time of reporting the financial results of the Group, management of the Group estimates the accounts receivable based on the historical data.

As at 31 December 2010, the balance of accounts receivable not yet confirmed by China Mobile, China Unicom and China Telecom and their subsidiaries was estimated to be RMB479,134,000 (2009: RMB379,698,000).

Were the actual outcome to differ by 5% (2009: 5%) from management's estimates, the Group would need to:

- reduce the revenue and accounts receivable by RMB23,957,000 (2009: RMB18,985,000) if unfavourable; or
- increase the revenue and accounts receivable by RMB23,957,000 (2009: RMB18,985,000) if favourable.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (Cont'd)

#### 4.1 Critical accounting estimates and assumptions (Cont'd)

(b) Recognition of share-based compensation expenses

As mentioned in Note 2.22(c), the Group has granted share options to its employees. The directors have used the BS Model to determine the total fair value of the options granted, which is to be expensed over the vesting period. Significant judgement on parameters, such as risk free rate, dividend yield and expected volatility, is required to be made by the directors in applying the BS Model (Note 23).

The fair value of options granted for the year ended 31 December 2010 determined using the BS Model was approximately HKD251,307,000 (2009: HKD116,915,000).

In addition, the Group has also granted awarded shares to its employees at the fair value of HKD666,732,000 during 2010 (2009: HKD849,595,000).

The Group has to estimate the expected yearly percentage of grantees of share options/awarded shares who will stay within the Group at the end of the vesting periods ("Expected Retention Rate of Grantees") to determine the amount of share-based compensation expenses charged into the income statement. As at 31 December 2010, the Expected Retention Rate of Grantees is assessed to be 91% (2009: 91%).

If the Expected Retention Rate of Grantees had been increased/decreased by 5% (2009: 5%), the amount of share-based compensation expenses would be increased/decreased by RMB32,315,000 (2009: RMB20,595,000).

(c) The estimates of the lifespan of virtual products/items provided in the Group's Internet platform

As mentioned in Note 2.24(a), the end users purchase certain virtual products/items provided in the Group's Internet platforms and the relevant revenue is recognised based on the lifespan of the virtual products/items. The Group uses the available information, including the historical user pattern and behavior and the stipulated period of validity of the relevant virtual products/items, to estimate the lifespan of these products/items.

The Group will continue to monitor the average lifespan of the virtual products/items (provided and to be provided), which may differ from the historical period, and any change in the estimates may result in the revenue being recognised on a different basis than in prior periods.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (Cont'd)

#### 4.1 Critical accounting estimates and assumptions (Cont'd)

(d) Income taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact current income tax and deferred income tax liabilities in the period in which such determination is made.

Were the actual final outcome (on the judgement areas) to differ by 5% from management's estimates, the group would need to:

- Increase the income tax liabilities by RMB17,055,000 and the deferred tax liabilities by RMB48,361,000, if unfavourable; or
- Decrease the income tax liabilities by RMB17,055,000 and the deferred tax liabilities by RMB48,361,000, if favourable.

#### 4.2 Critical judgments in applying the Group's accounting policies

Recognition of deferred tax assets

Certain intra-group software and technology sales have been transacted within the Group. The self-developed software and technology purchased by two subsidiary companies, Tencent Computer and Shiji Kaixuan, from other group companies have been initially recorded at the purchase prices as costs and then amortised over their contracted useful lives (the "Amortisation") in their local statutory financial statements, while these transactions were eliminated at the group level.

The Amortisation has been treated as a deductible expense in ascertaining the assessable profits of Tencent Computer and Shiji Kaixuan for tax reporting purposes while the costs of purchase of these assets were eliminated in preparation of the consolidated financial statements of the Group. As a result, deferred tax assets have been recognised, based on temporary differences arising from the accounting base (at the group level, which is zero) and the tax base of the software and technology involved in these intragroup transactions, at the respective enacted corporate income tax rates of Tencent Computer and Shiji Kaixuan.

As at 31 December 2010, the relevant deferred tax assets were approximately RMB219,019,000 (2009: RMB301,016,000) (Note 30), which are expected to be recovered by the tax profits to be generated from Tencent Computer and Shiji Kaixuan in future.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 5 SEGMENT INFORMATION

The chief operating decision-makers mainly include executive directors of the Company. They review the Group's internal reporting in order to assess performance and allocate resources, and determine the operating segments based on these reports.

The Group has following reportable segments for the years ended 31 December 2010 and 2009:

- Internet value-added services;
- Mobile and telecommunications value-added services;
- Online advertising; and
- Others.

Other segments of the Group are mainly comprised of the provision of online payments services and trademark licensing.

The chief operating decision-makers assess the performance of the operating segments based on segment revenue and gross profit/(loss) of each operating segment. The selling and marketing expenses and general and administrative expenses are common costs incurred for the operating segments as a whole and therefore, they are not included in the measure of the segments' profit that is used by the chief operating decision-makers as a basis for the purpose of resource allocation and assessment of segment performance. Interest income, other gains/(losses), net, finance costs, net and income tax expense are also not allocated to individual operating segments.

There were no inter-segment sales during the year ended 31 December 2010 and 2009. The revenues from external customers reported to the executive directors are measured in a manner consistent with that in the consolidated income statement.

Other information, together with segment information, provided to the chief operating decision-makers, is measured in a manner consistent with that in the annual report. There were no segment assets and segment liabilities information provided to the chief operating decision-makers.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 5 SEGMENT INFORMATION (Cont'd)

The segment information provided to the chief operating decision-makers for the reportable segments for the years ended 31 December 2010 and 2009 is as follows:

Year ended 31 December 2010	Internet	Mobile and telecom-	Online	Others	Total
	value-added services RMB'000	value-added services RMB'000	advertising RMB'000	RMB'000	RMB'000
<b>Segment revenues</b>					
(revenues from external customers)	<u>15,482,301</u>	<u>2,715,931</u>	<u>1,372,522</u>	<u>75,277</u>	<u>19,646,031</u>
Gross profit/(loss)	<u>10,719,866</u>	<u>1,705,073</u>	<u>931,220</u>	<u>(30,328)</u>	<u>13,325,831</u>
Depreciation	374,991	35,264	21,884	13,923	446,062
Amortisation	37,033	–	–	–	37,033
Share of profit of associates	<u>67,563</u>	<u>4,796</u>	<u>–</u>	<u>–</u>	<u>72,359</u>
		Mobile and telecom-			
	Internet	value-added	Online	Others	Total
Year ended 31 December 2009	value-added services RMB'000	value-added services RMB'000	advertising RMB'000	RMB'000	RMB'000
<b>Segment revenues</b>					
(revenues from external customers)	<u>9,530,711</u>	<u>1,905,599</u>	<u>962,171</u>	<u>41,479</u>	<u>12,439,960</u>
Gross profit/(loss)	<u>6,741,486</u>	<u>1,177,852</u>	<u>664,563</u>	<u>(33,409)</u>	<u>8,550,492</u>
Depreciation	141,427	17,956	7,063	7,114	173,560
Amortisation	73,772	–	–	–	73,772
Share of profit of associates	<u>15,957</u>	<u>6,249</u>	<u>–</u>	<u>–</u>	<u>22,206</u>

The reconciliation of operating profit to profit before tax is shown in the consolidated income statement.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 5 SEGMENT INFORMATION (Cont'd)

The Company is domiciled in the Cayman Islands while the Group mainly operates its businesses in the PRC. For the year ended 31 December 2010, revenues from external customers in the PRC (excluding Hong Kong) were RMB19,632,117,000 (2009: RMB12,434,311,000), and revenues from external customers in other areas were RMB13,914,000 (2009: RMB5,649,000).

The Group also held financial instruments as investments which were traded in other territories, and the geographical information on the total assets is as follows:

	Total assets	
	2010	2009
	RMB'000	RMB'000
Operating assets		
– The PRC	27,720,196	15,807,881
– United States	13,772	7,176
Investments		
– The PRC (excluding Hong Kong)	446,608	90,244
– Hong Kong	2,734,762	564,321
– Other Asian countries	886,024	644,784
– United States	159,719	49,949
– Europe	3,869,033	341,410
Consolidated	<u><u>35,830,114</u></u>	<u><u>17,505,765</u></u>

Assets outside the PRC are mainly investments in associates, investment in a jointly controlled entity, available-for-sale financial assets, term deposits with initial term of over three months and cash and cash equivalents. As at 31 December 2010, the total of non-current assets other than financial instruments and deferred tax assets located in the PRC was RMB5,282,748,000 (2009: RMB3,007,274,000), and the total of these non-current assets located in other countries was RMB827,728,000 (2009: RMB465,355,000).

All the revenues derived from any single external customer were less than 10% of the Group's total revenues for the year ended 31 December 2010.

Turnover consists of revenues generated by the Group, which were RMB19,646,031,000 and RMB12,439,960,000 for the years ended 31 December 2010 and 2009, respectively.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 6 FIXED ASSETS

	Buildings RMB'000	Computer equipment RMB'000	Furniture and office equipment RMB'000	Motor vehicles RMB'000	Leasehold improvements RMB'000	Total RMB'000
<b>At 1 January 2009</b>						
Cost	170,410	1,402,087	43,171	7,049	117,826	1,740,543
Accumulated depreciation and impairment	(8,102)	(472,929)	(15,676)	(4,489)	(74,299)	(575,495)
Net book amount	<u>162,308</u>	<u>929,158</u>	<u>27,495</u>	<u>2,560</u>	<u>43,527</u>	<u>1,165,048</u>
<b>Year ended</b>						
<b>31 December 2009</b>						
Opening net book amount	162,308	929,158	27,495	2,560	43,527	1,165,048
Additions	1,128,661	595,703	30,998	1,069	4,662	1,761,093
Disposals	–	(552)	(634)	–	(2,452)	(3,638)
Depreciation	(38,734)	(353,488)	(9,557)	(1,109)	(2,413)	(405,301)
Closing net book amount	<u>1,252,235</u>	<u>1,170,821</u>	<u>48,302</u>	<u>2,520</u>	<u>43,324</u>	<u>2,517,202</u>
<b>At 31 December 2009</b>						
Cost	1,299,071	1,955,282	68,837	8,118	90,368	3,421,676
Accumulated depreciation and impairment	(46,836)	(784,461)	(20,535)	(5,598)	(47,044)	(904,474)
Net book amount	<u>1,252,235</u>	<u>1,170,821</u>	<u>48,302</u>	<u>2,520</u>	<u>43,324</u>	<u>2,517,202</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 6 FIXED ASSETS (Cont'd)

	Buildings	Computer equipment	Furniture and office equipment	Motor vehicles	Leasehold improvements	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>Year ended</b>						
<b>31 December 2010</b>						
Opening net book amount	1,252,235	1,170,821	48,302	2,520	43,324	2,517,202
Business combinations	–	2,174	316	–	–	2,490
Additions	68,761	1,273,450	57,135	575	42,486	1,442,407
Disposals	–	(338)	(23)	(75)	(255)	(691)
Depreciation	(59,458)	(574,870)	(17,072)	(1,065)	(16,115)	(668,580)
Closing net book amount	<u>1,261,538</u>	<u>1,871,237</u>	<u>88,658</u>	<u>1,955</u>	<u>69,440</u>	<u>3,292,828</u>
<b>At 31 December 2010</b>						
Cost	1,368,462	3,185,873	125,816	7,636	130,305	4,818,092
Accumulated depreciation and impairment	(106,924)	(1,314,636)	(37,158)	(5,681)	(60,865)	(1,525,264)
Net book amount	<u>1,261,538</u>	<u>1,871,237</u>	<u>88,658</u>	<u>1,955</u>	<u>69,440</u>	<u>3,292,828</u>

For the year ended 31 December 2010, depreciation of RMB446,062,000 (2009: RMB173,560,000), RMB12,198,000 (2009: RMB5,377,000) and RMB210,320,000 (2009: RMB226,364,000) were charged in cost of revenues, selling and marketing expenses and general and administrative expenses, respectively.

### 7 CONSTRUCTION IN PROGRESS

	2010	2009
	RMB'000	RMB'000
Opening net book amount	105,771	875,897
Additions	410,362	323,673
Transfer to fixed assets	(129,190)	(1,093,799)
Closing net book amount	<u>386,943</u>	<u>105,771</u>

As at 31 December 2010, the construction in progress mainly represented the construction costs and other direct development costs of properties under construction located in Tianjin, the PRC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 8 INVESTMENT PROPERTIES

	2010 RMB'000	2009 RMB'000
Opening net book amount	68,025	64,981
Additions	247	68,183
Transfer to fixed assets	(29,763)	(64,564)
Depreciation	(1,280)	(575)
	<u>37,229</u>	<u>68,025</u>
Closing net book amount	<u><u>37,229</u></u>	<u><u>68,025</u></u>

The following amounts have been recognised in the consolidated income statement:

	2010 RMB'000	2009 RMB'000
Rental income	2,166	3,060
Direct operating expenses arising from investment properties that generates rental income	(1,267)	(729)
	<u><u>(1,267)</u></u>	<u><u>(729)</u></u>

The investment properties as at 31 December 2010 mainly represented certain units in office buildings in Chengdu, the PRC.

The fair value of the investment properties was estimated to be approximately RMB53,492,000 (2009: RMB80,425,000) as at 31 December 2010, which was based on current prices in an active market for similar buildings in the same district.

The period of leases whereby the Group leases its investment properties under operating leases is within 3 years.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 8 INVESTMENT PROPERTIES (Cont'd)

The future aggregate minimum rentals receivable under non-cancellable operating leases are as follows:

	2010 RMB'000	2009 RMB'000
Not later than one year	1,107	4,500
Later than one year and no later than five years	2,400	10,400
	<u>3,507</u>	<u>14,900</u>

### 9 LAND USE RIGHTS

	2010 RMB'000	2009 RMB'000
Opening net book amount	35,296	36,046
Additions	198,318	–
Amortisation		
– capitalised in construction in progress	–	(284)
– charge to income statement	(3,724)	(466)
Closing net book amount	<u>229,890</u>	<u>35,296</u>

The land use rights all relate to land in the PRC with a lease period of 50 years. For the year ended 31 December 2010, RMB3,724,000 (2009: RMB466,000) of the amortisation were charged to general and administrative expenses.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 10 INTANGIBLE ASSETS

	Goodwill RMB'000	Computer software and technology RMB'000	Licences RMB'000	Others RMB'000	Total RMB'000
<b>At 1 January 2009</b>					
Cost	62,234	231,075	196,206	111,286	600,801
Accumulated amortisation and impairment	–	(58,417)	(65,927)	(106,143)	(230,487)
Net book amount	<u>62,234</u>	<u>172,658</u>	<u>130,279</u>	<u>5,143</u>	<u>370,314</u>
<b>Year ended 31 December 2009</b>					
Opening net book amount	62,234	172,658	130,279	5,143	370,314
Additions	–	30,172	600	1,178	31,950
Disposals	–	(1,654)	–	–	(1,654)
Amortisation charge	–	(51,109)	(79,213)	(1,575)	(131,897)
Closing net book amount	<u>62,234</u>	<u>150,067</u>	<u>51,666</u>	<u>4,746</u>	<u>268,713</u>
<b>At 31 December 2009</b>					
Cost	62,234	257,817	196,806	14,497	531,354
Accumulated amortisation and impairment	–	(107,750)	(145,140)	(9,751)	(262,641)
Net book amount	<u>62,234</u>	<u>150,067</u>	<u>51,666</u>	<u>4,746</u>	<u>268,713</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 10 INTANGIBLE ASSETS (Cont'd)

	Goodwill	Computer software and technology	Licences	Others	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>Year ended 31 December 2010</b>					
Opening net book amount	62,234	150,067	51,666	4,746	268,713
Business combinations	240,467	32,134	324	26,116	299,041
Additions	–	87,887	25,000	1,751	114,638
Amortisation charge	–	(39,091)	(62,975)	(7,345)	(109,411)
Closing net book amount	<u>302,701</u>	<u>230,997</u>	<u>14,015</u>	<u>25,268</u>	<u>572,981</u>
<b>At 31 December 2010</b>					
Cost	302,701	377,838	222,130	42,364	945,033
Accumulated amortisation and impairment	<u>–</u>	<u>(146,841)</u>	<u>(208,115)</u>	<u>(17,096)</u>	<u>(372,052)</u>
Net book amount	<u>302,701</u>	<u>230,997</u>	<u>14,015</u>	<u>25,268</u>	<u>572,981</u>

Amortisation of RMB72,378,000 (2009: RMB58,125,000) and RMB37,033,000 (2009: RMB73,772,000) were charged to general and administrative expenses and cost of revenues respectively for the year ended 31 December 2010.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 10 INTANGIBLE ASSETS (Cont'd)

#### Impairment tests for goodwill

Goodwill is allocated to the Group's CGUs identified according to operating segments. Most of the goodwill is related to the operating segment of Internet value-added services.

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rate stated below. The growth rate does not exceed the long-term average growth rate for the Internet value-added services business in which the CGU operates.

The key assumptions used for value-in-use calculations in 2010 for the goodwill arising from the business combination mentioned in Note 43 are as follows:

Gross margin	60%
Growth rate	3%
Discount rate	17%

Based on the assessment made by management, no impairment on goodwill was required as at 31 December 2010.

### 11 INVESTMENT IN SUBSIDIARIES, AMOUNT DUE FROM/(TO) SUBSIDIARIES AND A CONTROLLED SPECIAL PURPOSE ENTITY

#### (a) Investments in subsidiaries

The amount represents investments in equity interests in subsidiaries of the Company. Details are as follows:

	2010 RMB'000	2009 RMB'000
Investments in subsidiaries:		
– investments in equity interests - at cost, unlisted	52	48
– deemed investments arising from share-based compensation (Note i)	1,199,663	703,563
– advance to subsidiaries (Note iv)	1,635,137	1,278,125
	<u>2,834,852</u>	<u>1,981,736</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 11 INVESTMENT IN SUBSIDIARIES, AMOUNT DUE FROM/(TO) SUBSIDIARIES AND A CONTROLLED SPECIAL PURPOSE ENTITY (Cont'd)

#### (a) Investments in subsidiaries (Cont'd)

The following is a list of principal subsidiaries of the Company as at 31 December 2010:

Name	Place and date of establishment and nature of legal entity	Particulars of issued/paid-in capital	Percentage of equity interest attributable to the Company				Principal activities
			2010		2009		
			Direct	Indirect	Direct	Indirect	
Tencent Computer	Established on 11 November 1998 in the PRC, private limited liability company	RMB20,000,000	-	100% (Note ii)	-	100% (Note ii)	Provision of Internet and mobile and telecommunications value-added services, and Internet advertisement services
Tencent Technology	Established on 24 February 2000 in the PRC, wholly foreign owned enterprise	USD2,000,000	-	100%	-	100%	Development of computer software and provision of information service
Shiji Kaixuan	Established on 13 January 2004 in the PRC, private limited liability company	RMB11,000,000	-	100% (Note ii)	-	100% (Note ii)	Provision of Internet advertisement service
Tencent Cyber (Tianjin) Company Limited ("Cyber Tianjin")	Established on 8 February 2004 in the PRC, wholly foreign owned enterprise	USD80,000,000	-	100%	-	100%	Development of computer software and provision of information technology services
Tencent Asset Management Limited	Established on 7 July 2004 in BVI, private limited liability company	USD100	100%	-	100%	-	Asset management
Tencent Technology (Beijing) Company Limited ("Tencent Beijing")	Established on 30 March 2005 in the PRC, wholly foreign owned enterprise	USD1,000,000	-	100%	-	100%	Development of computer software and provision of information technology services
Wang Dian	Established on 5 January 2000 in the PRC, private limited liability company	RMB10,290,000	-	100% (Note ii)	-	100% (Note ii)	Provision of mobile and telecommunications value-added services

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 11 INVESTMENT IN SUBSIDIARIES, AMOUNT DUE FROM/(TO) SUBSIDIARIES AND A CONTROLLED SPECIAL PURPOSE ENTITY (Cont'd)

#### (a) Investments in subsidiaries (Cont'd)

The following is a list of principal subsidiaries of the Company as at 31 December 2010: (Cont'd)

Name	Place and date of establishment and nature of legal entity	Particulars of issued/paid-in capital	Percentage of equity interest attributable to the Company				Principal activities
			2010		2009		
			Direct	Indirect	Direct	Indirect	
Beijing BIZCOM	Established on 11 June 2002 in the PRC, private limited liability company	RMB16,500,000	-	100% (Note ii)	-	100% (Note ii)	Provision of mobile and telecommunications value-added services
Beijing Starsinhand	Established on 13 July 2005 in the PRC, private limited liability company	RMB10,000,000	-	100% (Note ii)	-	100% (Note ii)	Provision of mobile and telecommunications value-added services
Beijing Yonghang Technology Company Limited ("Beijing Yonghang")	Established on 21 January 2005 in the PRC, private limited liability company	RMB15,000,000	-	63.9% (Note iii)	-	63.9% (Note iii)	Development of online games
Shenzhen Domain Computer Network Company Limited ("Shenzhen Domain")	Established on 28 April 1997 in the PRC, private limited liability company	RMB10,000,000	-	100% (Note iii)	-	60.2% (Note iii)	Development and provision of online games
Tencent Cyber (Shenzhen) Company Limited ("Cyber Shenzhen")	Established on 17 January 2007 in the PRC, wholly foreign owned enterprise	USD30,000,000	-	100%	-	100%	Development of computer software
Tencent Technology (Shanghai) Company Limited ("Tencent Shanghai")	Established on 23 July 2008 in the PRC, wholly foreign owned enterprise	USD5,000,000	-	100%	-	100%	Development of computer software and provision of Internet information services

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 11 INVESTMENT IN SUBSIDIARIES, AMOUNT DUE FROM/(TO) SUBSIDIARIES AND A CONTROLLED SPECIAL PURPOSE ENTITY (Cont'd)

#### (a) Investments in subsidiaries (Cont'd)

The following is a list of principal subsidiaries of the Company as at 31 December 2010: (Cont'd)

Name	Place and date of establishment and nature of legal entity	Particulars of issued/paid-in capital	Percentage of equity interest attributable to the Company				Principal activities
			2010		2009		
			Direct	Indirect	Direct	Indirect	
Tencent Technology (Chengdu) Company Limited ("Tencent Chengdu")	Established on 10 July 2008 in the PRC, wholly foreign owned enterprise	USD30,000,000	-	100%	-	100%	Development of computer software and provision of information technology services

Notes:

- (i) The amount represents share-based compensation expenses arising from grant of share options and awarded shares of the Company to employees of subsidiaries in exchange for their services provided to the subsidiaries, which were deemed to be investment made by the Company into these subsidiaries.
- (ii) As described in Note 1, the Company does not have legal ownership in equity of these subsidiaries. Nevertheless, under certain contractual agreements entered into with the registered owners of these subsidiaries, the Company and its other legally owned subsidiaries control these companies by way of controlling the voting rights, governing their financial and operating policies, appointing or removing the majority of the members of their controlling authorities, and casting the majority of votes at meetings of such authorities. In addition, such contractual agreements also transfer the risks and rewards of these companies to the Company and/or its legally owned subsidiaries. As a result, they are presented as consolidating subsidiaries of the Company.
- (iii) These equity interests are directly owned by Tencent Computer or Shiji Kaixuan or Beijing BIZCOM, in which the Company has indirect beneficial interests through the contractual arrangements described in Note (ii) above.
- (iv) These mainly represent loans from equity owners extended to Cyber Tianjin, Tencent Chengdu and investment in associates. All these balances are unsecured and interest-free and their repayments are neither planned nor likely to occur in the foreseeable future.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(All amounts in RMB unless otherwise stated)

### 11 INVESTMENT IN SUBSIDIARIES, AMOUNT DUE FROM/(TO) SUBSIDIARIES AND A CONTROLLED SPECIAL PURPOSE ENTITY (Cont'd)

#### (b) Amounts due from/(to) subsidiaries

The amounts due from/(to) subsidiaries as at 31 December 2010 represented current account balances maintained by the Company with certain subsidiaries. All balances are unsecured and interest-free and the balances are repayable on demand. The non-current portion of the amounts due from subsidiaries as at 31 December 2009 represented an advance made to Tencent Asset Management Limited for financing its acquisition of a held-to-maturity financial instrument, which will mature in 2013. During the year ended 31 December 2010, the Group had early redeemed the instrument and the advance was fully settled by Tencent Asset Management Limited.

As at 31 December 2010, the amounts due from subsidiaries were neither past due nor impaired.

#### (c) Consolidation of a special purpose entity

In connection with the implementation of the share award scheme of the Group mentioned in Note 23(b), the Company has set up a special purpose entity, and its particulars are as follows:

Special purpose entity	Principal activities
Share Scheme Trust	Administering and holding the Company's shares acquired for a share award scheme which is set up for the benefits of eligible employees of the Group

As the Company has the power to govern the financial and operating policies of the Share Scheme Trust and can derive benefits from the contributions of the employees who are awarded with the shares by the scheme through their continued employment with the Group, the directors of the Company consider that it is appropriate to consolidate the Share Scheme Trust in accordance with the requirements of IFRS SIC 12 - Consolidation - Special Purpose Entities.

For the year ended 31 December 2010, the Company contributed approximately RMB163,395,000 (2009: RMB103,669,000) to the Share Scheme Trust for financing its acquisition of the Company's shares. RMB167,519,000 (2009: RMB103,618,000) was paid as the consideration for acquiring 1,184,883 ordinary shares (2009: 1,013,100 shares) of the Company, which have been treated as "Shares held for share award scheme" (see Note 23(b)).



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(All amounts in RMB unless otherwise stated)

### 12 INVESTMENT IN ASSOCIATES

	2010 RMB'000	2009 RMB'000
Beginning of the year	477,622	302,712
Additional investments in associates	97,087	143,836
Acquisitions of associates	412,094	8,868
Transfer from available-for-sale financial assets	26,809	–
Share of profit of associates	72,359	22,206
Dividends received from associates	(15,338)	–
	<u>1,070,633</u>	<u>477,622</u>
End of the year	<u>1,070,633</u>	<u>477,622</u>

During the year ended 31 December 2010, the Group acquired equity interests in seven associates ranging from 10% to 49.0%. They are principally engaged in online games development and operations and advertising business. They are based in the PRC, Southeast Asia, East Asia and the United States.

For the associate which the Group only holds 10% equity interest, the Group has representation on its board of directors in order to facilitate the Group to exercise its significant influence in the company through participation in the financial and operating policy decisions of the company. In addition, the Group also acquired additional equity interests in two then existing investee companies reported as available-for-sale investments during 2010. As a result, they became associates of the Group. These two companies are principally engaged in online games operations and mobile games operations in the United States and the PRC, respectively.

Apart from the investments described above, as at 31 December 2010, the Group's investment in associates also included 30.02% (2009: 30.02%) equity interest in a Southeast Asia online game company, 27.25% (2009: 25%) equity interest in a venture capital fund in East Asia (excluding the PRC), as well as equity interests in several mobile game developers in the PRC.

Investment in associates at 31 December 2010 included goodwill of RMB324,024,000 (2009: RMB201,603,000) arising from acquisitions.

As at 31 December 2010 and 2009, there were certain call options embedded in investments in associates. The directors consider the fair value of such call options was insignificant and accordingly, the Group did not separately recognise these call options in the financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 12 INVESTMENT IN ASSOCIATES (Cont'd)

The Group's share of the results of its associates, all of which are unlisted, and its aggregated assets (including goodwill) and liabilities, are shown in aggregate as follows:

	Assets RMB'000	Liabilities RMB'000	Revenues RMB'000	Profit RMB'000
<b>2010</b>				
A Southeast Asia based online game company, 30.02% equity interest	471,650	22,879	191,261	34,684
A United States based online game company, 22.34% equity interest	124,472	13,223	31,072	7,729
A PRC advertising media company, 10% equity interest	148,250	17,950	–	–
A PRC based online game company, 50% equity interest	98,272	3,465	20,794	7,681
Other associates (Note)	318,079	32,573	96,386	22,265
	<u>1,160,723</u>	<u>90,090</u>	<u>339,513</u>	<u>72,359</u>
	Assets RMB'000	Liabilities RMB'000	Revenues RMB'000	Profit RMB'000
<b>2009</b>				
An Southeast Asia based online game company, 30.02% equity interest	436,290	22,203	152,934	15,957
Other associates (Note)	65,933	2,398	18,353	6,249
	<u>502,223</u>	<u>24,601</u>	<u>171,287</u>	<u>22,206</u>

Note:

The carrying amount of each individual associate as at 31 December 2010 was below RMB80,000,000 (2009: Below RMB50,000,000).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 13 INVESTMENT IN A JOINTLY CONTROLLED ENTITY

	2010 RMB'000	2009 RMB'000
Beginning of the year	–	–
Additions	71,143	–
Share of profit of a jointly controlled entity	3,399	–
	<u>74,542</u>	<u>–</u>
End of the year	<u>74,542</u>	<u>–</u>

In August 2010, the Group acquired 49.92% equity interest of an Internet service company in Thailand with a total consideration of USD10,501,000 (approximately RMB71,143,000). The vendor is a wholly-owned subsidiary of Naspers Limited, the holding company of MIH China (BVI) Limited, which is the substantial shareholder of the Company. Accordingly, the transaction was regarded as related parties transaction.

The Group's share of the results of its jointly controlled entity, which is unlisted, and its assets (including goodwill) and liabilities, are shown as follows:

	Assets RMB'000	Liabilities RMB'000	Revenues RMB'000	Profit RMB'000
<b>2010</b>				
A jointly controlled entity	<u>235,827</u>	<u>161,285</u>	<u>10,329</u>	<u>3,399</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 14 FINANCIAL INSTRUMENTS BY CATEGORY

#### The Group

	Loans and receivables RMB'000	Available- for-sale financial assets RMB'000	Held-to- maturity investments RMB'000	Total RMB'000
<b>Assets</b>				
<b>At 31 December 2010</b>				
Available-for-sale financial assets (Note 16)	–	4,126,878	–	4,126,878
Accounts receivable (Note 17)	1,715,412	–	–	1,715,412
Deposits and other receivables	281,126	–	–	281,126
Term deposits with initial term of over three months (Note 19)	11,725,743	–	–	11,725,743
Restricted cash (Note 28)	1,036,457	–	–	1,036,457
Cash and cash equivalents (Note 20)	10,408,257	–	–	10,408,257
Total	<u>25,166,995</u>	<u>4,126,878</u>	<u>–</u>	<u>29,293,873</u>
<b>At 31 December 2009</b>				
Available-for-sale financial assets (Note 16)	–	153,462	–	153,462
Accounts receivable (Note 17)	1,229,436	–	–	1,229,436
Deposits and other receivables	223,618	–	–	223,618
Held-to-maturity investments (Note 15)	–	–	341,410	341,410
Term deposits with initial term of over three months (Note 19)	5,310,168	–	–	5,310,168
Restricted cash (Note 28)	200,000	–	–	200,000
Cash and cash equivalents (Note 20)	6,043,696	–	–	6,043,696
Total	<u>13,006,918</u>	<u>153,462</u>	<u>341,410</u>	<u>13,501,790</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 14 FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)

#### The Group (Cont'd)

	Liabilities at fair value through the profit or loss RMB'000	Other financial liabilities at amortised cost RMB'000	Total RMB'000
<b>Liabilities</b>			
<b>At 31 December 2010</b>			
Accounts payable (Note 24)	–	1,380,464	1,380,464
Other payables and accruals (excluded prepayment received from customers)	–	2,923,185	2,923,185
Short-term bank borrowings (Note 28)	–	5,298,947	5,298,947
Derivative financial instruments	17,964	–	17,964
	<u>17,964</u>	<u>–</u>	<u>17,964</u>
Total	<u>17,964</u>	<u>9,602,596</u>	<u>9,620,560</u>
<b>At 31 December 2009</b>			
Accounts payable (Note 24)	–	696,511	696,511
Other payables and accruals (excluded prepayment received from customers)	–	1,554,115	1,554,115
Long-term payables (Note 27)	–	274,050	274,050
Short-term bank borrowings (Note 28)	–	202,322	202,322
	<u>–</u>	<u>2,726,998</u>	<u>2,726,998</u>
Total	<u>–</u>	<u>2,726,998</u>	<u>2,726,998</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 14 FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)

#### The Company

	Loans and receivables RMB'000	Available- for-sale financial assets RMB'000	Total RMB'000
<b>Assets</b>			
<b>At 31 December 2010</b>			
Amounts due from subsidiaries (Note 11(b))	708,074	–	708,074
Deposits and other receivables	3,721	–	3,721
Term deposits with initial term of over three months (Note 19)	635	–	635
Cash and cash equivalents (Note 20)	237,525	–	237,525
	<u>949,955</u>	<u>–</u>	<u>949,955</u>
Total	<u><u>949,955</u></u>	<u><u>–</u></u>	<u><u>949,955</u></u>
<b>At 31 December 2009</b>			
Available-for-sale financial assets	–	14,758	14,758
Amounts due from subsidiaries (Note 11(b))	1,402,232	–	1,402,232
Deposits and other receivables	7,522	–	7,522
Cash and cash equivalents (Note 20)	102,081	–	102,081
	<u>1,511,835</u>	<u>14,758</u>	<u>1,526,593</u>
Total	<u><u>1,511,835</u></u>	<u><u>14,758</u></u>	<u><u>1,526,593</u></u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 14 FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)

#### The Company (Cont'd)

	<b>Other financial liabilities at amortised cost RMB'000</b>
<b>Liabilities</b>	
<b>At 31 December 2010</b>	
Amounts due to subsidiaries	1,833,802
Other payables and accruals	56,279
	<hr/>
Total	<b>1,890,081</b>
	<hr/> <hr/>
<b>At 31 December 2009</b>	
Amounts due to subsidiaries	1,107,184
Other payables and accruals	24,517
	<hr/>
Total	<b>1,131,701</b>
	<hr/> <hr/>

### 15 HELD-TO-MATURITY INVESTMENTS

As at 31 December 2009, the held-to-maturity investments represented a USD principal protected note with a principal amount of USD50,000,000. The note was interest bearing at a fixed annual rate and would mature in 2013. During the year ended 31 December 2010, the Group had early redeemed this investment.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 16 AVAILABLE-FOR-SALE FINANCIAL ASSETS

	2010 RMB'000	2009 RMB'000
Beginning of the year	153,462	86,180
Additions	2,179,096	67,282
Transfer to investment in associates	(26,809)	–
Net gains recognised in other comprehensive income (Note 22)	1,821,129	–
	<u>4,126,878</u>	<u>153,462</u>
End of the year	<u>4,126,878</u>	<u>153,462</u>
Non-current portion	<u>4,126,878</u>	<u>153,462</u>
Available-for-sale financial assets include the following:		
Listed equity interests:		
7.56% (2009: Nil) economic interest in Mail.ru Group Limited	<u>3,869,033</u>	<u>–</u>
Unlisted equity interests:		
8.30% (2009: Nil) equity interest in an online game company in Korea	68,263	–
14.56% (2009: 14.56%) equity interest in an online game company in the PRC	40,000	40,000
13.99% (2009: 13.99%) equity interest in an online game company in Korea	37,017	37,017
10% (2009: 6%) equity interest in an Internet company in India	33,198	14,758
19.71 % (2009: 10.90%) equity interest in an online game company in Korea	26,207	8,118
10.70% (2009: 10.70%) equity interest in an Internet search engine service company in the PRC	20,477	20,477
Others	<u>32,683</u>	<u>33,092</u>
	<u>4,126,878</u>	<u>153,462</u>
Market value of listed securities	<u>3,869,033</u>	<u>–</u>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 16 AVAILABLE-FOR-SALE FINANCIAL ASSETS (Cont'd)

On 12 April 2010, the Group and Digital Sky Technology Limited (“DST”), a company incorporated in BVI and one of the largest Internet companies in the Russian-speaking and Eastern European markets, entered into a share subscription agreement pursuant to which the Group subscribed for an aggregate of 8,114 ordinary shares of DST for a total cash consideration at USD300,002,000 (approximately RMB2,047,904,000). After completion of the transaction, the Group held approximately 10.3% economic interest in DST and 0.5% of the total voting rights of DST.

DST then changed its name to Mail.ru Group Limited (“Mail.ru”) and completed its Initial Public Offering (“IPO”) in November 2010. The global depository receipts (“GDRs”) of Mail.ru (each GDR representing one ordinary share) commenced their unconditional trading in the London Stock Exchange on 11 November 2010. After the IPO, the Group held 16,228,000 ordinary shares in Mail.ru, representing approximately 7.56% economic interest in the company on a fully diluted basis. The Group’s interest in Mail.ru is subject to a 180-day lock-up period.

At 31 December 2010, the carrying amount of the interest in Mail.ru held by the Company exceeded 10% of total assets of the Company and the Group.

As at 31 December 2010 and 2009, there were certain call options embedded in available-for-sale financial assets. The directors considered that the fair value of such call options was insignificant and accordingly, the Group did not separately recognise these call options in the financial statements.

### 17 ACCOUNTS RECEIVABLE

	2010	2009
	RMB'000	RMB'000
0 - 30 days	931,438	690,858
31 - 60 days	331,922	173,331
61 - 90 days	143,785	112,752
Over 90 days but less than a year	308,267	252,495
	<u>1,715,412</u>	<u>1,229,436</u>

All accounts receivable are denominated in RMB.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 17 ACCOUNTS RECEIVABLE (Cont'd)

The carrying amounts of accounts receivable of the Group's major agents/customers are as follows:

	2010 RMB'000	2009 RMB'000
Telecommunications operators	1,030,549	796,802
Online advertising customers	613,427	421,328
Others	71,436	11,306
	<u>1,715,412</u>	<u>1,229,436</u>

While there are no contractual requirements for telecommunication operators to pay amounts owed to the Group within a specified period of time, these customers usually settle the amounts due by them within a period of 30 to 120 days. Online advertising customers, which are mainly advertising agencies, are usually granted a credit period of 90 days after full execution of the contracted advertisement orders.

As at 31 December 2010, insignificant amounts of accounts receivable were past due. No impairment provision was considered necessary after management had performed assessment on their credit quality with reference to historical counterparty default rates.

The directors considered that the carrying value of the receivable balance approximated its fair value as at 31 December 2010.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 18 PREPAYMENTS, DEPOSITS AND OTHER ASSETS

	2010 RMB'000	2009 RMB'000
Included in non-current assets:		
Prepayment for land use rights (Note (a))	<b>258,237</b>	–
Prepayment for online game licences	<b>187,193</b>	–
Loan to a related party (Note (b))	–	54,700
Non-current portion of running royalty fees for online games	–	25,606
	<b>445,430</b>	80,306
Included in current assets:		
Current portion of running royalty fees for online games	<b>85,755</b>	35,460
Prepaid expenses	<b>120,991</b>	95,404
Advances to suppliers	–	73,860
Rental deposits and other deposits	<b>46,466</b>	14,448
Interests receivable	<b>89,435</b>	53,450
Refundable value added tax (“VAT”)	<b>45,764</b>	57,052
Others	<b>99,461</b>	43,968
	<b>487,872</b>	373,642
	<b>933,302</b>	453,948

Notes:

- (a) During the year ended 31 December 2010, the Group entered into an agreement to purchase land use rights associated with pieces of land located in Beijing, the PRC for construction of office buildings. The total cash consideration was approximately RMB430,395,000, of which RMB258,237,000 was paid before 31 December 2010 in accordance with the payment terms of the agreement.
- (b) The amount represented the outstanding balance of a loan due by Shenzhen Shijiaqi Investment Company Limited (“Shijiaqi”), a limited liability company incorporated in the PRC and wholly owned by Mr Zhang Yan, a director of Shenzhen Domain, a non-wholly owned subsidiary of the Company as at 31 December 2009. Such loan had been fully settled as at 31 December 2010.

As at 31 December 2010, the carrying amounts of the prepayments, deposits and other assets approximated their fair values.

Deposits and other receivables (excluding prepayment for land use rights, prepaid expenses, prepayment for online game licences and running royalty fees for online games) were neither past due nor impaired. Their recoverability was assessed with reference made to the credit status of the recipients.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 19 TERM DEPOSITS WITH INITIAL TERM OF OVER THREE MONTHS

The effective interest rate for the term deposits of the Group with initial term of over three months for the year ended 31 December 2010 was 2.15% (2009: 2.17%).

An analysis of the Group and the Company's term deposits denominated in USD and HKD with initial term of over three months as at 31 December 2010 was presented in Note 3.1(a).

The directors considered that the carrying value of the term deposits with initial term of over three months approximated their fair value as at 31 December 2010. Term deposits with initial term of over three months were neither past due nor impaired.

As at 31 December 2010, approximately 94% (2009: 91%) of these term deposits were placed in the Bank of China, Agricultural Bank of China, China Construction Bank, China Merchants Bank, Industrial and Commercial Bank of China and Morgan Stanley Bank International (China) Limited.

### 20 CASH AND CASH EQUIVALENTS

	Group		Company	
	2010 RMB'000	2009 RMB'000	2010 RMB'000	2009 RMB'000
Cash in bank and on hand	<b>5,688,087</b>	1,898,166	<b>237,525</b>	101,426
Term deposits with initial term within three months	<b>4,720,170</b>	4,145,530	—	655
	<b>10,408,257</b>	6,043,696	<b>237,525</b>	102,081
Maximum exposure to credit risk	<b>10,407,767</b>	6,043,069	<b>237,525</b>	101,842

The effective interest rates of the term deposits of the Group with initial term within three months for the year ended 31 December 2010 and 2009 were 1.62% and 1.48%, respectively.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 20 CASH AND CASH EQUIVALENTS (Cont'd)

Details of the balances denominated in USD and HKD maintained by the Group and the Company as at 31 December 2010 are presented in Note 3.1(a). Approximately RMB7,648,272,000 (2009: RMB5,482,886,000) of the total balance of the Group was denominated in RMB and it was deposited with banks in the PRC. The Company had no material cash balance denominated in RMB.

As at 31 December 2010, cash at bank and term deposits with initial term within three months were neither past due nor impaired. In addition, approximately 88% (2009: approximately 92%) of cash and cash equivalents of the Group were placed in Standard Chartered Bank, The Hongkong and Shanghai Banking Corporation, Bank of China, Agricultural Bank of China, China Construction Bank, China Merchants Bank and Industrial and Commercial Bank of China.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 21 SHARE CAPITAL, SHARE PREMIUM, SHARES HELD FOR SHARE AWARD SCHEME AND SHARE-BASED COMPENSATION RESERVE

The total authorised share capital of the Company comprises 10,000,000,000 ordinary shares (2009: same) with par value of HKD0.0001 per share (2009: HKD0.0001 per share).

As at 31 December 2010, 1,835,730,235 ordinary shares (2009: 1,818,890,059 ordinary shares) were issued and allotted. They were all fully paid up.

	Number of ordinary shares	Share capital RMB'000	Share premium RMB'000	Shares held for share award scheme RMB'000	Share-based compensation reserve RMB'000	Total RMB'000
<b>At 1 January 2009</b>	1,796,513,053	195	1,155,209	(21,809)	381,439	1,515,034
Employee share option schemes:						
- value of employee services	-	-	-	-	167,178	167,178
- number of shares issued and proceeds received	16,249,906	2	165,446	-	-	165,448
Employee share award scheme:						
- value of employee services	-	-	-	-	154,946	154,946
- shares purchased for share award scheme	-	-	-	(103,618)	-	(103,618)
- shares allotted for share award scheme	8,181,180	-	-	-	-	-
- cancellation of shares pursuant to share award scheme	(132,080)	-	-	-	-	-
- shares vested from share award scheme and transferred to grantee	-	-	(1,660)	1,660	-	-
Repurchase and cancellation of shares	(1,922,000)	-	(74,570)	-	-	(74,570)
<b>At 31 December 2009</b>	<u>1,818,890,059</u>	<u>197</u>	<u>1,244,425</u>	<u>(123,767)</u>	<u>703,563</u>	<u>1,824,418</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 21 SHARE CAPITAL, SHARE PREMIUM, SHARES HELD FOR SHARE AWARD SCHEME AND SHARE-BASED COMPENSATION RESERVE (Cont'd)

	Number of ordinary shares	Share capital RMB'000	Share premium RMB'000	Shares held for share award scheme RMB'000	Share-based compensation reserve RMB'000	Total RMB'000
<b>At 1 January 2010</b>	<b>1,818,890,059</b>	<b>197</b>	<b>1,244,425</b>	<b>(123,767)</b>	<b>703,563</b>	<b>1,824,418</b>
Employee share option schemes:						
- value of employee services	-	-	-	-	139,621	139,621
- number of shares issued and proceeds received (Note (i))	15,801,201	1	199,248	-	-	199,249
Employee share award scheme:						
- value of employee services	-	-	-	-	356,479	356,479
- shares purchased for share award scheme (Note (ii))	-	-	-	(167,519)	-	(167,519)
- shares allotted for share award scheme (Note (iv))	3,662,975	-	-	-	-	-
- shares vested from share award scheme and transferred to the grantees	-	-	(33,149)	33,149	-	-
Repurchase and cancellation of shares	(2,624,000)	-	(310,222)	-	-	(310,222)
<b>At 31 December 2010</b>	<b>1,835,730,235</b>	<b>198</b>	<b>1,100,302</b>	<b>(258,137)</b>	<b>1,199,663</b>	<b>2,042,026</b>

As at 31 December 2010, the total number of issued ordinary shares of the Company was 1,835,730,235 shares (2009: 1,818,890,059 shares) which included 13,562,814 shares (2009: 10,411,434 shares) held under the share award scheme (Note 23(b)).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 21 SHARE CAPITAL, SHARE PREMIUM, SHARES HELD FOR SHARE AWARD SCHEME AND SHARE-BASED COMPENSATION RESERVE (Cont'd)

Notes:

- (i) During the year ended 31 December 2010, 14,499,326 Post-IPO options with exercise prices ranging from HKD3.6650 to HKD90.3000; and 1,301,875 Pre-IPO options with exercise prices ranging from USD0.0497 to USD0.4396 were exercised.
- (ii) During the year ended 31 December 2010, the Share Scheme Trust (as described in Note 23(b)) acquired 1,184,883 ordinary shares of the Company in the open market for the purpose of the share award scheme. The total amount paid was HKD191,447,000 (equivalent to approximately RMB167,519,000) and had been deducted from shareholders' equity.
- (iii) During the year ended 31 December 2010, the Share Scheme Trust transferred 1,696,478 ordinary shares of the Company (2009: 132,376 shares) to the share awardees upon vesting of the awarded shares.
- (iv) During the year ended 31 December 2010, the Company allotted 3,662,975 ordinary shares (2009: 8,181,180 shares) to the Share Scheme Trust for the purpose of granting awarded shares under the share award scheme.
- (v) As at 31 December 2010, included in "Shares held for share award scheme", 80 shares (2009: 10 shares) held by the Share Scheme Trust had not yet been granted to employees (Note 23(b)). They represented "treasury shares" of the Group as at that date.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 22 OTHER RESERVES

	Capital reserve (Note i) RMB'000	Revaluation reserve RMB'000	Other reserves RMB'000	PRC statutory reserves		Total RMB'000
				Statutory surplus reserve fund (Note ii) RMB'000	Reserve fund (Note ii) RMB'000	
<b>Balance at 1 January 2009</b>	20,000	(6,174)	(515,000)	55,731	12,405	(433,038)
Exercise of put options granted to non-controlling interest owners	-	-	281	-	-	281
Reversal of the liabilities in respect of put options granted to non-controlling interest owners	-	-	264,200	-	-	264,200
Profit appropriations to statutory reserves	-	-	-	2,193	-	2,193
<b>Balance at 31 December 2009</b>	<u>20,000</u>	<u>(6,174)</u>	<u>(250,519)</u>	<u>57,924</u>	<u>12,405</u>	<u>(166,364)</u>
<b>Balance at 1 January 2010</b>	<b>20,000</b>	<b>(6,174)</b>	<b>(250,519)</b>	<b>57,924</b>	<b>12,405</b>	<b>(166,364)</b>
Reversal of the liabilities in respect of the put options granted to non-controlling interest owners (Note 27)	-	-	94,246	-	-	94,246
Acquisition of additional interests in a subsidiary (Note 44)	-	-	154,198	-	-	154,198
Profit appropriations to statutory reserves	-	-	-	8,237	-	8,237
Appreciation of available-for-sale financial assets (Note 16)	-	-	1,821,129	-	-	1,821,129
Transfer to retained earnings	-	6,174	2,075	-	-	8,249
<b>Balance at 31 December 2010</b>	<u>20,000</u>	<u>-</u>	<u>1,821,129</u>	<u>66,161</u>	<u>12,405</u>	<u>1,919,695</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 22 OTHER RESERVES (Cont'd)

Notes:

- (i) The capital reserve arises upon elimination of the registered capital balance of Tencent Computer upon formation of the Group.
- (ii) In accordance with the Companies Laws of the PRC and the stipulated provisions of the articles of association of subsidiaries with limited liabilities in the PRC, appropriation of net profits (after offsetting accumulated losses from prior years) should be made by these companies to their respective Statutory Surplus Reserve Funds and the Discretionary Reserve Funds before distributions are made to the owners. The percentage of appropriation to Statutory Surplus Reserve Fund is 10%. The amount to be transferred to the Discretionary Reserve Fund is determined by the equity owners of these companies. When the balance of the Statutory Surplus Reserve Fund reaches 50% of the registered capital, such transfer needs not to be made. Both the Statutory Surplus Reserve Fund and Discretionary Reserves Fund can be capitalised as capital of an enterprise, provided that the remaining Statutory Surplus Reserve Fund shall not be less than 25% of the registered capital.

In addition, in accordance with the Law of the PRC on Enterprises with Foreign Investments and the stipulated provisions of the articles of association of wholly owned foreign subsidiaries in the PRC, appropriation from net profits (after offsetting accumulated losses brought forward from prior years) should be made by these companies to their respective Reserve Funds. The percentage of net profit to be appropriated to the Reserve Fund is not less than 10% of the net profit. When the balance of the Reserve Fund reaches 50% of the registered capital, such transfer needs not be made.

With approvals obtained from their respective boards of directors of these companies, the Reserve Fund can be used to offset accumulated deficit or to increase capital.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 23 SHARE OPTION AND SHARE AWARD SCHEMES

#### (a) Share option schemes

The Company has adopted several share option schemes for the purpose of providing incentives and rewards to its directors, executives or officers, employees, consultants and other eligible persons:

(i) Pre-IPO Share Option Scheme (the “Pre-IPO Option Scheme”)

On 27 July 2001, the Company adopted the Pre-IPO Option Scheme. As at the listing date of the Company on 16 June 2004, all options under the Pre-IPO Option Scheme had been granted.

(ii) Post-IPO Share Option Scheme I (the “Post-IPO Option Scheme I”)

On 24 March 2004, the Company adopted the Post-IPO Option Scheme I in which the Board may, at its discretion, invite any employee, consultant or director of any company in the Group to take up options to subscribe for shares in the Company at a price determined by it pursuant to the terms of the scheme. The Post-IPO Option Scheme I will remain in force for a period of ten years, commencing on the adoption date.

The Post-IPO Option Scheme I was terminated upon the adoption of the Post-IPO Share Option Scheme II (the “Post-IPO Option Scheme II”) as mentioned below.

(iii) Post-IPO Option Scheme II

On 16 May 2007, the Company adopted the Post-IPO Option Scheme II. Pursuant to the Post-IPO Option Scheme II, the Board may, at its discretion, grant options to any eligible person to subscribe for shares in the Company. The Post-IPO Option Scheme II shall be valid and effective for a period of ten years commencing on its date of adoption.

The maximum number of shares in respect of which options may be granted under the Post-IPO Option Scheme II shall not exceed 88,903,654 shares, 5% of the issued shares as at the date of shareholders’ approval of the Post-IPO Option Scheme II (the “Scheme Mandate Limit A”). Options lapsed in accordance with the terms of the Post-IPO Option Scheme II shall not be counted for the purpose of calculating the 5% limit. The Company may refresh the Scheme Mandate Limit A by an ordinary resolution of the shareholders passed in a general meeting, provided that the Scheme Mandate Limit A so refreshed shall not exceed 5% of the issued shares as at the date the shareholders approve the refreshing of such Scheme Mandate Limit A. Options previously granted under any existing schemes (including options outstanding, cancelled, or lapsed in accordance with the relevant scheme rules or exercised options) shall not be counted for the purpose of calculating the limit as refreshed. Options granted under the Post-IPO Option Scheme II will expire no later than the last day of the seven-year period after the date of grant of options (subject to early termination as set out in the terms of the Post-IPO Option Scheme II).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 23 SHARE OPTION AND SHARE AWARD SCHEMES (Cont'd)

#### (a) Share option schemes (Cont'd)

##### (iv) Post-IPO Share Option Scheme III (the "Post-IPO Option Scheme III")

On 13 May 2009, the Company adopted the Post-IPO Option Scheme III. Pursuant to the Post-IPO Option Scheme III, the Board may, at its discretion, grant options to any eligible person (any senior executive or senior officer, director of any member of the Group or any invested entity and any consultant, advisor or agent of any member of the Board) to subscribe for shares in the Company. The Post-IPO Option Scheme III shall be valid and effective for a period of ten years commencing on its date of adoption.

The maximum number of shares in respect of which options may be granted under the Post-IPO Option Scheme III shall not exceed 36,018,666 shares, 2% of the issued shares as at the date of shareholders' approval of this scheme (the "Scheme Mandate Limit B"). Options lapsed in accordance with the terms of the Post-IPO Option Scheme III shall not be counted for the purpose of calculating the 2% limit. The Company may refresh the Scheme Mandate Limit B by an ordinary resolution of the shareholders passed in a general meeting, provided that the Scheme Mandate Limit B so refreshed shall not exceed 2% of the issued shares as at the date the shareholders approve the refreshing of such Scheme Mandate Limit B. Options previously granted under any existing schemes (including options outstanding, cancelled, or lapsed in accordance with the relevant scheme rules or exercised options) shall not be counted for the purpose of calculating the limit as refreshed. Options granted under the Post-IPO Option Scheme III will expire after the last day of the ten-year period after the date of grant of options (subject to early termination as set out in the terms of the Post-IPO Option Scheme III).

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Post-IPO Option Scheme II, the Post-IPO Option Scheme III and any other share option schemes of the Company must not in aggregate exceed 30% of issued shares from time to time.

The maximum number of shares (issued and to be issued) in respect of which options may be granted under the Post-IPO Option Scheme II, the Post-IPO Option Scheme III and any other share option schemes of the Company (whether exercised, cancelled or outstanding) to any eligible person in any 12-month period shall not exceed 1% of the issued shares from time to time unless such grant has been duly approved by an ordinary resolution of the shareholders in a general meeting at which the relevant eligible person and his associates are abstained from voting. In calculating the aforesaid limit of 1%, options that have lapsed shall not be counted.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 23 SHARE OPTION AND SHARE AWARD SCHEMES (Cont'd)

#### (a) Share option schemes (Cont'd)

##### (1) Movements in share options

Movements in the number of options outstanding and their related weighted average exercise prices are as follows:

	Pre-IPO Option Scheme		Post-IPO Option Scheme I		Post-IPO Option Scheme II		Post-IPO Option Scheme III		Total
	Average exercise price	No. of options	Average exercise price	No. of options	Average exercise price	No. of options	Average exercise price	No. of options	No. of options
<b>At 1 January 2009</b>	USD0.0964	4,124,083	HKD10.4762	37,615,536	HKD41.2330	28,715,506	-	-	70,455,125
Granted	-	-	-	-	HKD89.8122	2,952,150	-	-	2,952,150
Exercised	USD0.1164	(2,004,895)	HKD8.4108	(12,249,167)	HKD54.2627	(1,995,844)	-	-	(16,249,906)
Lapsed	USD0.0498	(254,120)	HKD9.6262	(424,451)	HKD45.7985	(680,393)	-	-	(1,358,964)
<b>At 31 December 2009</b>	USD0.0812	1,865,068	HKD11.5050	24,941,918	HKD45.1756	28,991,419	-	-	55,798,405
Currently exercisable as at 31 December 2009	USD0.0812	1,865,068	HKD9.6579	18,037,478	HKD41.5573	3,057,144	-	-	22,959,690
<b>At 1 January 2010</b>	USD0.0812	1,865,068	HKD11.5050	24,941,918	HKD45.1756	28,991,419	-	-	55,798,405
Granted	-	-	-	-	HKD138.3689	2,708,350	HKD158.5000	1,000,000	3,708,350
Exercised	USD0.0759	(1,301,875)	HKD9.9387	(11,925,949)	HKD32.3254	(2,573,377)	-	-	(15,801,201)
Lapsed	-	-	HKD17.9512	(210,206)	HKD58.2388	(331,224)	-	-	(541,430)
<b>At 31 December 2010</b>	USD0.0935	563,193	HKD12.8579	12,805,763	HKD54.9391	28,795,168	HKD158.5000	1,000,000	43,164,124
Currently exercisable as at 31 December 2010	USD0.0935	563,193	HKD11.2750	11,069,343	HKD41.4494	6,210,804	-	-	17,843,340

During the year ended 31 December 2010, 1,000,000 share options (2009: Nil) were granted to an executive director of the Company.

As a result of options exercised during the year ended 31 December 2010, 15,801,201 (2009: 16,249,906) ordinary shares were issued by the Company (Note 21). The weighted average price of the shares at the time these options were exercised was HKD161.12 (equivalent to approximately RMB140.40) per share (2009: HKD90.56 per share).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 23 SHARE OPTION AND SHARE AWARD SCHEMES (Cont'd)

#### (a) Share option schemes (Cont'd)

##### (2) Outstanding share options

Details of the expiry dates, exercise prices and the respective numbers of share options which remained outstanding as at 31 December 2010 and 2009 are as follows:

Expiry Date	Range of exercise price	Number of options	
		2010	2009
31 December 2011 (Pre-IPO Option Scheme)	USD0.0497	<b>482,700</b>	1,660,300
	USD0.1967-USD0.4396	<b>80,493</b>	204,768
		<b>563,193</b>	1,865,068
10 years commencing from the adoption date of 24 March 2004 (Post-IPO Option Scheme I)	HKD3.6650-HKD8.3500	<b>5,553,585</b>	13,237,120
	HKD11.5500-HKD25.2600	<b>7,252,178</b>	11,704,798
		<b>12,805,763</b>	24,941,918
7 years commencing from date of grant of options (Post-IPO Option Scheme II)	HKD31.7500-HKD43.5000	<b>14,186,579</b>	15,589,627
	HKD45.5000-HKD90.3000	<b>11,660,539</b>	13,137,092
	HKD128.4000-HKD158.5000	<b>2,948,050</b>	264,700
		<b>28,795,168</b>	28,991,419
10 years commencing from date of grant of options (Post-IPO Option Scheme III)	HKD158.5000	<b>1,000,000</b>	–
		<b>43,164,124</b>	55,798,405

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### 23 SHARE OPTION AND SHARE AWARD SCHEMES (Cont'd)

#### (a) Share option schemes (Cont'd)

##### (3) Fair value of options

The directors have used the BS Model to determine the total fair value of the options granted, which is to be expensed over the vesting period. Significant judgement on parameters, such as risk free rate, dividend yield and expected volatility, is required to be made by the directors in applying the BS Model.

The fair value of the options granted to employees, together with the parameters used, during the period from 1 January 2009 to 31 December 2010 are as follows:

Date of grant	Fair value of options	No. of options granted	Exercise price	Closing	Risk free rate (Note (i))	Dividend yield (Note (ii))	Expected volatility (Note (iii))	Exercisable date
				share price at date of grant				
17/2/2009	HKD6,613,000	380,000	HKD48.01	HKD45.75	1.45%	0.71%	54.0%	Based on grant date (Note (iv))
10/7/2009	HKD92,727,000	2,307,450	HKD90.30	HKD90.30	2.14%	0.71%	53.4%	Based on grant date: 393,950 options (Note (iv)), 1,162,250 options (Note (v)) and 751,250 options (Note (vi))
24/9/2009	HKD748,000	14,700	HKD128.40	HKD128.40	2.21%	0.71%	53.0%	Based on grant date (Note (iv))
24/11/2009	HKD16,827,000	250,000	HKD146.58	HKD145.10	1.92%	0.71%	52.7%	Based on grant date (Note (vi))
24/3/2010	HKD55,365,000	750,000	HKD158.50	HKD158.30	2.35%	0.63%	52.1%	Based on grant date: 25,000 options (Note (v)), 500,000 options (Note (vii)) and 225,000 options (Note (viii))
24/3/2010	HKD83,898,000	1,000,000	HKD158.50	HKD158.30	2.73%	0.63%	52.1%	Based on grant date (Note (ix))
5/7/2010	HKD110,630,000	1,933,350	HKD130.40	HKD130.40	2.06%	0.63%	51.5%	Based on grant date : 163,300 options (Note (iv)), 1,067,550 options (Note (v)) and 702,500 options (Note (x))
13/8/2010	HKD1,414,000	25,000	HKD 150.70	HKD144.80	1.72%	0.63%	51.1%	Based on grant date: 12,500 options (Note (iv)) and 12,500 options (Note (v))

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### 23 SHARE OPTION AND SHARE AWARD SCHEMES (Cont'd)

#### (a) Share option schemes (Cont'd)

##### (3) Fair value of options (Cont'd)

Notes:

- (i) The risk free rate was determined based on the yield to maturity of Hong Kong Government Bonds with maturity in December 2015, June 2016 or December 2016, June 2017, December 2017, or December 2019 as at the date of valuation.
- (ii) Dividend yield was estimated based on the Company's historical dividend yield.
- (iii) Volatility, measured as the standard deviation of expected share price returns, was determined based on the average daily trading price volatility of the shares of the Company.
- (iv) The first 20% of the option can be exercised one year after the grant date, and then each 20% of the total options will become exercisable in each subsequent year.
- (v) The first 20% of the option can be exercised two years after the grant date, and then each 20% of the total options will become exercisable in each subsequent year.
- (vi) The first 20% of the option can be exercised three years after the grant date, and then each 20% of the total options will become exercisable in each subsequent year, except the last 20% of the total options which will become exercisable in the eleventh month after the fourth 20% of the total options become exercisable.
- (vii) The first 50% of the option can be exercised four years after the grant date, and then the remaining 50% of the total options will become exercisable in the subsequent year.
- (viii) The first one-third of the option can be exercised four years after the grant date, and then each one-third of the total options will become exercisable in each subsequent year.
- (ix) The first 25% of the option can be exercised five years after the grant date, and then each 25% of the total options will become exercisable in each subsequent year.
- (x) The first 20% of the option can be exercised three years after the grant date, and then each 20% of the total options will become exercisable in each subsequent year. The last 20% of the total option will become exercisable in the eleventh month of the seventh year.



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### 23 SHARE OPTION AND SHARE AWARD SCHEMES (Cont'd)

#### (b) Share award scheme

On 13 December 2007, the Company adopted a share award scheme (the “Share Scheme”), which was subsequently amended on 31 January 2008 and 13 May 2009, respectively. The Board may, at its absolute discretion, select any eligible persons (the “Awarded Persons”) to participate in the Share Scheme.

Pursuant to the Share Scheme, ordinary shares of the Company are acquired by an independent trustee (the “Trustee”) at the cost of the Company or shares are allotted to the Trustee under general mandates granted or to be granted by shareholders of the Company at general meetings from time to time. These shares are/will be held in trust for the Awarded Persons by the Trustee until the end of each vesting period. Vested shares are/will be transferred at no cost to the Awarded Persons. The Awarded Persons are not entitled to the dividends on the awarded shares not yet transferred to them.

Unless it is early terminated by the Board, the Share Scheme shall be valid and effective for a term of fifteen years commencing on the adoption date according to the amendment on 13 May 2009.

The number of shares to be awarded under the Share Scheme throughout its duration shall not exceed 2% of the issued share capital of the Company as at the adoption date. The maximum number of shares which may be awarded to an Awarded Person under the Share Scheme shall not exceed 1% of the issued share capital of the Company as at the adoption date.

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For the year ended 31 December 2010  
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### 23 SHARE OPTION AND SHARE AWARD SCHEMES (Cont'd)

#### (b) Share award scheme (Cont'd)

- (1) Movements in shares held for the Share Scheme and awarded shares, and the fair value of awarded shares

Movements in the number of shares held for the Share Scheme and awarded shares for the years ended 31 December 2010 and 2009 are as follows:

	Shares held for the Share Scheme	Awarded shares
<b>At 1 January 2009</b>	132,160	1,349,450
Purchased	1,013,100	–
Allotted to Share Scheme	8,181,180	–
Granted to the employee	(9,194,350)	9,194,350
Cancelled	(132,080)	–
Vested	–	(132,376)
	<u>10</u>	<u>10,411,424</u>
<b>At 31 December 2009</b>	<u>10</u>	<u>10,411,424</u>
Currently exercisable as at 31 December 2009		<u>339,056</u>
<b>At 1 January 2010</b>	<b>10</b>	<b>10,411,424</b>
Purchased (Note 21(ii))	<b>1,184,883</b>	–
Allotted to Share Scheme	<b>3,662,975</b>	–
Granted to the employee	<b>(4,847,788)</b>	<b>4,847,788</b>
Vested	–	<b>(1,696,478)</b>
	<u>80</u>	<u>13,562,734</u>
<b>At 31 December 2010</b>	<u>80</u>	<u>13,562,734</u>
Currently exercisable as at 31 December 2010		<u>101,337</u>

During the year ended 31 December 2010, no awarded shares (2009: Nil) had been granted to any director of the Company.

The fair value of the awarded shares was calculated based on market prices of the Company's shares as at the respective grant dates. The expected dividends during the vesting periods have been taken into account when assessing the fair value of these awarded shares.

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### 23 SHARE OPTION AND SHARE AWARD SCHEMES (Cont'd)

#### (b) Share award scheme (Cont'd)

- (1) Movements in shares held for the Share Scheme and awarded shares, and the fair value of awarded shares (Cont'd)

The fair value of the awarded shares and their vesting dates during the period from 1 January 2009 to 31 December 2010 are as follows:

<b>Date of grant</b>	<b>Total value of shares at grant date</b>	<b>No. of shares granted</b>	<b>market price at grant date</b>	<b>Vesting date (Note(i))</b>
23/1/2009	HKD5,341,000	120,700	HKD44.25	Based on grant date: 60,700 shares (Note (ii)), 35,000 shares (Note (iv)) and 25,000 shares (Note (v))
17/2/2009	HKD1,144,000	25,000	HKD45.75	Based on grant date (Note (ii))
10/7/2009	HKD772,599,000	8,555,910	HKD90.30	Based on grant date: 4,746,045 shares (Note (ii)), 3,456,575 shares (Note (iii)), 41,600 shares (Note (iv)), 196,690 shares (Note (vii)), 15,000 shares (Note (viii)), 35,000 shares (Note (ix)), 35,000 shares (Note (x)) and 30,000 shares (Note (xi))
22/9/2009	HKD23,916,000	186,840	HKD128.00	Based on grant date: 144,420 shares (Note (ii)), 40,820 shares (Note (iii)) and 1,600 shares (Note(iv))
24/11/2009	HKD24,725,000	170,400	HKD145.10	Based on grant date: 38,650 shares (Note (ii)), 23,750 shares (Note (iii)), 8,000 shares (Note (v)) and 100,000 shares (Note (vii))

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### 23 SHARE OPTION AND SHARE AWARD SCHEMES (Cont'd)

#### (b) Share award scheme (Cont'd)

- (1) Movements in shares held for the Share Scheme and awarded shares, and the fair value of awarded shares (Cont'd)

<b>Date of grant</b>	<b>Total value of shares at grant date</b>	<b>No. of shares granted</b>	<b>market price at grant date</b>	<b>Vesting date (Note(i))</b>
15/12/2009	HKD21,870,000	135,500	HKD161.40	Based on grant date: 116,500 shares (Note (ii)), 16,500 shares (Note (iii)) and 2,500 shares (Note (vii))
8/1/2010	HKD7,656,000	45,600	HKD167.90	Based on grant date: 36,850 shares (Note (ii)) and 8,750 shares (Note (iii))
24/3/2010	HKD29,618,000	187,100	HKD158.30	Based on grant date: 15,100 shares (Note (v)), 70,500 shares (Note (ii)), 11,500 shares (Note (iii)) and 90,000 shares (Note (vi))
9/4/2010	HKD56,668,000	351,100	HKD161.40	Based on grant date: 115,500 shares (Note (xii)), 229,800 shares (Note (ii)) and 5,800 shares (Note (iii))
13/5/2010	HKD27,965,000	175,993	HKD158.90	Based on grant date: 25,000 shares (Note (xiii)), 10,500 shares (Note (iv)), 100,000 (Note (viii)), 37,993 (Note (ii)) and 2,500 shares (Note (iii))

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### 23 SHARE OPTION AND SHARE AWARD SCHEMES (Cont'd)

#### (b) Share award scheme (Cont'd)

- (1) Movements in shares held for the Share Scheme and awarded shares, and the fair value of awarded shares (Cont'd)

<b>Date of grant</b>	<b>Total value of shares at grant date</b>	<b>No. of shares granted</b>	<b>market price at grant date</b>	<b>Vesting date (Note(i))</b>
2/6/2010	HKD6,452,000	42,500	HKD151.80	Based on grant date: 10,000 shares (Note (iv)), 29,000 shares (Note (ii)) and 3,500 shares (Note (iii))
5/7/2010	HKD486,691,000	3,732,295	HKD130.40	Based on grant date: 52,725 shares (Note (v)), 1,814,715 shares (Note (ii)), 1,417,330 shares (Note (iii)), 397,525 shares (Note (vii)) and 50,000 shares (Note (xiv))
7/7/2010	HKD1,088,000	8,000	HKD136.00	Based on grant date: 4,000 shares (Note (ii)) and 4,000 shares (Note (iii))
13/8/2010	HKD4,185,000	28,900	HKD144.80	Based on grant date: 23,900 shares (Note (ii)) and 5,000 shares (Note (iii))
3/9/2010	HKD5,518,000	38,000	HKD145.20	Based on grant date: 29,000 shares (Note (ii)) and 9,000 shares (Note (iii))
27/9/2010	HKD4,369,000	25,900	HKD168.70	Based on grant date: 21,700 shares (Note (ii)) and 4,200 shares (Note (iii))

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### 23 SHARE OPTION AND SHARE AWARD SCHEMES (Cont'd)

#### (b) Share award scheme (Cont'd)

- (1) Movements in shares held for the Share Scheme and awarded shares, and the fair value of awarded shares (Cont'd)

<b>Date of grant</b>	<b>Total value of shares at grant date</b>	<b>No. of shares granted</b>	<b>market price at grant date</b>	<b>Vesting date (Note(i))</b>
17/11/2010	HKD19,254,000	115,500	HKD166.70	Based on grant date: 85,000 shares (Note (ii)) and 30,500 shares (Note (iii))
15/12/2010	HKD17,268,000	96,900	HKD178.20	Based on grant date: 91,900 shares (Note (ii)) and 5,000 shares (Note (iii))

Notes:

- (i) The awarded shares will generally be transferred to the Awarded Person on or about the relevant vesting dates.
- (ii) The first 20% of these awarded shares will be vested one year after the grant date, and then each 20% of the total awarded shares will be vested in each subsequent year.
- (iii) The first 20% of these awarded shares will be vested two years after the grant date, and then each 20% of the total awarded shares will be vested in each subsequent year.
- (iv) The first one-third of these awarded shares will be vested one year after the grant date, and then each one-third of the total awarded shares will be vested in each subsequent year.
- (v) The first 50% of these awarded shares will be vested one year after the grant date, and the remaining 50% of the total awarded shares will be vested in the subsequent year.
- (vi) The first one-third of these awarded shares will be vested four years after the grant date, and then each one-third of the total awarded shares will be vested in each subsequent year.
- (vii) The first 20% of these awarded shares will be vested three years after the grant date, and then each 20% of the total awarded shares will be vested in each subsequent year.
- (viii) The first 25% of these awarded shares will be vested one year after the grant date, and then each 25% of the total awarded shares will be vested in each subsequent year.
- (ix) The first 50% of these awarded shares will be vested from 31 December 2009, and the remaining 50% of the total awarded shares will be vested in the subsequent year.
- (x) The first 50% of these awarded shares will be vested from 31 December 2010, and the remaining 50% of the total awarded shares will be vested in the subsequent year.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 23 SHARE OPTION AND SHARE AWARD SCHEMES (Cont'd)

#### (b) Share award scheme (Cont'd)

Notes: (Cont'd)

- (xi) The first 50% of these awarded shares will be vested from 31 December 2011, and the remaining 50% of the total awarded shares will be vested in the subsequent year.
- (xii) 66,000 shares of these awarded shares will be vested 3 months after the grant date, and then the remaining of the total awarded shares will be vested 15 months after the grant date.
- (xiii) The first 50% of these awarded shares will be vested 3 months after the grant date, and then the remaining 50% of the total awarded shares will be vested 15 months after the grant date.
- (xiv) The first 20% of these awarded shares will be vested four years after the grant date, and then each 20% of the total awarded shares will be vested in each subsequent year.

#### (2) Outstanding awarded shares

Details of fair value and the respective numbers of awarded shares which remained outstanding as at 31 December 2010 and 2009 are as follows:

Market price at grant date	Number of shares	
	2010	2009
HKD44.25 – HKD90.30	8,361,903	9,918,684
HKD128.00 – HKD178.20	5,200,831	492,740
	13,562,734	10,411,424

#### (c) Expected retention rate of grantees

The Group has to estimate the Expected Retention Rate of Grantees in order to determine the amount of share-based compensation expenses charged to the income statement. As at 31 December 2010, the Expected Retention Rate of Grantees was assessed to be 91% (31 December 2009: 91%).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 24 ACCOUNTS PAYABLE

Accounts payable and their ageing analysis are as follows:

	2010 RMB'000	2009 RMB'000
0 - 30 days	975,869	493,013
31 - 60 days	242,547	72,554
61 - 90 days	68,632	82,525
Over 90 days but less than a year	93,416	48,419
	<u>1,380,464</u>	<u>696,511</u>

### 25 OTHER PAYABLES AND ACCRUALS

	2010 RMB'000	2009 RMB'000
Staff costs and welfare accruals	1,337,627	846,349
Marketing and administrative expense accruals	533,631	267,417
Prepayments received from customers	74,623	71,936
Deposits from customer-to-customer business	766,472	265,136
Others	285,455	175,213
	<u>2,997,808</u>	<u>1,626,051</u>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 26 DERIVATIVE FINANCIAL INSTRUMENTS

	2010 RMB'000	2009 RMB'000
Foreign exchange forward contracts - held for trading	<u>17,964</u>	<u>–</u>

During the year ended 31 December 2010, the Group entered into foreign exchange forward contracts with several banks to purchase USD600,000,000 with RMB. The contracted amount of USD to be purchased was equal to the aggregate principal amounts of USD-denominated bank borrowings (details disclosed in Note 28) expected to be repaid by the Group. These forward contracts will mature within one year, and they will be settled at the difference between the forward rates stated in the contracts and the spot rates as at the respective maturity dates, multiplied by the notional amounts of the face value of the contracts.

### 27 LONG-TERM PAYABLES

	2010 RMB'000	2009 RMB'000
Non-current portion of the present value of running royalty fee	–	25,606
Present value of liabilities for the put options granted to non-controlling interest owners	<u>–</u>	<u>248,444</u>
	<u>–</u>	<u>274,050</u>

As at 31 December 2009, the long-term payables mainly represented a financial liability arising from certain put options granted to non-controlling interest owners of a 40% equity interest of Shenzhen Domain (“SZ Domain Holders”). In 2008, the Group granted put options to the SZ Domain Holders for selling their 40% equity interest (out of which 29% equity interest are held by Shijiaqi) in Shenzhen Domain to the Group, upon certain conditions were met (the “Option Equity Interest”).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 27 LONG-TERM PAYABLES (Cont'd)

As the Group did not have the unconditional right to avoid delivering cash under the put option agreement, the Group had previously recognised the relevant financial liability at an amount equal to the present value of the estimated future cash outflow when it would be required to acquire the Option Equity Interest. The directors of the Company also considered that the risk and reward for these equity interests would only be transferred to the Group upon the option was exercised. Accordingly, the initial recognition of the liabilities had been reflected as a debit made to equity attributable to the Company's equity holders.

At 31 December 2009, the put option liabilities recognised by the Group on the Option Equity Interest were approximately RMB248,444,000.

In April 2010, the Group entered into certain agreements to acquire the exercisable Option Equity Interest (representing approximately 32% of equity interest in Shenzhen Domain) from the holders at a total consideration of RMB154,198,000 (Note 44). As a result, the original put option agreement was terminated and the directors of the Company revised the relevant put option liabilities to RMB154,198,000. The difference was charged as a credit to equity. Such liabilities had been fully discharged as at 31 December 2010.

### 28 SHORT-TERM BANK BORROWINGS

	2010 RMB'000	2009 RMB'000
Bank borrowings accounted for as RMB borrowings (Note (a))		
– secured (Note (b))	990,887	202,322
– unsecured	334,440	–
	<u>1,325,327</u>	<u>202,322</u>
USD borrowings		
– unsecured (Note (c))	3,973,620	–
	<u>5,298,947</u>	<u>202,322</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 28 SHORT-TERM BANK BORROWINGS (Cont'd)

- (a) These bank borrowings were denominated in USD according to the loan agreements executed with the lending banks. The aggregate principal amount was USD198,637,000 and the interest rates were fixed at 1.71% to 3.36% per annum. These borrowings will be repaid in full in USD and the term for each of these borrowings is one year. Concurrently, foreign exchange forward contracts were arranged with the same banks as at the respective initial borrowing dates in order to enable the Group to purchase the required amount of USD with RMB for settling the principal amounts of the borrowings plus related interests upon the loan due dates. The bank borrowings and the foreign exchange forward contracts are deemed as linked transactions and accordingly, the bank borrowings have effectively been accounted for as borrowings denominated in RMB.

These bank borrowings and the forward contracts were transacted on the belief that, despite the associated interest expenses to be incurred, the Group would benefit from the interest income from the restricted cash (Note (b)) and the cash increased as a result of the unsecured bank borrowings, as well as the fixed exchange gains arising from the bank borrowings (which are calculated as the difference between the forward rates stated in the contracts and the respective spot rates at the borrowing dates).

- (b) These bank borrowings were secured by a pledge of bank deposits of RMB1,014,493,000 of the Group with the banks.
- (c) These unsecured bank borrowings were also denominated in USD. The aggregate principal amount was USD600,000,000 and the interest rates were fixed at 1.20% to 2.32% per annum. In addition, the Group entered into foreign forward contracts to purchase the required amount of USD with RMB for settling the principal amount of the borrowings upon the due dates (Note 26). However, the Group arranged the bank loans and the forward contracts with different banks, and the Group did not adopt hedge accounting. As a result, these bank borrowings and the relevant foreign forward contracts were accounted for separately. These bank borrowings were accounted for as USD denominated bank borrowings and stated at amortised cost, while the forward contracts were accounted for as derivative financial instruments stated at fair value with their gains or losses recorded in "Other gains/(losses), net" in the consolidated income statement.

The fair value of the short-term bank borrowings approximated to their carrying amounts as at 31 December 2010.

### 29 DEFERRED REVENUE

Deferred revenue mainly represents service fees prepaid by customers for certain Internet value-added services in the form of pre-paid tokens or cards, of which the related services had not been rendered as at 31 December 2010. It also included customer loyalty incentives offered by the Group to its customers which were valued at their respective fair values.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 30 DEFERRED INCOME TAXES

Deferred income taxes are calculated in full on temporary differences under the liability method using the tax rates which are expected to apply at the time of reversal of the temporary differences.

There was no offsetting of deferred income tax assets and liabilities in 2010 and 2009.

	<b>2010</b>	2009
	<b>RMB'000</b>	RMB'000
Deferred income tax assets:		
– to be recovered after more than 12 months	<b>164,442</b>	244,829
– to be recovered within 12 months	<b>54,577</b>	56,187
	<u><b>219,019</b></u>	<u>301,016</u>
Deferred income tax liabilities:		
– to be recovered after more than 12 months	<b>(14,633)</b>	(13,245)
– to be recovered within 12 months	<b>(952,578)</b>	(356,738)
	<u><b>(967,211)</b></u>	<u>(369,983)</u>

The gross movements of the deferred income tax account were as follows:

	<b>2010</b>	2009
	<b>RMB'000</b>	RMB'000
At beginning of year	<b>(68,967)</b>	255,796
Business combinations	<b>(8,691)</b>	–
Debit to income statement relating to origination and reversal of temporary differences (Note 39)	<b>(615,639)</b>	(324,763)
Effect of change in tax rates recognised in income statement (Note 39)	<b>(54,895)</b>	–
At end of year	<u><b>(748,192)</b></u>	<u>(68,967)</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 30 DEFERRED INCOME TAXES (Cont'd)

The movements of deferred tax assets, which are arising from intra-group software and technology sales, were as follows:

	2010 RMB'000	2009 RMB'000
At beginning of year	301,016	334,164
Credit to income statement relating to origination of temporary differences	29,709	27,020
Effect of change in tax rates recognised in income statement	(54,895)	–
Charge to income statement relating to reversal of temporary differences	(56,811)	(60,168)
At end of year	<u>219,019</u>	<u>301,016</u>

The deferred tax assets recognised are mainly related to the temporary differences arising from certain intra-group software and technology transfer transactions (Note 4.2(a)). The credit to income statement represents tax impacts of originating temporary differences arising from these software and technology transfer, while the charge to income statement represents tax impacts of the reversal of the temporary differences as a result of the amortisation of the costs of these software and technology.

As at 31 December 2010, the Group did not recognise deferred income tax assets of RMB66,459,000 (2009: RMB33,902,000) in respect of cumulative tax losses amounting to RMB265,836,000 (2009: RMB135,607,000). These tax losses will expire from 2011 to 2015.

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### 30 DEFERRED INCOME TAXES (Cont'd)

The movements of deferred tax liabilities were as follows:

<b>Deferred tax liabilities:</b>	<b>Intangible assets acquired in business combination at fair value</b>	<b>Withholding tax on the earnings anticipated to be remitted by subsidiaries</b>	<b>Total</b>
	RMB'000	RMB'000 (Note)	RMB'000
<b>At 1 January 2009</b>	(28,368)	(50,000)	(78,368)
Credit/(charge) to income statement relating to origination of temporary differences	8,385	(300,000)	(291,615)
<b>At 31 December 2009</b>	<u>(19,983)</u>	<u>(350,000)</u>	<u>(369,983)</u>
<b>At 1 January 2010</b>	<b>(19,983)</b>	<b>(350,000)</b>	<b>(369,983)</b>
Business combination	<b>(8,691)</b>	–	<b>(8,691)</b>
Credit/(charge) to income statement relating to origination of temporary differences	<u>6,625</u>	<u>(595,162)</u>	<u>(588,537)</u>
<b>At 31 December 2010</b>	<u><b>(22,049)</b></u>	<u><b>(945,162)</b></u>	<u><b>(967,211)</b></u>

Note:

According to applicable PRC tax regulations, withholding tax will be levied on the dividends distributed by a company established in the PRC to a foreign investor with respect to profits derived after 1 January 2008 (Note 39 (a)(iv)).

As at 31 December 2010, the Group recognised the relevant deferred tax liabilities of RMB945,162,000 (2009: RMB350,000,000) on the earnings anticipated to be remitted by certain PRC subsidiaries in the foreseeable future. No withholding tax had been provided for the earnings of approximately RMB3,610,269,000 (2009: RMB4,300,000,000) expected to be retained by the PRC subsidiaries and not to be remitted out of the PRC in the foreseeable future based on management's estimation of the funding requirements outside of the PRC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 31 COST OF REVENUES

Cost of revenues mainly comprises the Mobile and Telecom Charges (Note 2.24(a)), bandwidth and server custody fees, staff costs, sharing and content subscription costs incurred in deriving the revenues.

### 32 INTEREST INCOME

Interest income mainly represented interest income from bank deposits, including current deposit, term deposits with initial term of three months or less, term deposits with initial term of over three months and investment income from held-to-maturity investments.

### 33 OTHER GAINS/(LOSSES), NET

	2010 RMB'000	2009 RMB'000
Government subsidies	96,537	28,339
Fair value gains on financial assets held for trading	–	11,929
Losses from derivative financial instruments (Note 26)	(17,964)	–
Donation to a charity fund established by the Group	(70,000)	(85,000)
Gain/(loss) on disposals of fixed assets	883	(3,043)
Loss on disposals of intangible assets	–	(1,654)
Others	28,600	(8,784)
	<u>38,056</u>	<u>(58,213)</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 34 EXPENSES BY NATURE

	2010 RMB'000	2009 RMB'000
Employee benefits expenses (Note) (Note 35)	3,143,967	2,133,135
Mobile and telecommunications charges and bandwidth and server custody fees	2,089,273	1,584,025
Content costs and agency fees	2,797,872	1,430,526
Promotion and advertising expenses	557,601	306,309
Depreciation of fixed assets (Note) (Note 6)	668,580	405,301
Amortisation of intangible assets (Note 10)	109,411	131,897
Amortisation of land use rights (Note 9)	3,724	466
Travelling and entertainment expenses	124,320	108,404
Operating lease rentals in respect of office buildings	116,378	89,381
Auditor's remuneration	8,000	5,950
Other expenses	482,670	301,889
	<hr/>	<hr/>
Total cost of revenues, selling and marketing expenses and general and administrative expenses	<b>10,101,796</b>	<b>6,497,283</b>
	<hr/> <hr/>	<hr/> <hr/>

Note:

Research and development expenses for the year ended 31 December 2010 were RMB1,685,525,000 (2009: RMB1,191,637,000) which included employee benefit expenses of RMB1,407,948,000 (2009: RMB948,309,000) and depreciation of fixed assets of RMB194,090,000 (2009: RMB215,674,000).



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 35 EMPLOYEE BENEFITS EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

	2010 RMB'000	2009 RMB'000
Wages, salaries and bonuses	2,223,725	1,548,049
Welfare, medical and other expenses	207,495	129,603
Share-based compensation expenses	495,772	321,422
Contributions to pension plans (Note)	197,238	117,774
Training expenses	19,737	16,287
	<u>3,143,967</u>	<u>2,133,135</u>

Note:

All local employees of the subsidiaries in the PRC participate in employee social security plans established in the PRC, which cover pension, medical and other welfare benefits. The plans are organised and administered by the governmental authorities. Except for the contribution to these social security plans, the Group has no other material commitments owing to the employees. According to the relevant regulations, the portion of premium and welfare benefit contributions that should be borne by the companies within the Group as required by the above social security plans are principally determined based on percentages of the basic salaries of employees, subject to a certain ceiling, and are paid to the respective labour and social welfare authorities. Contributions to the plans are expensed as incurred. The applicable percentages used to provide for insurance premium and welfare benefit funds are listed below.

	Percentage
Pension insurance	8 – 22%
Medical insurance	0.5 – 12%
Unemployment insurance	0 – 2.5%
Housing fund	0 – 12%

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 36 DIRECTORS' EMOLUMENTS

The aggregate amounts of emoluments paid/payable to directors of the Company for the year ended 31 December 2010 and 2009 are as follows:

	<b>2010</b>	2009
	<b>RMB'000</b>	RMB'000
Fees - independent non-executive directors	<b>2,157</b>	1,854
Salaries, bonuses, allowances and benefits in kind	<b>39,919</b>	33,851
Contributions to pension plans	<b>48</b>	40
Share-based compensation expenses charged to income statement	<b>21,796</b>	18,710
	<b>63,920</b>	54,455
Number of directors		
– with emoluments	<b>6</b>	6
– without emoluments	<b>2</b>	2
Number of directors	<b>8</b>	8

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 36 DIRECTORS' EMOLUMENTS (Cont'd)

The remuneration of every director for the year ended 31 December 2010 is set out below.

Name of director	Fees RMB'000	Salaries, bonuses, allowances and benefits	Contributions to pension plans	Share-based compensation expenses	Total RMB'000
		in kind RMB'000	RMB'000	RMB'000	
Ma Huateng	–	18,419	24	–	18,443
Zhang Zhidong	–	13,282	24	–	13,306
Lau Chi Ping Martin (Note)	795	8,218	–	21,523	30,536
Iain Ferguson Bruce	596	–	–	91	687
Ian Charles Stone	383	–	–	91	474
Li Dong Sheng	383	–	–	91	474
Antonie Andries Roux	–	–	–	–	–
Charles St Leger Searle	–	–	–	–	–
	<u>2,157</u>	<u>39,919</u>	<u>48</u>	<u>21,796</u>	<u>63,920</u>

Note:

During the year ended 31 December 2010, 1,000,000 share options (2009: Nil) were granted to Mr Lau Chi Ping, Martin. Other than that, no options/awarded shares were granted to other executive, non-executive or independent non-executive directors of the Company (2009: Nil).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 36 DIRECTORS' EMOLUMENTS (Cont'd)

The remuneration of every director for the year ended 31 December 2009 is set out below.

Name of director	Fees RMB'000	Salaries, bonuses, allowances and benefits in kind RMB'000	Contributions to pension plans RMB'000	Share-based compensation expenses RMB'000	Total RMB'000
Ma Huateng	–	15,616	20	–	15,636
Zhang Zhidong	–	11,375	20	–	11,395
Lau Chi Ping Martin	820	6,860	–	18,245	25,925
Iain Ferguson Bruce	418	–	–	155	573
Ian Charles Stone	308	–	–	155	463
Li Dong Sheng	308	–	–	155	463
Antonie Andries Roux	–	–	–	–	–
Charles St Leger Searle	–	–	–	–	–
	<u>1,854</u>	<u>33,851</u>	<u>40</u>	<u>18,710</u>	<u>54,455</u>

No director received any emolument from the Group as an inducement to join or leave the Group or compensation for loss of office. No director waived or has agreed to waive any emoluments during the year ended 31 December 2010 (2009: Nil).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 37 FIVE HIGHEST PAID INDIVIDUALS

The five individuals whose emoluments were the highest in the Group during the year included two (2009: three) directors whose details have been reflected in the analysis presented above (Note 36). The emoluments paid/payable to the remaining three (2009: two) individuals during the year were as follows:

	<b>2010</b>	2009
	<b>RMB'000</b>	RMB'000
Salaries, bonuses, allowances and benefits in kind	<b>28,832</b>	18,252
Share-based compensation expenses charged to income statement	<b>22,042</b>	6,338
Contributions to pension plans	<b>70</b>	39
	<u><b>50,944</b></u>	<u>24,629</u>

The emoluments of the above three individuals (2009: two) fell within the following bands:

	<b>Number of individuals</b>	
	<b>2010</b>	2009
Emolument bands		
HKD13,000,001 – HKD13,500,000 (equivalent to RMB11,320,401 – RMB11,755,800)	–	1
HKD15,000,001 – HKD15,500,000 (equivalent to RMB13,062,001 – RMB13,497,400)	–	1
HKD16,000,001 – HKD16,500,000 (equivalent to RMB13,932,801 – RMB14,368,200)	<b>1</b>	–
HKD21,000,001 – HKD21,500,000 (equivalent to RMB18,286,801 – RMB18,722,200)	<b>2</b>	–

### 38 FINANCE COSTS, NET

	<b>2010</b>	2009
	<b>RMB'000</b>	RMB'000
Interest expenses	<b>35,027</b>	–
Exchange (gains)/losses	<b>(34,189)</b>	1,953
	<u><b>838</b></u>	<u>1,953</u>

Interest expenses mainly arose from the USD bank borrowings mentioned in Note 28.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 39 TAX EXPENSE

#### (a) Income tax

##### (i) Cayman Islands and British Virgin Islands profits tax

The Group has not been subject to any taxation in these jurisdictions for the year ended 31 December 2010 (2009: Nil).

##### (ii) Hong Kong profits tax

No Hong Kong profits tax has been provided as the Group has no assessable profit arising in Hong Kong for the year ended 31 December 2010 (2009: Nil).

##### (iii) PRC Corporate Income Tax ("CIT")

CIT is provided on the assessable income of entities within the Group incorporated in the PRC, calculated in accordance with the relevant regulations of the PRC after considering the available tax benefits from refunds and allowances.

Pursuant to the PRC Corporate Income Tax Law passed by the Tenth National People's Congress on 16 March 2007 ("CIT Law"), the CIT for domestic and foreign enterprises has been unified at 25%, effective 1 January 2008.

The CIT Law also provides a five-year transitional period starting from its effective date for those enterprises which were established before the promulgation of the CIT law and which were entitled to preferential income tax rates under the then effective tax laws or regulations.

On 26 December 2007, the State Council issued the "Circular to Implement the Transitional Preferential Policies for the Corporate Income Tax". Pursuant to this circular, the transitional income tax rates for the Group's subsidiaries established in the Shenzhen Special Economic Zone or the Beijing High Technology Zone before 16 March 2007 are 18%, 20%, 22%, 24% and 25% for 2008, 2009, 2010, 2011 and 2012, respectively. Other tax preferential treatments such as reduction of 50% in income tax rate shall be based on the above transitional income tax rates for the respective years.

In 2008, six subsidiaries namely Tencent Computer, Tencent Technology, Shenzhen Domain, Cyber Shenzhen, Tencent Beijing and Cyber Tianjin, applied for and were subsequently approved as High/New Technology Enterprises, and accordingly, they were subject to a reduced preferential CIT rate of 15% according to the CIT Law. With such status, the above mentioned transitional income tax rates for the period from 2008 to 2010 were no longer applicable to them.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 39 TAX EXPENSE (Cont'd)

#### (a) Income tax (Cont'd)

##### (iii) PRC Corporate Income Tax ("CIT") (Cont'd)

In April 2010, the PRC tax authorities issued a new tax circular Guoshui 2010 No. 157 to clarify that an entity is only allowed to enjoy either the preferential CIT rate of 15% as a High/New Technology Enterprise or CIT exemption for two or three years and followed by a 50% reduction for the next 3 years based on the unified CIT rate in the PRC.

According to the special tax incentives granted by the local tax authority in Beijing, Tencent Beijing is exempt from CIT for three years starting from the first year of its commercial operation, followed by a 50% reduction for the next three years. 2005 was its first year of operation and accordingly, the provision for CIT was provided at a rate of 11% for 2010 (2009: 7.5%).

As approved by the relevant tax authority, Cyber Tianjin is exempt from CIT for two years commencing from the first year of profitable operation after offsetting tax loss brought forward from prior years, followed by a 50% reduction for the next three years. 2008 was its first profit-making year and accordingly provision for CIT was made at a rate of 12.5% for 2010 (2009: Nil).

In addition, Beijing Yonghang was recognised as a newly set-up software production enterprise in 2009, and according to the tax incentives granted by the tax authority, it was exempt from CIT in 2009, followed by a 50% reduction from 2010 to 2012. As a result, the provision for CIT was made at a rate of 12.5% for 2010 (2009: Nil).

Furthermore, Tencent Chengdu was recognised as a newly set-up software production enterprise by the relevant tax authority, Tencent Chengdu is exempt from CIT for two years commencing from the first year of profitable operation after offsetting tax loss brought forward from prior years, followed by a 50% reduction for the next three years. 2010 was its first profit-making year and accordingly it was exempt from CIT in 2010 (2009: Nil).

For Tencent Technology, it was further approved as a national key software enterprise for 2010, and accordingly, its CIT rate in 2010 was further reduced to 10%.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 39 TAX EXPENSE (Cont'd)

#### (a) Income tax (Cont'd)

##### (iv) PRC withholding tax

According to applicable PRC tax regulations, dividends distributed by a company established in the PRC to a foreign investor with respect to profits derived after 1 January 2008 are subject to a 10% withholding tax. If a foreign investor is incorporated in Hong Kong and meets the conditions or requirements under the double taxation arrangement entered into between the PRC and Hong Kong, the relevant withholding tax rate will be reduced to 5% from 10%.

The income tax charge of the Group for the year ended 31 December 2010 and 2009 are analysed as follows:

	<b>2010</b>	2009
	<b>RMB'000</b>	RMB'000
Current tax	<b>1,127,390</b>	494,357
Deferred income tax (Note 30)	<b>670,534</b>	324,763
	<b><u>1,797,924</u></b>	<b><u>819,120</u></b>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 39 TAX EXPENSE (Cont'd)

#### (a) Income tax (Cont'd)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the tax rate of 22% for the year ended 31 December 2010 (2009: 20%), the tax rate of the major subsidiaries of the Company before preferential tax treatments. The difference is analysed as follows:

	2010 RMB'000	2009 RMB'000
Profit before income tax	9,913,133	6,040,731
Less: Share of profit of associates and a jointly controlled entity	<u>(75,758)</u>	<u>(22,206)</u>
	<b>9,837,375</b>	<b>6,018,525</b>
Tax calculated at a tax rate of 22% (2009: 20%)	2,164,223	1,203,705
Effects of different tax rates available to different companies of the Group	(575,213)	(363,940)
Effect of tax holiday on assessable profits of subsidiaries	(556,561)	(429,638)
Effect of changes in tax rates	54,895	–
Income not subject to tax	(29,217)	–
Expenses not deductible for tax purposes	110,391	75,691
Adjustments in respect of prior year	5,869	(13,528)
Withholding tax on earnings expected to be remitted by PRC subsidiaries (Note 30)	595,162	300,000
Unrecognised deferred income tax assets	<u>28,375</u>	<u>46,830</u>
Income tax expense	<u><b>1,797,924</b></u>	<u><b>819,120</b></u>

#### (b) Value-added tax, business tax and related taxes

The operations of the Group are also subject to the following taxes in the PRC:

Category	Tax rate	Basis of levy
Value-added tax ("VAT")	(i) 17%	Sales value of goods sold, offsetting by VAT on purchases
	(ii) 3%	Sales value of goods sold
Business tax ("BT")	3-5%	Services fee income
City construction tax	1-7%	Net VAT and BT payable amount
Educational surcharge	3%	Net VAT and BT payable amount

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 40 LOSS ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE COMPANY

The loss attributable to the equity holders of the Company for the year ended 31 December 2010 is dealt with in the financial statements of the Company to the extent of RMB59,255,000 (2009: profit of RMB728,237,000).

### 41 EARNINGS PER SHARE

#### (a) Basic

Basic earnings per share (“EPS”) are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

	2010	2009
Profit attributable to equity holders of the Company for the year (RMB'000)	<u>8,053,625</u>	<u>5,155,646</u>
Weighted average number of ordinary shares in issue (thousand shares)	<u>1,816,954</u>	<u>1,801,646</u>
Basic EPS (RMB per share)	<u><u>4.432</u></u>	<u><u>2.862</u></u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 41 EARNINGS PER SHARE (Cont'd)

#### (b) Diluted

Diluted EPS is calculated by adjusting the weighted average number of ordinary shares outstanding by the assumption of the conversion of all potential dilutive ordinary shares arising from share options and awarded shares granted by the Company (collectively forming the denominator for computing the diluted EPS). No adjustment is made to earnings (numerator).

	2010	2009
Profit attributable to equity holders of the Company for the year (RMB'000)	<b>8,053,625</b>	5,155,646
Weighted average number of ordinary shares in issue (thousand shares)	<b>1,816,954</b>	1,801,646
Adjustments for share options (thousand shares)	<b>35,252</b>	43,566
Adjustments for awarded shares (thousand shares)	<b>8,777</b>	2,073
Weighted average number of ordinary shares for the calculation of diluted earnings per share (thousand shares)	<b>1,860,983</b>	1,847,285
Diluted EPS (RMB per share)	<b>4.328</b>	2.791

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 42 DIVIDEND

The dividend paid in 2010 was RMB639,264,000 (2009: RMB554,604,000), which excluded the dividend related to the shares held by the Share Scheme Trust of RMB3,717,000 (2009: RMB462,000).

A final dividend in respect of the year ended 31 December 2010 of HKD0.55 per share (2009: HKD0.40 per share) was proposed pursuant to a resolution passed by the Board on 16 March 2011 and subject to the approval of the shareholders in the annual general meeting to be held on 11 May 2011. These consolidated financial statements do not reflect this dividend payable.

### 43 BUSINESS COMBINATION

On 20 September 2010, the Group entered into an agreement (“Acquisition Agreement”) to acquire 100% equity interest in Comsenz Inc. (“Comsenz”), a company incorporated in the Cayman Islands, at a consideration of approximately USD43,000,000 (equivalent to RMB292,844,000). Through its wholly-owned foreign enterprise in the PRC, Comsenz controls an operating company established in the PRC through various contractual arrangements (collectively referred to as the “Comsenz Group”). The Comsenz Group is an Internet community software and service provider in the PRC.

In addition, pursuant to the Acquisition Agreement, the Group undertakes to grant awarded shares of the Company equivalent to USD2,000,000 to the key employees of the Comsenz Group one year after the acquisition.

As a result of the acquisition, the Group is expected to increase its presence in the market where the Comsenz Group has been operating in. The goodwill of RMB240,467,000 arising from the acquisition is attributable to anticipated operating synergies, assembled workforce and economies of scale expected from combining the operations of the Group and Comsenz Group. None of the goodwill recognised is expected to be deductible for income tax purposes.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 43 BUSINESS COMBINATION (Cont'd)

The following table summarises the consideration paid for the acquisition and the amounts of assets acquired and liabilities assumed recognised at the acquisition date.

	RMB'000
<b>Considerations:</b>	
Cash paid	270,848
Cash to be paid (included in other payables)	21,996
	<hr/>
Total considerations	292,844
	<hr/> <hr/>
<b>Acquisition-related costs</b> (Note)	1,246
	<hr/>
<b>Recognised amounts of identifiable assets acquired and liabilities assumed:</b>	
Cash and cash equivalents	1,996
Accounts receivable	2,264
Prepayments, deposits and other receivables	702
Fixed assets	2,490
Computer software and technology (included in intangible assets)	634
Technology platform (included in intangible assets)	31,500
Customer relationship (included in intangible assets)	6,626
Trademark (included in intangible assets)	19,490
Licences (included in intangible assets)	324
Other payables and accruals	(2,294)
Current income tax liabilities	(932)
Other tax liabilities	(1,732)
Deferred income tax liabilities (Note 30)	(8,691)
	<hr/>
<b>Total identifiable net assets</b>	52,377
	<hr/>
Goodwill	240,467
	<hr/>
	292,844
	<hr/> <hr/>

Note:

The acquisition-related costs were included in general and administrative expenses in the consolidated income statement for the year ended 31 December 2010

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 43 BUSINESS COMBINATION (Cont'd)

The business conducted by the Comsenz Group contributed to the Group revenues of RMB4,757,000 and a net loss of RMB11,122,000 for the period from the acquisition date to 31 December 2010. If the above acquisition had occurred on 1 January 2010, the Group's revenues would have been increased by RMB32,549,000 and net profit would have been decreased by RMB35,418,000. These amounts have been arrived at based on the Group's accounting policies by adjusting the results of the Comsenz Group to reflect the additional amortisation that would have been charged against the identifiable intangible assets upon acquisition from 1 January 2010, together with the consequential tax effects.

### 44 TRANSACTIONS WITH NON-CONTROLLING INTEREST OWNERS OF A SUBSIDIARY

As mentioned in Note 27, the Group entered into agreements to acquire the exercisable Option Equity Interest in Shenzhen Domain from the SZ Domain Holders (the "Transaction") in April 2010. After the Transaction, Shenzhen Domain became a wholly owned subsidiary of the Company.

Carrying amount of the non-controlling interests acquired and the excess of the consideration paid recognised within equity as a result of the Transaction are as follows:

	<b>2010</b>
	<b>RMB'000</b>
Carrying amount of non-controlling interest acquired	<b>31,095</b>
Consideration paid/payable to non-controlling interest owners	<b>(154,198)</b>
	<hr/>
Excess of consideration paid recognised within equity	<b>(123,103)</b>
	<hr/> <hr/>

The effect of the Transaction on equity attributable to the Company's equity holders during the year ended 31 December 2010 is summarised as follows:

	<b>2010</b>
	<b>RMB'000</b>
Total comprehensive income for the year attributable to the equity holders of the Company	<b>9,874,754</b>
Effect of the Transaction on equity	<b>(123,103)</b>
	<hr/>
Total comprehensive income for the year attributable to the equity holders of the Company after taking consideration of the Transaction	<b>9,751,651</b>
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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
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### 45 CONSOLIDATED CASH FLOW STATEMENT

(a) Reconciliation of net profit to net cash inflow from operating activities:

	2010 RMB'000	2009 RMB'000
Profit for the year	8,115,209	5,221,611
Adjustments for:		
Income tax expense	1,797,924	819,120
Depreciation of fixed assets and investment properties	669,860	405,876
Amortisation of intangible assets	109,411	131,897
Amortisation of leasehold land and land use rights	3,724	466
(Gain)/loss on disposals of fixed assets	(883)	3,043
Loss on disposals of intangible assets	–	1,654
Fair value losses on derivative financial assets	17,964	–
Interest income	(255,922)	(136,014)
Share-based compensation expenses	495,772	321,422
Share of profit of associates	(72,359)	(22,206)
Share of profit of a jointly controlled entity	(3,399)	–
Exchange (gains)/losses	(34,189)	1,953
Changes in working capital:		
Inventories	–	5,483
Accounts receivable	(483,712)	(245,977)
Prepayments, deposits and other receivables	(51,936)	36,892
Financial assets held for trading	–	329,804
Long-term payables	(179,804)	(43,331)
Accounts payable	478,330	247,454
Other payables and accruals	1,551,226	608,788
Other tax liabilities	9,942	113,045
Deferred revenue	1,024,570	1,053,833
Cash generated from operations	<u>13,191,728</u>	<u>8,854,813</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 45 CONSOLIDATED CASH FLOW STATEMENT (Cont'd)

#### (a) Reconciliation of net profit to net cash inflow from operating activities: (Cont'd)

In the consolidated cash flow statement, proceeds from disposals of fixed assets comprise:

	2010 RMB'000	2009 RMB'000
Net book amount	691	3,638
Gain/(loss) on disposals of fixed assets	883	(3,043)
	<u>1,574</u>	<u>595</u>

#### (b) Analysis of changes in financing during the years are as follows:

	Dividend payable RMB'000	Share capital including premium RMB'000	Shares held for share award scheme RMB'000	Short-term bank borrowings RMB'000	Total RMB'000
<b>At 1 January 2009</b>	–	1,155,404	(21,809)	–	1,133,595
Proceeds from issue of shares and share options	–	165,448	–	–	165,448
Payments for repurchase of issued shares/purchase of shares for share award scheme	–	(74,570)	(103,618)	–	(178,188)
Vesting of awarded shares	–	(1,660)	1,660	–	–
Proposed dividend	554,604	–	–	–	554,604
Payment of dividend	(554,604)	–	–	–	(554,604)
Proceeds from short-term bank borrowings	–	–	–	202,322	202,322
<b>At 31 December 2009</b>	<u>–</u>	<u>1,244,622</u>	<u>(123,767)</u>	<u>202,322</u>	<u>1,323,177</u>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 45 CONSOLIDATED CASH FLOW STATEMENT (Cont'd)

#### (b) Analysis of changes in financing during the years are as follows: (Cont'd)

	Dividend payable	Share capital including premium	Shares held for share award scheme	Short-term bank borrowings	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>At 1 January 2010</b>	–	1,244,622	(123,767)	202,322	1,323,177
Proceeds from issue of shares and share options	–	199,249	–	–	199,249
Payments for repurchase of issued shares/purchase of shares for share award scheme	–	(310,222)	(167,519)	–	(477,741)
Vesting of awarded shares	–	(33,149)	33,149	–	–
Proposed dividend	639,264	–	–	–	639,264
Payment of dividend	(639,264)	–	–	–	(639,264)
Repayment of short-term bank borrowings	–	–	–	(202,322)	(202,322)
Proceeds from short-term bank borrowings	–	–	–	5,298,947	5,298,947
<b>At 31 December 2010</b>	<u>–</u>	<u>1,100,500</u>	<u>(258,137)</u>	<u>5,298,947</u>	<u>6,141,310</u>

#### (c) Major non-cash transactions

There were no other material non-cash transactions for the year ended 31 December 2010.

### 46 CONTINGENCIES

The Group has no material contingent liabilities outstanding as at 31 December 2010.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 47 COMMITMENTS

#### (a) Capital commitments

Capital commitments as at 31 December 2010 and 2009 are analysed as follows:

	2010 RMB'000	2009 RMB'000
Contracted:		
Construction of buildings	211,558	36,215
Purchase of other fixed assets	135,165	55,606
Capital investment in an investee	100,996	14,335
	<u>447,719</u>	<u>106,156</u>
Authorised but not contracted:		
Construction of buildings	373,277	247,001
Capital investment in an investee	385,000	19,802
	<u>758,277</u>	<u>266,803</u>
	<u><u>1,205,996</u></u>	<u><u>372,959</u></u>

#### (b) Operating lease commitments

The future aggregate minimum lease payments under non-cancellable operating leases in respect of buildings are as follows:

	2010 RMB'000	2009 RMB'000
Contracted:		
Not later than one year	236,343	67,893
Later than one year and not later than five years	572,818	86,730
Later than five years	18,845	3,242
	<u>828,006</u>	<u>157,865</u>
	<u><u>828,006</u></u>	<u><u>157,865</u></u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2010  
(All amounts in RMB unless otherwise stated)

### 47 COMMITMENTS (Cont'd)

#### (c) Other commitments

The future aggregate minimum payments under non-cancellable bandwidth and server custody leases and online game licensing agreements are as follows:

	2010 RMB'000	2009 RMB'000
Contracted:		
Not later than one year	1,064,792	357,632
Later than one year and not later than five years	1,981,543	171,230
	<u>3,046,335</u>	<u>528,862</u>

### 48 RELATED PARTIES TRANSACTIONS

Except as disclosed in Note 13 (Investment in a jointly controlled entity), Note 23 (Share options and share award scheme) and Note 36 (Directors' emoluments) to the consolidated financial statements, the Group had no other material transactions with related parties for the year ended 31 December 2010, and no other related parties' balances as at 31 December 2010. The key management compensation has already been disclosed in Note 36 (Directors' emoluments).

### 49 SUBSEQUENT EVENT

Subsequent to 31 December 2010, the Group acquired a majority interest in Riot Games, Inc. ("Riot Games"), a US-based independent developer and publisher of premium online games, from the existing shareholders including the founders of Riot Games (the "Founders"), for a cash consideration of USD231,500,000 (the "Acquisition"). Immediately before the Acquisition, Riot Games was approximately 22.34% held by the Company and accounted for as an associate of the Company. Subsequent to the closing of the Acquisition, the interest of the Group and the Founders in Riot Games was approximately 92.78% and 7.22% respectively. Riot Games became a subsidiary of the Company as a result of the Acquisition.

In connection with the Acquisition, the Group will offer, among others, cash bonus, employee options and special restricted stock units of Riot Games to the Founders and certain key employees. As of the date of this report, the Group is in the process of assessing and quantifying the total consideration payable for the Acquisition arising from the above arrangements, as well as the fair value of the net identifiable assets acquired. As such, it is not in a position to complete its initial accounting because of the time constraint and the multiple components of the total consideration payable for the Acquisition.

# INDEPENDENT AUDITOR'S REPORT



羅兵咸永道會計師事務所

**PricewaterhouseCoopers**  
22/F, Prince's Building  
Central, Hong Kong  
Telephone (852) 2289 8888  
Facsimile (852) 2810 9888  
[www.pwchk.com](http://www.pwchk.com)

## TO THE SHAREHOLDERS OF TENCENT HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Tencent Holdings Limited (the “Company”) and its subsidiaries (together, the “Group”) set out on pages 58 to 166, which comprise the consolidated and company statements of financial position as of 31 December 2009, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

## DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

## AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

## INDEPENDENT AUDITOR'S REPORT

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Company and of the Group as of 31 December 2009, and of the Group's financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

### OTHER MATTERS

This report, including the opinion, has been prepared for and only for you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### **PricewaterhouseCoopers**

Certified Public Accountants

Hong Kong, 17 March 2010

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2009

	Note	As at 31 December	
		2009 RMB'000	2008 RMB'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets	6	2,517,202	1,165,048
Construction in progress	7	105,771	875,897
Investment properties	8	68,025	64,981
Leasehold land and land use rights	9	35,296	36,046
Intangible assets	10	268,713	370,314
Investment in associates	12	477,622	302,712
Deferred income tax assets	28	301,016	334,164
Held-to-maturity investments	14	341,410	–
Available-for-sale financial assets	15	153,462	86,180
Prepayments, deposits and other receivables	17	80,306	124,354
		<u>4,348,823</u>	<u>3,359,696</u>
<b>Current assets</b>			
Inventories		–	5,483
Accounts receivable	16	1,229,436	983,459
Prepayments, deposits and other receivables	17	373,642	378,340
Financial assets held for trading	14	–	329,804
Held-to-maturity investments	14	–	68,346
Term deposits with initial term of over three months	18	5,310,168	1,662,501
Restricted cash	26	200,000	–
Cash and cash equivalents	19	6,043,696	3,067,928
		<u>13,156,942</u>	<u>6,495,861</u>
<b>Total assets</b>		<u><u>17,505,765</u></u>	<u><u>9,855,557</u></u>
<b>EQUITY</b>			
<b>Equity attributable to the Company's equity holders</b>			
Share capital	20	197	195
Share premium	20	1,244,425	1,155,209
Shares held for share award scheme	20	(123,767)	(21,809)
Share-based compensation reserve	20	703,563	381,439
Other reserves	21	(166,364)	(433,038)
Retained earnings		10,520,453	5,938,930
		<u>12,178,507</u>	<u>7,020,926</u>
<b>Minority interests in equity</b>		<u>120,146</u>	<u>98,406</u>
<b>Total equity</b>		<u><u>12,298,653</u></u>	<u><u>7,119,332</u></u>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2009

		As at 31 December	
		2009	2008
	Note	RMB'000	RMB'000
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Deferred income tax liabilities	28	369,983	78,368
Long-term payables	25	274,050	566,260
		<u>644,033</u>	<u>644,628</u>
<b>Current liabilities</b>			
Accounts payable	23	696,511	244,647
Other payables and accruals	24	1,626,051	1,013,542
Short-term bank borrowing	26	202,322	–
Current income tax liabilities		85,216	47,307
Other tax liabilities	37(b)	216,978	103,933
Deferred revenue	27	1,736,001	682,168
		<u>4,563,079</u>	<u>2,091,597</u>
<b>Total liabilities</b>		<u>5,207,112</u>	<u>2,736,225</u>
<b>Total equity and liabilities</b>		<u>17,505,765</u>	<u>9,855,557</u>
<b>Net current assets</b>		<u>8,593,863</u>	<u>4,404,264</u>
<b>Total assets less current liabilities</b>		<u>12,942,686</u>	<u>7,763,960</u>

The notes on pages 65 to 166 are an integral part of these consolidated financial statements.

The consolidated financial statements on pages 58 to 166 were approved by the Board of Directors on 17 March 2010 and were signed on its behalf.

**Ma Huateng**

*Director*

**Zhang Zhidong**

*Director*

# STATEMENT OF FINANCIAL POSITION - THE COMPANY

As at 31 December 2009

		As at 31 December	
		2009	2008
		RMB'000	RMB'000
	Note		
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets		445	80
Intangible assets		3,245	3,798
Investments in subsidiaries	11(a)	1,981,736	409,744
Available-for-sale financial assets		14,758	9,840
Contribution to Share Scheme Trust	11(c)	794	295
Amounts due from subsidiaries	11(b)	341,410	–
		<u>2,342,388</u>	<u>423,757</u>
<b>Current assets</b>			
Amounts due from subsidiaries	11(b)	1,060,822	1,769,976
Prepayments, deposits and other receivables		8,349	5,646
Cash and cash equivalents	19	102,081	95,957
		<u>1,171,252</u>	<u>1,871,579</u>
<b>Total assets</b>		<u><u>3,513,640</u></u>	<u><u>2,295,336</u></u>
<b>EQUITY</b>			
<b>Equity attributable to the Company's equity holders</b>			
Share capital	20	197	195
Share premium	20	1,244,425	1,155,209
Shares held for share award scheme	20	(123,767)	(21,809)
Share-based compensation reserve	20	703,563	381,439
Retained earnings		557,521	383,888
<b>Total equity</b>		<u>2,381,939</u>	<u>1,898,922</u>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Amounts due to subsidiaries	11(b)	1,107,184	374,114
Other payables and accruals		24,517	22,300
		<u>1,131,701</u>	<u>396,414</u>
<b>Total equity and liabilities</b>		<u><u>3,513,640</u></u>	<u><u>2,295,336</u></u>
<b>Net current assets</b>		<u><u>39,551</u></u>	<u><u>1,475,165</u></u>
<b>Total assets less current liabilities</b>		<u><u>2,381,939</u></u>	<u><u>1,898,922</u></u>

The notes on pages 65 to 166 are an integral part of these consolidated financial statements.

The consolidated financial statements on pages 58 to 166 were approved by the Board of Directors on 17 March 2010 and were signed on its behalf.

**Ma Huateng**  
Director

**Zhang Zhidong**  
Director



# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2009

	Note	Year ended 31 December	
		2009 RMB'000	2008 RMB'000
<b>Revenues</b>			
Internet value-added services		9,530,711	4,914,974
Mobile and telecommunications value-added services		1,905,599	1,398,984
Online advertising		962,171	826,049
Others		41,479	14,537
		<u>12,439,960</u>	<u>7,154,544</u>
Cost of revenues	5 29, 32	<u>(3,889,468)</u>	<u>(2,170,421)</u>
<b>Gross profit</b>		<b>8,550,492</b>	4,984,123
Interest income	30	136,014	105,216
Other (losses)/gains, net	31	(58,213)	6,989
Selling and marketing expenses	32	(581,468)	(518,147)
General and administrative expenses	32	(2,026,347)	(1,332,207)
<b>Operating profit</b>		<b>6,020,478</b>	3,245,974
Finance costs	36	(1,953)	(140,732)
Share of profit/(loss) of associates		22,206	(347)
<b>Profit before income tax</b>		<b>6,040,731</b>	3,104,895
Income tax expense	37(a)	(819,120)	(289,245)
<b>Profit for the year/total comprehensive income for the year</b>		<b>5,221,611</b>	2,815,650
<b>Attributable to:</b>			
Equity holders of the Company		5,155,646	2,784,577
Minority interests		65,965	31,073
		<u>5,221,611</u>	<u>2,815,650</u>
<b>Earnings per share for profit attributable to equity holders of the Company during the year (expressed in RMB per share)</b>			
– basic	39(a)	<u>2.862</u>	<u>1.552</u>
– diluted	39(b)	<u>2.791</u>	<u>1.514</u>
<b>Dividends per share</b>			
Final dividend proposed	40	HKD0.40	HKD0.25
Special dividend proposed	40	–	HKD0.10
		<u>HKD0.40</u>	<u>HKD0.35</u>

The notes on pages 65 to 166 are an integral part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2009

	Attributable to equity holders of the Company								
	Share capital RMB'000	Share premium RMB'000	Shares held for share award scheme RMB'000	Share-based compensation reserve RMB'000	Other reserves RMB'000	Retained earnings RMB'000	Total RMB'000	Minority interests RMB'000	Total equity RMB'000
<b>Balance at 1 January 2009</b>	<b>195</b>	<b>1,155,209</b>	<b>(21,809)</b>	<b>381,439</b>	<b>(433,038)</b>	<b>5,938,930</b>	<b>7,020,926</b>	<b>98,406</b>	<b>7,119,332</b>
Profit for the year/total comprehensive income for the year	-	-	-	-	-	5,155,646	5,155,646	65,965	5,221,611
Employee share option schemes:									
- value of employee services	-	-	-	167,178	-	-	167,178	-	167,178
- proceeds from shares issued	2	165,446	-	-	-	-	165,448	-	165,448
Employee share award scheme:									
- value of employee services	-	-	-	154,946	-	-	154,946	-	154,946
- shares purchased for share award scheme	-	-	(103,618)	-	-	-	(103,618)	-	(103,618)
- vesting of awarded shares	-	(1,660)	1,660	-	-	-	-	-	-
Repurchase and cancellation of shares	-	(74,570)	-	-	-	-	(74,570)	-	(74,570)
Profit appropriations to statutory reserves	-	-	-	-	2,193	(2,193)	-	-	-
Dividends (Note 40)	-	-	-	-	-	(554,604)	(554,604)	(32,088)	(586,692)
Equity interest purchased for an employee restricted equity interest plan in a non-wholly owned subsidiary	-	-	-	-	-	(17,326)	(17,326)	(11,856)	(29,182)
Exercise of put option granted to minority shareholders (Note 4.1(c))	-	-	-	-	281	-	281	(281)	-
Reversal of the liabilities in respect of the put options granted to minority shareholders (Note 4.1(c))	-	-	-	-	264,200	-	264,200	-	264,200
<b>Balance at 31 December 2009</b>	<b>197</b>	<b>1,244,425</b>	<b>(123,767)</b>	<b>703,563</b>	<b>(166,364)</b>	<b>10,520,453</b>	<b>12,178,507</b>	<b>120,146</b>	<b>12,298,653</b>

The notes on pages 65 to 166 are an integral part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2009

	Attributable to equity holders of the Company								
	Share capital RMB'000	Share premium RMB'000	Shares held for share award scheme RMB'000	Share-based compensation reserve RMB'000	Other reserves RMB'000	Retained earnings RMB'000	Total RMB'000	Minority interests RMB'000	Total equity RMB'000
<b>Balance at 1 January 2008</b>	194	1,455,854	-	220,230	80,295	3,413,823	5,170,396	64,661	5,235,057
Profit for the year/total comprehensive income for the year	-	-	-	-	-	2,784,577	2,784,577	31,073	2,815,650
Employee share option schemes:									
- value of employee services	-	-	-	150,217	-	-	150,217	-	150,217
- proceeds from shares issued	2	86,940	-	-	-	-	86,942	-	86,942
Employee share award scheme:									
- value of employee services	-	-	-	10,992	-	-	10,992	-	10,992
- shares purchased for share award scheme	-	-	(21,809)	-	-	-	(21,809)	-	(21,809)
Repurchase and cancellation of shares	(1)	(387,585)	-	-	-	-	(387,586)	-	(387,586)
Profit appropriations to statutory reserves	-	-	-	-	1,667	(1,667)	-	-	-
Dividends (Note 40)	-	-	-	-	-	(257,803)	(257,803)	-	(257,803)
Recognition of the financial liabilities in respect of the put options granted to minority shareholders (Note 4.1(c))	-	-	-	-	(515,000)	-	(515,000)	-	(515,000)
Others	-	-	-	-	-	-	-	2,672	2,672
<b>Balance at 31 December 2008</b>	<b>195</b>	<b>1,155,209</b>	<b>(21,809)</b>	<b>381,439</b>	<b>(433,038)</b>	<b>5,938,930</b>	<b>7,020,926</b>	<b>98,406</b>	<b>7,119,332</b>

The notes on pages 65 to 166 are an integral part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2009

	Note	Year ended 31 December	
		2009 RMB'000	2008 RMB'000
<b>Cash flows from operating activities</b>			
Cash generated from operations	41(a)	8,854,813	3,901,927
Income tax paid		(456,448)	(322,300)
Net cash flows generated from operating activities		<u>8,398,365</u>	<u>3,579,627</u>
<b>Cash flows from investing activities</b>			
Payments for business combinations		(140)	(16,669)
Purchase of fixed assets, construction in progress and investment properties		(788,824)	(1,333,008)
Proceeds from disposals of fixed assets	41(a)	595	2,443
Payment for investment in associates		(148,417)	(302,951)
Purchase of intangible assets		(31,950)	(71,368)
Purchase of available-for-sale financial assets		(68,782)	(41,248)
Payment for equity interest acquired from minority interests in a non-wholly owned subsidiary		(717)	–
Proceeds from maturity of held-to-maturity investments		68,346	–
Payments for held-to-maturity investments		(341,795)	–
Receipt from the repayments of term deposits with initial term of over three months		564,729	421,296
Payments for term deposits with initial term of over three months		(4,212,396)	(1,479,311)
(Payment for)/receipt from the repayment of restricted cash		(200,000)	300,000
Receipt from/(payment for) loan made to a related party		18,394	(73,094)
Interest received		116,162	79,377
Net cash flows used in investing activities		<u>(5,024,795)</u>	<u>(2,514,533)</u>
<b>Cash flows from financing activities</b>			
Repayment of short-term bank borrowing		–	(292,184)
Proceeds from short-term bank borrowing		202,322	–
Proceeds from issuance of ordinary shares		165,448	86,942
Proceeds from capital injection from a minority interest		–	2,500
Payments for repurchase of shares		(74,570)	(387,586)
Payment for purchase of shares for share award scheme		(103,618)	(21,809)
Dividends paid to the Company's shareholders		(554,604)	(257,803)
Dividends paid to minority interests		(32,088)	–
Net cash flows used in financing activities		<u>(397,110)</u>	<u>(869,940)</u>
<b>Net increase in cash and cash equivalents</b>		<b>2,976,460</b>	<b>195,154</b>
Cash and cash equivalents at beginning of the year		3,067,928	2,948,757
Exchange losses on cash and cash equivalents		(692)	(75,983)
<b>Cash and cash equivalents at end of the year</b>		<b><u>6,043,696</u></b>	<b><u>3,067,928</u></b>

The notes on pages 65 to 166 are an integral part of these consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 1 GENERAL INFORMATION

Tencent Holdings Limited (the “Company”) was incorporated in the Cayman Islands. The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 16 June 2004.

The Company is an investment holding company. The Company and its subsidiaries (collectively, the “Group”) are principally engaged in the provision of Internet value-added services, mobile and telecommunications value-added services and online advertising services to users in the People’s Republic of China (the “PRC”).

The operations of the Group were initially conducted through Shenzhen Tencent Computer Systems Company Limited (“Tencent Computer”), a limited liability company established in the PRC by certain shareholders of the Company on 11 November 1998. Tencent Computer is legally owned by the core founders of the Company who are PRC citizens (the “Registered Shareholders”).

The PRC laws and regulations limit foreign ownership of companies providing value-added telecommunications services, which include activities and services operated by Tencent Computer. In order to enable certain foreign companies to make investments into the business of the Group, the Company established a subsidiary, Tencent Technology (Shenzhen) Company Limited (“Tencent Technology”), which is a wholly foreign owned enterprise incorporated in the PRC, on 24 February 2000. The foreign investors of the Company then subscribed to additional equity interest in the Company.

Certain contractual arrangements (“Structure Contracts”) have been made among the Company, Tencent Technology, Tencent Computer and the Registered Shareholders in order that the decision-making rights and operating and financing activities of Tencent Computer are ultimately controlled by the Company. The Company and Tencent Technology are also entitled to substantially all of the operating profits and residual benefits generated by Tencent Computer under these arrangements. In particular, the Registered Shareholders are required under their contractual arrangements with the Group to transfer these interests in Tencent Computer to the Group or the Group’s designee upon the Group’s request at a pre-agreed nominal consideration.

As a result, Tencent Computer is accounted for as a subsidiary and the formation of the Group in 2000 was accounted for as a business combination between entities under common control under a method similar to the uniting of interests method for recording all assets and liabilities at predecessor’s carrying amounts. This approach was adopted because in management’s belief it best reflected the substance of the formation.

The Group also established/acquired certain companies in the PRC, which are providers of mobile telecommunications or Internet value-added services to users and have contractual arrangements similar to those described above (see Note 11 (a)(ii) for details).

These consolidated financial statements have been approved for issue by the board of directors (the “Board”) on 17 March 2010.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### 2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (“IFRS”). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets and financial assets held for trading.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

(a) Assessment and adoption of new standards, interpretations and amendments

The following new standards, interpretations and amendments to existing standards have been published and are mandatory for the financial year ended 31 December 2009.

- IAS 1 (Revised), ‘Presentation of Financial Statements’

IAS 1 (Revised) prohibits the presentation of items of income and expenses (that is, “non-owner changes in equity”) in the statement of changes in equity, requiring “non-owner changes in equity” to be presented separately from owner changes in equity. All “non-owner changes in equity” are required to be shown in a performance statement, but entities can choose whether to present one performance statement (the statement of comprehensive income) or two statements (the income statement and statement of comprehensive income). Where entities restate or reclassify comparative information, they are required to present a restated statement of financial position as at the beginning comparative period in addition to the current requirement to present statements of performance position at the end of the current period and comparative period.

The Group has applied this revised standard from 1 January 2009 and elected to present one performance statement (the statement of comprehensive income).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.1 Basis of preparation (Cont'd)

(a) Assessment and adoption of new standards, interpretations and amendments (Cont'd)

- IAS 23 (Revised), 'Borrowing Costs'

The revised standard requires an entity to capitalise borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset (one that takes a substantial period of time to get ready for use or sale) as part of the cost of that asset. The option of immediately expensing those borrowing costs is removed.

The Group has applied this revised standard from 1 January 2009 and management considers that this revised standard does not have a significant impact on the Group's financial statements.

- IFRS 2 (Amendment), 'Share-based Payment Vesting Conditions and Cancellations'

It clarifies that vesting conditions are service conditions and performance conditions only. Other features of a share-based payment are not vesting conditions. As such these features would need to be included in the grant date fair value for transactions with employees and others providing similar services; that is, these features would not impact the number of awards expected to vest or valuation thereof subsequent to the grant date. All cancellations, whether by the entity or by other parties, should receive the same accounting treatment. The cancellations are accounted for as an acceleration of vesting and the amount that would otherwise have been recognised over the remaining of the vesting period is recognised immediately.

The Group has applied this amendment from 1 January 2009 and management considers that this amendment does not have a significant impact on the Group's financial statements.

- Amendment to IFRS 7, 'Financial Instruments: Disclosures - Improving Disclosures about Financial Instruments'

The amendment requires enhanced disclosures about fair value measurements and liquidity risk. In particular, the amendment requires the disclosure of fair value measurements by level of a fair value measurement hierarchy.

The Group has applied this amendment on disclosures in its consolidated financial statements. As the change in accounting policy only results in additional disclosures, there is no impact on earnings per share.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.1 Basis of preparation (Cont'd)

(a) Assessment and adoption of new standards, interpretations and amendments (Cont'd)

- IFRS 8, 'Operating Segments'

IFRS 8 replaces IAS 14. The new standard requires a "management approach", under which segment information is presented on the same basis as that used for internal reporting purpose. IFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision-makers in order to allocate resources to the segments and to assess their performance.

The Group has applied this standard from 1 January 2009. As the business segments reported by the Group in accordance with the requirements of IAS 14 (excluding the segment assets and liabilities) are the same as the operating segments provided to chief operating decision-makers, there are no changes to the operating segments and their respective results on the adoption of IFRS 8. In addition, the Group also early adopted the amendment to IFRS 8 in the annual improvement projects published in April 2009, which allows that the total segment assets is to be disclosed only when such information is regularly provided to the chief operating decision-makers, similar to the disclosure requirement of segment liabilities under current IFRS 8. Since the segment assets and liabilities of the Group are not regularly provided to its chief operating decision-makers, no such information has been disclosed in these consolidated financial statements.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.1 Basis of preparation (Cont'd)

(a) Assessment and adoption of new standards, interpretations and amendments (Cont'd)

- IFRIC 13, 'Customer Loyalty Programmes'

It clarifies that where goods or services are sold together with a customer loyalty incentive (for example, loyalty points or free products), the arrangement is a multiple-element arrangement and the consideration receivable from the customers is allocated between the components of the arrangement using fair values.

The current accounting treatment adopted by the Group for customer loyalty programmes complies with the requirements of IFRIC 13.

The Group also adopted the IASB's improvements to IFRS published in May 2008, which are relevant to the Group and effective from 1 January 2009. Such improvements have no material impact to the financial statements of the Group.

The following new interpretations and amendments to existing standards, which have been published and are mandatory for the financial year ended 31 December 2009, are not currently relevant to the Group.

IFRS 1 (Amendment)	First Time Adoption of IFRS and IAS 27 Consolidated and Separate Financial Statements
IAS 32 and IAS 1 (Amendment)	Puttable Financial Instruments and Obligations Arising on Liquidation
IAS 39 (Amendment)	Financial Instruments: Recognition and Measurement
IFRIC 15	Agreements for Construction of Real Estate
IFRIC 16	Hedges of a Net Investment in a Foreign Operation
IFRIC 18	Transfers of Assets from Customers
Amendment to IFRIC-Int 9 and IAS 39	Reassessment of Embedded Derivatives

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.1 Basis of preparation (Cont'd)

- (b) Standards and amendments to published standards which are not yet effective and have not been early adopted by the Group

The following standards and amendments have been published and are mandatory for the Group's accounting periods beginning on or after 1 January 2010 or later periods, but the Group has not yet early adopted them:

- IAS 27 (Revised), 'Consolidated and Separate Financial Statements' (effective from 1 July 2009)

The revised standard requires the effects of all transactions with non-controlling interests to be recorded in equity if there is no change in control and these transactions will no longer result in goodwill or gains and losses. This is consistent with the Group's existing policy. The standard also specifies the accounting when control is lost. Any remaining interest in the entity is re-measured to fair value and a gain or loss is recognised in profit or loss. The Group will apply IAS 27 (Revised) prospectively to transactions with non-controlling interests from 1 January 2010.

- IFRS 2 (Amendment) – 'Group cash-settled share-based payment transaction' (effective from 1 January 2010)

In addition to incorporating IFRIC 8 - 'Scope of IFRS 2' and IFRIC 11 - 'IFRS 2 - Group and Treasury Share Transactions', the amendments expand on the guidance in IFRIC 11 to address the accounting in the separate financial statements of a subsidiary when its suppliers/employees will receive cash payments from the parent that are linked to the price of the equity instruments of an entity in the group. The parent, and not the entity, has the obligation to deliver cash. The amendments state that the entity shall account for the transaction with its suppliers/employees as equity-settled, and recognise a corresponding increase in equity as a contribution from its parent. The subsidiary shall remeasure the cost of the transaction subsequently for any changes resulting from non-market vesting conditions not being met in accordance with paragraphs 19 to 21 in IFRS 2. This differs from the measurement of the transaction as cash-settled in the consolidated financial statements of the group. The Group will apply this amendment from 1 January 2010.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.1 Basis of preparation (Cont'd)

(b) Standards and amendments to published standards which are not yet effective and have not been early adopted by the Group (Cont'd)

- IFRS 3 (Revised), 'Business Combinations' (effective from 1 July 2009)

The revised standard may bring more transactions into acquisition accounting as combinations by contract alone and combinations of mutual entities are brought into the scope of the standard and the definition of a business has been amended slightly. It now states that the elements are "capable of being conducted and managed" rather than "are conducted and managed". It requires considerations (including contingent consideration), each identifiable asset and liability to be measured at its acquisition-date fair value, except leases and insurance contracts, reacquired right, indemnification assets as well as some assets and liabilities required to be measured in accordance with other IFRSs. They are income taxes, employee benefits, share-based payment and non-current assets held for sale and discontinued operations. There is a choice on an acquisition by acquisition basis to measure the non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. All acquisition-related costs should be expensed.

In addition, in relation to an acquisition achieved in stage or a step acquisition (i.e. there is a previously held equity interest when obtaining control), the IFRS 3 (revised) requires that the previously held interest is measured to fair value at the acquisition date and a gain or loss is recognised in the profit or loss, which is treated as if the previously held interest has been disposed of in return, along with the other consideration transferred, for the controlling interest in the acquired subsidiary.

The Group will apply IFRS 3 (Revised) from 1 January 2010.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.1 Basis of preparation (Cont'd)

(b) Standards and amendments to published standards which are not yet effective and have not been early adopted by the Group (Cont'd)

- IFRS 9, 'Financial Instrument' (effective from 1 January 2013)

Financial assets are required to be classified into two measurement categories: those to be measured subsequently at fair value, and those to be measured subsequently at amortised cost. The decision is to be made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument.

An instrument is subsequently measured at amortised cost only if it is a debt instrument, and both the objective of the entity's business model is to hold the asset to collect the contractual cash flows, and the asset's contractual cash flows represent only payments of principal and interest (that is, it has only 'basic loan features'). All other debt instruments are to be measured at fair value through profit or loss.

All equity instruments are to be measured subsequently at fair value. Equity instruments that are held for trading will be measured at fair value through profit or loss. For all other equity investments, an irrevocable election can be made at initial recognition, to recognise unrealised and realised fair value gains and losses through other comprehensive income rather than profit or loss. There is to be no recycling of fair value gains and losses to profit or loss. This election may be made on an instrument-by-instrument basis. Dividends are to be presented in profit or loss, as long as they represent a return on investment.

This standard is effective for annual periods beginning on or after 1 January 2013 and to be applied retrospectively. However, if adopted before 1 January 2012, comparative periods do not need to be restated. In addition, entities adopting this standard before 1 January 2011 are allowed to designate any date between then and the date of issuance of IFRS 9, as the date of initial application that will be the date upon which the classification of financial assets will be determined. The Group has not yet determined when to apply this standard at current stage.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.1 Basis of preparation (Cont'd)

- (c) Standards, interpretations and amendments to published standards which are not yet effective and not relevant for the Group's operations

The following new standards, amendments to standards and interpretations are mandatory for the Group's accounting periods beginning on or after 1 January 2010 or later periods, but are not relevant for the Group's operations.

IAS 39 (Amendment)	Financial Instruments: Recognition and Measurement - Eligible Hedged Items (effective from 1 July 2009)
IFRIC 17	Distributions of Non-cash Assets to Owners (effective from 1 July 2009)
IFRS 1 (Revised)	First-time Adoption of IFRSs (effective from 1 July 2009)
IFRS 1 (Amendment)	Additional Exemptions for First-time Adopters (effective from 1 January 2010)
IAS 32 (Amendment)	Classification of Rights Issue (effective from 1 February 2010)
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments (effective from 1 July 2010)
IAS 24 (Revised)	Related Party Disclosures (effective from 1 January 2011)
Amendment to IFRIC 14	Prepayments of A Minimum Funding Requirement (effective from 1 January 2011)

- (d) IASB's improvement to IFRS published in May 2008 and April 2009

In May 2008 and April 2009, IASB published its first and second annual improvement projects, which made some amendments to IFRSs to clarify some accounting treatments/disclosure requirements under new/revised IFRSs and eliminate inconsistency. Management does not expect these amendments have a material impact on the Group's financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.2 Consolidation

The consolidated financial statements include the financial statements of the Company and all of its subsidiaries made up to 31 December.

(a) Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill (Note 2.8(a)). If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the profit or loss.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated but considered an impairment indicator of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's statement of financial position, the investments in subsidiaries are stated at cost less provision for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable. In addition, the contribution to the Company's share award scheme, a controlled special purpose entity, is stated at cost in "Contribution to Share Scheme Trust" first, and then will be transferred to the "Shares held for share award scheme" under equity when the contribution is used for the acquisition for the shares of the Company.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.2 Consolidation (Cont'd)

(b) Transaction with minority shareholders

The Group applies a policy of treating transactions with minority interests as transactions with equity owners of the Group. For purchase from minority interests, the difference between any consideration and the relevant share acquired of the carrying value of net assets of the subsidiary is reflected in equity. Gains and losses on disposal to minority interests are also recorded in equity.

(c) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost. The Group's investment in associates includes goodwill (net of any accumulated impairment loss) identified on acquisition.

The Group's share of its associates' post-acquisition profits or losses is recognised in the profit or loss, and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of loss in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

### 2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-makers, who are responsible for allocating resources and assessing performance of the operating segments and making strategic decisions. The chief operating decision-makers mainly include the executive directors.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in RMB, which is both the functional currency of the Company and presentation currency of the Group.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

Changes in the fair value of monetary securities denominated in foreign currency classified as available-for-sale financial assets are analysed between translation differences resulting from changes in the amortised cost of the securities, and other changes in the carrying amount of the securities. Translation differences related to changes in the amortised cost and interest income are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities are reported as part of the fair value gain or loss. Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as available-for-sale are included in other comprehensive income.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.4 Foreign currency translation (Cont'd)

(c) Group companies

The results and financial position of all group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency of RMB are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) income and expenses for each profit or loss are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised as a separate component of other comprehensive income.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is fully or partially disposed of or sold, relevant portion of the exchange differences that were recorded in equity are recognised in the profit or loss as part of the gain or loss on sale.

Goodwill and fair value adjustments arising from the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.5 Fixed assets

All fixed assets are stated at historical costs less accumulated depreciation and accumulated impairment charge. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the profit or loss during the financial period in which they are incurred.

Depreciation is calculated on the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Buildings	20 - 50 years
Computer equipment	3 - 5 years
Furniture and office equipment	5 years
Motor vehicles	5 years
Leasehold improvements	the shorter of their useful lives and the lease terms

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Construction in progress represents buildings under construction, which is stated at actual construction cost less any impairment loss. Construction in progress is transferred to fixed assets when completed and ready for use.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.10).

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised within "Other gains/(losses), net" in the profit or loss.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.6 Investment properties

Investment properties are held for long-term rental yields and are not occupied by the Group. Investment properties are carried at historical costs less accumulated depreciation and accumulated impairment charges. Historical costs include expenditures that are directly attributable to the acquisition of the items.

Depreciations are calculated on the straight-line method to allocate their costs to their residual values over their estimated useful lives of 50 years.

Investment properties' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Investment properties' carrying amounts are written down immediately to their recoverable amounts if their carrying amounts are greater than their estimated recoverable amounts.

### 2.7 Leasehold land and land use rights

Leasehold land and land use rights are up-front payments to acquire long-term interest in land. These payments are stated at cost and charged to the profit or loss on a straight-line basis over the remaining period of the lease or capitalised in construction in progress upon completion of construction.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.8 Intangible assets

(a) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary/associate at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill on acquisitions of associates is included in investments in associates and is tested for impairment as part of the overall balance. Separately recognised goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units ("CGU") for the purpose of impairment testing. The allocation is made to those CGUs or groups of CGUs that are expected to benefit from the business combination in which the goodwill arose identified according to operating segment.

(b) Other intangible assets

Other intangible assets mainly include licence, computer software and technology and non-compete agreements. They are initially recognised and measured at cost or estimated fair value of intangible assets acquired through business combinations.

Other intangible assets are being amortised over their estimated economic lives (generally 3-7 years).

### 2.9 Shares held for share award scheme

Where the Share Scheme Trust purchases the Company's shares from the market, the consideration paid, including any directly attributable incremental cost, is presented as "Shares held for share award scheme" and deducted from total equity.

When the Share Scheme Trust transfers the Company's shares to the awardees upon vesting, the related costs of the awarded shares vested are credited to "Shares held for share award scheme", with a corresponding adjustment to the share premium.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.10 Impairment of non-financial assets

Assets that have an indefinite useful life or are not yet available for use are not subject to amortisation and are tested annually for impairment. Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

Impairment testing of the investments in subsidiaries or associates is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary or associate in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.11 Financial assets

(a) Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity investments, and available-for-sale financial assets. The classification depends on the purpose for which the financial assets were acquired, management's intentions and whether the assets are quoted in an active market. Management determines the classification of its financial assets at initial recognition.

(i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges.

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period; these are classified as non-current assets. Loans and receivables are classified as "accounts receivable", "other receivables", "term deposits with initial term of over three months", "Restricted cash" and "cash and cash equivalents" in the statement of financial position.

(iii) Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities and the Group's management has the positive intention and ability to hold to maturity. If the Group were to sell other than an insignificant amount of held-to-maturity financial assets, the whole category would be tainted and reclassified as available-for-sale. Held-to-maturity financial assets are included in non-current assets, except for those with maturities less than 12 months from the end of the reporting period; these are classified as current assets.

(iv) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any other category. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the end of the reporting period.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.11 Financial assets (Cont'd)

(b) Recognition and measurement

Regular purchases and sales of investments are recognised on trade-date - the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the profit or loss. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables and held-to-maturity investments are carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the "Financial assets at fair value through profit or loss" category are presented in the profit or loss within "Other gains/(losses) net" in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the consolidated statement of comprehensive income as part of other income when the Group's right to receive payments is established and inflow of benefits is probable.

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available-for-sale are analysed between translation differences resulting from changes in amortised cost of the securities and other changes in the carrying amount of the securities. The translation differences on monetary securities are recognised in profit or loss; translation differences on non-monetary securities are recognised in other comprehensive income. Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognised in other comprehensive income.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in other comprehensive income are included in the profit or loss as gains and losses from investment securities.

Dividends on available-for-sale equity instruments are recognised in the profit or loss when the Group's right to receive payments is established and inflow of benefits is probable.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
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## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.12 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

### 2.13 Impairment of financial assets

(a) Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

The criteria that the Group uses to determine that there is objective evidence of an impairment loss include:

- significant financial difficulty of the issuer or obligor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- the Group, for economic or legal reasons relating to the borrower's financial difficulty, granting to the borrower a concession that the lender would not otherwise consider;
- appearance of probability that the borrower will enter into bankruptcy or other financial reorganisation;
- the disappearance of an active market for that financial asset because of financial difficulties; or
- observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot be identified with the individual financial assets in the portfolio, including:
  - (i) adverse changes in the payment status of borrowers in the portfolio;
  - (ii) national or local economic conditions that correlate with defaults on the assets in the portfolio.

The Group first assesses whether objective evidence of impairment exists.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.13 Impairment of financial assets (Cont'd)

(a) Assets carried at amortised cost (Cont'd)

The amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated statement of comprehensive income. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated statement of comprehensive income.

(b) Assets classified as available for sale

The Group assesses at the end of the reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity securities classified as available for sale, a significant or prolonged decline in the fair value of the securities below its cost is considered as an indicator that the securities are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss - is removed from other comprehensive income and recognised in the profit or loss. Impairment losses recognised in the profit or loss on equity instruments are not reversed through the profit or loss.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
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## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.14 Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

During the year, the Group did not hold any derivative instruments designated as a hedging instrument but held certain derivative instruments which did not qualify for hedge accounting. The derivative instruments, which do not qualify for hedge accounting, are accounted for at fair value through profit and loss. Changes in the fair value of any derivative instruments that do not qualify for hedge accounting are recognised immediately in the profit or loss within "Other gains/(losses), net".

### 2.15 Accounts receivable

Accounts receivable is amounts due from customers or agents for merchandise sold or services performed in the ordinary course of business. If collection of accounts receivable and other receivables is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Accounts receivable are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

### 2.16 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with initial term of three months or less.

### 2.17 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or share options are shown in equity as a deduction from the proceeds.

Where any group company purchases the Company's equity share capital (treasury share), the considerations paid, including any directly attributable incremental costs, is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received (net of any directly attributable incremental transaction costs) is included in equity attributable to the Company's equity holders.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.18 Accounts payable

Accounts payable is obligation to pay for goods or services that has been acquired in the ordinary course of business from suppliers. Accounts payable is classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Accounts payable is recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

### 2.19 Put option liabilities

Put option is the financial instrument granted by the Group that the counterparty may have the right to request the Group to purchase its own equity instruments for cash or other financial assets when certain conditions are met. If the Group does not have the unconditional right to avoid delivering cash or another financial assets under the put option, it has to recognise a financial liability at the present value of the estimated future cash outflows under the put option. The financial liability is initially debited to equity at fair value. Subsequently, if the Group revises its estimates of payments, the Group will adjust the carrying amount of the financial liability to reflect actual and revised estimated cash outflows. The Group will recalculate the carrying amount by computing the present value of revised estimated future cash outflows at the financial instrument's original effective interest rate and the adjustments will be recognised as income or expenses in the profit or loss. If the put option expires without delivery, the carrying amount of the liability is reclassified as equity.

The put option liabilities are current liabilities unless the put option can only be exercised 12 months after the end of the reporting period.

### 2.20 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between their initial costs and the redemption value is recognised in the profit or loss over the period of the borrowings using the effective interest method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.21 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and jointly controlled entities operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided, using the balance sheet liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.22 Employee benefits

(a) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period. Employee entitlements to sick and maternity leave are not recognised until the time of leave.

(b) Pension obligations

The Group contributes on a monthly basis to various defined contribution benefit plans organised by the relevant governmental authorities. The Group's liability in respect of these plans is limited to the contributions payable in each period. Contributions to these plans are expensed as incurred. Assets of the plans are held and managed by government authorities and are separate from those of the Group.

(c) Share-based compensation benefits

The Group adopted four share option schemes and a share award scheme (see Note 22). The fair value of the employee services received in exchange for the grant of options and awarded shares is recognised as an expense and credited to share-based compensation reserve under equity. For grant of share options, the total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted by using an option-pricing model - Black-Scholes valuation model (the "BS Model"), excluding the impact of any service condition and non-market vesting conditions. Non-market vesting conditions are included in assumptions about the number of options that are expected to become vested. For grant of award shares, the total amount to be expensed over the vesting period is determined by reference to the market price of the Company's shares at the grant date.

From the perspective of the Company, the Company grants the share options/shares to its subsidiaries' employees to exchange for their service provided to the subsidiaries. Accordingly, in the Company's statement of financial position, the share-based compensation expenses, which are recognised in the consolidated financial statement, are treated as part of the "investment in subsidiaries".

At each end of the reporting period, the Group and the Company revise its estimates of the number of options and awarded shares that are expected to ultimately vest. It recognises the impact of the revision of original estimates, if any, in the profit or loss of the Group and in the "investment in subsidiaries" of the Company, and a corresponding adjustment to equity over the remaining vesting period.

When the options are exercised, the proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.23 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for further operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

### 2.24 Revenue recognition

The Group principally derives revenues from provision of Internet value-added services, mobile and telecommunications value-added services and online advertising services in the PRC.

(a) Internet value-added services and mobile and telecommunications value-added services

Revenue from Internet value-added services are derived principally from the provision of community and online gaming services across various Internet platforms.

Mobile and telecommunications value-added services revenues are derived principally from providing users with mobile instant messaging services, mobile chat services, and other mobile value-added services such as mobile interactive voice response services, ringback tone services, music and image/picture downloads, mobile news and information content services and mobile game services.

Internet value-added services and mobile and telecommunications value-added services are either billed on a monthly subscription basis or on a per transaction/message basis. Certain of these services are delivered to the Group's customers through the platforms of various subsidiaries of telecommunications operators in the PRC, namely China Mobile Communications Corporation ("China Mobile"), China United Communications Corporation ("China Unicom") and China Telecommunications Corporation ("China Telecom"), and these operators also collect certain service fees (the "Internet and Mobile Service Fees") on behalf of the Group.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.24 Revenue recognition (Cont'd)

- (a) Internet value-added services and mobile and telecommunications value-added services (Cont'd)

In collecting the Internet and Mobile Service Fees on behalf of the Group, these telecommunications operators are entitled to a fixed commission, which is calculated based on agreed percentages of the Internet and Mobile Service Fees received/receivable by them, plus, in certain cases, a fixed per-message adjustment for the excess of messages sent over messages received between the platforms of the Group and these operators (collectively defined as "Mobile and Telecom Charges"). The Mobile and Telecom Charges are withheld and deducted from the gross Internet and Mobile Service Fees collected by the operators from the users, with the net amounts remitted to the Group.

The Internet and Mobile Service Fees and the Mobile and Telecom Charges, or the net amount of the two, are confirmed and advised by these operators to the Group on a monthly basis. The Group recognises the Internet and Mobile Service Fees as revenue on a gross basis and treats the Mobile and Telecom Charges as cost of revenues.

For the Internet and Mobile Service Fees not yet confirmed/advised by the operators at the time of reporting the financial results of the Group, management of the Group estimates the amounts receivable based on the historical data. The historical data used in estimating revenues includes the most recent three-month history of the Internet and Mobile Service Fees actually derived from the operations, the number of subscriptions and the volume of data transmitted between the network gateways of the Group and the mobile operators. Adjustments are made in subsequent periods in the event that the actual revenue amounts are different from the original estimates.

In addition, the Internet value-added services can also be paid by way of prepaid cards and tokens (represented a specific amount of payment unit) sold by the Group through non-mobile channels such as sales agents appointed by the Group, telecommunications operators, broadband service providers, Internet cafes and banks. The end users can register the prepaid cards and tokens to their user accounts in the Group's platform and then access the Group's online products or relevant services. Receipts from the sales of prepaid cards and tokens are deferred and recorded as "deferred revenue" in the statement of financial position (see Note 27). The amounts are then recognised as revenue based on the actual utilisation of the payment unit: (i) when the payment unit is used to purchase the service, the revenue is recognised when the service is rendered; and (ii) when the payment unit is used to purchase the virtual products/items in Group's Internet platform, the revenue is recognised over the lifespan of the virtual products/items.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.24 Revenue recognition (Cont'd)

(b) Online advertising

Online advertising revenues are mainly derived from fees for selling advertising space on the Group's websites, instant messaging windows and game portal in the forms of banners, links and logos etc. and delivery of search-based advertising by various means throughout the community created by the Group.

For advertising contracts based on the actual time period that the advertisements appear on the Group's websites, instant messaging windows or game portal, the revenues are recognised ratably over the period in which the advertisements are displayed.

(c) Interest income

Interest income is recognised on a time proportion basis, taking into account of the principal outstanding and the effective rate over the period to maturity, when it is determined that such income will accrue to the Group.

(d) Dividend income

Dividend income is recognised when the right to receive payment is established and inflow of benefits is probable.

### 2.25 Government grants/subsidies

Grants/subsidies from government are recognised at their fair value where there is a reasonable assurance that the grants/subsidies will be received and the Group will comply with all attached conditions.

Under these circumstances, the grants/subsidies are recognised as income or matched with the associated costs which the grants/subsidies are intended to compensate.

### 2.26 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by lessors are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the profit or loss on a straight-line basis over the period of the lease.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 2 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### 2.27 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group and Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

### 2.28 Research and development expenses

Research expenditure is recognised as an expense as incurred.

Costs incurred on development projects (relating to the design and testing of new or improved products) are capitalised as intangible assets when recognition criteria are fulfilled and tests for impairment are performed annually. Other development expenditures that do not meet those criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Capitalised development costs are amortised from the point at which the asset is ready for use on a straight-line basis over its useful life, not exceeding five years.

## 3 FINANCIAL RISK MANAGEMENT

### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk and interest rate risk) and credit risk. The Group's overall risk management strategy seeks to minimise the potential adverse effects on the financial performance of the Group. Risk management is carried out by the senior management of the Group, which included the executive directors of the Group.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
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## 3 FINANCIAL RISK MANAGEMENT (Cont'd)

### 3.1 Financial risk factors (Cont'd)

(a) Market risk

i) *Foreign exchange risk*

The Group mainly operates in the PRC with most of the transactions settled in RMB. The conversion of RMB denominated balances into foreign currencies is subject to the rates and regulations of foreign exchange control promulgated by the PRC government. Therefore, to maintain the flexibility in the Company's payment of dividends, repurchase of the Company's shares, offshore investments etc, the Group holds some monetary assets denominated in USD or HKD subject to certain thresholds stated in its treasury mandate. This exposes the Group to foreign exchange risk.

There is no other written policy to manage the foreign exchange risk in relation to USD and HKD as management considers that such risk could not be effectively reduced in a low-cost way. Accordingly, the Group did not purchase any forward contract to hedge the foreign exchange risk.

As at 31 December 2009, the Group and the Company's non-RMB monetary assets and liabilities are listed below.

**Group**

	<b>Currency</b>	<b>As at 31 December</b>	
<b>Monetary assets</b>	<b>denomination</b>	<b>2009</b>	2008
		<b>RMB'000</b>	RMB'000
<i>Non-current assets</i>			
Held-to-maturity investments	USD	<b>341,410</b>	–
<i>Current assets</i>			
Held-to-maturity investments	USD	–	68,346
Financial assets held for trading	USD	–	329,804
Term deposits with initial term			
of over three months	USD	<b>187,483</b>	68,196
Cash and cash equivalents	USD	<b>358,586</b>	1,061,560
Cash and cash equivalents	HKD	<b>202,224</b>	61,655

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
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## 3 FINANCIAL RISK MANAGEMENT (Cont'd)

### 3.1 Financial risk factors (Cont'd)

(a) Market risk (Cont'd)

i) Foreign exchange risk (Cont'd)

#### Group

	Currency denomination	As at 31 December	
Monetary liabilities		2009 RMB'000	2008 RMB'000
<i>Non-current liabilities</i>			
Long-term payables	USD	25,606	51,260
<i>Current liabilities</i>			
Other payables and accruals	USD	50,657	98,231

#### Company

	Currency denomination	As at 31 December	
Monetary liabilities		2009 RMB'000	2008 RMB'000
<i>Current assets</i>			
Cash and cash equivalents	USD	3,123	61,523
Cash and cash equivalents	HKD	98,913	34,387

During the year ended 31 December 2009, the Group suffered exchange losses of approximately RMB1,953,000 (2008: RMB140,732,000) as a result of RMB appreciation. The losses were recorded as finance costs in the consolidated statement of comprehensive income for the year ended 31 December 2009.

At 31 December 2009, if USD/HKD had strengthened/weakened by 5% (2008: 5%) against RMB with all other variables held constant, the profit for the year would have been approximately RMB50,672,000 (2008: RMB72,004,000) higher/lower, mainly as a result of foreign exchange gains/losses on translation of USD/HKD denominated monetary assets and liabilities.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 3 FINANCIAL RISK MANAGEMENT (Cont'd)

### 3.1 Financial risk factors (Cont'd)

(a) Market risk (Cont'd)

*ii) Price risk*

The Group is exposed to price risk because of investments held by the Group, which are classified as available-for-sale financial assets. The Group is not exposed to commodity price risk. To manage its price risk arising from the investments, the Group diversifies its portfolio. The investment made by the Group is either for the purpose of improving investment yield and maintaining high liquidity level simultaneously, or for strategic purpose. Each investment is managed by senior management, including the executive directors, case by case.

The available-for-sale financial assets are held for strategic rather than trading purposes. The Group does not actively trade these investments.

The sensitivity analysis is determined based on the exposure to equity price risks of available-for-sale financial assets at the end of the reporting period. If equity prices had been 5% (2008: 5%) higher/lower as 31 December 2009, the other comprehensive income would have been approximately RMB7,673,000 (2008: RMB4,309,000) higher/lower.

*iii) Interest rate risk*

The Group has interest-bearing assets including held-to-maturity investments, loan to a related party, term deposits with initial term of over three months and cash and cash equivalents, details of which have been disclosed in Notes 14, 17, 18 and 19.

The Group needs no borrowing to finance its operation as the cash generated from operating activities and IPO proceeds can support the Group's development, and accordingly, the Group is not exposed to interest rate risk from liabilities and no policy is adopted by the Group to manage this risk. However, in 2009, the Group has a bank loan denominated in USD having a fixed interest rate (see Note 26 for details). Simultaneously with the loan, the Group entered into a forward foreign exchange contract on the known position that, despite of the interest expenses incurred, it would benefit from the net fixed exchange gains and the related interest income from the restricted cash.

Other financial assets and liabilities do not have material interest rate risk.

For 2009, if the average interest rate on held-to-maturity investments, term deposits with initial term of over three months and cash and cash equivalents had been higher/lower by 5% (2008: 5%) with all other variables held constant, the profit for the year would have been approximately RMB6,801,000 (2008: RMB5,261,000) higher/lower as a result of higher/lower interest income.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
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## 3 FINANCIAL RISK MANAGEMENT (Cont'd)

### 3.1 Financial risk factors (Cont'd)

(a) Market risk (Cont'd)

*iii) Interest rate risk (Cont'd)*

The Company has interest-bearing assets (cash and cash equivalents) and has no interest-bearing liabilities.

(b) Credit risk

The Group is exposed to credit risk in relation to its cash and deposits (including restricted cash) with banks and financial institutions, financial assets held for trading, held-to-maturity investments and other investments, as well as accounts and other receivables.

The carrying amount of each class of the above financial assets represents the Group's maximum exposure to credit risk in relation to the corresponding class of financial assets.

To manage this risk, deposits are mainly placed with state-owned financial institutions in the PRC and high quality international financial institutions outside the PRC. There was no recent history of default of cash and cash equivalents and term deposits with initial term of over three months in relation to these financial institutions.

For accounts receivable, as mentioned in Note 2.24(a), a large portion of Internet and Mobile Service Fees is derived from the co-operative arrangements with China Mobile, China Unicom and China Telecom. If the strategic relationship with the telecommunications operators is terminated or scaled-back; or if the telecommunications operators alter the co-operative arrangements; or if they experience financial difficulties in paying us, the Group's mobile and telecommunications value-added services and Internet value-added services might be adversely affected in terms of recoverability of receivables.

To manage this risk, the Group maintains frequent communications with the telecommunications operators to ensure the relevant co-operation is running effectively and smoothly. In view of our history of co-operation with the telecommunications operators and the sound collection history of the receivables due from them, management believes that the credit risk inherent in the Group's outstanding accounts receivable balances from these telecommunications operators is low (see Note 16 for details).

For accounts receivable from advertising customers, the credit quality of each customer is assessed, which takes into account its financial position, past experience and other factors. Normally, prepayments represented a certain percentage of the total service fees for each advertising service are required.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
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## 3 FINANCIAL RISK MANAGEMENT (Cont'd)

### 3.1 Financial risk factors (Cont'd)

(c) Liquidity risk

The Group aims to maintain sufficient cash and cash equivalents and marketable securities. Due to the dynamic nature of the underlying businesses, the Group's financial department maintains flexibility in funding by maintaining adequate cash and cash equivalent.

The table below analyses the Group's and the Company's financial liabilities and net-settled derivative financial liabilities by relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

	<b>Less than 1 year</b>	<b>Between 1 and 2 years</b>	<b>Between 2 and 5 years</b>	<b>Over 5 years</b>	<b>Total</b>
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>Group</b>					
<b>At 31 December 2009</b>					
Short-term bank borrowing	<b>202,322</b>	–	–	–	<b>202,322</b>
Long-term payables	–	<b>111,747</b>	<b>174,892</b>	–	<b>286,639</b>
Accounts payable, other payables and accruals (excluding prepayment received from customers)	<b>2,250,626</b>	–	–	–	<b>2,250,626</b>
Total	<b>2,452,948</b>	<b>111,747</b>	<b>174,892</b>	–	<b>2,739,587</b>
<b>At 31 December 2008</b>					
Long-term payables	–	51,260	560,800	–	612,060
Accounts payable, other payables and accruals (excluding prepayment received from customers)	1,214,505	–	–	–	1,214,505
Total	1,214,505	51,260	560,800	–	1,826,565

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.1 Financial risk factors (Cont'd)

(c) Liquidity risk (Cont'd)

	Less than 1 year RMB'000	Between 1 and 2 years RMB'000	Between 2 and 5 years RMB'000	Over 5 years RMB'000	Total RMB'000
<b>Company</b>					
<b>At 31 December 2009</b>					
Amounts due to subsidiaries	1,107,184	-	-	-	1,107,184
Other payables and accruals	24,517	-	-	-	24,517
Total	<u>1,131,701</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,131,701</u>
<b>At 31 December 2008</b>					
Amounts due to subsidiaries	374,114	-	-	-	374,114
Other payables and accruals	22,300	-	-	-	22,300
Total	<u>396,414</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>396,414</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
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## 3 FINANCIAL RISK MANAGEMENT (Cont'd)

### 3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to enhance shareholder value in the long term.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or redeem the Company's shares.

The Group monitors capital by regularly reviewing the gearing ratio. The gearing ratio is calculated as total liabilities divided by total assets. The total capital is the "total equity" of the Group as shown in the consolidation statement of financial position, which is also equal to total assets less total liabilities.

The gearing ratio as at 31 December 2009 and 2008 were as follows:

	<b>2009</b>	2008
	<b>RMB'000</b>	RMB'000
Total liabilities	<b>5,207,112</b>	2,736,225
Total assets	<b>17,505,765</b>	9,855,557
Gearing ratio	<b>30%</b>	28%

### 3.3 Fair value estimation

Effective 1 January 2009, the Group adopted the amendment to IFRS 7 for financial instruments that are measured in the statement of financial position at fair value, this requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Group's assets and liabilities that are measured at fair value as at 31 December 2009.



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For the year ended 31 December 2009  
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## 3 FINANCIAL RISK MANAGEMENT (Cont'd)

### 3.3 Fair value estimation (Cont'd)

	Level 1	Level 2	Level 3	Total
	RMB'000	RMB'000	RMB'000	RMB'000
<b>Assets</b>				
Available-for-sale financial assets				
– Equity securities	–	–	153,462	153,462
	<u>–</u>	<u>–</u>	<u>153,462</u>	<u>153,462</u>
Total	<u>–</u>	<u>–</u>	<u>153,462</u>	<u>153,462</u>

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the group is the current bid price. These instruments are included in level 1.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments include:

- Dealer quotes for similar instruments.
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for financial instruments.

All the fair value estimates are included in level 3.

The following table presents the changes in level 3 instruments for the year ended 31 December 2009

	<b>Available-for-sale financial assets</b>
	RMB'000
Opening balance	86,180
Additions	67,282
	<u>67,282</u>
Closing balance	<u>153,462</u>

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## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

### 4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, rarely equal to the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

- (a) Recognition of Internet value-added services and mobile and telecommunications value-added services

As mentioned in Note 2.24(a), for the Internet and Mobile Service Fees not yet confirmed/advised by the operators at the time of reporting the financial results of the Group, management of the Group estimates the amounts receivable based on the historical data.

As at 31 December 2009, the balance of accounts receivable not yet confirmed by China Mobile, China Unicom and China Telecom and their subsidiaries was estimated to be RMB379,698,000 (31 December 2008: RMB291,420,000).

Were the actual outcome to differ by 5% (2008: 5%) from management's estimates, the Group would need to:

- reduce the revenue and accounts receivable by RMB18,985,000 (2008: RMB14,571,000) if unfavorable; or
- increase the revenue and accounts receivable by RMB18,985,000 (2008: RMB14,571,000) if favorable.

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For the year ended 31 December 2009  
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## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Cont'd)

### 4.1 Critical accounting estimates and assumptions (Cont'd)

(b) Recognition of share-based compensation expenses

As mentioned in Note 2.22(c), the Group has granted share options to its employees. The directors have used the BS Model to determine the total fair value of the options granted, which is to be expensed over the vesting period. Significant judgement on parameters, such as risk free rate, dividend yield and expected volatility, is required to be made by the directors in applying the BS Model (Note 22).

The fair value of options granted for the year ended 31 December 2009 determined using the BS Model was approximately HKD116,915,000 (2008: HKD253,848,000).

In addition, the Group has also granted awarded shares to its employees at the fair value of HKD849,595,000 during 2009 (2008: HKD83,837,000).

The Group has to estimate the expected yearly percentage of grantees of share options/awarded shares that will stay within the Group at the end of the vesting period ("expected retention rate of grantees") to determine the amount of share-based compensation expenses charged into the profit or loss. As at 31 December 2009, the expected retention rate of grantees is assessed to be 91% (31 December 2008: 87%).

If the expected retention rate of grantees had been increased/decreased by 5% (2008: 5%), the amount of share-based compensation expenses would be increased/decreased by RMB20,595,000 (2008: RMB10,134,000).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
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## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Cont'd)

### 4.1 Critical accounting estimates and assumptions (Cont'd)

- (c) Estimates of financial liabilities in relation to the put options granted to minority interest owners of Shenzhen Domain Computer Network Company Limited (“Shenzhen Domain”), a non-wholly owned subsidiary of the Company

In 2008, Shenzhen Shiji Kaixuan Technology Company Limited (“Shiji Kaixuan”), a subsidiary of the Company, which owned 60% equity interests of Shenzhen Domain at that time, granted put options relating to the remaining 40% equity interests in Shenzhen Domain held by minority shareholders (the “Option Equity Interest”).

Under the put option agreement, before 31 December 2009, Shiji Kaixuan may be required to acquire certain of Option Equity Interest at a pre-determined price; and, if the shares of Shenzhen Domain are not listed on a recognised stock exchange by 31 December 2010, Shiji Kaixuan may be required to acquire all the Option Equity Interest over a period of three years at a valuation which is six times the adjusted net profit of Shenzhen Domain for the preceding fiscal year provided that the adjusted net profit of Shenzhen Domain for such year will not be less than 80% of the adjusted net profit of the preceding year. Details are as follows:

- (i) Shiji Kaixuan may be required to acquire 33% of all the Option Equity Interest (representing 13.2% equity interest in Shenzhen Domain) in 2011 at a valuation which is six times of the adjusted net profit of Shenzhen Domain for the year ending 31 December 2010 (the valuation is capped at RMB1.2 billion) provided that the adjusted net profit of Shenzhen Domain for the year ending 31 December 2010 will not be less than 80% of the adjusted net profit for the year ending 31 December 2009;
- (ii) Shiji Kaixuan may be required to acquire 33% of all the Option Equity Interest (representing 13.2% equity interest in Shenzhen Domain) in 2012 at a valuation which is six times of the adjusted net profit of Shenzhen Domain for the year ending 31 December 2011 (the valuation is capped at RMB1.4 billion) provided that the adjusted net profit of Shenzhen Domain for the year ending 31 December 2011 will not be less than 80% of the adjusted net profit for the year ending 31 December 2010; and
- (iii) Shiji Kaixuan may be required to acquire the remaining 34% of all the Option Equity Interest (representing 13.6% equity interest in Shenzhen Domain) in 2013 at a valuation which is six times of the adjusted net profit of Shenzhen Domain for the year ending 31 December 2012 (the valuation is capped at RMB1.6 billion) provided that the adjusted net profit of Shenzhen Domain for the year ending 31 December 2012 will not be less than 80% of the adjusted net profit for the year ending 31 December 2011.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Cont'd)

### 4.1 Critical accounting estimates and assumptions (Cont'd)

- (c) Estimates of financial liabilities in relation to the put options granted to minority interest owners of Shenzhen Domain Computer Network Company Limited (“Shenzhen Domain”), a non-wholly owned subsidiary of the Company (Cont'd)

If any of the Option Equity Interest to be sold in 2011 and 2012 are not sold in such respective years, such Option Equity Interest may be sold in subsequent years provided that the adjusted net profit condition for such subsequent years is fulfilled and the valuation for such Option Equity Interest will be subject to the capped valuation of the relevant year. For the Option Equity Interest to be sold in 2013, the right to sell will cease if the adjusted net profit for 2012 is less than 80% of that of 2011.

As the Shiji Kaixuan does not have the unconditional right to avoid delivering cash under the put option agreement, the Group has to recognise the relevant financial liabilities at the present value of the estimated future cash outflows on the assumption that it is required to acquire the Option Equity Interest. The directors of the Company also considered that the risk and reward for these equity interests have not been transferred to the Group. Accordingly, the recognition of the liabilities has been reflected as a debit to the equity interest attributable to the Company's equity holders.

In 2008, the directors of the Company initially accrued the relevant financial liabilities of RMB515,000,000 in the long-term payables and the same amount has been debited to other reserves in the shareholder's equity.

During the year ended 31 December 2009, the Group acquired 0.183% equity interest in Shenzhen Domain as a result of exercise of the put option by some minority shareholders of Shenzhen Domain. As at 31 December 2009, certain equity interest was not yet vested to the minority shareholders and not entitled to the put option. Based on this and the updated profit forecast of Shenzhen Domain, the Company reversed the relevant financial liabilities of RMB264,200,000. As at 31 December 2009, the directors of the Company estimated and recognised the financial liabilities for the remaining Option Equity Interest of RMB248,444,000. Such liabilities continued to be treated as non-current liabilities as they are expected to be settled after 31 December 2010.

Were the adjusted net profit of Shenzhen Domain to increase/decrease by 5% (2008: 5%) from management's estimates, the Group would need to reduce the put option liabilities, and decrease/increase the net assets of the Group accordingly, by RMB12,422,000 (2008: RMB25,750,000).

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For the year ended 31 December 2009  
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## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Cont'd)

### 4.1 Critical accounting estimates and assumptions (Cont'd)

- (d) The estimates of the lifespan of virtual products/items provided in the Group's Internet platforms

As mentioned in Note 2.24(a), the end users purchase certain virtual products/items provided in the Group's Internet platforms and the relevant revenue is recognised based on the lifespan of the virtual products/items. The Group uses the available information, including the historical player pattern and behavior, the valid period of the relevant virtual products/items etc, to estimate the lifespan of virtual products/items.

The Group will continue to monitor the average lifespan of the virtual products/items (provided and to be provided), which may differ from the historical period, and any change in the estimate may result in the revenue being recognised on a different basis than in prior periods.

### 4.2 Critical judgements in applying the Group's accounting policies

- (a) Recognition of deferred tax assets

Certain intra-group software and technology sales have been transacted within the Group. The self-developed software and technology purchased by two subsidiaries, Tencent Computer and Shiji Kaixuan, from other group companies have been initially recorded at the purchase prices as costs and then amortised over their contracted useful lives (the "Amortisation") in their local statutory financial statements, while these transactions were eliminated at the group level.

The Amortisation has been treated as a deductible expense in ascertaining the assessable profits of Tencent Computer and Shiji Kaixuan for tax reporting purposes while the costs of purchase of these assets were eliminated in preparation of the consolidated financial statements of the Group. As a result, deferred tax assets have been recognised, based on temporary differences arising from the accounting base (at the group level, which is zero) and the tax base of the software and technology involved in these intragroup transactions, at the respective enacted corporate income tax rates of Tencent Computer and Shiji Kaixuan.

As at 31 December 2009, the relevant deferred tax assets were approximately RMB301,016,000 (31 December 2008: RMB334,164,000) (Note 28), which are expected to be recovered by the tax profits to be generated by Tencent Computer and Shiji Kaixuan in future.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
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## 5 SEGMENT INFORMATION

The chief operating decision-makers mainly include executive directors. The chief operating decision-makers review the Group's internal reporting in order to assess performance and allocate resources, and determine the operating segments based on these reports.

The Group has the following reportable segments for the years ended 31 December 2009 and 2008:

- Internet value-added services;
- Mobile and telecommunications value-added services;
- Online advertising; and
- Others.

Other segments of the Group mainly comprise provision of online payments and trademark licensing.

The chief operating decision-makers assess the performance of the operating segments based on a measure of segment revenue and gross profit/(loss) of each operating segment. The selling and marketing expenses and general and administrative expenses are common costs incurred for the operating segments as a whole and therefore they are not included in the measure of the segments' profit that is used by the chief operating decision-makers as a basis for the purpose of resource allocation and assessment of segment performance. Income tax expense is also not allocated to individual operating segments.

There were no transactions between the business segments. The revenue from external parties reported to the executive directors is measured in a manner consistent with that in the consolidated statement of comprehensive income.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
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### 5 SEGMENT INFORMATION (Cont'd)

The segment information provided to the chief operating decision-makers for the reporting segments for the years ended 31 December 2009 and 2008 are as follows:

Year ended 31 December 2009	Internet value-added services RMB'000	Mobile and telecommu- nications value-added services RMB'000	Online advertising RMB'000	Others RMB'000	Total RMB'000
<b>Segment revenues</b> (revenues from external customers)	<b>9,530,711</b>	<b>1,905,599</b>	<b>962,171</b>	<b>41,479</b>	<b>12,439,960</b>
Gross profit/(loss)	<b>6,741,486</b>	<b>1,177,852</b>	<b>664,563</b>	<b>(33,409)</b>	<b>8,550,492</b>
Depreciation	<b>141,427</b>	<b>17,956</b>	<b>7,063</b>	<b>7,114</b>	<b>173,560</b>
Amortisation	<b>73,772</b>	–	–	–	<b>73,772</b>
Share of profit of associates	<b>15,957</b>	<b>6,249</b>	–	–	<b>22,206</b>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 5 SEGMENT INFORMATION (Cont'd)

Year ended 31 December 2008	Internet value-added services RMB'000	Mobile and telecommu- nications value-added services RMB'000	Online advertising RMB'000	Others RMB'000	Total RMB'000
<b>Segment revenues</b> <b>(revenues from external customers)</b>	4,914,974	1,398,984	826,049	14,537	7,154,544
Gross profit/(loss)	3,521,096	884,315	614,160	(35,448)	4,984,123
Depreciation	81,306	15,745	4,913	4,000	105,964
Amortisation	38,890	–	–	–	38,890
Share of loss of associates	(301)	(46)	–	–	(347)

The reconciliation of operating profit to profit before tax is shown in the consolidated statement of comprehensive income.

The Company is domiciled in Cayman Islands while the Group mainly operates its businesses in the PRC (excluding Hong Kong). The revenues from the external customers in the PRC (excluding Hong Kong) is RMB12,434,311,000 (2008: RMB7,154,544,000), and the total revenues from the external customers in other areas is RMB5,649,000 (2008: RMB Nil).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
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### 5 SEGMENT INFORMATION (Cont'd)

The Group also held financial instruments as investments which were traded in other territories, and the geographical information for the assets is as follows:

	<b>Total assets</b>	
	<b>2009</b>	2008
	<b>RMB'000</b>	RMB'000
Operating assets		
– The PRC	<b>15,807,881</b>	8,189,340
– United States	<b>7,176</b>	8,295
Investments		
– The PRC (excluding Hong Kong)	<b>90,244</b>	2,055
– Hong Kong	<b>564,321</b>	819,670
– Other Asian countries	<b>644,784</b>	329,398
– United States	<b>49,949</b>	106,240
– Europe	<b>341,410</b>	400,559
Consolidated	<b><u>17,505,765</u></b>	<u>9,855,557</u>

Assets located outside the PRC are mainly investments in associates, held-to-maturity investments, financial assets held for trading, term deposits with initial term of over three months and cash and cash equivalents. As at 31 December 2009, the total of non-current assets other than financial instruments and deferred tax assets located in the PRC is RMB3,007,274,000 (2008: RMB2,511,848,000), and the total of these non-current assets located in other countries is RMB465,355,000 (2008: RMB303,150,000).

All the revenue derived from a single external customer was less than 10% of the Group's total revenues for the year ended 31 December 2009.

Turnover consists of revenues generated by the Group, which are RMB12,439,960,000 and RMB7,154,544,000 for the years ended 31 December 2009 and 2008, respectively.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 6 FIXED ASSETS

	Buildings	Computer equipment	Furniture and office equipment	Motor vehicles	Leasehold improvements	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>At 1 January 2008</b>						
Cost	170,410	862,070	33,178	6,431	110,572	1,182,661
Accumulated depreciation	(4,618)	(281,842)	(8,588)	(3,312)	(45,045)	(343,405)
Net book amount	<u>165,792</u>	<u>580,228</u>	<u>24,590</u>	<u>3,119</u>	<u>65,527</u>	<u>839,256</u>
<b>Year ended 31 December 2008</b>						
Opening net book amount	165,792	580,228	24,590	3,119	65,527	839,256
Business combinations	–	7	–	–	–	7
Additions	–	589,635	10,345	663	11,830	612,473
Disposals	–	(8,505)	(296)	(31)	(2,194)	(11,026)
Depreciation	(3,484)	(232,207)	(7,144)	(1,191)	(20,334)	(264,360)
Impairment charge	–	–	–	–	(11,302)	(11,302)
Closing net book amount	<u>162,308</u>	<u>929,158</u>	<u>27,495</u>	<u>2,560</u>	<u>43,527</u>	<u>1,165,048</u>
<b>At 31 December 2008</b>						
Cost	170,410	1,402,087	43,171	7,049	117,826	1,740,543
Accumulated depreciation and impairment	(8,102)	(472,929)	(15,676)	(4,489)	(74,299)	(575,495)
Net book amount	<u>162,308</u>	<u>929,158</u>	<u>27,495</u>	<u>2,560</u>	<u>43,527</u>	<u>1,165,048</u>
<b>Year ended 31 December 2009</b>						
Opening net book amount	<b>162,308</b>	<b>929,158</b>	<b>27,495</b>	<b>2,560</b>	<b>43,527</b>	<b>1,165,048</b>
Additions	<b>1,128,661</b>	<b>595,703</b>	<b>30,998</b>	<b>1,069</b>	<b>4,662</b>	<b>1,761,093</b>
Disposals	–	(552)	(634)	–	(2,452)	(3,638)
Depreciation	<b>(38,734)</b>	<b>(353,488)</b>	<b>(9,557)</b>	<b>(1,109)</b>	<b>(2,413)</b>	<b>(405,301)</b>
Closing net book amount	<u><b>1,252,235</b></u>	<u><b>1,170,821</b></u>	<u><b>48,302</b></u>	<u><b>2,520</b></u>	<u><b>43,324</b></u>	<u><b>2,517,202</b></u>
<b>At 31 December 2009</b>						
Cost	<b>1,299,071</b>	<b>1,955,282</b>	<b>68,837</b>	<b>8,118</b>	<b>90,368</b>	<b>3,421,676</b>
Accumulated depreciation and impairment	<b>(46,836)</b>	<b>(784,461)</b>	<b>(20,535)</b>	<b>(5,598)</b>	<b>(47,044)</b>	<b>(904,474)</b>
Net book amount	<u><b>1,252,235</b></u>	<u><b>1,170,821</b></u>	<u><b>48,302</b></u>	<u><b>2,520</b></u>	<u><b>43,324</b></u>	<u><b>2,517,202</b></u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 6 FIXED ASSETS (Cont'd)

Depreciation of RMB173,560,000 (2008: RMB105,964,000), RMB5,377,000 (2008: RMB3,900,000) and RMB226,364,000 (2008: RMB154,496,000) were charged in cost of revenues, selling and marketing expenses and general and administrative expenses, respectively.

### 7 CONSTRUCTION IN PROGRESS

	<b>Buildings</b>	<b>Leasehold improvements</b>	<b>Total</b>
	RMB'000	RMB'000	RMB'000
<b>Year ended 31 December 2008</b>			
Opening net book amount	105,601	6,631	112,232
Additions	746,402	28,285	774,687
Transfer to fixed assets	–	(11,022)	(11,022)
	<u>852,003</u>	<u>23,894</u>	<u>875,897</u>
Closing net book amount	<u>852,003</u>	<u>23,894</u>	<u>875,897</u>
<b>Year ended 31 December 2009</b>			
Opening net book amount	<b>852,003</b>	<b>23,894</b>	<b>875,897</b>
Additions	<b>304,910</b>	<b>18,763</b>	<b>323,673</b>
Transfer to fixed assets	<b>(1,053,389)</b>	<b>(40,410)</b>	<b>(1,093,799)</b>
	<u>103,524</u>	<u>2,247</u>	<u>105,771</u>
Closing net book amount	<u>103,524</u>	<u>2,247</u>	<u>105,771</u>

As at 31 December 2009, the construction in progress mainly represented the construction costs and other direct development costs of a property under construction located in Tianjin.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 8 INVESTMENT PROPERTIES

	<b>2009</b>	2008
	<b>RMB'000</b>	RMB'000
Opening net book amount	<b>64,981</b>	66,414
Additions	<b>68,183</b>	–
Transfer to fixed assets	<b>(64,564)</b>	–
Depreciation	<b>(575)</b>	(1,433)
	<u><b>68,025</b></u>	<u>64,981</u>

The following amounts have been recognised in the consolidated statement of comprehensive income:

	<b>2009</b>	2008
	<b>RMB'000</b>	RMB'000
Rental income	<b>3,060</b>	6,082
Direct operating expenses arising from investment properties that generate rental income	<b>(729)</b>	(2,175)

The investment properties represent certain units in office buildings in Shanghai and Chengdu, the PRC.

The fair value of the investment properties is estimated at approximately RMB80,425,000 (31 December 2008: RMB70,000,000) as at 31 December 2009 by management based on the current price in an active market for similar buildings in the same district.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
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### 8 INVESTMENT PROPERTIES (Cont'd)

The period of leases whereby the Group leased out its investment properties under operating leases will be within 4 years.

The future aggregate minimum rentals receivable under non-cancellable operating leases are as follows:

	<b>2009</b>	2008
	<b>RMB'000</b>	RMB'000
Not later than one year	<b>4,500</b>	2,656
Later than one year and no later than five years	<b>10,400</b>	–
	<u><b>14,900</b></u>	<u>2,656</u>

### 9 LEASEHOLD LAND AND LAND USE RIGHTS

	<b>2009</b>	2008
	<b>RMB'000</b>	RMB'000
Opening net book amount	<b>36,046</b>	36,796
Additions	–	–
Amortisation		
– Capitalised in construction in progress	<b>(284)</b>	(204)
– Charge to consolidated statement of comprehensive income	<b>(466)</b>	(546)
Closing net book amount	<u><b>35,296</b></u>	<u>36,046</u>

The leasehold land and land use rights represent land use rights in the PRC with a lease period of 50 years. RMB466,000 (2008: RMB546,000) of the amortised lease prepayments were charged to general and administrative expenses during 2009.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 10 INTANGIBLE ASSETS

	<b>Goodwill</b>	<b>Computer software and technology</b>	<b>Licences</b>	<b>Others</b>	<b>Total</b>
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>At 31 December 2007</b>					
Cost	62,234	206,016	148,947	110,897	528,094
Accumulated amortisation and impairment	–	(19,265)	(12,555)	(104,280)	(136,100)
Net book amount	<u>62,234</u>	<u>186,751</u>	<u>136,392</u>	<u>6,617</u>	<u>391,994</u>
<b>Year ended 31 December 2008</b>					
Opening net book amount	62,234	186,751	136,392	6,617	391,994
Business combinations	–	–	1,260	79	1,339
Additions	–	25,059	45,999	310	71,368
Amortisation	–	(39,152)	(53,372)	(1,863)	(94,387)
Closing net book amount	<u>62,234</u>	<u>172,658</u>	<u>130,279</u>	<u>5,143</u>	<u>370,314</u>
<b>At 31 December 2008</b>					
Cost	62,234	231,075	196,206	111,286	600,801
Accumulated amortisation and impairment	–	(58,417)	(65,927)	(106,143)	(230,487)
Net book amount	<u>62,234</u>	<u>172,658</u>	<u>130,279</u>	<u>5,143</u>	<u>370,314</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 10 INTANGIBLE ASSETS (Cont'd)

	<b>Goodwill</b>	<b>Computer software and technology</b>	<b>Licences</b>	<b>Others</b>	<b>Total</b>
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>Year ended 31 December 2009</b>					
Opening net book amount	62,234	172,658	130,279	5,143	370,314
Additions	–	30,172	600	1,178	31,950
Disposals	–	(1,654)	–	–	(1,654)
Amortisation	–	(51,109)	(79,213)	(1,575)	(131,897)
Closing net book amount	<u>62,234</u>	<u>150,067</u>	<u>51,666</u>	<u>4,746</u>	<u>268,713</u>
<b>At 31 December 2009</b>					
Cost	62,234	257,817	196,806	14,497	531,354
Accumulated amortisation and impairment	–	(107,750)	(145,140)	(9,751)	(262,641)
Net book amount	<u>62,234</u>	<u>150,067</u>	<u>51,666</u>	<u>4,746</u>	<u>268,713</u>

Amortisation of RMB58,125,000 (2008: RMB55,497,000) and RMB73,772,000 (2008: 38,890,000) were charged to general and administrative expenses and cost of revenues respectively for the year ended 31 December 2009.

#### Impairment tests for goodwill

Goodwill is allocated to the Group's CGUs identified according to operating segments. Most of the goodwill is related to the operating segment of Internet value-added services.

Based on the assessment made by management, no impairment on goodwill was required as at 31 December 2009.



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### 11 INVESTMENT IN SUBSIDIARIES, AMOUNT DUE FROM/(TO) SUBSIDIARIES AND A CONTROLLED SPECIAL PURPOSE ENTITY

#### (a) Investments in subsidiaries

The amount represents investments in equity interests in subsidiaries of the Company. Details are as follows:

	2009 RMB'000	2008 RMB'000
Investments in subsidiaries:		
– investments in equity interests - at cost, unlisted	48	33
– investments arising from share-based compensation (Note i)	703,563	381,439
– amounts due from subsidiaries (Note iv)	1,278,125	28,272
	<u>1,981,736</u>	<u>409,744</u>

The following is a list of principal subsidiaries of the Company as at 31 December 2009:

Name	Place and date of establishment and nature of legal entity	Particulars of issued/paid-in capital	Percentage of equity interest attributable to the Company				Principal activities
			2009		2008		
			Direct	Indirect	Direct	Indirect	
Tencent Computer	Established on 11 November 1998 in the PRC, private limited liability company	RMB20,000,000	-	100% (Note ii)	-	100% (Note ii)	Provision of Internet and mobile and telecommunications value-added services, and Internet advertisement services
Tencent Technology	Established on 24 February 2000 in the PRC, wholly foreign owned enterprise	USD2,000,000	-	100%	-	100%	Development of computer software and provision of information service
Shiji Kaixuan	Established on 13 January 2004 in the PRC, private limited liability company	RMB11,000,000	-	100% (Note ii)	-	100% (Note ii)	Provision of Internet advertisement services

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## 11 INVESTMENT IN SUBSIDIARIES, AMOUNT DUE FROM/(TO) SUBSIDIARIES AND A CONTROLLED SPECIAL PURPOSE ENTITY (Cont'd)

### (a) Investments in subsidiaries (Cont'd)

Name	Place and date of establishment and nature of legal entity	Particulars of issued/paid-in capital	Percentage of equity interest attributable to the Company				Principal activities
			2009		2008		
			Direct	Indirect	Direct	Indirect	
Tencent Cyber (Tianjin) Company Limited ("Cyber Tianjin")	Established on 8 February 2004 in the PRC, wholly foreign owned enterprise	USD80,000,000	-	100%	-	100%	Development of computer software and provision of information technology services
Tencent Asset Management Limited ("Tencent Asset Management")	Established on 7 July 2004 in BVI, private limited liability company	USD100	100%	-	100%	-	Asset management
Tencent Technology (Beijing) Company Limited ("Tencent Beijing")	Established on 30 March 2005 in the PRC, wholly foreign owned enterprise	USD1,000,000	-	100%	-	100%	Development of computer software and provision of information technology services
Nanjing Wang Dian Technology Company Limited ("Wang Dian")	Established on 5 January 2000 in the PRC, private limited liability company	RMB10,290,000	-	100% (Note ii)	-	100% (Note ii)	Provision of mobile and telecommunications value-added services
Beijing BIZCOM Technology Company Limited ("Beijing BIZCOM")	Established on 11 June 2002 in the PRC, private limited liability company	RMB16,500,000	-	100% (Note ii)	-	100% (Note ii)	Provision of mobile and telecommunications value-added services
Beijing Starsinhand Technology Company Limited ("Beijing Starsinhand")	Established on 13 July 2005 in the PRC, private limited liability company	RMB10,000,000	-	100% (Note ii)	-	100% (Note ii)	Provision of mobile and telecommunications value-added services

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## 11 INVESTMENT IN SUBSIDIARIES, AMOUNT DUE FROM/(TO) SUBSIDIARIES AND A CONTROLLED SPECIAL PURPOSE ENTITY (Cont'd)

### (a) Investments in subsidiaries (Cont'd)

Name	Place and date of establishment and nature of legal entity	Particulars of issued/paid-in capital	Percentage of equity interest attributable to the Company				Principal activities
			2009		2008		
			Direct	Indirect	Direct	Indirect	
Beijing Yonghang Technology Company Limited ("Beijing Yonghang")	Established on 21 January 2005 in the PRC, private limited liability company	RMB15,000,000	-	63.9% (Note iii)	-	63.9% (Note iii)	Development of online games
Shenzhen Domain	Established on 28 April 1997 in the PRC, private limited liability company	RMB10,000,000	-	60.183% (Note iii)	-	60% (Note iii)	Development and provision of online games
Tencent Cyber (Shenzhen) Company Limited ("Cyber Shenzhen")	Established on 17 January 2007 in the PRC, wholly foreign owned enterprise	USD30,000,000	-	100%	-	100%	Development of computer software
Tencent Technology (Shanghai) Company Limited ("Tencent Shanghai")	Established on 23 July 2008 in the PRC, wholly foreign owned enterprise	USD5,000,000	-	100%	-	100%	Development of computer software and provision of Internet information services
Tencent Technology (Chengdu) Company Limited ("Tencent Chengdu")	Established on 10 July 2008 in the PRC, wholly foreign owned enterprise	USD30,000,000	-	100%	-	100%	Development of computer software and provision of information technology services

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 11 INVESTMENT IN SUBSIDIARIES, AMOUNT DUE FROM/(TO) SUBSIDIARIES AND A CONTROLLED SPECIAL PURPOSE ENTITY (Cont'd)

#### (a) Investments in subsidiaries (Cont'd)

Note:

- (i) The amount represents share-based compensation expenses arising from grant of share options and awarded shares of the Company to employees of subsidiaries in exchange for their services provided to the subsidiaries.
- (ii) As described in Note 1, the Company does not have legal ownership in equity of these subsidiaries. Nevertheless, under certain contractual agreements enacted among the registered owners of these subsidiaries, the Company and its other subsidiaries, the Company controls these companies by way of controlling more than one half of the voting rights of them, governing their financial and operating policies and appointing or removing the majority of the members of their controlling authorities, and casting the majority of votes at meetings of such authorities. In addition, such contractual agreements also transfer the risks and rewards of these companies to the Company. As a result, they are presented as consolidating subsidiaries of the Company.
- (iii) These equity interests are directly owned by Tencent Computer or Shiji Kaixuan, in which the Company has indirect beneficial interests through contractual agreements (see Note (ii) above).
- (iv) The amounts due from subsidiaries mainly represent advances made for investments in Cyber Tianjin, Tencent Chengdu and investment in associates. All these balances are unsecured and interest free and their settlements are neither planned nor likely to occur in the foreseeable future. The directors consider that it is appropriate to treat the balances as quasi equities in these companies and record them as non-current assets of the Company.

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## 11 INVESTMENT IN SUBSIDIARIES, AMOUNT DUE FROM/(TO) SUBSIDIARIES AND A CONTROLLED SPECIAL PURPOSE ENTITY (Cont'd)

### (b) Amounts due from/(to) subsidiaries

The amounts due from/(to) subsidiaries represent current account balances within the Group and a non-current advance to Tencent Asset Management for the held-to-maturity investment, which will mature in 2013. All balances are unsecured and interest free and the current balances are expected to be repayable on demand.

As at 31 December 2009, the amounts due from subsidiaries are neither past due nor impaired.

Amounts due from subsidiaries mainly represent amounts due from Tencent Asset Management and other subsidiaries outside PRC, all these subsidiaries mainly held cash and cash equivalents and other monetary assets.

### (c) Consolidation of a special purpose entity

In connection with the share award scheme mentioned in Note 22(b), the Company has set up a special purpose entity, and the particulars of it are as follows:

Special purpose entity	Principal activities
Tencent Share Award Scheme ("Share Scheme Trust")	Administering and holding the Company's shares acquired for a share award scheme for the benefit of eligible employees of the Group

As the Company has the power to govern the financial and operating policies of the Share Scheme Trust and can derive benefits from the contributions of the employees who have been awarded with the shares through their continued employment with the Group, the directors of the Company consider that it is appropriate to consolidate the Share Scheme Trust in accordance with the requirements of IFRS.

In 2009, the Company contributed approximately RMB103,669,000 (2008: RMB22,104,000) to the Share Scheme Trust for its acquisition of the Company's shares. RMB103,618,000 (2008: RMB21,809,000) has been paid as the consideration for the acquisition of 1,013,100 shares (2008: 465,560 shares) of the Company, which was treated as "Shares held for share award scheme" (see Note 22(b)).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 12 INVESTMENT IN ASSOCIATES

	<b>2009</b>	2008
	<b>RMB'000</b>	RMB'000
Beginning of the year	<b>302,712</b>	–
Additional investment in associates/acquisition of associates	<b>152,704</b>	303,059
Share of profit/(loss) of associates	<b>22,206</b>	(347)
End of the year	<b>477,622</b>	302,712

As at 31 December 2009, the Group's investment in associates mainly included 30.02% (2008: 20.02%) equity interest in an Asia (excluding the PRC) online game company, 25% (2008: 25%) equity interest in a venture capital fund in Asia (excluding the PRC), and several equity interests in mobile game developers in the PRC.

Investment in associates at 31 December 2009 included goodwill of RMB201,603,000 (2008: 201,603,000).

The Group's share of the results of its associates, all of which are unlisted, and its aggregated assets (including goodwill) and liabilities, are shown in aggregate as follows:

	<b>Assets</b>	<b>Liabilities</b>	<b>Revenues</b>	<b>Profit/ (losses)</b>
	RMB'000	RMB'000	RMB'000	RMB'000
<b>2009</b>				
An Asia (excluding the PRC) online game company	<b>436,290</b>	<b>22,203</b>	<b>152,934</b>	<b>15,957</b>
Other associates	<b>65,933</b>	<b>2,398</b>	<b>18,353</b>	<b>6,249</b>
	<b>502,223</b>	<b>24,601</b>	<b>171,287</b>	<b>22,206</b>
<b>2008</b>				
An Asia (excluding the PRC) online game company	291,483	9,777	48,778	(302)
Other associates	21,026	20	1,030	(45)
	312,509	9,797	49,808	(347)

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### 13 FINANCIAL INSTRUMENTS BY CATEGORY

#### The Group

	Loans and receivables RMB'000	Financial assets at fair value through profit and loss RMB'000	Available- for-sale financial assets RMB'000	Held-to- maturity investments RMB'000	Total RMB'000
<b>Assets</b>					
<b>At 31 December 2009</b>					
Available-for-sale financial assets (Note 15)	–	–	153,462	–	153,462
Accounts receivable (Note 16)	1,229,436	–	–	–	1,229,436
Deposits and other receivables	223,618	–	–	–	223,618
Held-to-maturity investments (Note 14)	–	–	–	341,410	341,410
Term deposits with initial term of over three months (Note 18)	5,310,168	–	–	–	5,310,168
Restricted cash (Note 26)	200,000	–	–	–	200,000
Cash and cash equivalents (Note 19)	6,043,696	–	–	–	6,043,696
<b>Total</b>	<b>13,006,918</b>	<b>–</b>	<b>153,462</b>	<b>341,410</b>	<b>13,501,790</b>
<b>At 31 December 2008</b>					
Available-for-sale financial assets	–	–	86,180	–	86,180
Accounts receivable	983,459	–	–	–	983,459
Deposits and other receivables	243,113	–	–	–	243,113
Held-to-maturity investments	–	–	–	68,346	68,346
Financial assets held for trading	–	329,804	–	–	329,804
Term deposits with initial term of over three months	1,662,501	–	–	–	1,662,501
Cash and cash equivalents	3,067,928	–	–	–	3,067,928
<b>Total</b>	<b>5,957,001</b>	<b>329,804</b>	<b>86,180</b>	<b>68,346</b>	<b>6,441,331</b>

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## 13 FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)

### The Group (Cont'd)

	<b>Other financial liabilities</b>
	RMB'000
<b>Liabilities</b>	
<b>At 31 December 2009</b>	
Accounts payable (Note 23)	<b>696,511</b>
Other payables and accruals (excluded prepayment received from customers)	<b>1,554,115</b>
Long-term payables (Note 25)	<b>274,050</b>
Short-term bank borrowing (Note 26)	<b>202,322</b>
Total	<b>2,726,998</b>
<b>At 31 December 2008</b>	
Accounts payable	244,647
Other payables and accruals (excluded prepayment received from customers)	969,858
Long-term payables	566,260
Total	1,780,765



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### 13 FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)

#### The Company

	<b>Loans and receivables</b>	<b>Available-for-sale financial assets</b>	<b>Total</b>
	RMB'000	RMB'000	RMB'000
<b>Assets</b>			
<b>At 31 December 2009</b>			
Available-for-sale financial assets	–	14,758	14,758
Amounts due from subsidiaries (Note 11(b))	1,402,232	–	1,402,232
Deposits and other receivables	7,522	–	7,522
Cash and cash equivalents (Note 19)	102,081	–	102,081
	<u>1,511,835</u>	<u>14,758</u>	<u>1,526,593</u>
Total	<u>1,511,835</u>	<u>14,758</u>	<u>1,526,593</u>

#### At 31 December 2008

Available-for-sale financial assets	–	9,840	9,840
Amounts due from subsidiaries	1,769,976	–	1,769,976
Deposits and other receivables	5,646	–	5,646
Cash and cash equivalents	95,957	–	95,957
	<u>1,871,579</u>	<u>9,840</u>	<u>1,881,419</u>
Total	<u>1,871,579</u>	<u>9,840</u>	<u>1,881,419</u>

**Other financial  
liabilities**  
RMB'000

#### Liabilities

##### At 31 December 2009

Amounts due to subsidiaries	1,107,184
Other payables and accruals	24,517
	<u>1,131,701</u>
Total	<u>1,131,701</u>

##### At 31 December 2008

Amounts due to subsidiaries	374,114
Other payables and accruals	22,300
	<u>396,414</u>
Total	<u>396,414</u>

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### 14 HELD-TO-MATURITY INVESTMENTS/FINANCIAL ASSETS HELD FOR TRADING

A USD Constant Maturity Treasury Linked Bond with a principal amount of USD10,000,000, which was classified as held-to-maturity investments, matured during the year ended 31 December 2009.

In addition, the term sheet of a USD Principal Protected Note, which was previously classified as financial assets held for trading, was restructured during the year ended 31 December 2009. After the restructure, the note will offer interest at a fixed annual rate and mature in 2013. Accordingly, the note has been extinguished as financial assets held for trading, and recognised as held-to-maturity investments as management intends to hold the note to maturity.

The USD Principal Protected Note was issued by Goldman Sachs Financial Products I Limited and guaranteed by The Goldman Sachs Group, Inc.

The directors consider that the carrying value of the held-to-maturity investments approximates its fair value as at 31 December 2009. No impairment provision was required for the held-to-maturity investments as at 31 December 2009.

### 15 AVAILABLE-FOR-SALE FINANCIAL ASSETS

	<b>2009</b>	2008
	<b>RMB'000</b>	RMB'000
Beginning of the year	<b>86,180</b>	63,605
Additions	<b>67,282</b>	41,248
Impairment charge	—	(18,673)
End of the year	<b>153,462</b>	86,180
Non-current portion	<b>153,462</b>	86,180
Included equity interests, which were not listed, in:		
14.56% (2008: 14.56%) equity interest in		
an online game company in the PRC	<b>40,000</b>	40,000
13.99% (2008: Nil) equity interest in		
an online game company in Korea	<b>37,017</b>	—
7.5% (2008: Nil) equity interest in		
an online game company in the USA	<b>20,496</b>	—
10.7% (2008: 10.7%) equity interest in		
a search service company in the PRC	<b>20,477</b>	20,477
Others	<b>35,472</b>	25,703
	<b>153,462</b>	86,180

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 16 ACCOUNTS RECEIVABLE

	2009 RMB'000	2008 RMB'000
0 - 30 days	690,858	550,813
31 days - 60 days	173,331	172,461
61 days - 90 days	112,752	67,593
Over 90 days but less than a year	252,495	192,592
	<u>1,229,436</u>	<u>983,459</u>

All accounts receivable are denominated in RMB.

The carrying amounts of accounts receivable of the Group's major agents/customers are as follows:

	2009 RMB'000	2008 RMB'000
Telecommunications operators	796,802	643,405
Advertising customers	421,328	319,939
Others	11,306	20,115
	<u>1,229,436</u>	<u>983,459</u>

The Group has no formal credit periods communicated to telecommunications operators. However, these customers usually settle the amounts due from them within a period of 30 to 120 days. Advertising customers usually have a credit period of 90 days after full execution of the contracted advertisement orders.

As at 31 December 2009, insignificant amounts of accounts receivable were past due, but were still within the normal settlement periods. No impairment has been made with respect to such amounts as their credit quality is assessed with reference to historical counterparty default rates.

The directors consider that the carrying value of the receivable balance approximates its fair value as at 31 December 2009.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 17 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2009 RMB'000	2008 RMB'000
Included in non-current assets:		
Loan to a related party (Note (a))	54,700	73,094
Non-current portion of running royalty fees for online games	25,606	51,260
	<u>80,306</u>	<u>124,354</u>
Included in current assets:		
Current portion of running royalty fees for online games	35,460	143,305
Prepaid expenses	95,404	24,636
Advances to suppliers	73,860	40,380
Rental deposits and other deposits	14,448	22,345
Interest receivables	53,450	33,598
Refundable value-added tax ("VAT") (Note (b))	57,052	52,877
Others	43,968	61,199
	<u>373,642</u>	<u>378,340</u>
	<u>453,948</u>	<u>502,694</u>

Note:

- (a) The amount represented the outstanding balance of a loan due by Shenzhen Shijiaqi Investment Company Limited ("Shijiaqi"), a minority interest owner of Shenzhen Domain and wholly owned by Mr. Zhang Yan, the director of Shenzhen Domain. The loan was originally made to Mr. Zhang Yan for his acquisition of 15.6% equity interest in Shenzhen Domain in 2008. During the year ended 31 December 2009, Mr. Zhang Yan transferred all his equity interests in Shenzhen Domain, together with the above loan, to Shijiaqi. The loan is repayable over a period of three years from 2008, bearing interest at 7.47% per annum, and is secured by the aforesaid 15.6% equity interest held by Shijiaqi. As at 31 December 2009, management considered that the fair value of this equity interest was not less than the carrying amount of the outstanding loan.
- (b) According to a notice [Caishui 2000 No. 25] issued by the relevant government authority in the PRC, the portion of VAT paid in excess of 3% of the consideration of the software products developed and sold by an ordinary VAT payer would be immediately refunded by the tax bureau. The amounts as at 31 December 2009 represented the amounts yet to be refunded by the local tax authorities.

The carrying amounts of the prepayments, deposits and other receivables approximate their fair values.

Deposits and other receivables (excluding prepaid expenses, advances to suppliers and running royalty fees for online games) are neither past due nor impaired. Their recoverability is assessed by reference to debtor's credit status.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 18 TERM DEPOSITS WITH INITIAL TERM OF OVER THREE MONTHS

The effective interest rate for the term deposits of the Group with initial term of over three months for the year ended 31 December 2009 was 2.17% (2008: 3.81%).

The Group's term deposits denominated in USD and HKD with initial term of over three months as at 31 December 2009 are presented in Note 3.1(a).

The directors consider that the carrying value of the term deposits with initial term of over three months approximates their fair value as at 31 December 2009. Term deposits with initial term of over three months are neither past due nor impaired.

As at 31 December 2009, approximately 91% (2008: 90%) of term deposits with initial term of over three months were placed in the Bank of China, Agricultural Bank of China, China Construction Bank, China Merchants Bank and Industrial and Commercial Bank of China.

### 19 CASH AND CASH EQUIVALENTS

	Group		Company	
	2009 RMB'000	2008 RMB'000	2009 RMB'000	2008 RMB'000
Cash at bank and in hand	1,898,166	1,958,719	101,426	92,540
Term deposits with initial term within three months	4,145,530	1,109,209	655	3,417
	<u>6,043,696</u>	<u>3,067,928</u>	<u>102,081</u>	<u>95,957</u>
Maximum exposure to credit risk	<u>6,043,069</u>	<u>3,062,875</u>	<u>101,842</u>	<u>95,673</u>

The effective interest rates of the term deposits of the Group and the Company with initial term within three months for the year ended 31 December 2009 were 1.48% (2008: 3.05%) and 1.45% (2008: 4.12%), respectively.

Details of the balances denominated in USD and HKD maintained by the Group and the Company as at 31 December 2009 are presented in Note 3.1(a). Approximately RMB5,482,886,000 (2008: RMB1,944,713,000) of the total balance of the Group was denominated in RMB and deposited with banks in the PRC. The Company had no material balance denominated in RMB.

As at 31 December 2009, cash at bank and term deposits with initial term within three months are neither past due nor impaired. In addition, approximately 92% (2008: approximately 90%) of cash and cash equivalents of the Group are placed in Standard Chartered Bank, The Hongkong and Shanghai Banking Corporation, JP Morgan Private Bank, Bank of China, Agricultural Bank of China, China Construction Bank, China Merchants Bank and Industrial and Commercial Bank of China.

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### 20 SHARE CAPITAL, SHARE PREMIUM, SHARES HELD FOR SHARE AWARD SCHEME AND SHARE-BASED COMPENSATION RESERVE

The total authorised number of ordinary shares is 10,000,000,000 shares (2008: 10,000,000,000 shares) with par value of HKD0.0001 per share (2008: HKD0.0001 per share). As at 31 December 2009, all issued shares were fully paid.

	Number of ordinary shares	Share capital RMB'000	Share premium RMB'000	Shares held for share award scheme RMB'000	Share-based compensation reserve RMB'000	Total RMB'000
<b>At 1 January 2008</b>	1,788,574,647	194	1,455,854	–	220,230	1,676,278
Employee share option scheme:						
– value of employee services	–	–	–	–	150,217	150,217
– number of shares issued and proceeds received	16,146,156	2	86,940	–	–	86,942
Employee share award scheme:						
– value of employee services	–	–	–	–	10,992	10,992
– shares purchased for share award scheme	–	–	–	(21,809)	–	(21,809)
Repurchase and cancellation of shares	(9,223,800)	(1)	(387,585)	–	–	(387,586)
Issue of new shares pursuant to share award scheme	1,016,050	–	–	–	–	–
<b>At 31 December 2008</b>	<u>1,796,513,053</u>	<u>195</u>	<u>1,155,209</u>	<u>(21,809)</u>	<u>381,439</u>	<u>1,515,034</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 20 SHARE CAPITAL, SHARE PREMIUM, SHARES HELD FOR SHARE AWARD SCHEME AND SHARE-BASED COMPENSATION RESERVE (Cont'd)

	Number of ordinary shares	Share capital RMB'000	Share premium RMB'000	Shares held for share award scheme RMB'000	Share-based compensation reserve RMB'000	Total RMB'000
<b>At 1 January 2009</b>	<b>1,796,513,053</b>	<b>195</b>	<b>1,155,209</b>	<b>(21,809)</b>	<b>381,439</b>	<b>1,515,034</b>
Employee share option scheme:						
– value of employee services	–	–	–	–	167,178	167,178
– number of shares issued and proceeds received (Note (i))	16,249,906	2	165,446	–	–	165,448
Employee share award scheme:						
– value of employee services	–	–	–	–	154,946	154,946
– shares purchased for share award scheme (Note (ii))	–	–	–	(103,618)	–	(103,618)
– issue of new shares pursuant to share award scheme (Note (iv))	8,181,180	–	–	–	–	–
– cancel of shares pursuant to share award scheme (Note (v))	(132,080)	–	–	–	–	–
– vesting of awarded shares	–	–	(1,660)	1,660	–	–
Repurchase and cancellation of shares	(1,922,000)	–	(74,570)	–	–	(74,570)
<b>At 31 December 2009</b>	<b>1,818,890,059</b>	<b>197</b>	<b>1,244,425</b>	<b>(123,767)</b>	<b>703,563</b>	<b>1,824,418</b>

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### 20 SHARE CAPITAL, SHARE PREMIUM, SHARES HELD FOR SHARE AWARD SCHEME AND SHARE-BASED COMPENSATION RESERVE (Cont'd)

As at 31 December 2009, the total number of issued ordinary shares of the Company was 1,818,890,059 shares (2008: 1,796,513,053 shares) which included 10,411,434 shares (2008: 1,481,610 shares) held under the share award scheme (Note 22(b)).

Note:

- (i) During the year ended 31 December 2009, a total of 14,245,011 Post-IPO options were exercised at exercise prices ranging from HKD3.6650 to HKD60.5900. In addition, a total of 2,004,895 Pre-IPO options were exercised at exercise prices ranging from USD0.0497 to USD0.4396.
- (ii) During the year ended 31 December 2009, the Share Scheme Trust acquired 1,013,100 shares of the Company in the open market for the purpose of the share award scheme (Note 22(b)). The total amount paid was HKD117,591,000 (equivalent to approximately RMB103,618,000) and has been deducted from shareholder's equity.
- (iii) During the year ended 31 December 2009, the Share Scheme Trust transferred 132,376 shares (for the year ended 31 December 2008: Nil) to the awardees upon vesting of awarded shares.
- (iv) During the year ended 31 December 2009, the Company allotted 8,181,180 shares of the Company by way of allotment of new shares to the Share Scheme Trust for the purpose of granting awarded shares under the share award scheme.
- (v) During the year ended 31 December 2009, the grant of 132,080 awarded shares was not completed and these shares were subsequently cancelled.
- (vi) As at 31 December 2009, included in "Shares held for share award scheme", 10 shares (2008: 132,160 shares) held by the Share Scheme Trust have not yet been granted to employees (Note 22(b)). They represented the "treasury shares" of the Group as at that date.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 21 OTHER RESERVES

	Capital reserve (Note i) RMB'000	Revaluation reserve RMB'000	Other reserves RMB'000	PRC statutory reserves		Total RMB'000
				Statutory surplus		
				reserve fund (Note ii) RMB'000	Reserve fund (Note ii) RMB'000	
<b>Balance at 1 January 2008</b>	20,000	(6,174)	–	54,064	12,405	80,295
Recognition of the financial liabilities in respect of the put option granted to minority shareholders	–	–	(515,000)	–	–	(515,000)
Profit appropriations to statutory reserves	–	–	–	1,667	–	1,667
<b>Balance at 31 December 2008</b>	<u>20,000</u>	<u>(6,174)</u>	<u>(515,000)</u>	<u>55,731</u>	<u>12,405</u>	<u>(433,038)</u>
<b>Balance at 1 January 2009</b>	<b>20,000</b>	<b>(6,174)</b>	<b>(515,000)</b>	<b>55,731</b>	<b>12,405</b>	<b>(433,038)</b>
Exercise of put option granted to minority shareholders (Note 4.1(c))	–	–	281	–	–	281
Reversal of the liabilities in respect of the put options granted to minority shareholders (Note 4.1(c))	–	–	264,200	–	–	264,200
Profit appropriations to statutory reserves	–	–	–	2,193	–	2,193
<b>Balance at 31 December 2009</b>	<u>20,000</u>	<u>(6,174)</u>	<u>(250,519)</u>	<u>57,924</u>	<u>12,405</u>	<u>(166,364)</u>

Note:

- (i) The capital reserve arises on elimination of the share capital of Tencent Computer upon formation of the Group.
- (ii) In accordance with the Companies Laws of the PRC and the provisions of the articles of association of subsidiaries with limited liabilities in the PRC, appropriation of net profits (after offsetting accumulated losses from prior years) should be made by these companies to their respective Statutory Surplus Reserve Funds and the Discretionary Reserve Funds before distributions are made to the owners. The percentage of appropriation to Statutory Surplus Reserve Fund is 10%. The amount to be transferred to the Discretionary Reserve Fund is determined by the equity owners of these companies. When the balance of the Statutory Surplus Reserve Fund reaches 50% of the registered capital, such transfer needs not to be made. Both the Statutory Surplus Reserve Fund and Discretionary Reserves Fund can be capitalised as capital of an enterprise, provided that the remaining Statutory Surplus Reserve Fund shall not be less than 25% of the registered capital.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 21 OTHER RESERVES (Cont'd)

In addition, in accordance with the Law of the PRC on Enterprises with Foreign Investments and the provisions of the articles of association of wholly owned foreign subsidiaries in the PRC, appropriation from net profits (after offsetting accumulated losses brought forward from prior years) should be made by these companies to their respective Reserve Funds. The percentage of net profit to be appropriated to the Reserve Fund is not less than 10% of the net profit. When the balance of the Reserve Fund reaches 50% of the registered capital, such transfer needs not be made.

With approvals obtained from their respective boards of directors of these companies, the Reserve Fund can be used to offset accumulated deficit or to increase capital.

## 22 SHARE OPTIONS AND SHARE AWARD SCHEMES

### (a) Share option schemes

The Company has adopted several share option schemes for the purpose of providing incentives and rewards to its directors, executives or officers, employees, consultants and other eligible persons:

(i) Pre-IPO Share Option Scheme (the "Pre-IPO Option Scheme")

The Pre-IPO Option Scheme was adopted by the Company on 27 July 2001. As at the listing of the Company on 16 June 2004, all options under the Pre-IPO Option Scheme had been granted.

(ii) Post-IPO Share Option Scheme I (the "Post-IPO Option Scheme I")

On 24 March 2004, the Company adopted the Post-IPO Option Scheme I in which the Board may, at its discretion, invite any employee, consultant or director of any company in the Group to take up options to subscribe for shares in the Company at a price determined by it pursuant to the terms of the scheme. The Post-IPO Option Scheme I will remain in force for a period of ten years, commencing on the adoption date.

The Post-IPO Option Scheme I was terminated upon the adoption of the Post-IPO Share Option Scheme II (the "Post-IPO Option Scheme II") as mentioned below.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 22 SHARE OPTIONS AND SHARE AWARD SCHEMES (Cont'd)

### (a) Share option schemes (Cont'd)

#### (iii) Post-IPO Option Scheme II

On 16 May 2007, the Company adopted the Post-IPO Option Scheme II. The Board may, at its discretion, grant options to any eligible person to subscribe for shares in the Company. The Post-IPO Option Scheme II shall be valid and effective for a period of ten years commencing on its date of adoption.

The maximum number of shares in respect of which options may be granted under the Post-IPO Option Scheme II shall not exceed 88,903,654 shares, 5% of the issued shares as at the date of shareholders' approval of the Post-IPO Option Scheme II (the "Scheme Mandate Limit A"). Options lapsed in accordance with the terms of the Post-IPO Option Scheme II shall not be counted for the purpose of calculating the 5% limit. The Company may refresh the Scheme Mandate Limit A by an ordinary resolution of the shareholders passed in a general meeting, provided that the Scheme Mandate Limit A so refreshed shall not exceed 5% of the issued shares as at the date the shareholders approve the refreshing of such Scheme Mandate Limit A. Options previously granted under any existing schemes (including options outstanding, cancelled, or lapsed in accordance with the relevant scheme rules or exercised options) shall not be counted for the purpose of calculating the limit as refreshed. Options granted under the Post-IPO Option Scheme II will expire no later than the last day of the seven-year period after the date of grant of options (subject to early termination as set out in the terms of the Post-IPO Option Scheme II).

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## 22 SHARE OPTIONS AND SHARE AWARD SCHEMES (Cont'd)

### (a) Share option schemes (Cont'd)

#### (iv) Post-IPO Share Option Scheme III (the "Post-IPO Option Scheme III")

On 13 May 2009, the Company adopted the Post-IPO Option Scheme III. The Board may, at its discretion, grant options to any eligible person (any senior executive or senior officer, director of any member of the Group or any invested entity and any consultant, advisor or agent of any member of the Board) to subscribe for shares in the Company. The Post-IPO Option Scheme III shall be valid and effective for a period of ten years commencing on its date of adoption.

The maximum number of shares in respect of which options may be granted under the Post-IPO Option Scheme III shall not exceed 36,018,666 shares, 2% of the issued shares as at the date of shareholders' approval of the Post-IPO Option Scheme III (the "Scheme Mandate Limit B"). Options lapsed in accordance with the terms of the Post-IPO Option Scheme III shall not be counted for the purpose of calculating the 2% limit. The Company may refresh the Scheme Mandate Limit B by an ordinary resolution of the shareholders passed in a general meeting, provided that the Scheme Mandate Limit B so refreshed shall not exceed 2% of the issued shares as at the date the shareholders approve the refreshing of such Scheme Mandate Limit B. Options previously granted under any existing schemes (including options outstanding, cancelled, or lapsed in accordance with the relevant scheme rules or exercised options) shall not be counted for the purpose of calculating the limit as refreshed. Options granted under the Post-IPO Option Scheme III will expire no later than the last day of the ten-year period after the date of grant of options (subject to early termination as set out in the terms of the Post-IPO Option Scheme III).

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Post-IPO Option Scheme II, the Post-IPO Option Scheme III and any other share option schemes of the Company must not in aggregate exceed 30% of issued shares from time to time.

The maximum number of shares (issued and to be issued) in respect of which options may be granted under the Post-IPO Option Scheme II, the Post-IPO Option Scheme III and any other share option schemes of the Company (whether exercised, cancelled or outstanding) to any eligible person in any 12-month period shall not exceed 1% of the issued shares from time to time unless such grant has been duly approved by an ordinary resolution of the shareholders in a general meeting at which the relevant eligible person and his associates are abstained from voting. In calculating the aforesaid limit of 1%, options that have lapsed shall not be counted.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 22 SHARE OPTIONS AND SHARE AWARD SCHEMES (Cont'd)

#### (a) Share option schemes (Cont'd)

##### (1) Movements in share options

Movements in the number of options outstanding and their related weighted average exercise prices are as follows:

	Pre-IPO Option Scheme		Post-IPO Option Scheme I		Post-IPO Option Scheme II		Total
	Average exercise price	No. of options	Average exercise price	No. of options	Average exercise price	No. of options	No. of options
<b>At 1 January 2008</b>	USD0.1039	8,748,862	HKD9.8131	50,196,082	HKD32.4668	17,435,676	76,380,620
Granted	–	–	–	–	HKD53.4775	13,559,367	13,559,367
Exercised	USD0.1106	(4,624,739)	HKD7.6504	(11,327,458)	HKD31.9561	(193,959)	(16,146,156)
Lapsed	USD0.1967	(40)	HKD9.4576	(1,253,088)	HKD48.4173	(2,085,578)	(3,338,706)
<b>At 31 December 2008</b>	USD0.0964	<u>4,124,083</u>	HKD10.4762	<u>37,615,536</u>	HKD41.2330	<u>28,715,506</u>	<u>70,455,125</u>
Currently exercisable as at 31 December 2008	USD0.0964	<u>4,124,083</u>	HKD9.2835	<u>15,281,499</u>	HKD32.8184	<u>632,668</u>	<u>20,038,250</u>
<b>At 1 January 2009</b>	<b>USD0.0964</b>	<b>4,124,083</b>	<b>HKD10.4762</b>	<b>37,615,536</b>	<b>HKD41.2330</b>	<b>28,715,506</b>	<b>70,455,125</b>
Granted	–	–	–	–	HKD89.8122	2,952,150	2,952,150
Exercised	USD0.1164	(2,004,895)	HKD8.4108	(12,249,167)	HKD54.2627	(1,995,844)	(16,249,906)
Lapsed	USD0.0498	(254,120)	HKD9.6262	(424,451)	HKD45.7985	(680,393)	(1,358,964)
<b>At 31 December 2009</b>	<b>USD0.0812</b>	<b><u>1,865,068</u></b>	<b>HKD11.5050</b>	<b><u>24,941,918</u></b>	<b>HKD45.1756</b>	<b><u>28,991,419</u></b>	<b><u>55,798,405</u></b>
Currently exercisable as at 31 December 2009	<b>USD0.0812</b>	<b><u>1,865,068</u></b>	<b>HKD9.6579</b>	<b><u>18,037,478</u></b>	<b>HKD41.5573</b>	<b><u>3,057,144</u></b>	<b><u>22,959,690</u></b>

No share options had been granted under the Post-IPO Option Scheme III since its adoption to 31 December 2009.

As a result of options exercised during the year ended 31 December 2009, 16,249,906 (2008: 16,146,156) ordinary shares were issued (Note 20). The weighted average price of the shares at the time these options were exercised was HKD90.56 (equivalent to approximately RMB79.80) per share (2008: HKD53.86 per share).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 22 SHARE OPTIONS AND SHARE AWARD SCHEMES (Cont'd)

#### (a) Share option schemes (Cont'd)

##### (2) Outstanding share options

Details of the expiry dates, exercise prices and the respective numbers of share options which remained outstanding as at 31 December 2009 and 2008 are as follows:

Expiry Date	Range of exercise price	Number of options	
		2009	2008
31 December 2011 (Pre-IPO Option Scheme)	USD0.0497	1,660,300	3,392,100
	USD0.1967-USD0.4396	204,768	731,983
		<u>1,865,068</u>	<u>4,124,083</u>
10 years commencing from the adoption date of 24 March 2004 (Post-IPO Option Scheme I)	HKD3.6650-HKD8.3500	13,237,120	22,343,843
	HKD11.5500-HKD25.2600	11,704,798	15,271,693
		<u>24,941,918</u>	<u>37,615,536</u>
7 years commencing from date of grant of options (Post-IPO Option Scheme II)	HKD31.7500-HKD43.5000	15,589,627	16,918,113
	HKD45.5000-HKD90.3000	13,137,092	11,797,393
	HKD128.4000-HKD146.5800	264,700	–
		<u>28,991,419</u>	<u>28,715,506</u>
		<u>55,798,405</u>	<u>70,455,125</u>

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### 22 SHARE OPTIONS AND SHARE AWARD SCHEMES (Cont'd)

#### (a) Share option schemes (Cont'd)

##### (3) Fair values of options

The fair values of the options granted to employees, determined using the BS Model, during the period from 1 January 2008 to 31 December 2009 are as follows:

Date of grant	Fair value of options	No. of options granted	Exercise price	Closing	Risk free rate (Note (i))	Dividend yield (Note (ii))	Expected volatility (Note (iii))	Exercisable date
				share price at date of grant				
29/1/2008	HKD102,796,000	5,880,117	HKD46.50	HKD46.50	2.38%	1.03%	50.0%	Based on grant date: 4,243,350 options (Note (iv)), 330,167 options (Note (v)) and 1,306,600 options (Note (vii))
18/2/2008	HKD3,372,000	182,070	HKD49.95	HKD49.95	2.39%	1.03%	50.0%	Based on grant date (Note (iv))
25/3/2008	HKD6,565,000	416,990	HKD42.65	HKD42.65	2.24%	1.03%	50.0%	Based on grant date (Note (iv))
11/4/2008	HKD1,664,000	92,600	HKD47.72	HKD46.50	2.30%	1.03%	50.0%	Based on grant date: 51,820 options (Note (iv)), 20,390 options (Note (v)) and 20,390 options (Note (vi))
3/7/2008	HKD131,071,000	5,767,680	HKD60.59	HKD59.50	3.50%	1.03%	50.0%	Based on grant date: 5,278,440 options (Note (iv)), 431,310 options (Note (v)) and 57,930 options (Note (vi))
10/10/2008	HKD5,302,000	323,390	HKD48.92	HKD45.10	2.42%	1.03%	51.0%	Based on grant date: 243,390 options (Note (iv)) and 80,000 options (Note (v))
1/12/2008	HKD3,078,000	179,320	HKD43.50	HKD43.50	1.75%	1.03%	54.0%	Based on grant date (Note (iv))

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### 22 SHARE OPTIONS AND SHARE AWARD SCHEMES (Cont'd)

#### (a) Share option schemes (Cont'd)

##### (3) Fair values of options (Cont'd)

Date of grant	Fair value of options	No. of options granted	Exercise price	Closing share price at date of grant	Risk free rate (Note (i))	Dividend yield (Note (ii))	Expected volatility (Note (iii))	Exercisable date
17/2/2009	HKD6,613,000	380,000	HKD48.01	HKD45.75	1.45%	0.71%	54.0%	Based on grant date (Note (iv))
10/7/2009	HKD92,727,000	2,307,450	HKD90.30	HKD90.30	2.14%	0.71%	53.4%	Based on grant date: 393,950 options (Note (iv)), 1,162,250 options (Note (v)) and 751,250 options (Note (vi))
24/9/2009	HKD748,000	14,700	HKD128.40	HKD128.40	2.21%	0.71%	53.0%	Based on grant date (Note (iv))
24/11/2009	HKD16,827,000	250,000	HKD146.58	HKD145.10	1.92%	0.71%	52.7%	Based on grant date (Note (vi))

Note:

- (i) The risk free rate was determined based on the yield to maturity of Hong Kong Government Bonds with maturity in June 2015, December 2015, June 2016 or December 2016 as at the date of valuation.
- (ii) Dividend yield is estimated based on the Company's historical dividend yield.
- (iii) Volatility, measured as the standard deviation of expected share price returns, is determined based on the average daily trading price volatility of the shares of the Company.
- (iv) The first 20% of the option can be exercised one year after the grant date, and then each 20% of the total options will become exercisable in each subsequent year.
- (v) The first 20% of the option can be exercised two years after the grant date, and then each 20% of the total options will become exercisable in each subsequent year.
- (vi) The first 20% of the option can be exercised three years after the grant date, and then each 20% of the total options will become exercisable in each subsequent year, except the last 20% of the total options which will become exercisable in the eleventh month after the fourth 20% of the total options become exercisable.
- (vii) The first 20% of the option can become exercisable from 17 May 2009, and then each 20% of the total options will become exercisable in each subsequent year.



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### 22 SHARE OPTIONS AND SHARE AWARD SCHEMES (Cont'd)

#### (b) Share award scheme

On 13 December 2007, the Company adopted a share award scheme (the “Share Scheme”). The Share Scheme was subsequently amended on 31 January 2008 and 13 May 2009, respectively. The Board may, at its absolute discretion, select any eligible persons (the “Awarded Persons”) to participate in the Share Scheme.

Pursuant to the Share Scheme, ordinary shares of the Company will be acquired by an independent trustee (the “Trustee”) at the cost of the Company or shares will be allotted to the Trustee under general mandates granted or to be granted by shareholders of the Company at general meetings from time to time. These shares will be held in trust for the Awarded Persons by the Trustee until the end of each vesting period. Vested shares will be transferred at no cost to the Awarded Persons. The Awarded Persons are not entitled to the dividends on the awarded shares not yet transferred to them.

Unless it is early terminated by the Board, the Share Scheme shall be valid and effective for a term of fifteen years commencing on the adoption date according to the amendment on 13 May 2009 (31 December 2008: ten years).

The number of shares to be awarded under the Share Scheme throughout its duration shall not exceed 2% of the issued share capital of the Company as at the adoption date. The maximum number of shares which may be awarded to an Awarded Person under the Share Scheme shall not exceed 1% of the issued share capital of the Company as at the adoption date.

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### 22 SHARE OPTIONS AND SHARE AWARD SCHEMES (Cont'd)

#### (b) Share award scheme (Cont'd)

- (1) Movements in shares held for the Share Scheme and awarded shares, and the fair values of awarded shares

Movements in the number of shares held for the Share Scheme and awarded shares for the years ended 31 December 2009 and 2008 are as follows:

	Shares held for the Share Scheme	Awarded shares
<b>At 1 January 2008</b>	–	–
Purchased	465,560	–
Allotted	1,016,050	–
Granted	(1,349,450)	1,349,450
	<u>132,160</u>	<u>1,349,450</u>
<b>At 31 December 2008</b>	<u>132,160</u>	<u>1,349,450</u>
Currently exercisable as at 31 December 2008		<u>–</u>
<b>At 1 January 2009</b>	<b>132,160</b>	<b>1,349,450</b>
Purchased (Note (i))	<b>1,013,100</b>	–
Allotted	<b>8,181,180</b>	–
Granted	<b>(9,194,350)</b>	<b>9,194,350</b>
Cancelled (Note (ii))	<b>(132,080)</b>	–
Vested	–	<b>(132,376)</b>
	<u>10</u>	<u>10,411,424</u>
<b>At 31 December 2009</b>	<u>10</u>	<u>10,411,424</u>
Currently exercisable as at 31 December 2009		<u>339,056</u>

Note:

- (i) During the year ended 31 December 2009, the Group acquired 1,013,100 shares through the Trustee with a consideration of approximately HKD117,591,000 (equivalent to approximately RMB103,618,000).
- (ii) The grant of 132,080 awarded shares was not completed and these shares were subsequently cancelled.

The fair values of the awarded shares were calculated based on the market prices of the Company's shares at the grant dates. The expected dividends during the vesting period have been taken into account when calculating the fair values of the awarded shares.

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### 22 SHARE OPTIONS AND SHARE AWARD SCHEMES (Cont'd)

#### (b) Share award scheme (Cont'd)

- (1) Movements in shares held for the Share Scheme and awarded shares, and the fair values of awarded shares (Cont'd)

The fair value of the awarded shares and their exercisable dates are as follows:

<b>Date of grant</b>	<b>Total value of shares at grant date</b>	<b>No. of shares granted</b>	<b>Market price at grant date</b>	<b>Exercisable date (Note(i))</b>
1/4/2008	HKD3,047,000	67,710	HKD45.00	Based on grant date (Note (ii))
10/6/2008	HKD8,215,000	128,050	HKD64.15	Based on grant date: 42,570 shares (Note (ii)), 20,000 shares (Note (iii)) and 65,480 shares (Note (iv))
29/8/2008	HKD59,226,000	883,970	HKD67.00	Based on grant date: 417,730 shares (Note (ii)), 36,000 shares (Note (iii)), 13,330 shares (Note (iv)), 278,310 shares (Note (v)) and 138,600 shares (Note (vii))
6/10/2008	HKD2,709,000	56,310	HKD48.10	Based on grant date: 29,310 shares (Note (ii)), 15,000 shares (Note (iii)) and 12,000 shares (Note (v))
17/11/2008	HKD10,275,000	205,910	HKD49.90	Based on grant date: 85,510 shares (Note (ii)) and 120,400 shares (Note (vi))
9/12/2008	HKD365,000	7,500	HKD48.70	Based on grant date (Note (ii))
23/1/2009	HKD5,341,000	120,700	HKD44.25	Based on grant date: 60,700 shares (Note (ii)), 35,000 shares (Note (iv)) and 25,000 shares (Note (v))
17/2/2009	HKD1,144,000	25,000	HKD45.75	Based on grant date (Note (ii))

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### 22 SHARE OPTIONS AND SHARE AWARD SCHEMES (Cont'd)

#### (b) Share award scheme (Cont'd)

- (1) Movements in shares held for the Share Scheme and awarded shares, and the fair values of awarded shares (Cont'd)

Date of grant	Total value of shares at grant date	No. of shares granted	Market price at grant date	Exercisable date (Note(i))
10/7/2009	HKD772,599,000	8,555,910	HKD90.30	Based on grant date: 4,746,045 shares (Note (ii)), 3,456,575 shares (Note (iii)), 41,600 shares (Note (iv)), 196,690 shares (Note (viii)), 15,000 shares (Note (ix)), 35,000 shares (Note (x)), 35,000 shares (Note (xi)) and 30,000 shares (Note (xii))
22/9/2009	HKD23,916,000	186,840	HKD128.00	Based on grant date: 146,020 shares (Note (ii)) and 40,820 shares (Note (iii))
24/11/2009	HKD24,725,000	170,400	HKD145.10	Based on grant date: 38,650 shares (Note (ii)), 23,750 shares (Note (iii)), 8,000 shares (Note (v)) and 100,000 shares (Note (viii))
15/12/2009	HKD21,870,000	135,500	HKD161.40	Based on grant date: 116,500 shares (Note (ii)), 16,500 shares (Note (iii)) and 2,500 shares (Note (viii))

Note:

- (i) Notwithstanding the exercisable dates, the awarded shares shall only be vested upon the Awarded Person serving a written notice to the Company requesting for transfer of such awarded shares.
- (ii) The first 20% of these awarded shares will be exercisable one year after the grant date, and then each 20% of the total awarded shares will be exercisable in each subsequent year.
- (iii) The first 20% of these awarded shares will be exercisable two years after the grant date, and then each 20% of the total awarded shares will be exercisable in each subsequent year.
- (iv) The first one-third of these awarded shares will be exercisable one year after the grant date, and then each one-third of the total awarded shares will be exercisable in each subsequent year.

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## 22 SHARE OPTIONS AND SHARE AWARD SCHEMES (Cont'd)

### (b) Share award scheme (Cont'd)

- (1) Movements in shares held for the Share Scheme and awarded shares, and the fair values of awarded shares (Cont'd)

Note: (Cont'd)

- (v) The first 50% of these awarded shares will be exercisable one year after the grant date, and then the remaining 50% of the total awarded shares will be exercisable in the subsequent year.
- (vi) The first one-sixth of these awarded shares will be exercisable one year after the grant date, and then each one-sixth of the total awarded shares will be exercisable in each subsequent year.
- (vii) The first 50% of these awarded shares will be exercisable two years after the grant date, and then the remaining 50% of the total awarded shares will be exercisable in the subsequent year.
- (viii) The first 20% of these awarded shares will be exercisable three years after the grant date, and then each 20% of the total awarded shares will be exercisable in each subsequent year.
- (ix) The first 25% of these awarded shares will be exercisable one year after the grant date, and then each 25% of the total awarded shares will be exercisable in each subsequent year.
- (x) The first 50% of these awarded shares can become exercisable from 31 December 2009, and then the remaining 50% of the total awarded shares will become exercisable in the subsequent year.

- (2) Outstanding awarded shares

Details of the fair value and the respective numbers of awarded shares which remained outstanding as at 31 December 2009 and 2008 are as follows:

Market price at grant date	Number of shares	
	2009	2008
HKD44.25 – HKD90.30	9,918,684	1,349,450
HKD128.00 – HKD161.40	492,740	–
	<u>10,411,424</u>	<u>1,349,450</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
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### 22 SHARE OPTIONS AND SHARE AWARD SCHEMES (Cont'd)

#### (c) Expected retention rate of grantees

The Group has to estimate the expected yearly percentage of grantees that will stay within the Group at the end of the option and awarded share vesting period (“expected retention rate of grantees”) in order to determine the amount of share-based compensation expenses charged to the profit or loss. As at 31 December 2009, the expected retention rate of grantees was assessed to be 91% (31 December 2008: 87%).

### 23 ACCOUNTS PAYABLE

Accounts payable and their aging analysis are as follows:

	2009 RMB'000	2008 RMB'000
0 - 30 days	493,013	202,237
31 days - 60 days	72,554	25,225
61 days - 90 days	82,525	1,269
Over 90 days but less than a year	48,419	15,916
	<u>696,511</u>	<u>244,647</u>

### 24 OTHER PAYABLES AND ACCRUALS

	2009 RMB'000	2008 RMB'000
Staff costs and welfare accruals	846,349	457,710
Marketing and administrative expense accruals	267,417	170,378
Payables for running royalty fee	50,657	98,231
Prepayments received from customers	71,936	43,684
Deposits from customer-to-customer business	265,136	126,395
Professional fees accruals	18,111	13,655
Others	106,445	103,489
	<u>1,626,051</u>	<u>1,013,542</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 25 LONG-TERM PAYABLES

	2009 RMB'000	2008 RMB'000
Non-current portion of the present value of running royalty fee	25,606	51,260
Present value of liabilities for the put options granted to minority shareholders (Note 4.1(c))	<u>248,444</u>	<u>515,000</u>
	<u>274,050</u>	<u>566,260</u>

### 26 SHORT-TERM BANK BORROWING

	2009 RMB'000	2008 RMB'000
Short-term bank borrowing	<u>202,322</u>	<u>—</u>

The principal amount of the bank borrowing was USD29,775,000 and the interest rate was 1.06% per annum. The borrowing will be repaid in full in USD in July 2010. A foreign exchange forward contract arranged with the borrowing bank at the borrowing date to enable the Group to purchase the required amount of USD with RMB to settle the borrowing and interest at the due date. The bank borrowing and the foreign exchange forward contract are deemed as linked transactions and accordingly, the bank borrowing was treated as a bank borrowing denominated in RMB (Note 3.1 (a) (iii)).

The bank borrowing is secured by a pledge of restricted cash of RMB200,000,000.

The fair value of the short-term bank borrowing approximated to the carrying amount as at 31 December 2009.

### 27 DEFERRED REVENUE

Deferred revenue mainly represents service fees prepaid by customers for certain Internet value-added services of which the related services have not been rendered as at 31 December 2009.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 28 DEFERRED INCOME TAXES

Deferred income taxes are calculated on temporary differences under the balance sheet liability method using the tax rates, which are enacted or substantively enacted and expected to apply at the time of reversal of the temporary differences.

There were no offsettings of deferred income tax assets and liabilities in 2009 and 2008.

	<b>2009</b>	2008
	<b>RMB'000</b>	RMB'000
Deferred income tax assets:		
- to be recovered after more than 12 months	<b>244,829</b>	274,598
- to be recovered within 12 months	<b>56,187</b>	59,566
	<u><b>301,016</b></u>	<u>334,164</u>
Deferred income tax liabilities:		
- to be recovered after more than 12 months	<b>(13,245)</b>	(20,169)
- to be recovered within 12 months	<b>(356,738)</b>	(58,199)
	<u><b>(369,983)</b></u>	<u>(78,368)</u>

The gross movements of the deferred income tax account were as follows:

	<b>2009</b>	2008
	<b>RMB'000</b>	RMB'000
At beginning of year	<b>255,796</b>	246,882
Business combinations	-	(315)
(Debit)/credit to profit or loss relating to origination and reversal of temporary differences (Note 37)	<b>(324,763)</b>	37,602
Effect of change in tax rates recognised in profit or loss	-	(28,373)
At end of year	<u><b>(68,967)</b></u>	<u>255,796</u>



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### 28 DEFERRED INCOME TAXES (Cont'd)

The movements of deferred tax assets, which are arising from intra-group software and technology sales, were as follows:

	<b>2009</b>	2008
	<b>RMB'000</b>	RMB'000
At beginning of year	<b>334,164</b>	287,652
Credit to profit or loss relating to origination of temporary differences	<b>27,020</b>	147,525
Charge to profit or loss relating to reversal of temporary differences	<b>(60,168)</b>	(72,640)
Effect of change on tax rates recognised in profit or loss	<u>—</u>	<u>(28,373)</u>
At end of year	<b><u>301,016</u></b>	<b><u>334,164</u></b>

The deferred tax assets recognised are mainly related to the temporary differences arising from certain intra-group software and technology sales transactions (Note 4.2(a)). The credit to profit or loss represents tax impacts of originating temporary differences arising from these software and technology sales, while the charge to profit or loss represents tax impacts of the reversal of the temporary differences as a result of the amortisation of the costs of these softwares and technologies.

As at 31 December 2009, the Group did not recognise deferred income tax assets of RMB33,902,000 (2008: RMB5,525,000) in respect of accumulated losses amounting to RMB135,607,000 (2008: RMB22,101,000). These tax losses will expire at various dates up to and including 2011, 2012, 2013 and 2014.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

### 28 DEFERRED INCOME TAXES (Cont'd)

The movements of deferred tax liabilities were as follows:

<b>Deferred tax liabilities:</b>	<b>Transfer of surplus cash</b>	<b>Intangible assets acquired in business combination at fair values</b>	<b>Withholding tax on the earnings anticipated to be remitted by subsidiaries</b>	<b>Total</b>
	RMB'000	RMB'000	RMB'000 (Note)	RMB'000
<b>At 1 January 2008</b>	(7,631)	(33,139)	-	(40,770)
Business combinations	-	(315)	-	(315)
Credit/(charge) to profit or loss relating to origination of temporary differences	7,631	5,086	(50,000)	(37,283)
<b>At 31 December 2008</b>	<u>-</u>	<u>(28,368)</u>	<u>(50,000)</u>	<u>(78,368)</u>
<b>At 1 January 2009</b>	-	<b>(28,368)</b>	<b>(50,000)</b>	<b>(78,368)</b>
Credit/(charge) to profit or loss relating to origination of temporary differences	-	<b>8,385</b>	<b>(300,000)</b>	<b>(291,615)</b>
<b>At 31 December 2009</b>	<u>-</u>	<u><b>(19,983)</b></u>	<u><b>(350,000)</b></u>	<u><b>(369,983)</b></u>

Note: Pursuant to Detailed Implementation Regulations ("DIR") for implementation of the new Corporate Income Tax Law issued on 6 December 2007, a 10% withholding tax will be levied on the dividends declared by the companies established in the PRC to their foreign investors starting from 1 January 2008. All dividends coming from the profits generated by the companies after 1 January 2008 shall be subject to this withholding tax.

As at 31 December 2009, the Group recognised the relevant deferred tax liabilities of RMB350,000,000 (2008: RMB50,000,000) on the earnings anticipated to be remitted by certain PRC subsidiaries in the foreseeable future. No withholding tax has been provided for the earnings of approximately RMB4,300,000,000 (2008: RMB1,500,000,000) expected to be retained by the PRC subsidiaries and not to be remitted out of the PRC in the foreseeable future based on management's estimated requirement for funding outside the PRC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
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### 29 COST OF REVENUES

Cost of revenues mainly comprises the Mobile and Telecom Charges (mentioned in Note 2.24(a)), bandwidth and server custody fees, staff costs, sharing and content subscription costs incurred in deriving the revenues.

### 30 INTEREST INCOME

Interest income mainly represents interest income from bank deposits, including current deposit, term deposits with initial term of three months or less and term deposits with initial term of over three months and investment income from held-to-maturity investments.

### 31 OTHER (LOSSES)/GAINS, NET

	2009 RMB'000	2008 RMB'000
Government subsidies	28,339	64,823
Gains on financial assets held for trading	11,929	169
Impairment charge for fixed assets	–	(11,302)
Impairment charge for available-for-sale financial assets	–	(18,673)
Donation to a charity fund established by the Group	(85,000)	(30,000)
Loss on disposals of fixed assets	(3,043)	(8,583)
Loss on disposals of intangible assets	(1,654)	–
Others	(8,784)	10,555
	<u>(58,213)</u>	<u>6,989</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 32 EXPENSES BY NATURE

	2009 RMB'000	2008 RMB'000
Employee benefits expenses (Note) (Note 33)	2,133,135	1,361,038
Mobile and telecommunications charges and bandwidth and server custody fees	1,584,025	1,126,409
Content costs and agency fees	1,430,526	495,299
Promotion and advertising expenses	306,309	278,943
Depreciation of fixed assets (Note) (Note 6)	405,301	264,360
Amortisation of intangible assets (Note 10)	131,897	94,387
Amortisation of leasehold land and land use rights (Note 9)	466	546
Travelling and entertainment expenses	108,404	85,596
Operating lease rentals in respect of office buildings	89,381	88,630
Auditors' remuneration	5,950	5,200
Other expenses	301,889	220,367
	<hr/>	<hr/>
Total cost of revenues, selling and marketing expenses and general and administrative expenses	<b>6,497,283</b>	4,020,775
	<hr/> <hr/>	<hr/> <hr/>

Note: Research and development expenses for the year ended 31 December 2009 were RMB1,191,637,000 (2008: RMB710,460,000) which included employee benefit expenses of RMB948,309,000 (2008: RMB547,339,000) and depreciation of fixed assets of RMB215,674,000 (2008: RMB147,809,000).

The Group did not capitalise any research and development expenses for the year ended 31 December 2009 (2008: Nil).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 33 EMPLOYEE BENEFITS EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

	2009 RMB'000	2008 RMB'000
Wages, salaries and bonuses	1,548,049	1,015,535
Welfare, medical and other expenses	129,603	94,099
Share-based compensation expenses	321,422	160,507
Contributions to pension plans (Note)	117,774	77,816
Training expenses	16,287	13,081
	<u>2,133,135</u>	<u>1,361,038</u>

Note: All local employees of the subsidiaries in the PRC participate in employee social security plans enacted in the PRC, which cover pension, medical and other welfare benefits. The plans are organised and administered by the governmental authorities. Except for the contribution to these social security plans, the Group has no other material commitments owing to the employees. According to the relevant regulations, the portion of premium and welfare benefit contributions that should be borne by the companies within the Group as required by the above social security plans are principally determined based on percentages of the basic salaries of employees, subject to a certain ceiling, and are paid to the respective labour and social welfare authorities. Contributions to the plans are expensed as incurred. The applicable percentages used to provide for insurance premium and welfare benefit funds are listed below.

	Percentage
Pension insurance	8 – 22%
Medical insurance	0.5 – 12%
Unemployment insurance	0 – 2.5%
Housing fund	0 – 10%

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 34 DIRECTORS' EMOLUMENTS

The aggregate amounts of emoluments paid/payable to directors of the Company for the year ended 31 December 2009 and 2008 are as follows:

	2009 RMB'000	2008 RMB'000
Fees - independent non-executive directors	1,854	1,612
Salaries, bonuses, allowances and benefits in kind	33,851	30,514
Contributions to pension plans	40	40
Share-based compensation expenses charged to profit or loss	18,710	20,945
	<u>54,455</u>	<u>53,111</u>
Number of directors		
- with emoluments	6	6
- without emoluments	2	2
Number of directors	<u>8</u>	<u>8</u>

During the year ended 31 December 2009, no options/awarded shares were granted to any executive, non-executive or independent non-executive director of the Company (2008: Nil).

The remuneration of every director for the year ended 31 December 2009 is set out below.

Name of director	Salaries, bonuses, allowances and benefits in kind				Total
	Fees	in kind	Contributions to pension plans	Share-based compensation expenses	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Ma Huateng	-	15,616	20	-	15,636
Zhang Zhidong	-	11,375	20	-	11,395
Lau Chi Ping Martin	820	6,860	-	18,245	25,925
Iain Ferguson Bruce	418	-	-	155	573
Ian Charles Stone	308	-	-	155	463
Li Dong Sheng	308	-	-	155	463
Antonie Andries Roux	-	-	-	-	-
Charles St Leger Searle	-	-	-	-	-
	<u>1,854</u>	<u>33,851</u>	<u>40</u>	<u>18,710</u>	<u>54,455</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 34 DIRECTORS' EMOLUMENTS (Cont'd)

The remuneration of every director for the year ended 31 December 2008 is set out below.

Name of director	Fees RMB'000	Salaries, bonuses, allowances and benefits	Contributions to pension plans	Share-based compensation expenses	Total RMB'000
		in kind RMB'000	RMB'000	RMB'000	
Ma Huateng	–	14,216	20	–	14,236
Zhang Zhidong	–	10,467	20	–	10,487
Lau Chi Ping Martin	820	5,831	–	20,195	26,846
Iain Ferguson Bruce	264	–	–	250	514
Ian Charles Stone	264	–	–	250	514
Li Dong Sheng	264	–	–	250	514
Antonie Andries Roux	–	–	–	–	–
Charles St Leger Searle	–	–	–	–	–
	<u>1,612</u>	<u>30,514</u>	<u>40</u>	<u>20,945</u>	<u>53,111</u>

No director received any emolument from the Group as an inducement to join or leave the Group or compensation for loss of office. No director waived or has agreed to waive any emoluments during the year ended 31 December 2009 (2008: Nil).

### 35 FIVE HIGHEST PAID INDIVIDUALS

The five individuals whose emoluments were the highest in the Group during the year included three (2008: three) directors whose details have been reflected in the analysis presented above (Note 34). The emoluments paid/payable to the remaining two (2008: two) individuals during the year were as follows:

	2009 RMB'000	2008 RMB'000
Salaries, bonuses, allowances and benefits in kind	18,252	15,684
Share-based compensation expenses charged to profit or loss	6,338	7,451
Contributions to pension plans	39	20
	<u>24,629</u>	<u>23,155</u>

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### 35 FIVE HIGHEST PAID INDIVIDUALS (Cont'd)

The emoluments of the above two individuals (2008: two) fell within the following bands:

	Number of individuals	
	2009	2008
Emolument bands		
HKD12,000,001 – HKD12,500,000 (equivalent to RMB10,576,321 – RMB11,017,000)	–	1
HKD12,500,001 – HKD13,000,000 (equivalent to RMB11,017,001 – RMB11,457,680)	1	–
HKD13,500,001 – HKD14,000,000 (equivalent to RMB11,898,361 – RMB12,339,040)	–	1
HKD14,500,001 – HKD15,000,000 (equivalent to RMB12,779,721 – RMB13,220,400)	1	–

### 36 FINANCE COSTS

	2009	2008
	RMB'000	RMB'000
Exchange losses	1,953	140,732
	<u>1,953</u>	<u>140,732</u>
	<u><u>1,953</u></u>	<u><u>140,732</u></u>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 37 TAX EXPENSE

### (a) Income tax

#### (i) Cayman Islands and British Virgin Islands Profits Tax

The Group has not been subject to any taxation in these jurisdictions for the year ended 31 December 2009 (2008: Nil).

#### (ii) Hong Kong Profits Tax

No Hong Kong profits tax has been provided as the Group had no assessable profit arising in Hong Kong for the year ended 31 December 2009 (2008: Nil).

#### (iii) PRC Corporate Income Tax ("CIT")

CIT is provided on the assessable income of entities within the Group incorporated in the PRC, calculated in accordance with the relevant regulations of the PRC after considering the available tax benefits from refunds and allowances.

Pursuant to the PRC Corporate Income Tax Law passed by the Tenth National People's Congress on 16 March 2007 ("New CIT Law"), the CIT for domestic and foreign enterprises has been unified at 25%, effective 1 January 2008. In addition, the New CIT Law also provides a five-year transitional period starting from its effective date for those enterprises which were established before the promulgation date of the new CIT law and which were entitled to preferential income tax rates under the then effective tax laws or regulations.

On 26 December 2007, the State Council issued the "Circular to Implementation the Transitional Preferential Policies for the Corporate Income Tax". Pursuant to this Circular, the transitional income tax rates for the Group's subsidiaries established in the Shenzhen Special Economic Zone or the Beijing High Technology Zone before 16 March 2007 are 18%, 20%, 22%, 24% and 25% for 2008, 2009, 2010, 2011 and 2012, respectively. Other tax preferential treatments such as reduction of 50% in income tax rate shall be based on the above transitional income tax rate in that year.

In 2008, six subsidiaries namely Tencent Computer, Tencent Technology, Shenzhen Domain, Cyber Shenzhen, Tencent Beijing and Cyber Tianjin, applied for and were subsequently approved as High/ New Technology Enterprises, and accordingly, they were subject to a lower CIT rate of 15% according to the New CIT Law and the above transitional income tax rates for the period from 2008 to 2010 were no longer applicable to them.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 37 TAX EXPENSE (Cont'd)

### (a) Income tax (Cont'd)

#### (iii) PRC Corporate Income Tax ("CIT") (Cont'd)

For Tencent Technology, it was further approved as a national key software enterprise for 2009, and accordingly, its CIT rate in 2009 was further reduced to 10%.

According to the special tax incentives granted by the local tax authority in Beijing, Tencent Beijing is exempt from CIT for three years starting from the first year of its commercial operation, followed by a 50% reduction for the next three years. 2005 was its first year of operation and accordingly, the provision for CIT was provided at a rate of 7.5% for 2009 (2008: 7.5%).

As approved by the relevant tax authority, Cyber Tianjin is exempt from CIT for two years commencing from the first year of profitable operation after offsetting prior years' tax loss, followed by a 50% reduction for the next three years. 2008 was the first profit-making year of Cyber Tianjin, and no provision for CIT was provided for 2009 (2008: Nil).

In addition, Beijing Yonghang was recognised as a newly set-up software production enterprise in 2009. According to the tax incentives granted by the tax authority, it is exempt from CIT in 2009, and will enjoy 50% reduction from 2010 to 2012. As a result, no provision for CIT was provided for 2009.

The income tax charge of the Group for the year ended 31 December 2009 and 2008 are analysed as follows:

	<b>2009</b>	2008
	<b>RMB'000</b>	RMB'000
Current tax	<b>494,357</b>	298,474
Deferred income taxes relating to the origination and reversal of temporary differences (Note 28)	<b>324,763</b>	(37,602)
Deferred income taxes resulting from change in the tax rates (Note 28)	—	28,373
	<b>819,120</b>	289,245

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 37 TAX EXPENSE (Cont'd)

#### (a) Income tax (Cont'd)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the tax rate of 20% for the year ended 31 December 2009 (2008: 18%), the tax rate of the major subsidiaries of the Company before preferential tax treaty. The difference is analysed as follows:

	2009 RMB'000	2008 RMB'000
Profit before income tax	6,040,731	3,104,895
Add: Share of (profit)/loss of associates	(22,206)	347
	<u>6,018,525</u>	<u>3,105,242</u>
Tax calculated at a tax rate of 20% (2008: 18%)	1,203,705	558,944
Income not subject to tax	–	(3,097)
Effect of different tax rates available to different companies of the Group	(363,940)	(106,749)
Effect of change in tax rate	–	28,373
Effect of tax holiday on assessable profits of subsidiaries	(429,638)	(282,194)
Expenses not deductible for tax purposes	75,691	40,450
Adjustments in respect of prior year	(13,528)	–
Withholding tax on the earnings anticipated to be remitted by subsidiaries (Note 28)	300,000	50,000
Unrecognised deferred tax assets	46,830	3,518
Tax charge	<u>819,120</u>	<u>289,245</u>

#### (b) VAT, business tax and related taxes

The operations of the Group are also subject to the following taxes in the PRC:

Category	Tax rate	Basis of levy
VAT	(i) 17%	Sales value of goods sold, offsetting by VAT on purchases
	(ii) 3%	Sales value of goods sold
Business tax ("BT")	3-5%	Services fee income
City construction tax	1%	Net VAT and BT payable amount
Educational surcharge	3%	Net VAT and BT payable amount

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### 38 PROFIT ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE COMPANY

The profit attributable to the equity holders of the Company for the year ended 31 December 2009 is dealt with in the financial statements of the Company to the extent of RMB728,237,000 (2008: RMB4,622,000).

### 39 EARNINGS PER SHARE

#### (a) Basic

Basic earnings per share (“EPS”) are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

	2009	2008
Profit attributable to equity holders of the Company for the year (RMB'000)	<u>5,155,646</u>	<u>2,784,577</u>
Weighted average number of ordinary shares in issue (thousand shares)	<u>1,801,646</u>	<u>1,793,777</u>
Basic EPS (RMB per share)	<u><u>2.862</u></u>	<u><u>1.552</u></u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 39 EARNINGS PER SHARE (Cont'd)

#### (b) Diluted

Diluted EPS is calculated by adjusting the weighted average number of ordinary shares outstanding by the assumption of the conversion of all potential dilutive ordinary shares arising from share options and awarded shares granted by the Company (collectively forming the denominator for computing the diluted EPS). No adjustment is made to earnings (numerator).

	2009	2008
Profit attributable to equity holders of the Company for the year (RMB'000)	<u>5,155,646</u>	<u>2,784,577</u>
Weighted average number of ordinary shares in issue (thousand shares)	1,801,646	1,793,777
Adjustments for share options (thousand shares)	43,566	44,515
Adjustments for awarded shares (thousand shares)	<u>2,073</u>	<u>505</u>
Weighted average number of ordinary shares for the calculation of diluted earnings per share (thousand shares)	<u>1,847,285</u>	<u>1,838,797</u>
Diluted EPS (RMB per share)	<u><u>2.791</u></u>	<u><u>1.514</u></u>

### 40 DIVIDENDS

The dividends paid in 2009 were RMB554,604,000 (2008: RMB257,803,000), which excluded the dividend related to the shares held by Share Scheme Trust of RMB462,000 (2008: Nil).

A final dividend in respect of the year ended 31 December 2009 of HKD0.40 per share (2008: final dividend of HKD0.25 per share and special dividend of HKD0.10 per share) was proposed pursuant to a resolution passed by the Board on 17 March 2010 and subject to the approval of the shareholders in the annual general meeting to be held on 12 May 2010. These consolidated financial statements do not reflect this dividend payable.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

### 41 CONSOLIDATED CASH FLOW STATEMENT

#### (a) Reconciliation of net profit to net cash inflow from operating activities:

	2009 RMB'000	2008 RMB'000
Profit for the year	5,221,611	2,815,650
Adjustments for:		
Income tax expense	819,120	289,245
Depreciation of fixed assets and investment properties	405,876	265,793
Amortisation of intangible assets	131,897	94,387
Amortisation of leasehold land and land use rights	466	546
Gains on financial assets held for trading	–	(169)
Loss on disposals of fixed assets	3,043	8,583
Loss on disposals of intangible assets	1,654	–
Interest income	(136,014)	(105,216)
Share-based compensation expenses	321,422	160,507
Impairment charge for available-for-sale financial assets	–	18,673
Impairment charge for fixed assets	–	11,302
Share of (profit)/loss of associates	(22,206)	347
Exchange losses	1,953	140,732
Changes in working capital:		
Inventories	5,483	(3,782)
Accounts receivable	(245,977)	(447,913)
Prepayments, deposits and other receivables	36,892	(45,267)
Financial assets held for trading	329,804	(63,140)
Derivative financial instruments	–	17,699
Long-term payables	(43,331)	51,260
Accounts payable	247,454	86,361
Other payables and accruals	608,788	290,212
Other tax liabilities	113,045	(30,813)
Deferred revenue	1,053,833	346,930
Cash generated from operations	<u>8,854,813</u>	<u>3,901,927</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

### 41 CONSOLIDATED CASH FLOW STATEMENT (Cont'd)

#### (a) Reconciliation of net profit to net cash inflow from operating activities: (Cont'd)

In the consolidated cash flow statement, proceeds from disposals of fixed assets comprise:

	<b>2009</b>	2008
	<b>RMB'000</b>	RMB'000
Net book amount	<b>3,638</b>	11,026
Loss on disposals of fixed assets	<b>(3,043)</b>	(8,583)
	<hr/>	<hr/>
Proceeds from disposals of fixed assets	<b>595</b>	2,443
	<hr/> <hr/>	<hr/> <hr/>

#### (b) Analysis of changes in financing during the years are as follows:

	Dividends payable	Share capital including premium	Shares held for share award scheme	Short-term bank borrowing	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>1 January 2008</b>	–	1,456,048	–	292,184	1,748,232
Proceeds from issue of shares and share options	–	86,942	–	–	86,942
Payments for repurchase of issued shares/purchase of shares for share award scheme	–	(387,586)	(21,809)	–	(409,395)
Proposed dividends	257,803	–	–	–	257,803
Payment of dividends	(257,803)	–	–	–	(257,803)
Repayments for short-term bank borrowing	–	–	–	(292,184)	(292,184)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<b>At 31 December 2008</b>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

### 41 CONSOLIDATED CASH FLOW STATEMENT (Cont'd)

#### (b) Analysis of changes in financing during the years are as follows: (Cont'd)

	Dividends payable	Share capital including premium	Shares held for share award scheme	Short-term bank borrowing	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>At 1 January 2009</b>	–	1,155,404	(21,809)	–	1,133,595
Proceeds from issue of shares and share options	–	165,448	–	–	165,448
Payments for repurchase of issued shares/purchase of shares for share award scheme	–	(74,570)	(103,618)	–	(178,188)
Vesting of awarded shares	–	(1,660)	1,660	–	–
Proposed dividends	554,604	–	–	–	554,604
Payment of dividends	(554,604)	–	–	–	(554,604)
Proceeds from short-term bank borrowing	–	–	–	202,322	202,322
<b>At 31 December 2009</b>	–	1,244,622	(123,767)	202,322	1,323,177

#### (c) Major non-cash transactions

There were no other material non-cash transactions for the year ended 31 December 2009.

### 42 CONTINGENCIES

The Group has no material contingent liabilities outstanding as at 31 December 2009.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

### 43 COMMITMENTS

#### (a) Capital commitments

Capital commitments as at 31 December 2009 and 2008 are analysed as follows:

	2009 RMB'000	2008 RMB'000
Contracted:		
Construction of buildings	36,215	159,458
Purchase of other fixed assets	55,606	161,269
Capital investment in an investee	14,335	40,050
	<u>106,156</u>	<u>360,777</u>
Authorised but not contracted:		
Construction of buildings	247,001	478,773
Capital investment in an investee	19,802	–
	<u>266,803</u>	<u>478,773</u>
	<u><u>372,959</u></u>	<u><u>839,550</u></u>

#### (b) Operating lease commitments

The future aggregate minimum lease payments under non-cancellable operating leases in respect of buildings are as follows:

	2009 RMB'000	2008 RMB'000
Contracted:		
Not later than one year	67,893	66,931
Later than one year and not later than five years	86,730	95,130
Later than five years	3,242	5,208
	<u>157,865</u>	<u>167,269</u>
	<u><u>157,865</u></u>	<u><u>167,269</u></u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2009  
(All amounts in RMB unless otherwise stated)

### 43 COMMITMENTS (Cont'd)

#### (c) Other commitments

The future aggregate minimum payments under non-cancellable bandwidth and server custody leases and game licensing agreements are as follows:

	2009 RMB'000	2008 RMB'000
Contracted:		
Not later than one year	357,632	234,969
Later than one year and not later than five years	171,230	111,499
	<u>528,862</u>	<u>346,468</u>

### 44 RELATED PARTIES TRANSACTIONS

Except as disclosed in Note 4.1(c), Note 22 (Share options and share award scheme) and Note 34 (Directors' emoluments) to the consolidated financial statements, the Group had no other material transactions with related parties for the year ended 31 December 2009, and no other related parties' balances as at 31 December 2009. The key management compensation has already been disclosed in Note 34 (Directors' emoluments).

### 45 COMPARATIVES

Certain comparative figures have been reclassified to conform to the presentation of the current year and such reclassification has no impact on the Group's net profit for the year 2008. In particular, for the purpose of better representation of the Group's activities, the interest income of approximately RMB105,216,000, which had previously been captured under "Other gains, net" in the financial statements for 2008, was reclassified to "Interest income".

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The Board of Directors (the “Board”) of Tencent Holdings Limited (the “Company”) is pleased to present the unaudited consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three and six months ended 30 June 2011. These interim results have been reviewed by PricewaterhouseCoopers, the auditor of the Company (the “Auditor”), in accordance with International Standard on Review Engagements 2410 “Review of interim financial information performed by the independent auditor of the entity” issued by the International Auditing and Assurance Standards Board, and by the audit committee of the Company.

## Consolidated Statement of Financial Position

As at 30 June 2011

		<b>Unaudited</b>	Audited
		<b>30 June</b>	31 December
		<b>2011</b>	2010
	Note	<b>RMB'000</b>	RMB'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets	7	<b>4,665,626</b>	3,292,828
Construction in progress	7	<b>127,795</b>	386,943
Investment properties	7	<b>22,100</b>	37,229
Land use rights	7	<b>227,532</b>	229,890
Intangible assets	7	<b>3,480,998</b>	572,981
Investment in associates	8	<b>2,783,735</b>	1,070,633
Investment in jointly controlled entities	9	<b>10,556</b>	74,542
Deferred income tax assets	19	<b>197,573</b>	219,019
Available-for-sale financial assets	10	<b>4,655,567</b>	4,126,878
Prepayments, deposits and other assets	12	<b>1,988,322</b>	445,430
		<b>18,159,804</b>	10,456,373
<b>Current assets</b>			
Accounts receivable	11	<b>2,255,439</b>	1,715,412
Prepayments, deposits and other assets	12	<b>1,605,071</b>	487,872
Term deposits with initial term of over three months		<b>13,189,618</b>	11,725,743
Restricted cash		<b>3,877,183</b>	1,036,457
Cash and cash equivalents		<b>7,963,090</b>	10,408,257
		<b>28,890,401</b>	25,373,741
<b>Total assets</b>		<b>47,050,205</b>	35,830,114

## Consolidated Statement of Financial Position

As at 30 June 2011

		Unaudited	Audited
		30 June	31 December
		2011	2010
	Note	RMB'000	RMB'000
<b>EQUITY</b>			
<b>Equity attributable to the Company's equity holders</b>			
Share capital	13	198	198
Share premium	13	1,053,831	1,100,302
Shares held for share award scheme	13	(476,340)	(258,137)
Share-based compensation reserve	13	1,535,242	1,199,663
Other reserves		840,687	1,919,695
Retained earnings		22,166,555	17,795,225
		<u>25,120,173</u>	<u>21,756,946</u>
<b>Non-controlling interests</b>		<u>222,333</u>	<u>83,912</u>
<b>Total equity</b>		<u>25,342,506</u>	<u>21,840,858</u>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Deferred income tax liabilities	19	945,833	967,211
Long-term payables	20	2,258,839	—
		<u>3,204,672</u>	<u>967,211</u>

## Consolidated Statement of Financial Position

As at 30 June 2011

		Unaudited	Audited
		30 June	31 December
		2011	2010
	Note	RMB'000	RMB'000
<b>Current liabilities</b>			
Accounts payable	15	2,028,941	1,380,464
Other payables and accruals	16	3,637,803	2,997,808
Derivative financial instruments	17	33,900	17,964
Short-term borrowings	18	8,150,065	5,298,947
Current income tax liabilities		506,474	341,103
Other tax liabilities		245,962	225,188
Deferred revenue		3,899,882	2,760,571
		<u>18,503,027</u>	<u>13,022,045</u>
<b>Total liabilities</b>		<u>21,707,699</u>	<u>13,989,256</u>
<b>Total equity and liabilities</b>		<u>47,050,205</u>	<u>35,830,114</u>
<b>Net current assets</b>		<u>10,387,374</u>	<u>12,351,696</u>
<b>Total assets less current liabilities</b>		<u>28,547,178</u>	<u>22,808,069</u>

On behalf of the Board

**Ma Huateng**  
Director

**Zhang Zhidong**  
Director

The accompanying notes on pages 10 to 48 form an integral part of this Interim Financial Information.

## Consolidated Income Statement

For the three and six months ended 30 June 2011

	Note	Unaudited		Unaudited	
		Three months ended		Six months ended	
		30 June		30 June	
		2011	2010	2011	2010
		RMB'000	RMB'000	RMB'000	RMB'000
<b>Revenues</b>					
Internet value-added services		<b>5,386,578</b>	3,581,976	<b>10,637,860</b>	6,969,353
Mobile and telecommunications value-added services		<b>793,839</b>	674,120	<b>1,571,631</b>	1,292,358
Online advertising		<b>512,312</b>	397,520	<b>793,206</b>	601,854
Others		<b>46,315</b>	15,564	<b>74,767</b>	31,675
		<b>6,739,044</b>	4,669,180	<b>13,077,464</b>	8,895,240
Cost of revenues	22	<b>(2,331,637)</b>	(1,482,939)	<b>(4,525,366)</b>	(2,811,294)
<b>Gross profit</b>		<b>4,407,407</b>	3,186,241	<b>8,552,098</b>	6,083,946
Interest income		<b>106,546</b>	54,005	<b>207,208</b>	111,196
Other gains/(losses), net	21	<b>2,809</b>	27,415	<b>341,878</b>	(7,860)
Selling and marketing expenses	22	<b>(369,491)</b>	(230,340)	<b>(669,944)</b>	(415,757)
General and administrative expenses	22	<b>(1,363,372)</b>	(665,961)	<b>(2,260,838)</b>	(1,251,727)
<b>Operating profit</b>		<b>2,783,899</b>	2,371,360	<b>6,170,402</b>	4,519,798
Finance income/(costs), net	23	<b>1,771</b>	(2,976)	<b>(2,098)</b>	(4,534)
Share of profit of associates	8	<b>23,454</b>	11,334	<b>61,308</b>	24,247
Share of losses of jointly controlled entities	9	<b>(60,689)</b>	–	<b>(64,986)</b>	–
<b>Profit before income tax</b>		<b>2,748,435</b>	2,379,718	<b>6,164,626</b>	4,539,511
Income tax expense	24	<b>(405,163)</b>	(448,525)	<b>(937,146)</b>	(805,900)
<b>Profit for the period</b>		<b>2,343,272</b>	1,931,193	<b>5,227,480</b>	3,733,611

## Consolidated Income Statement

For the three and six months ended 30 June 2011

	Note	Unaudited		Unaudited	
		Three months ended		Six months ended	
		30 June		30 June	
		2011	2010	2011	2010
		RMB'000	RMB'000	RMB'000	RMB'000
<b>Attributable to:</b>					
Equity holders of the Company		<b>2,349,246</b>	1,916,502	<b>5,219,620</b>	3,699,696
Non-controlling interests		<b>(5,974)</b>	14,691	<b>7,860</b>	33,915
		<u><b>2,343,272</b></u>	<u>1,931,193</u>	<u><b>5,227,480</b></u>	<u>3,733,611</u>
<b>Earnings per share for profit</b>					
<b>attributable to equity holders of</b>					
<b>the Company during the period</b>					
<b>(expressed in RMB per share)</b>					
– basic	25	<u><b>1.289</b></u>	<u>1.054</u>	<u><b>2.863</b></u>	<u>2.039</u>
– diluted	25	<u><b>1.260</b></u>	<u>1.031</u>	<u><b>2.800</b></u>	<u>1.990</u>

The accompanying notes on pages 10 to 48 form an integral part of this Interim Financial Information.



## Consolidated Statement of Comprehensive Income

For the three and six months ended 30 June 2011

	Unaudited		Unaudited	
	Three months ended		Six months ended	
	30 June		30 June	
	2011	2010	2011	2010
	RMB'000	RMB'000	RMB'000	RMB'000
<b>Profit for the period</b>	<b>2,343,272</b>	1,931,193	<b>5,227,480</b>	3,733,611
<b>Other comprehensive income:</b>				
Net gains/(losses) from changes in fair value of available-for-sale financial assets	264,280	–	(418,156)	–
Currency translation differences	(74)	–	133	–
<b>Other comprehensive income for the period, net of tax</b>	<b>264,206</b>	–	<b>(418,023)</b>	–
<b>Total comprehensive income for the period</b>	<b>2,607,478</b>	1,931,193	<b>4,809,457</b>	3,733,611
<b>Attributable to:</b>				
Equity holders of the Company	2,613,452	1,916,502	4,801,597	3,699,696
Non-controlling interests	(5,974)	14,691	7,860	33,915
<b>Total comprehensive income for the period</b>	<b>2,607,478</b>	1,931,193	<b>4,809,457</b>	3,733,611

The accompanying notes on pages 10 to 48 form an integral part of this Interim Financial Information.

## Consolidated Statement of Changes in Equity

For the six months ended 30 June 2011

	Unaudited								
	Attributable to equity holders of the Company								
	Shares held			Share-based compensation reserve	Other reserves	Retained earnings	Total	Non- controlling interests	Total equity
	Share capital	Share premium	award scheme						
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
<b>Balance at 1 January 2011</b>	198	1,100,302	(258,137)	1,199,663	1,919,695	17,795,225	21,756,946	83,912	21,840,858
<b>Comprehensive income</b>									
Profit for the period	-	-	-	-	-	5,219,620	5,219,620	7,860	5,227,480
Other comprehensive income:									
- net losses from changes in fair value of available-for-sale financial assets	-	-	-	-	(418,156)	-	(418,156)	-	(418,156)
- currency translation differences	-	-	-	-	133	-	133	-	133
<b>Total comprehensive income for the period</b>	-	-	-	-	(418,023)	5,219,620	4,801,597	7,860	4,809,457
<b>Transactions with owners</b>									
Employee share option schemes:									
- value of employee services	-	-	-	93,102	-	-	93,102	-	93,102
- proceeds from shares issued	-	80,689	-	-	-	-	80,689	-	80,689
Employee share award scheme:									
- value of employee services	-	-	-	242,477	-	-	242,477	-	242,477
- shares purchased for share award scheme	-	-	(247,777)	-	-	-	(247,777)	-	(247,777)
- vesting of awarded shares	-	(29,574)	29,574	-	-	-	-	-	-
Repurchase and cancellation of shares	-	(97,586)	-	-	-	-	(97,586)	-	(97,586)
Dividends (Note 26)	-	-	-	-	-	(838,290)	(838,290)	(56,531)	(894,821)
Transfer to reserve	-	-	-	-	10,000	(10,000)	-	-	-
Non-controlling interests arising from business combination (Note 27(a))	-	-	-	-	-	-	-	187,092	187,092
Recognition of financial liabilities in respect of the put option granted to non-controlling interests owners (Note 27(a))	-	-	-	-	(670,985)	-	(670,985)	-	(670,985)
<b>Total transactions with owners for the period</b>	-	(46,471)	(218,203)	335,579	(660,985)	(848,290)	(1,438,370)	130,561	(1,307,809)
<b>Balance at 30 June 2011</b>	198	1,053,831	(476,340)	1,535,242	840,687	22,166,555	25,120,173	222,333	25,342,506

## Consolidated Statement of Changes in Equity

For the six months ended 30 June 2011

	Unaudited								
	Attributable to equity holders of the Company								
	Shares held						Total	Non-controlling interests	Total equity
	Share capital	Share premium	for share award scheme	Share-based compensation reserve	Other reserves	Retained earnings			
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
<b>Balance at 1 January 2010</b>	197	1,244,425	(123,767)	703,563	(166,364)	10,520,453	12,178,507	120,146	12,298,653
Profit/Total comprehensive income for the period	-	-	-	-	-	3,699,696	3,699,696	33,915	3,733,611
<b>Transactions with owners</b>									
Employee share option schemes:									
- value of employee services	-	-	-	62,689	-	-	62,689	-	62,689
- proceeds from shares issued	1	110,721	-	-	-	-	110,722	-	110,722
Employee share award scheme:									
- value of employee services	-	-	-	158,057	-	-	158,057	-	158,057
- shares purchased for share award scheme	-	-	(115,379)	-	-	-	(115,379)	-	(115,379)
- vesting of awarded shares	-	(3,032)	3,032	-	-	-	-	-	-
Profit appropriations to statutory reserves	-	-	-	-	6,083	(6,083)	-	-	-
Dividends	-	-	-	-	-	(639,264)	(639,264)	(62,792)	(702,056)
Reversal of financial liabilities in respect of the put options granted to non-controlling interests owners	-	-	-	-	94,246	-	94,246	-	94,246
Acquisition of additional interests in a subsidiary	-	-	-	-	156,273	(125,178)	31,095	(31,095)	-
<b>Total transactions with owners for the period</b>	1	107,689	(112,347)	220,746	256,602	(770,525)	(297,834)	(93,887)	(391,721)
<b>Balance at 30 June 2010</b>	198	1,352,114	(236,114)	924,309	90,238	13,449,624	15,580,369	60,174	15,640,543

The accompanying notes on pages 10 to 48 form an integral part of this Interim Financial Information.

## Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2011

	Unaudited	
	Six months ended 30 June	
	2011	2010
	RMB'000	RMB'000
<b>Net cash flows generated from operating activities</b>	<b>5,434,115</b>	5,027,992
<b>Net cash flows used in investing activities</b>	<b>(9,547,558)</b>	(6,427,813)
<b>Net cash flows generated from financing activities</b>	<b>1,741,476</b>	1,846,080
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(2,371,967)</b>	446,259
Cash and cash equivalents at beginning of period	<b>10,408,257</b>	6,043,696
Exchange losses on cash and cash equivalents	<b>(73,200)</b>	(3,643)
<b>Cash and cash equivalents at end of period</b>	<b>7,963,090</b>	6,486,312
<b>Analysis of balances of cash and cash equivalents:</b>		
Bank balances and cash	<b>6,381,618</b>	3,255,633
Term deposits and highly liquid investments with initial term within three months	<b>1,581,472</b>	3,230,679
	<b>7,963,090</b>	6,486,312

The accompanying notes on pages 10 to 48 form an integral part of this Interim Financial Information.

# Notes to the Interim Financial Information

## 1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY 1-1111, Cayman Islands. The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 16 June 2004.

The Company is an investment holding company. The Group is principally engaged in the provision of Internet value-added services, mobile and telecommunications value-added services and online advertising services to users principally in the People’s Republic of China (the “PRC”).

The consolidated statement of financial position as at 30 June 2011, the related consolidated income statement and the consolidated statement of comprehensive income for the three and six months then ended, the consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the six months then ended, and a summary of significant accounting policies and other explanatory notes (the “Interim Financial Information”) of the Group have been approved by the Board on 10 August 2011.

This Interim Financial Information has not been audited.

### Key events

On 18 February 2011, the Group acquired a majority equity interest in Riot Games, Inc. (“Riot Games”), a US-based independent developer and publisher of premium online games, for a cash consideration of USD231,465,000 (equivalent to approximately RMB1,524,632,000) together with other cash and non-cash consideration (the “Riot Games Acquisition”). Further details are provided in Note 27(a).

On 6 May 2011, the Group acquired 4.60% equity interest in Huayi Brothers Media Corporation (“Huayi”), a film producer listed on the Shenzhen Stock Exchange in the PRC, for a consideration of RMB444,933,000. The investment in Huayi has been accounted for as “available-for-sale financial assets” of the Group.

On 17 May 2011, the Group acquired 16.40% equity interest in eLong Incorporation (“eLong”), a company listed on NASDAQ, which is mainly engaged in the provision of online travel services the PRC, for a consideration of USD84,389,000 (equivalent to approximately RMB548,447,000). Because the Group has the ability to exercise significant influence over eLong with a representative on its board of directors, eLong has been accounted for as an associate of the Group.

In addition, during the six months ended 30 June 2011, the Group also acquired equity interest in other three companies for an aggregated consideration of approximately RMB964,039,000. These companies are engaged in the provision of securities investment solutions or e-commerce services and have been accounted for as associates of the Group. Further details are provided in Note 8.

# Notes to the Interim Financial Information

## 2 BASIS OF PREPARATION AND PRESENTATION

The Interim Financial Information is prepared in accordance with International Accounting Standard (“IAS”) 34 ‘Interim Financial Reporting’ issued by the International Accounting Standards Board (the “IASB”).

The Interim Financial Information should be read in conjunction with the annual consolidated financial statements of the Group for the year ended 31 December 2010 (the “2010 Financial Statements”) as set out in the 2010 annual report of the Company dated 16 March 2011.

## 3 SIGNIFICANT ACCOUNTING POLICIES

Except as described below, the accounting policies and method of computation used in the preparation of the Interim Financial Information are consistent with those used in the 2010 Financial Statements, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”) under the historical cost convention, as modified by the revaluation of available-for-sale financial assets and derivative financial instruments.

Taxes on income for the interim period are accrued using the tax rates that would be applicable to expected total annual earnings.

### (a) Amended standards adopted by the Group

Amendment to IAS 34 ‘Interim Financial Reporting’ is effective for annual periods beginning on or after 1 January 2011. It focuses on the existing disclosure principles in IAS 34 and adds further guidance to illustrate how to apply these principles. Greater emphasis has been placed on the disclosure principles for significant events and transactions. Additional requirements have been put in place to cover disclosure of changes to fair value measurement (if significant), and the need to update relevant information from the most recent annual report. The amendment to IAS 34 only results in additional disclosures. The Group has applied this amendment from 1 January 2011. Please refer to Note 1 and Note 5 for the additional disclosures resulting from adopting the amendment.

## Notes to the Interim Financial Information

### 3 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (b) Amendments and interpretations to existing standards effective from 2011 but not relevant to the Group

The following revised standard, amendments and interpretation to existing standards have been published and are mandatory for the financial year beginning 1 January 2011, but are not currently relevant to the Group:

- |                         |   |
|-------------------------|---|
| • IAS 32 (Amendment)    | Classification of Rights Issue                              |
| • Amendment to IFRIC 14 | Prepayments of A Minimum Funding Requirement                |
| • IFRIC 19              | Extinguishing Financial Liabilities with Equity Instruments |
| • IAS 24 (Revised)      | Related Party Disclosures                                   |

In addition, the third improvements to International Financial Reporting Standards (2010) issued in May 2010 by the IASB, except for the amendment to IAS 34 'Interim Financial Reporting' as disclosed above, are not currently relevant to the Group.

### 4 ESTIMATES

The preparation of the Interim Financial Information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing the Interim Financial Information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those applied to the 2010 Financial Statements.

### 5 FINANCIAL RISK MANAGEMENT

#### 5.1 Financial risk factors

The Group is subject to a variety of financial risks: market risk (including foreign exchange risk, price risk and interest rate risk), credit risk and liquidity risk.

The Interim Financial Information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the 2010 Financial Statements.

There were no changes in any risk management policies during the six months ended 30 June 2011.

## Notes to the Interim Financial Information

### 5 FINANCIAL RISK MANAGEMENT (continued)

#### 5.2 Foreign exchange risk

Listed below are the Group's major non-RMB monetary assets and liabilities as at 30 June 2011, which are exposed to foreign exchange risk.

	<b>Denomination currency</b>	<b>Unaudited 30 June 2011 RMB'000</b>	Audited 31 December 2010 RMB'000
<b>Monetary assets</b>			
<i>Non-current assets</i>			
Receivables	USD	<b>1,294,320</b>	–
<i>Current assets</i>			
Receivables	USD	<b>335,075</b>	–
Receivables	HKD	<b>2,899</b>	–
Term deposits with initial term of over three months	USD	<b>2,338</b>	15,664
Term deposits with initial term of over three months	HKD	–	34,054
Cash and cash equivalents	USD	<b>2,578,798</b>	2,528,206
Cash and cash equivalents	HKD	<b>301,021</b>	231,608
Cash and cash equivalents	EUR	<b>101,579</b>	–
<b>Monetary liabilities</b>			
<i>Non-current liabilities</i>			
Long-term payables	USD	<b>2,258,839</b>	–
<i>Current liabilities</i>			
Payables	USD	<b>973,663</b>	502,427
Payables	HKD	<b>5,867</b>	–
Short-term borrowings	USD	<b>5,177,280</b>	3,973,620

During the three and six months ended 30 June 2011, the Group reported exchange gains of RMB14,903,000 and RMB27,719,000 (for the three and six months ended 30 June 2010: exchange gains of RMB2,474,000 and RMB916,000), respectively, as a result of appreciation of RMB. The gains were recorded in "Finance income/(costs), net" in the consolidated income statements for the three and six months ended 30 June 2011.



## Notes to the Interim Financial Information

### 5 FINANCIAL RISK MANAGEMENT (continued)

#### 5.3 Capital risk management

The Group monitors capital by regularly reviewing the gearing ratio. The gearing ratio is calculated as total liabilities divided by total assets. The total capital is the “total equity” of the Group as shown in the consolidated statement of financial position, which is also equal to total assets less total liabilities.

As at 30 June 2011, the gearing ratio of the Group was 46% (31 December 2010: 39%).

#### 5.4 Fair value estimation

The Group’s main financial instruments carried at fair value are available-for-sale financial assets and derivative financial instruments, and the valuation method is the same as that applied in the 2010 Financial Statements.

During the three and six months ended 30 June 2011, the Group reported a net gain (net of tax) of RMB264,280,000 and a net loss (net of tax) of RMB418,156,000, respectively, for available-for-sale financial assets in other comprehensive income, which mainly resulted from the change in fair value of available-for-sale financial assets which have quoted prices (unadjusted) in active markets.

There were no reclassifications of financial assets during the three and six months ended 30 June 2011.

### 6 SEGMENT INFORMATION

The chief operating decision-makers mainly include executive directors of the Company. They review the Group’s internal reporting in order to assess performance and allocate resources, and determine the operating segments based on these reports.

The Group has the following reportable segments for the three and six months ended 30 June 2011 and 2010:

- Internet value-added services;
- Mobile and telecommunications value-added services;
- Online advertising; and
- Others.

Other segments of the Group are mainly comprised of the provision of trademark licensing, software development services and software sales.

## Notes to the Interim Financial Information

### 6 SEGMENT INFORMATION (continued)

The chief operating decision-makers assess the performance of the operating segments based on segment revenues and gross profit/(losses) of each operating segment. The selling and marketing expenses and general and administrative expenses are common costs incurred for the operating segments as a whole and therefore, they are not included in the measurement of the segments' performance which is used by the chief operating decision-makers as a basis for the purpose of resource allocation and assessment of segment performance. Interest income, other gains/(losses), net, finance income/(costs), net and income tax expense are also not allocated to individual operating segment.

There were no inter-segment sales during the three and six months ended 30 June 2011 and 2010. The revenues from external customers reported to the chief operating decision-makers are measured in a manner consistent with that applied in the consolidated income statement.

Other information, together with the segment information, provided to the chief operating decision-makers, is measured in a manner consistent with that applied in the Interim Financial Information. There were no segment assets and segment liabilities information provided to the chief operating decision-makers.

The segment information provided to the chief operating decision-makers for the reportable segments for the three and six months ended 30 June 2011 and 2010 is as follows:

	<b>Unaudited</b>				
	<b>Three months ended 30 June 2011</b>				
	<b>Internet</b>	<b>Mobile and</b>			
	<b>value-added</b>	<b>telecommunications</b>	<b>Online</b>	<b>Others</b>	<b>Total</b>
<b>services</b>	<b>services</b>	<b>advertising</b>	<b>Others</b>	<b>Total</b>	
<b>RMB'000</b>	<b>RMB'000</b>	<b>RMB'000</b>	<b>RMB'000</b>	<b>RMB'000</b>	
Segment revenues (revenues from external customers)	<b>5,386,578</b>	<b>793,839</b>	<b>512,312</b>	<b>46,315</b>	<b>6,739,044</b>
Gross profit/(losses)	<b>3,598,338</b>	<b>471,385</b>	<b>343,688</b>	<b>(6,004)</b>	<b>4,407,407</b>
Depreciation	<b>166,973</b>	<b>14,134</b>	<b>13,487</b>	<b>7,559</b>	<b>202,153</b>
Amortisation	<b>10,585</b>	–	–	–	<b>10,585</b>
Share of profit/(losses) of associates	<b>25,158</b>	<b>(1,704)</b>	–	–	<b>23,454</b>
Share of losses of jointly controlled entities	<b>(60,689)</b>	–	–	–	<b>(60,689)</b>

## Notes to the Interim Financial Information

### 6 SEGMENT INFORMATION (continued)

	Unaudited				
	Three months ended 30 June 2010				
	Mobile and				
	Internet	telecommunications	Online	Others	Total
	value-added	value-added	advertising		
	services	services			
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Segment revenues (revenues from external customers)	3,581,976	674,120	397,520	15,564	4,669,180
Gross profit/(losses)	2,481,944	432,026	280,092	(7,821)	3,186,241
Depreciation	86,361	8,737	4,718	3,346	103,162
Amortisation	13,385	–	–	–	13,385
Share of profit of associates	10,655	679	–	–	11,334

	Unaudited				
	Six months ended 30 June 2011				
	Mobile and				
	Internet	telecommunications	Online	Others	Total
	value-added	value-added	advertising		
	services	services			
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Segment revenues (revenues from external customers)	10,637,860	1,571,631	793,206	74,767	13,077,464
Gross profit/(losses)	7,107,472	951,677	506,478	(13,529)	8,552,098
Depreciation	300,905	25,312	24,106	12,008	362,331
Amortisation	13,597	–	–	–	13,597
Share of profit/(losses) of associates	62,300	(992)	–	–	61,308
Share of losses of jointly controlled entities	(64,986)	–	–	–	(64,986)

## Notes to the Interim Financial Information

### 6 SEGMENT INFORMATION (continued)

	Unaudited					
	Six months ended 30 June 2010					
	Internet value-added services RMB'000	Mobile and telecommunications		Online advertising RMB'000	Others RMB'000	Total RMB'000
		value-added services RMB'000	value-added services RMB'000			
Segment revenues (revenues from external customers)	6,969,353	1,292,358	601,854	31,675	8,895,240	
Gross profit/(losses)	4,856,393	828,918	413,483	(14,848)	6,083,946	
Depreciation	153,935	15,224	8,266	6,000	183,425	
Amortisation	30,677	–	–	–	30,677	
Share of profit of associates	20,361	3,886	–	–	24,247	

The reconciliation of gross profit to profit before tax is shown in the consolidated income statement.

The Company is domiciled in the Cayman Islands while the Group mainly operates its businesses in the PRC. The revenues from external customers in the PRC for the three and six months ended 30 June 2011 were RMB6,706,925,000 and RMB12,996,547,000, respectively, (for the three and six months ended 30 June 2010: RMB4,663,410,000 and RMB8,888,116,000, respectively), and the revenues from external customers from other regions were RMB32,119,000 and RMB80,917,000, respectively (for the three and six months ended 30 June 2010: RMB5,770,000 and RMB7,124,000, respectively).

As at 30 June 2011, the total amount of non-current assets other than financial instruments and deferred income tax assets located in the PRC and other regions were RMB10,091,516,000 (31 December 2010: RMB5,282,748,000) and RMB3,215,148,000 (31 December 2010: RMB827,728,000), respectively.

All the revenues derived from any single external customer were less than 10% of the Group's total revenues for the three and six months ended 30 June 2011.

## Notes to the Interim Financial Information

### 7 FIXED ASSETS, CONSTRUCTION IN PROGRESS, INVESTMENT PROPERTIES, LAND USE RIGHTS AND INTANGIBLE ASSETS

	Fixed assets	Construction	Investment	Land	Intangible
	RMB'000	in progress	properties	use rights	assets
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>Net book amount at 1 January 2010</b>	2,517,202	105,771	68,025	35,296	268,713
Additions	565,792	107,925	247	198,318	60,343
Transfer	34,018	(34,018)	–	–	–
Disposals	(362)	–	–	–	–
Depreciation/amortisation	(294,592)	–	(659)	(1,366)	(63,095)
<b>Net book amount at 30 June 2010</b>	<u>2,822,058</u>	<u>179,678</u>	<u>67,613</u>	<u>232,248</u>	<u>265,961</u>
<b>Net book amount at 1 January 2011</b>	<b>3,292,828</b>	<b>386,943</b>	<b>37,229</b>	<b>229,890</b>	<b>572,981</b>
Additions	1,380,752	198,149	–	–	539,376
Business combinations (Note 27)	14,781	–	–	–	2,644,502
Transfer	472,126	(457,297)	(14,829)	–	–
Disposals	(317)	–	–	–	–
Depreciation/amortisation	(494,544)	–	(300)	(2,358)	(275,861)
<b>Net book amount at 30 June 2011</b>	<u>4,665,626</u>	<u>127,795</u>	<u>22,100</u>	<u>227,532</u>	<u>3,480,998</u>

Non-financial assets that have an indefinite life are not subject to amortisation, but are tested for impairment annually at year-end (31 December) or whenever there is any indication of impairment. Non-financial assets that are subject to amortisation and depreciation are reviewed for impairment whenever events or changes in circumstance indicate that the carrying amount may not be recoverable.

There was no indication of impairment for non-financial assets during the three and six months ended 30 June 2011.

## Notes to the Interim Financial Information

### 8 INVESTMENT IN ASSOCIATES

	Unaudited	
	Six months ended 30 June	
	2011	2010
	RMB'000	RMB'000
At beginning of period	1,070,633	477,622
Acquisitions (Note (a), (b) and (c))	1,732,599	271,304
Transfer from available-for-sale financial assets	–	26,809
Additional investments in existing associates	56,697	–
Dividend received from an associate	(20,000)	–
Transfer to investment in a subsidiary (Note 27(a))	(117,502)	–
Share of profit of associates	61,308	24,247
	<u>2,783,735</u>	<u>799,982</u>
At end of period	<u>2,783,735</u>	<u>799,982</u>

#### Notes:

- (a) During the six months ended 30 June 2011, the Group acquired 16.40% equity interest in eLong for a consideration of approximately RMB548,447,000. The Group accounted for eLong as an associate although the Group held less than 20.00% equity interest. This is because the Group has the ability to exercise significant influence over this investee with a representative on its board of directors. The Group was still in the process of assessment of purchase price allocation for this associate but has considered that it has no material impact on the Interim Financial Information.
- (b) During the six months ended 30 June 2011, the Group acquired 20.20% equity interest in a finance software company, which provides securities investment solutions to investors through its Internet platform, for a consideration of RMB380,000,000, and acquired 21.70% equity interest in an e-commerce company for a consideration of RMB302,459,000. Aggregate notional goodwill of RMB365,285,000 has been identified for the investments in these two associates. In addition, the Group also acquired 27.00% equity interest in another e-commerce company for a consideration of RMB281,580,000. The Group has not yet completed the purchase price allocation assessment for this associate but has considered that it has no material impact on the Interim Financial Information.
- (c) In addition to the above, the Group also acquired other nine associates for an aggregated consideration of RMB220,113,000 during the six months ended 30 June 2011. They are principally engaged in e-commerce and other Internet related business.

As at 30 June 2011, there were certain call options embedded in some of these investments in associates. The directors of the Company have considered that the fair value of such call options was insignificant and accordingly, the Group did not separately recognise these call options in the Interim Financial Information.

## Notes to the Interim Financial Information

### 9 INVESTMENT IN JOINTLY CONTROLLED ENTITIES

	Unaudited	
	Six months ended 30 June	
	2011	2010
	RMB'000	RMB'000
At beginning of period	74,542	–
Additions	1,000	–
Share of losses of jointly controlled entities	(64,986)	–
	<u>10,556</u>	<u>–</u>
At end of period	<u><u>10,556</u></u>	<u><u>–</u></u>

### 10 AVAILABLE-FOR-SALE FINANCIAL ASSETS

	Unaudited	
	Six months ended 30 June	
	2011	2010
	RMB'000	RMB'000
At beginning of period	4,126,878	153,462
Additions	953,535	2,158,241
Net losses recognised in other comprehensive income	(424,846)	–
Transfer to investment in associates	–	(26,809)
	<u>4,655,567</u>	<u>2,284,894</u>
At end of period	<u><u>4,655,567</u></u>	<u><u>2,284,894</u></u>
Market value of listed securities (Note (a) & Note (b))	<u><u>3,889,122</u></u>	<u><u>–</u></u>

Notes:

- (a) As at 30 June 2011, the Group held 16,228,000 ordinary shares in Mail.ru Group Limited (“Mail.ru”), a company listed on the London Stock Exchange, representing 7.78% economic interest in the company on a fully diluted basis.
- (b) As at 30 June 2011, the Group held 27,800,000 ordinary shares in Huayi, representing approximately 4.60% equity interest in the company.

As at 30 June 2011, there were certain call options embedded in some of these available-for-sale financial assets. The directors of the Company have considered that the fair value of such call options was insignificant and accordingly, the Group did not separately recognise these call options in the Interim Financial Information.

## Notes to the Interim Financial Information

### 11 ACCOUNTS RECEIVABLE

	<b>Unaudited</b>	Audited
	<b>30 June 2011</b>	31 December 2010
	<b>RMB'000</b>	RMB'000
0 - 30 days	<b>1,071,185</b>	931,438
31 - 60 days	<b>256,202</b>	331,922
61 - 90 days	<b>253,281</b>	143,785
Over 90 days but less than one year	<b>674,771</b>	308,267
	<hr/> <b>2,255,439</b> <hr/>	<hr/> 1,715,412 <hr/>

Accounts receivable was mainly denominated in RMB.

Receivable balances as at 30 June 2011 mainly represented amounts due from telecommunication operators, including China Mobile Limited, China United Telecommunications Corporation, China Telecom Corporation Limited and their respective branches, subsidiaries and affiliates, as well as online advertising customers mainly located in the PRC.

While there are no contractual requirements for the telecommunication operators to pay amounts owed to the Group within a specified period of time, they usually settle the amounts due by them within a period of 30 to 120 days. Online advertising customers, which are mainly advertising agencies, are usually granted a credit period of 90 days after full execution of the contracted advertisement orders.

The directors of the Company have considered that the carrying amounts of the receivable balances approximated to their fair value as at 30 June 2011.



## Notes to the Interim Financial Information

### 12 PREPAYMENTS, DEPOSITS AND OTHER ASSETS

	<b>Unaudited</b>	Audited
	<b>30 June 2011</b>	31 December 2010
	<b>RMB'000</b>	RMB'000
Included in non-current assets:		
Prepayment for land use rights	<b>258,237</b>	258,237
Prepayment for purchase of building	<b>121,875</b>	–
Prepayment for online game licences	<b>313,890</b>	187,193
Non-current portion of running royalty fees for online games	<b>1,294,320</b>	–
	<b>1,988,322</b>	445,430
Included in current assets:		
Current portion of running royalty fees for online games	<b>449,187</b>	85,755
Prepaid expenses	<b>392,802</b>	120,991
Rental deposits and other deposits	<b>60,516</b>	46,466
Interests receivable	<b>129,524</b>	89,435
Refundable value-added tax	<b>155,672</b>	45,764
Loans to associates and jointly controlled entities	<b>190,788</b>	–
Others	<b>226,582</b>	99,461
	<b>1,605,071</b>	487,872
	<b>3,593,393</b>	933,302

The directors of the Company have considered that the carrying amounts of the prepayments, deposits and other assets approximate to their fair value as at 30 June 2011.

Prepayments, deposits and other assets were neither past due nor impaired as at 30 June 2011. Their recoverability was assessed with reference made to the credit status of the recipients.

## Notes to the Interim Financial Information

### 13 SHARE CAPITAL, SHARE PREMIUM, SHARES HELD FOR SHARE AWARD SCHEME AND SHARE-BASED COMPENSATION RESERVE

As at 30 June 2011, the total authorised number of ordinary shares of the Company is 10,000,000,000 shares (31 December 2010: 10,000,000,000 shares) with par value of HKD0.0001 per share (31 December 2010: HKD0.0001 per share).

As at 30 June 2011, all issued shares were fully paid.

	Number of ordinary shares	Share capital RMB'000	Share premium RMB'000	Shares held for share award scheme RMB'000	Share-based compensation reserve RMB'000	Total RMB'000
<b>At 1 January 2010</b>	1,818,890,059	197	1,244,425	(123,767)	703,563	1,824,418
Employee share option schemes:						
– value of employee services	–	–	–	–	62,689	62,689
– number of shares issued and proceeds received	11,001,575	1	110,721	–	–	110,722
Employee share award scheme:						
– value of employee services	–	–	–	–	158,057	158,057
– shares purchased for share award scheme	–	–	–	(115,379)	–	(115,379)
– shares vested from share award scheme and transferred to the grantees	–	–	(3,032)	3,032	–	–
<b>At 30 June 2010</b>	<b>1,829,891,634</b>	<b>198</b>	<b>1,352,114</b>	<b>(236,114)</b>	<b>924,309</b>	<b>2,040,507</b>

## Notes to the Interim Financial Information

### 13 SHARE CAPITAL, SHARE PREMIUM, SHARES HELD FOR SHARE AWARD SCHEME AND SHARE-BASED COMPENSATION RESERVE (continued)

	Number of ordinary shares	Share capital RMB'000	Share premium RMB'000	Shares held for share award scheme RMB'000	Share-based compensation reserve RMB'000	Total RMB'000
<b>At 1 January 2011</b>	<b>1,835,730,235</b>	<b>198</b>	<b>1,100,302</b>	<b>(258,137)</b>	<b>1,199,663</b>	<b>2,042,026</b>
Employee share option schemes:						
– value of employee services	–	–	–	–	<b>93,102</b>	<b>93,102</b>
– number of shares issued and proceeds received	<b>3,980,713</b>	–	<b>80,689</b>	–	–	<b>80,689</b>
Employee share award scheme:						
– value of employee services	–	–	–	–	<b>242,477</b>	<b>242,477</b>
– shares purchased for share award scheme (Note)	–	–	–	<b>(247,777)</b>	–	<b>(247,777)</b>
– shares vested from share award scheme and transferred to the grantees	–	–	<b>(29,574)</b>	<b>29,574</b>	–	–
Repurchase and cancellation of shares	<b>(611,300)</b>	–	<b>(97,586)</b>	–	–	<b>(97,586)</b>
<b>At 30 June 2011</b>	<b>1,839,099,648</b>	<b>198</b>	<b>1,053,831</b>	<b>(476,340)</b>	<b>1,535,242</b>	<b>2,112,931</b>

Note:

During the six months ended 30 June 2011, an independent trustee (the “Trustee”) appointed for managing the share award scheme adopted by the Company (the “Share Award Scheme”) acquired 1,437,320 ordinary shares of the Company in the open market, and then the Group granted such shares to eligible persons (Note 14(b)). The total amount paid for the acquisition of the ordinary shares was HKD294,767,000 (equivalent to approximately RMB247,777,000) and had been deducted from shareholder’s equity.

As at 30 June 2011, the total number of issued ordinary shares of the Company was 1,839,099,648 shares (31 December 2010: 1,835,730,235 shares), which included 14,761,518 shares (Note 14(b)) (31 December 2010: 13,562,814 shares) held under the Share Award Scheme.

## Notes to the Interim Financial Information

### 14 SHARE-BASED PAYMENT TRANSACTIONS

#### (a) Share option schemes

The Company has adopted four share option schemes, namely, the Pre-IPO Option Scheme, the Post-IPO Option Scheme I, the Post-IPO Option Scheme II and Post-IPO Option Scheme III, under which the directors may, at their discretion, grant options to any qualifying participants to subscribe for shares in the Company, subject to the terms and conditions stipulated therein. No further options will be granted under the Pre-IPO Option Scheme and the Post-IPO Option Scheme I.

In respect of Post-IPO Option Scheme II and Post-IPO Option Scheme III, the exercise price must be at least the higher of: (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares. In addition, the option vesting period is determined by the Board provided that it is not later than the last day of a 7-year or 10-year period after the date of grant of option.

## Notes to the Interim Financial Information

### 14 SHARE-BASED PAYMENT TRANSACTIONS (continued)

#### (a) Share option schemes (continued)

##### (1) Movements in share options

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

	Pre-IPO Option Scheme		Post-IPO Option Scheme I		Post-IPO Option Scheme II		Post-IPO Option Scheme III		Total
	Average exercise price	No. of options	Average exercise price	No. of options	Average exercise price	No. of options	Average exercise price	No. of options	No. of options
<b>At 1 January 2010</b>	USD0.0812	1,865,068	HKD11.5050	24,941,918	HKD45.1756	28,991,419	-	-	55,798,405
Granted	-	-	-	-	HKD158.5000	750,000	HKD158.5000	1,000,000	1,750,000
Exercised	USD0.0732	(1,068,900)	HKD9.5604	(8,964,204)	HKD40.9064	(968,471)	-	-	(11,001,575)
Lapsed	-	-	HKD17.9514	(210,202)	HKD55.1520	(148,226)	-	-	(358,428)
		<u>          </u>		<u>          </u>		<u>          </u>		<u>          </u>	<u>          </u>
<b>At 30 June 2010</b>	USD0.0920	796,168	HKD12.5246	15,767,512	HKD48.2376	28,624,722	HKD158.5000	1,000,000	46,188,402
		<u>          </u>		<u>          </u>		<u>          </u>		<u>          </u>	<u>          </u>
Currently exercisable as at 30 June 2010	USD0.0920	796,168	HKD10.5815	12,450,172	HKD39.1929	5,215,620	-	-	18,461,960
		<u>          </u>		<u>          </u>		<u>          </u>		<u>          </u>	<u>          </u>
<b>At 1 January 2011</b>	USD0.0935	563,193	HKD12.8579	12,805,763	HKD54.9391	28,795,168	HKD158.5000	1,000,000	43,164,124
Granted	-	-	-	-	HKD194.4000	312,550	-	-	312,550
Exercised	USD0.0709	(464,420)	HKD12.7643	(1,866,215)	HKD43.6137	(1,650,078)	-	-	(3,980,713)
Lapsed	-	-	HKD4.4850	(33)	HKD58.0532	(96,556)	-	-	(96,589)
		<u>          </u>		<u>          </u>		<u>          </u>		<u>          </u>	<u>          </u>
<b>At 30 June 2011</b>	USD0.1998	98,773	HKD12.8739	10,939,515	HKD57.2042	27,361,084	HKD158.5000	1,000,000	39,399,372
		<u>          </u>		<u>          </u>		<u>          </u>		<u>          </u>	<u>          </u>
Currently exercisable as at 30 June 2011	USD0.1998	98,773	HKD11.6643	9,671,095	HKD41.1057	7,512,924	-	-	17,282,792
		<u>          </u>		<u>          </u>		<u>          </u>		<u>          </u>	<u>          </u>

During the six months ended 30 June 2011, no share options (during the six months ended 30 June 2010: 1,000,000 options) were granted to any directors of the Company.

As a result of the options exercised during the six months ended 30 June 2011, 3,980,713 ordinary shares (during the six months ended 30 June 2010: 11,001,575 ordinary shares) were issued by the Company (Note 13). The weighted average price of the shares at the time these options were exercised was HKD202.01 (equivalent to approximately RMB169.46) per share (for the six months ended 30 June 2010: HKD159.30 (equivalent to approximately RMB139.56) per share).

## Notes to the Interim Financial Information

### 14 SHARE-BASED PAYMENT TRANSACTIONS (continued)

#### (a) Share option schemes (continued)

##### (2) Outstanding share options

Details of the expiry dates, exercise prices and the respective numbers of share options which remained outstanding as at 30 June 2011 and 31 December 2010 are as follows:

Expiry Date	Range of exercise price	Numbers of share options	
		30 June 2011	31 December 2010
31 December 2011	USD0.0497	<b>50,000</b>	482,700
(Pre-IPO Option Scheme)	USD0.1967-USD0.4396	<b>48,773</b>	80,493
		<b>98,773</b>	563,193
10 years commencing from the adoption date of 24 March 2004	HKD3.6650-HKD8.3500	<b>4,746,990</b>	5,553,585
(Post-IPO Option Scheme I)	HKD11.5500-HKD25.2600	<b>6,192,525</b>	7,252,178
		<b>10,939,515</b>	12,805,763
7 years commencing from the date of grant of options	HKD31.7500-HKD43.5000	<b>13,430,645</b>	14,186,579
(Post-IPO Option Scheme II)	HKD45.5000-HKD90.3000	<b>10,682,339</b>	11,660,539
	HKD128.4000-HKD194.4000	<b>3,248,100</b>	2,948,050
		<b>27,361,084</b>	28,795,168
10 years commencing from the date of grant of options			
(Post-IPO Option Scheme III)	HKD158.5000	<b>1,000,000</b>	1,000,000
		<b>39,399,372</b>	43,164,124

## Notes to the Interim Financial Information

### 14 SHARE-BASED PAYMENT TRANSACTIONS (continued)

#### (a) Share option schemes (continued)

##### (3) Fair value of options

The directors have used the Black-Scholes option pricing model (the “BS Model”) to determine the fair value of the options granted, which is to be expensed over the vesting period. The weighted average fair value of options granted during the six months ended 30 June 2011 was HKD88.99 per option (for the six months ended 30 June 2010: HKD79.58 per option).

Other than the exercise price mentioned above, significant judgement on parameters, such as risk free rate, dividend yield and expected volatility, is required to be made by the directors in applying the BS Model, which is summarised as below.

	Unaudited	
	Six months ended 30 June	
	2011	2010
Weighted average share price at the grant date	<b>HKD194.40</b>	HKD158.30
Risk free rate	<b>2.31%</b>	2.35%-2.73%
Dividend yield	<b>0.36%</b>	0.63%
Expected volatility (Note)	<b>49.90%</b>	52.10%

Note:

The expected volatility, measured as the standard deviation of expected share price returns, is determined based on the average daily trading price volatility of the shares of the Company.

The share options granted during the six months ended 30 June 2011 were divided into three or five tranches on an equal basis. The first tranche can be exercised after a specified period ranging from one to four years from the grant date, and then the remaining tranches will become exercisable in each subsequent year.

## Notes to the Interim Financial Information

### 14 SHARE-BASED PAYMENT TRANSACTIONS (continued)

#### (b) Share award scheme

The Share Award Scheme is managed by the Trustee and the vesting period of the awarded share is determined by the Board.

Movements in the number of shares held for the Share Award Scheme and awarded shares for the six months ended 30 June 2011 and 2010 are as follows:

	Numbers of Shares held for the Share Award Scheme	Numbers of Awarded shares
<b>At 1 January 2010</b>	10	10,411,424
Purchased	814,283	–
Granted	(802,293)	802,293
Vested	–	(88,910)
	<u>12,000</u>	<u>11,124,807</u>
<b>At 30 June 2010</b>		
Currently exercisable as at 30 June 2010		<u>206,959</u>
<b>At 1 January 2011</b>	<b>80</b>	<b>13,562,734</b>
Purchased (Note 13)	<b>1,437,320</b>	–
Shares to be allotted to the Share Award Scheme (Note (i))	<b>535,170</b>	–
Granted (Note (ii))	<b>(1,972,570)</b>	<b>1,972,570</b>
Vested	–	<b>(238,616)</b>
	<u>–</u>	<u>15,296,688</u>
<b>At 30 June 2011</b>		
Currently exercisable as at 30 June 2011		<u>72,117</u>

Notes:

- (i) The procedures associated with the share allotment had not been completed as at 30 June 2011.
- (ii) During the six months ended 30 June 2011, 35,000 awarded shares (during the six months ended 30 June 2010: Nil) were granted to independent non-executive directors of the Company.



## Notes to the Interim Financial Information

### 14 SHARE-BASED PAYMENT TRANSACTIONS (continued)

#### (b) Share award scheme (continued)

The fair value of the awarded shares was calculated based on the market price of the Company's shares at the respective grant date. The expected dividends during the vesting period have been taken into account when assessing the fair value of these awarded shares.

The weighted average fair value of awarded shares granted during the six months ended 30 June 2011 was HKD208.32 per share (for the six months ended 30 June 2010: HKD159.99 per share). In addition, such awarded shares were divided into two to five tranches on an equal basis. The first tranche can be exercised after a specified period ranging from six months to four years from the grant date, and the remaining tranches will become exercisable in each subsequent year.

#### (c) Expected retention rate of grantees

The Group has to estimate the expected yearly percentage of grantees that will stay within the Group at the end of the vesting periods of the options and awarded shares (the "Expected Retention Rate") in order to determine the amount of share-based compensation expenses charged to the income statement. As at 30 June 2011, the Expected Retention Rate was assessed to be 91% (31 December 2010: 91%).

### 15 ACCOUNTS PAYABLE

Accounts payable and their ageing analysis are as follows:

	<b>Unaudited</b>	Audited
	<b>30 June</b>	31 December
	<b>2011</b>	2010
	<b>RMB'000</b>	RMB'000
0 - 30 days	<b>1,433,272</b>	975,869
31 - 60 days	<b>335,324</b>	242,547
61 - 90 days	<b>18,008</b>	68,632
Over 90 days but less than one year	<b>242,337</b>	93,416
	<b>2,028,941</b>	1,380,464

## Notes to the Interim Financial Information

### 16 OTHER PAYABLES AND ACCRUALS

	Unaudited	Audited
	30 June	31 December
	2011	2010
	RMB'000	RMB'000
Staff costs and welfare accruals	1,169,948	1,337,627
Marketing and administrative expenses accruals	641,953	533,631
Prepayments received from customers and e-commerce business	1,110,032	841,095
Current portions of running royalty fees for online games	323,580	–
Others	392,290	285,455
	<u>3,637,803</u>	<u>2,997,808</u>

### 17 DERIVATIVE FINANCIAL INSTRUMENTS

	Unaudited	Audited
	30 June	31 December
	2011	2010
	RMB'000	RMB'000
Foreign exchange forward contracts - held for trading	<u>33,900</u>	<u>17,964</u>

The Group entered into a number of foreign exchange forward contracts with a total notional amount of USD800,000,000. The contracted amount of USD to be purchased was equal to the aggregate principal amounts of USD-denominated bank borrowings and bonds (details disclosed in Note 18(c) and Note 18(d)) expected to be repaid by the Group. These forward contracts will mature within one year, and they will be settled at the difference between the forward rates stated in the contracts and the spot rates as at the respective maturity dates, multiplied by the notional amounts of the face value of the contracts.

## Notes to the Interim Financial Information

### 18 SHORT-TERM BORROWINGS

	Unaudited 30 June 2011 RMB'000	Audited 31 December 2010 RMB'000
Bank borrowings accounted for as RMB borrowings (Note (a))		
– Secured (Note (b))	2,638,345	990,887
– Unsecured	334,440	334,440
	<u>2,972,785</u>	<u>1,325,327</u>
USD bank borrowings		
– Unsecured (Note (c))	4,530,120	3,973,620
Bonds		
– Unsecured (Note (d))	647,160	–
	<u>8,150,065</u>	<u>5,298,947</u>

Movement in the short-term borrowings is analysed as follows:

	Unaudited Six months ended 30 June	
	2011 RMB'000	2010 RMB'000
At beginning of period	5,298,947	202,322
Additions of bank borrowings	4,778,230	2,560,936
Issuance of bonds	657,520	–
Repayments of borrowings	(2,493,119)	–
Exchange impact	(91,513)	(8,142)
	<u>8,150,065</u>	<u>2,755,116</u>

## Notes to the Interim Financial Information

### 18 SHORT-TERM BORROWINGS (continued)

Notes:

- (a) These bank borrowings were denominated in USD according to the loan agreements executed with the lending banks. The aggregate principal amount was USD460,000,000 and the interest rates were fixed at 2.78% to 3.36% per annum. These borrowings will be repaid in full in USD and the term for each of these borrowings is one year. Concurrently, foreign exchange forward contracts were arranged with the same banks as at the respective initial borrowing dates in order to enable the Group to purchase the required amount of USD with RMB for settling the principal amount of the borrowings plus related interest upon the respective loan due dates. The bank borrowings and the foreign exchange forward contracts are deemed as linked transactions and accordingly, the bank borrowings have effectively been accounted for as borrowings denominated in RMB.

These bank borrowings and the forward contracts were transacted on the belief that, despite the associated interest expenses to be incurred, the Group would benefit from the interest income from the restricted cash (Note (b)) and the cash increase as a result of the unsecured bank borrowings, as well as the fixed exchange gains arising from the bank borrowings (which are calculated as the difference between the forward rate stated in the contracts and the respective spot rates at the borrowing dates).

- (b) Bank borrowings of carrying amounts of RMB2,638,345,000 were secured by a pledge of bank deposits of RMB2,747,274,000.
- (c) Unsecured bank borrowings of carrying amount of RMB4,530,120,000 as at 30 June 2011 were also denominated in USD. The aggregate principal amount was USD700,000,000 and the interest rates were fixed at 1.20% to 2.32% per annum. In addition, the Group entered into foreign exchange forward contracts to purchase the required amount of USD with RMB for settling the principal amount of the borrowings upon the respective loan due dates. However, the Group arranged the bank loans and the forward contracts with different banks, and the Group did not adopt hedge accounting. As a result, these bank borrowings and relevant foreign exchange forward contracts were accounted for separately. The bank borrowings were accounted for as USD denominated bank borrowings stated at amortised cost, while the forward contracts were accounted for as derivative financial instruments stated at fair value with their gains or losses recorded in "Other gains/(losses), net" in the consolidated income statement.
- (d) During the six months ended 30 June 2011, the Group issued USD denominated unsecured bonds at par value of USD100,000,000 (equivalent to approximately RMB647,160,000). The bonds bear a floating rate of LIBOR plus 0.25% per annum and will mature in March 2012.

The fair value of the short-term borrowings approximated to their carrying amounts as at 30 June 2011.

## Notes to the Interim Financial Information

### 19 DEFERRED INCOME TAXES

The movements of deferred income tax assets/liabilities were as follows:

	<b>Deferred income tax assets RMB'000</b>	<b>Deferred income tax liabilities RMB'000</b>	<b>Deferred income tax, net RMB'000</b>
<b>At 1 January 2010</b>	301,016	(369,983)	(68,967)
Charge to consolidated income statement	(28,308)	(111,534)	(139,842)
<b>At 30 June 2010</b>	<u>272,708</u>	<u>(481,517)</u>	<u>(208,809)</u>
<b>At 1 January 2011</b>	<b>219,019</b>	<b>(967,211)</b>	<b>(748,192)</b>
Charge to consolidated income statement	<b>(28,136)</b>	<b>(48,775)</b>	<b>(76,911)</b>
Credit to other comprehensive income	<b>6,690</b>	–	<b>6,690</b>
Temporary differences arising from a business combination (Note 27(a)(i))	–	<b>(269,793)</b>	<b>(269,793)</b>
Withholding tax paid in relation to the remittance of dividends from the PRC to foreign investors	–	<b>339,946</b>	<b>339,946</b>
<b>At 30 June 2011</b>	<u><b>197,573</b></u>	<u><b>(945,833)</b></u>	<u><b>(748,260)</b></u>

## Notes to the Interim Financial Information

### 20 LONG-TERM PAYABLES

	Unaudited 30 June 2011 RMB'000	Audited 31 December 2010 RMB'000
Non-current portions of the present value of running royalty fees for online games	1,294,320	–
Present value of liabilities in relation to the put options granted to non-controlling shareholders of a newly acquired subsidiary (Note 27 (a)(ii))	670,985	–
Purchase consideration payable for an acquisition (Note 27 (a)(i))	284,106	–
Others	9,428	–
	<u>2,258,839</u>	<u>–</u>

### 21 OTHER GAINS/(LOSSES), NET

	Unaudited Three months ended 30 June		Unaudited Six months ended 30 June	
	2011 RMB'000	2010 RMB'000	2011 RMB'000	2010 RMB'000
Gains on deemed disposal of an associate (Note 27 (a))	–	–	459,037	–
(Losses)/Gains from derivative financial instruments (Note 17)	(23,495)	17,578	(44,869)	17,578
Government subsidies	9,699	12,871	14,988	13,534
Donation to a charity fund established by the Group	–	–	(100,000)	(40,000)
Others	16,605	(3,034)	12,722	1,028
	<u>2,809</u>	<u>27,415</u>	<u>341,878</u>	<u>(7,860)</u>

## Notes to the Interim Financial Information

### 22 EXPENSES BY NATURE

	Unaudited		Unaudited	
	Three months ended 30 June		Six months ended 30 June	
	2011	2010	2011	2010
	RMB'000	RMB'000	RMB'000	RMB'000
Employee benefit expenses (Note)	<b>1,249,702</b>	750,851	<b>2,209,952</b>	1,395,899
Content costs and agency fees	<b>1,103,048</b>	634,080	<b>2,236,777</b>	1,191,954
Mobile and telecom charges and bandwidth and server custody fees	<b>620,745</b>	515,081	<b>1,212,068</b>	990,204
Depreciation of fixed assets (Note)	<b>273,999</b>	159,761	<b>494,544</b>	294,592
Promotion and advertising expenses	<b>240,817</b>	132,767	<b>447,004</b>	237,324
Amortisation of intangible assets	<b>222,651</b>	30,184	<b>275,861</b>	63,095
Operating lease rentals in respect of office buildings	<b>80,339</b>	21,497	<b>139,350</b>	40,549
Travelling and entertainment expenses	<b>48,380</b>	30,728	<b>77,549</b>	52,864
Other expenses	<b>224,819</b>	104,291	<b>363,043</b>	212,297
	<b>4,064,500</b>	2,379,240	<b>7,456,148</b>	4,478,778

Note:

Research and development expenses were RMB671,791,000 and RMB1,184,978,000 for the three and six months ended 30 June 2011, respectively (for the three and six months ended 30 June 2010: RMB407,154,000 and RMB758,430,000, respectively) which included employee benefit expenses of RMB582,534,000 and depreciation of fixed assets of RMB63,088,000 for the three months ended 30 June 2011 (for the three months ended 30 June 2010: RMB340,684,000 and RMB48,840,000, respectively) and employee benefit expenses of RMB1,022,103,000 and depreciation of fixed assets of RMB116,291,000 for the six months ended 30 June 2011 (for the six months ended 30 June 2010: RMB626,250,000 and RMB97,509,000, respectively).

## Notes to the Interim Financial Information

### 23 FINANCE INCOME/(COSTS), NET

	Unaudited		Unaudited	
	Three months ended 30 June		Six months ended 30 June	
	2011	2010	2011	2010
	RMB'000	RMB'000	RMB'000	RMB'000
Exchange gains	14,903	2,474	27,719	916
Interest expenses	(13,132)	(5,450)	(29,817)	(5,450)
	<u>1,771</u>	<u>(2,976)</u>	<u>(2,098)</u>	<u>(4,534)</u>

### 24 TAX EXPENSE

#### (a) Income tax

Income tax expense is recognised based on management's best knowledge of the income tax rates expected for the financial year.

#### (i) Cayman Islands and British Virgin Islands corporate tax

The Group was not subject to any taxation in these jurisdictions for the three and six months ended 30 June 2011 and 2010.

#### (ii) Hong Kong profits tax

No Hong Kong profits tax has been provided as the Group had no assessable profit arising in Hong Kong for the three and six months ended 30 June 2011 and 2010.



## Notes to the Interim Financial Information

### 24 TAX EXPENSE (continued)

#### (a) Income tax (continued)

##### (iii) PRC corporate income tax (the "CIT")

CIT is provided on the assessable income of entities within the Group incorporated in the PRC, calculated in accordance with the relevant regulations of the PRC after considering the available tax benefits from refunds and allowances.

Pursuant to the PRC Corporate Income Tax Law passed by the Tenth National People's Congress on 16 March 2007 (the "CIT Law"), the CIT for domestic and foreign enterprises has been unified at 25%, effective from 1 January 2008.

The CIT Law also provides a five-year transitional period starting from its effective date for those enterprises which were established before the promulgation of the CIT Law and which were entitled to preferential income tax rates under the then effective tax laws or regulations.

On 26 December 2007, the State Council issued the "Circular to Implementation of the Transitional Preferential Policies for the Corporate Income Tax". Pursuant to this circular, the transitional income tax rates for the Group's subsidiaries established in the Shenzhen Special Economic Zone or the Beijing High Technology Zone before 16 March 2007 are 18%, 20%, 22%, 24% and 25% for 2008, 2009, 2010, 2011 and 2012, respectively. Other tax preferential treatments such as reduction of 50% in income tax rates shall be based on the above transitional income tax rates for the respective years.

In 2008, certain subsidiaries of the Company in the PRC were approved as High/New Technology Enterprise, and accordingly, they were subject to a reduced preferential CIT rate of 15% for a 3-year period from 2008 to 2010 according to the applicable CIT Law. As at 30 June 2011, these subsidiaries were in the process of renewing such entitlements by applying to the relevant government authorities. The directors of the Company expect that they will continue to be approved as High/New Technology Enterprise. As such, CIT rate of 15% was adopted by these subsidiaries in accruing their CIT for the three and six months ended 30 June 2011.

In addition, according to relevant tax circulars issued by the PRC tax authorities, certain subsidiaries of the Company are exempt from CIT for either two or three years, in either case followed by a 50% reduction in the applicable tax rates for the next three years, commencing either from the first year of commercial operations or from the first year of profitable operation after offsetting tax losses generated in prior years.

## Notes to the Interim Financial Information

### 24 TAX EXPENSE (continued)

#### (a) Income tax (continued)

##### (iv) United States corporate tax

No United States corporate tax has been provided as the Group had no taxable income arising in the United States for the three and six months ended 30 June 2011 and 2010.

##### (v) PRC withholding tax on retained profits

According to the applicable PRC tax regulations, dividends distributed by a company established in the PRC to a foreign investor with respect to profits derived after 1 January 2008 are subject to a 10% withholding tax. If a foreign investor is incorporated in Hong Kong and meets the conditions or requirements under the double taxation arrangement entered into between the PRC and Hong Kong, the relevant withholding tax rate will be reduced to 5% from 10%.

The income tax expense of the Group for the three and six months ended 30 June 2011 and 2010 are analysed as follows:

	Unaudited		Unaudited	
	Three months ended 30 June		Six months ended 30 June	
	2011	2010	2011	2010
	RMB'000	RMB'000	RMB'000	RMB'000
PRC current tax	<b>432,561</b>	356,083	<b>860,235</b>	666,058
Deferred tax	<b>(27,398)</b>	92,442	<b>76,911</b>	139,842
	<b>405,163</b>	448,525	<b>937,146</b>	805,900

## Notes to the Interim Financial Information

### 24 TAX EXPENSE (continued)

#### (a) Income tax (continued)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the tax rate of 24% for the three and six months ended 30 June 2011 (for the three and six months ended 30 June 2010: 22%), the tax rates of the major subsidiaries of the Company before preferential tax treatments. The difference is analysed as follows:

	Unaudited		Unaudited	
	Three months ended 30 June		Six months ended 30 June	
	2011	2010	2011	2010
	RMB'000	RMB'000	RMB'000	RMB'000
Profit before income tax	2,748,435	2,379,718	6,164,626	4,539,511
Share of profit of associates	(23,454)	(11,334)	(61,308)	(24,247)
Share of losses of jointly controlled entities	60,689	—	64,986	—
	<u>2,785,670</u>	<u>2,368,384</u>	<u>6,168,304</u>	<u>4,515,264</u>
Tax calculated at a tax rate of 24% (for the three and six months ended 30 June 2010: 22%)	668,561	521,044	1,480,393	993,358
Effects of different tax rates applicable to different subsidiaries of the Group	(227,458)	(61,617)	(533,220)	(165,428)
Effects of tax holiday on assessable profit of subsidiaries	(125,882)	(110,978)	(249,576)	(204,515)
Income not subject to tax	(1,900)	(5,258)	(11,663)	(5,258)
Expenses not deductible for tax purposes	79,318	31,692	113,879	49,916
Withholding tax on earnings expected to be remitted by PRC subsidiaries	50,000	80,000	141,500	115,000
Unrecognised deferred income tax assets/(Utilisation of previously unrecognised deferred income tax assets)	22,019	(6,358)	55,328	22,827
Adjustments in respect of prior year	(59,495)	—	(59,495)	—
Income tax expense	<u>405,163</u>	<u>448,525</u>	<u>937,146</u>	<u>805,900</u>

## Notes to the Interim Financial Information

### 24 TAX EXPENSE (continued)

#### (b) Value-added tax, business tax and related taxes

The operations of the Group are also subject to the following taxes in the PRC:

Category	Tax rate	Basis of levy
Value-added tax (“VAT”)	17%	Sales value of goods sold, offsetting by VAT on purchases
	3%	Sales value of goods sold
Business tax (“BT”)	3-5%	Services fee income
City construction tax	1-7%	Net VAT and BT payable amount
Educational surcharge	3%-5%	Net VAT and BT payable amount

### 25 EARNINGS PER SHARE

#### (a) Basic

Basic earnings per share (“EPS”) are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

	Unaudited		Unaudited	
	Three months ended 30 June		Six months ended 30 June	
	2011	2010	2011	2010
Profit attributable to equity holders of the Company for the period (RMB'000)	<u>2,349,246</u>	<u>1,916,502</u>	<u>5,219,620</u>	<u>3,699,696</u>
Weighted average number of ordinary shares in issue (thousand shares)	<u>1,823,051</u>	<u>1,817,677</u>	<u>1,822,866</u>	<u>1,814,795</u>
Basic EPS (RMB per share)	<u><u>1.289</u></u>	<u><u>1.054</u></u>	<u><u>2.863</u></u>	<u><u>2.039</u></u>

## Notes to the Interim Financial Information

### 25 EARNINGS PER SHARE (continued)

#### (b) Diluted

Diluted EPS is calculated by adjusting the weighted average number of ordinary shares outstanding by the assumption of the conversion of all potential dilutive ordinary shares arising from share options and awarded shares granted by the Company (collectively forming the denominator for computing diluted EPS). No adjustment is made to earnings (numerator).

	Unaudited		Unaudited	
	Three months ended 30 June		Six months ended 30 June	
	2011	2010	2011	2010
Profit attributable to equity holders of the Company for the period (RMB'000)	<u>2,349,246</u>	<u>1,916,502</u>	<u>5,219,620</u>	<u>3,699,696</u>
Weighted average number of ordinary shares in issue (thousand shares)	<u>1,823,051</u>	<u>1,817,677</u>	<u>1,822,866</u>	<u>1,814,795</u>
Adjustments for share options (thousand shares)	<u>30,626</u>	<u>34,494</u>	<u>31,160</u>	<u>37,619</u>
Adjustments for awarded shares (thousand shares)	<u>10,160</u>	<u>6,522</u>	<u>10,061</u>	<u>6,632</u>
Weighted average number of ordinary shares for the calculation of diluted EPS (thousand shares)	<u>1,863,837</u>	<u>1,858,693</u>	<u>1,864,087</u>	<u>1,859,046</u>
Diluted EPS (RMB per share)	<u>1.260</u>	<u>1.031</u>	<u>2.800</u>	<u>1.990</u>

## Notes to the Interim Financial Information

### 26 DIVIDEND

A final dividend in respect of the year ended 31 December 2010 of HKD0.55 per share (2009: HKD0.40 per share) was proposed pursuant to a resolution passed by the Board on 16 March 2011 and approved by shareholders at the annual general meeting of the Company held on 11 May 2011. Such dividend, totalling HKD1,010,294,000 (equivalent to approximately RMB838,290,000) (final dividend for 2009: HKD727,180,000 (equivalent to approximately RMB639,264,000)), had been paid as at 30 June 2011.

The Board did not propose any interim dividend for the six months ended 30 June 2011 (for the six months ended 30 June 2010: Nil).

### 27 BUSINESS COMBINATION

#### (a) The Riot Games Acquisition

##### (i) Step-up business combination

On 18 February 2011 (the “Closing Date”), the Group acquired a majority equity interest in Riot Games, from its existing stakeholders including the founders of Riot Games, for a cash consideration of USD231,465,000 (equivalent to approximately RMB1,524,632,000), together with other cash and non-cash consideration related to the put options mentioned below. Immediately before the Riot Games Acquisition, the Group held 22.34% equity interest (the “Previously Held Interest”) in Riot Games and it was reported as an investment in associate. Immediately after the Riot Games Acquisition, the Group held 8,209,473 shares, representing 92.78% equity interest in Riot Games. Riot Games operates a stock plan established before the Closing Date, pursuant to which, Riot Games may grant stock options or special restricted stock units (“RSUs”) to its eligible employees (the “Eligible Persons”). As at the Closing Date, all share options and RSUs held by the Eligible Persons, both vested and unvested, amounted to a total of 2,040,456 shares in addition to the issued shares. In addition, according to the stock plan, 2,009,000 share options or RSUs may be further granted to the Eligible Persons as appropriate. After the Riot Games Acquisition, Riot Games was accounted for as a subsidiary of the Company. Riot Games continues to operate independently under the leadership of its founders and local management team.

A goodwill of RMB1,932,376,000 was recognised as a result of the Riot Games Acquisition. It is mainly attributable to the operating synergies and economies of scale expected to be derived from combining the operations of the Group and Riot Games. None of the goodwill recognised is expected to be deductible for income tax purposes.

## Notes to the Interim Financial Information

### 27 BUSINESS COMBINATION (continued)

#### (a) The Riot Games Acquisition (continued)

##### (i) Step-up business combination (continued)

The Group chose to record the non-controlling equity interest in Riot Games (the “Non-controlling Interest”) at fair value on the Closing Date. The following table summarises the consideration paid for the acquisition and the fair value of the assets acquired and liabilities assumed or recognised as at the Closing Date.

	RMB'000
<b>Considerations:</b>	
Cash consideration paid/payable for additional equity interest in Riot Games	1,524,632
Deemed consideration arising from the grant of put option on Riot Games’ existing share options	154,732
	<hr/>
<b>Total considerations</b>	1,679,364
Fair value of the Previously Held Interest	576,539
Fair value of the Non-controlling Interest	187,092
	<hr/>
	2,442,995
	<hr/> <hr/>
<b>Recognised amounts of identifiable assets acquired and liabilities assumed:</b>	
Current assets	101,135
Fixed assets	14,690
Existing game licenses and other acquired intangible assets	671,803
Deferred revenue	(2,627)
Other payables and accruals	(4,589)
Deferred income tax liabilities	(269,793)
	<hr/>
<b>Total identifiable net assets</b>	510,619
Goodwill	1,932,376
	<hr/>
	2,442,995
	<hr/> <hr/>
Acquisition-related costs (Note)	54,400
	<hr/> <hr/>

## Notes to the Interim Financial Information

### 27 BUSINESS COMBINATION (continued)

#### (a) The Riot Games Acquisition (continued)

##### (i) Step-up business combination (continued)

Note:

The acquisition-related costs are included in general and administrative expenses in the consolidated income statement for the six months ended 30 June 2011.

The Riot Games Acquisition was treated as a step-up business combination. As a result, a deemed disposal gain of RMB459,037,000, being the difference between the fair value of the Previously Held Interest as at the Closing Date and its then carrying value of RMB117,502,000, was recorded as “Other gains/(losses), net” in the consolidated income statement for the six months ended 30 June 2011 (Note 21).

For the period from the Closing Date to 30 June 2011, Riot Games contributed revenues of RMB63,511,000 and a net loss of RMB385,202,000 to the Group which included expenses arising from the Riot Games Acquisition, including amortisation of intangible assets acquired, related deferred tax impact and stock-based compensation related to the arrangements mentioned below. The revenue and net loss contributed by Riot Games to the Group would not be materially different from the aforesaid reported figures if the Riot Games Acquisition had occurred on 1 January 2011.

##### (ii) Other arrangements associated with the Riot Games Acquisition

In connection with the Riot Games Acquisition, the Group offered, among others, certain share options and RSUs of Riot Games to certain Eligible Persons before the Closing Date. Certain Eligible Persons were also granted by the Group cash bonus and put options so that they are entitled to sell to the Group their respective retained equity interests in Riot Games, and all the Eligible Persons are entitled to sell to the Group their shares acquired after the exercise of the vested share options and RSUs granted on or before the Closing Date by Riot Games. These put options will be exercisable for a period of up to 10 years following the Closing Date, subject to certain conditions.

The grant of the put option on the share options owned by the Eligible Persons before the acquisition (the “Existing Share Options”) was accounted for as a modification of the options as at the Riot Games Acquisition. The portion of fair value of the Existing Share Options, assessed at the Closing Date, attributable to the service period before the acquisition (amounting to RMB154,732,000) was treated as part of the purchase consideration of the acquisition. The remaining portion of the fair value will be recorded as employee costs throughout the future vesting period.



## Notes to the Interim Financial Information

### 27 BUSINESS COMBINATION (continued)

#### (a) The Riot Games Acquisition (continued)

##### (ii) Other arrangements associated with the Riot Games Acquisition (continued)

In addition, the grants of share options and RSUs of Riot Games, together with the put feature mentioned above, on the Closing Date have been accounted for as a grant of a compound instrument to the Eligible Persons. They will be accounted for as employee costs throughout the vesting period.

The aforesaid cash bonus and stock-based compensation expense recorded as employee costs in the consolidated income statements for the three and six months ended 30 June 2011 were not material.

The grant of the put option for the retained interest of the Eligible Persons was accounted for as a transaction undertaken with the non-controlling shareholders. The Group recognised, as at the Closing Date, the relevant financial liabilities based on the present value of estimated future cash out flow that the Group is required to honour the put option obligations, together with a debit to other reserve within equity of the Group.

#### (b) Acquisition of 100% equity interest in a mobile security software development company

During the six months ended 30 June 2011, the Group acquired 100% equity interest in a mobile security software development company.

Total consideration and the allocation of such consideration to the fair value of the net assets acquired and goodwill recognised as at the date of acquisition are as follows:

	RMB'000
Purchase consideration	42,800
Fair value of net assets acquired	2,477
Goodwill	40,323
	42,800

### 28 CONTINGENCIES

The Group had no material contingent liabilities as at 30 June 2011.

## Notes to the Interim Financial Information

### 29 COMMITMENTS

#### (a) Capital commitments

Capital commitments as at 30 June 2011 and 31 December 2010 are analysed as follows:

	<b>Unaudited</b>	Audited
	<b>30 June</b>	31 December
	<b>2011</b>	2010
	<b>RMB'000</b>	RMB'000
Contracted:		
Construction and purchase of buildings	<b>682,535</b>	211,558
Purchase of other fixed assets	<b>109,246</b>	135,165
Capital investment in investees	<b>698,163</b>	100,996
	<u><b>1,489,944</b></u>	<u>447,719</u>
Authorised but not contracted:		
Construction of buildings	<b>366,023</b>	373,277
Capital investment in an investee	<b>328,432</b>	385,000
	<u><b>694,455</b></u>	<u>758,277</u>
	<u><b>2,184,399</b></u>	<u>1,205,996</u>

#### (b) Operating lease commitments

The future aggregate minimum lease payments under non-cancellable operating leases in respect of buildings are as follows:

	<b>Unaudited</b>	Audited
	<b>30 June</b>	31 December
	<b>2011</b>	2010
	<b>RMB'000</b>	RMB'000
Contracted:		
Not later than one year	<b>294,043</b>	236,343
Later than one year but not later than five years	<b>796,508</b>	572,818
Later than five years	<b>70,947</b>	18,845
	<u><b>1,161,498</b></u>	<u>828,006</u>

## Notes to the Interim Financial Information

### 29 COMMITMENTS (continued)

#### (c) Other commitments

The future aggregate minimum payments under non-cancellable bandwidth and server custody leases and online game licensing agreements are as follows:

	<b>Unaudited</b>	Audited
	<b>30 June</b>	31 December
	<b>2011</b>	2010
	<b>RMB'000</b>	RMB'000
Contracted:		
Not later than one year	<b>433,336</b>	1,064,792
Later than one year but not later than five years	<b>904,655</b>	1,981,543
	<hr/> <b>1,337,991</b> <hr/>	<hr/> <b>3,046,335</b> <hr/>

### 30 RELATED PARTIES TRANSACTIONS

Save as the share-based payment transactions disclosed in Note 14(b) and the loans made to associates and jointly controlled entities disclosed in Note 12, there were no other material related parties transactions during the three and six months ended 30 June 2011.

### 31 SUBSEQUENT EVENT

In July 2011, the Group acquired 178,407,183 shares of Kingsoft Corporation Limited ("Kingsoft") for a cash consideration of HKD892,036,000 (equivalent to approximately RMB741,817,000). Upon the completion of the acquisition, the Company held approximately 15.68% equity interest in Kingsoft.

### 32 SEASONALITY

Certain Internet value-added services are subject to seasonal fluctuations as the users (especially students) are more active during winter holiday (the first quarter of the year) and summer holiday (mainly the third quarter of the year). Our online advertising business is also subject to seasonal fluctuations as advertisers usually reduce their advertising spending around the Chinese New Year holiday period (the first quarter of the year).

# Report on Review of Interim Financial Information

## TO THE BOARD OF DIRECTORS OF TENCENT HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

### INTRODUCTION

We have reviewed the interim financial information set out on pages 1 to 48, which comprises the consolidated statement of financial position of Tencent Holdings Limited (the “Company”) and its subsidiaries (together, the “Group”) as at 30 June 2011 and the related consolidated income statement, the consolidated statement of comprehensive income for the three and six months then ended, the consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the six months then ended, and a summary of significant accounting policies and other explanatory notes (collectively defined as the “Interim Financial Information”). The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 ‘Interim Financial Reporting’. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with International Accounting Standard 34 ‘Interim Financial Reporting’. Our responsibility is to express a conclusion on this Interim Financial Information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### SCOPE OF REVIEW

We conducted our review in accordance with International Standard on Review Engagement 2410, “Review of interim financial information performed by the independent auditor of the entity”. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the Interim Financial Information is not properly prepared, in all material respects, in accordance with International Accounting Standard 34 ‘Interim Financial Reporting’.

#### **PricewaterhouseCoopers**

Certified Public Accountants

Hong Kong, 10 August 2011

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## FINANCIAL INFORMATION

### CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2011

		<u>Unaudited</u>	<u>Audited</u>
		<u>30 September</u>	<u>31 December</u>
		<u>2011</u>	<u>2010</u>
	Note	RMB'000	RMB'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets .....		<b>5,491,024</b>	3,292,828
Construction in progress .....		<b>97,732</b>	386,943
Investment properties.....		<b>21,985</b>	37,229
Land use rights.....		<b>232,124</b>	229,890
Intangible assets .....		<b>3,311,099</b>	572,981
Investment in associates .....		<b>3,812,118</b>	1,070,633
Investment in jointly controlled entities.....		<b>116,381</b>	74,542
Deferred income tax assets .....		<b>180,289</b>	219,019
Available-for-sale financial assets.....	3	<b>4,644,548</b>	4,126,878
Prepayments, deposits and other assets .....		<b>2,375,624</b>	445,430
		<u><b>20,282,924</b></u>	<u>10,456,373</u>
<b>Current assets</b>			
Accounts receivable.....	4	<b>2,444,705</b>	1,715,412
Prepayments, deposits and other assets .....		<b>1,548,191</b>	487,872
Term deposits with initial term of over three months .....		<b>13,011,238</b>	11,725,743
Restricted cash .....		<b>4,496,249</b>	1,036,457
Cash and cash equivalents .....		<b>6,978,825</b>	10,408,257
		<u><b>28,479,208</b></u>	<u>25,373,741</u>
<b>Total assets .....</b>		<u><b>48,762,132</b></u>	<u>35,830,114</u>

		<u>Unaudited</u>	<u>Audited</u>
		<u>30 September</u>	<u>31 December</u>
		<u>2011</u>	<u>2010</u>
	Note	RMB'000	RMB'000
<b>EQUITY</b>			
<b>Equity attributable to the Company's equity holders</b>			
Share capital.....		<b>198</b>	198
Share premium .....		<b>301,931</b>	1,100,302
Shares held for share award scheme .....		<b>(454,535)</b>	(258,137)
Share-based compensation reserve .....		<b>1,713,827</b>	1,199,663
Other reserves .....		<b>336,272</b>	1,919,695
Retained earnings .....		<b>24,612,992</b>	17,795,225
		<b>26,510,685</b>	21,756,946
<b>Non-controlling interests</b> .....		<b>231,844</b>	83,912
<b>Total equity</b> .....		<b>26,742,529</b>	21,840,858
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Deferred income tax liabilities.....		<b>966,329</b>	967,211
Long-term payables .....		<b>2,339,143</b>	—
		<b>3,305,472</b>	967,211
<b>Current liabilities</b>			
Accounts payable.....	6	<b>2,025,386</b>	1,380,464
Other payables and accruals.....		<b>3,815,837</b>	2,997,808
Derivative financial instruments .....	7	<b>31,639</b>	17,964
Short-term borrowings .....	7	<b>7,407,150</b>	5,298,947
Current income tax liabilities.....		<b>566,990</b>	341,103
Other tax liabilities.....		<b>239,630</b>	225,188
Deferred revenue .....		<b>4,627,499</b>	2,760,571
		<b>18,714,131</b>	13,022,045
<b>Total liabilities</b> .....		<b>22,019,603</b>	13,989,256
<b>Total equity and liabilities</b> .....		<b>48,762,132</b>	35,830,114
<b>Net current assets</b> .....		<b>9,765,077</b>	12,351,696
<b>Total assets less current liabilities</b> .....		<b>30,048,001</b>	22,808,069

**CONSOLIDATED INCOME STATEMENT  
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2011**

	Note	Unaudited		Unaudited	
		Three months ended 30 September		Nine months ended 30 September	
		2011	2010	2011	2010
		RMB'000	RMB'000	RMB'000	RMB'000
<b>Revenues</b>					
Internet value-added services.....		<b>6,003,135</b>	4,129,008	<b>16,640,995</b>	11,098,361
Mobile and telecommunications value-added services.....		<b>844,900</b>	695,057	<b>2,416,531</b>	1,987,415
Online advertising .....		<b>600,572</b>	382,542	<b>1,393,778</b>	984,396
Others .....		<b>47,550</b>	20,021	<b>122,317</b>	51,696
		<b>7,496,157</b>	5,226,628	<b>20,573,621</b>	14,121,868
Cost of revenues .....	9	<b>(2,661,407)</b>	(1,676,544)	<b>(7,186,773)</b>	(4,487,838)
<b>Gross profit</b> .....		<b>4,834,750</b>	3,550,084	<b>13,386,848</b>	9,634,030
Interest income .....		<b>124,159</b>	65,259	<b>331,367</b>	176,455
Other gains, net .....	8	<b>9,200</b>	22,479	<b>351,078</b>	14,619
Selling and marketing expenses.....	9	<b>(507,252)</b>	(227,817)	<b>(1,177,196)</b>	(643,574)
General and administrative expenses .....	9	<b>(1,469,278)</b>	(744,092)	<b>(3,730,116)</b>	(1,995,819)
<b>Operating profit</b> .....		<b>2,991,579</b>	2,665,913	<b>9,161,981</b>	7,185,711
Finance income/(costs), net.....		<b>43,097</b>	3,431	<b>40,999</b>	(1,103)
Share of (losses)/profit of associates .....		<b>(21,842)</b>	10,985	<b>39,466</b>	35,232
Share of losses of jointly controlled entities .....		<b>(59,926)</b>	—	<b>(124,912)</b>	—
<b>Profit before income tax</b> .....		<b>2,952,908</b>	2,680,329	<b>9,117,534</b>	7,219,840
Income tax expense.....	10	<b>(506,760)</b>	(512,013)	<b>(1,443,906)</b>	(1,317,913)
<b>Profit for the period</b> .....		<b>2,446,148</b>	2,168,316	<b>7,673,628</b>	5,901,927



		Unaudited		Unaudited	
		Three months ended 30 September		Nine months ended 30 September	
		2011	2010	2011	2010
Note		RMB'000	RMB'000	RMB'000	RMB'000
<b>Attributable to:</b>					
	Equity holders of the Company...	<b>2,446,437</b>	2,153,111	<b>7,666,057</b>	5,852,807
	Non-controlling interests .....	<b>(289)</b>	15,205	<b>7,571</b>	49,120
		<b><u>2,446,148</u></b>	<u>2,168,316</u>	<b><u>7,673,628</u></b>	<u>5,901,927</u>
<b>Earnings per share for profit attributable to equity holders of the Company (expressed in RMB per share)</b>					
	- basic .....	<b><u>1.340</u></b>	<u>1.185</u>	<b><u>4.204</u></b>	<u>3.223</u>
	- diluted .....	<b><u>1.314</u></b>	<u>1.159</u>	<b><u>4.113</u></b>	<u>3.148</u>

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2011**

	Unaudited		Unaudited	
	Three months ended 30 September		Nine months ended 30 September	
	2011	2010	2011	2010
	RMB'000	RMB'000	RMB'000	RMB'000
<b>Profit for the period</b> .....	<b>2,446,148</b>	2,168,316	<b>7,673,628</b>	5,901,927
<b>Other comprehensive income, net of tax:</b>				
Net losses from changes in fair value of available-for-sale financial assets .....	(491,093)	—	(909,249)	—
Currency translation differences.....	(13,322)	—	(13,189)	—
	<b>(504,415)</b>	—	<b>(922,438)</b>	—
<b>Total comprehensive income for the period</b> .....	<b>1,941,733</b>	2,168,316	<b>6,751,190</b>	5,901,927
<b>Attributable to:</b>				
Equity holders of the Company.....	1,942,022	2,153,111	6,743,619	5,852,807
Non-controlling interests .....	(289)	15,205	7,571	49,120
	<b>1,941,733</b>	2,168,316	<b>6,751,190</b>	5,901,927

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2011**

Unaudited									
Attributable to equity holders of the Company									
	Share capital	Share premium	Shares held for share award scheme	Share-based compensation reserve	Other reserves	Retained earnings	Total	Non-controlling interests	Total equity
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>Balance at 1 January 2011.....</b>	<b>198</b>	<b>1,100,302</b>	<b>(258,137)</b>	<b>1,199,663</b>	<b>1,919,695</b>	<b>17,795,225</b>	<b>21,756,946</b>	<b>83,912</b>	<b>21,840,858</b>
<b>Comprehensive income</b>									
Profit for the period.....	-	-	-	-	-	7,666,057	7,666,057	7,571	7,673,628
Other comprehensive income:									
- net losses from changes in fair value of available-for-sale financial assets.....	-	-	-	-	(909,249)	-	(909,249)	-	(909,249)
- currency translation differences .....	-	-	-	-	(13,189)	-	(13,189)	-	(13,189)
<b>Total comprehensive income for the period .....</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(922,438)</b>	<b>7,666,057</b>	<b>6,743,619</b>	<b>7,571</b>	<b>6,751,190</b>
<b>Transactions with owners</b>									
Capital injection .....	-	-	-	-	-	-	-	9,800	9,800
Employee share option schemes:									
- value of employee services.....	-	-	-	117,416	-	-	117,416	-	117,416
- proceeds from shares issued.....	-	129,214	-	-	-	-	129,214	-	129,214
Employee share award scheme:									
- value of employee services.....	-	-	-	396,748	-	-	396,748	-	396,748
- shares purchased for share award scheme.....	-	-	(276,575)	-	-	-	(276,575)	-	(276,575)
- vesting of awarded shares	-	(80,177)	80,177	-	-	-	-	-	-
Repurchase and cancellation of shares .....	-	(847,408)	-	-	-	-	(847,408)	-	(847,408)
Dividends .....	-	-	-	-	-	(838,290)	(838,290)	(56,531)	(894,821)
Transfer to reserve.....	-	-	-	-	10,000	(10,000)	-	-	-
Non-controlling interests arising from business combination .....	-	-	-	-	-	-	-	187,092	187,092
Recognition of financial liabilities in respect of the put options granted to non-controlling interests owners .....	-	-	-	-	(670,985)	-	(670,985)	-	(670,985)
<b>Total transactions with owners for the period.....</b>	<b>-</b>	<b>(798,371)</b>	<b>(196,398)</b>	<b>514,164</b>	<b>(660,985)</b>	<b>(848,290)</b>	<b>(1,989,880)</b>	<b>140,361</b>	<b>(1,849,519)</b>
<b>Balance at 30 September 2011.....</b>	<b>198</b>	<b>301,931</b>	<b>(454,535)</b>	<b>1,713,827</b>	<b>336,272</b>	<b>24,612,992</b>	<b>26,510,685</b>	<b>231,844</b>	<b>26,742,529</b>

Unaudited

Attributable to equity holders of the Company									
Share capital	Share premium	Shares held for share award scheme	Share-based compensation reserve	Other reserves	Retained earnings	Total	Non-controlling interests	Total equity	
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
<b>Balance at 1 January 2010</b> .....	197	1,244,425	(123,767)	703,563	(166,364)	10,520,453	12,178,507	120,146	12,298,653
Profit/Total comprehensive income for the period.....	—	—	—	—	—	5,852,807	5,852,807	49,120	5,901,927
<b>Transactions with owners</b>									
Employee share option schemes:									
- value of employee services .....	—	—	—	95,139	—	—	95,139	—	95,139
- proceeds from shares issued.....	1	158,425	—	—	—	—	158,426	—	158,426
Employee share award scheme:									
- value of employee services .....	—	—	—	256,712	—	—	256,712	—	256,712
- shares purchased for share award scheme.....	—	—	(135,222)	—	—	—	(135,222)	—	(135,222)
- vesting of awarded shares	—	(26,297)	26,297	—	—	—	—	—	—
Profit appropriations to statutory reserves .....	—	—	—	—	6,329	(6,329)	—	—	—
Repurchase and cancellation of shares .....	—	(310,222)	—	—	—	—	(310,222)	—	(310,222)
Dividends .....	—	—	—	—	—	(639,264)	(639,264)	(63,292)	(702,556)
Reversal of financial liabilities in respect of the put options granted to non-controlling interests owners .....	—	—	—	—	94,246	—	94,246	—	94,246
Acquisition of additional interests in a subsidiary .....	—	—	—	—	156,273	(125,178)	31,095	(31,095)	—
<b>Total transactions with owners for the period</b> .....	1	(178,094)	(108,925)	351,851	256,848	(770,771)	(449,090)	(94,387)	(543,477)
<b>Balance at 30 September 2010</b> .....	198	1,066,331	(232,692)	1,055,414	90,484	15,602,489	17,582,224	74,879	17,657,103

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2011**

	Unaudited	
	Nine months ended 30 September	
	2011	2010
	RMB'000	RMB'000
<b>Net cash flows generated from operating activities .....</b>	<b>9,092,191</b>	8,564,700
<b>Net cash flows used in investing activities.....</b>	<b>(12,810,210)</b>	(9,524,104)
<b>Net cash flows generated from financing activities .....</b>	<b>401,616</b>	2,646,343
<b>Net (decrease)/increase in cash and cash equivalents.....</b>	<b>(3,316,403)</b>	1,686,939
Cash and cash equivalents at beginning of period .....	<b>10,408,257</b>	6,043,696
Exchange losses on cash and cash equivalents .....	<b>(113,029)</b>	(18,523)
<b>Cash and cash equivalents at end of period.....</b>	<b><u>6,978,825</u></b>	<u>7,712,112</u>
<b>Analysis of balances of cash and cash equivalents:</b>		
Bank balances and cash .....	<b>5,332,070</b>	4,001,590
Term deposits and highly liquid investments with initial term within three months.....	<b><u>1,646,755</u></b>	<u>3,710,522</u>
	<b><u>6,978,825</u></b>	<u>7,712,112</u>

Notes:

## **1 General information, basis of preparation and presentation**

The Company was incorporated in the Cayman Islands. The shares of the Company have been listed on the Main Board of the Stock Exchange since 16 June 2004.

The Company is an investment holding company. The Group is principally engaged in the provision of IVAS, MVAS and online advertising services to users in the PRC.

The consolidated statement of financial position as at 30 September 2011, the related consolidated income statement and the consolidated statement of comprehensive income for the three and nine months then ended, the consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the nine months then ended, and a summary of significant accounting policies and other explanatory notes (collectively defined as the “Interim Financial Information”) of the Group have been approved by the Board on 9 November 2011.

The Interim Financial Information is prepared in accordance with IAS 34 “Interim Financial Reporting” issued by the International Accounting Standards Board.

The Interim Financial Information should be read in conjunction with the annual consolidated financial statements of the Group for the year ended 31 December 2010 (the “2010 Financial Statements”) as set out in the 2010 annual report of the Company dated 16 March 2011.

Except as described below, the accounting policies and method of computation used in the preparation of the Interim Financial Information are consistent with those used in the 2010 Financial Statements, which have been prepared in accordance with IFRS under the historical cost convention, as modified by the revaluation of available-for-sale financial assets and derivative financial instruments.

Taxes on income for the interim period are accrued using the tax rates that would be applicable to expected total annual earnings.

Amendment to IAS 34 ‘Interim Financial Reporting’ is effective for annual periods beginning on or after 1 January 2011. It focuses on the existing disclosure principles in IAS 34 and adds further guidance to illustrate how to apply these principles. Greater emphasis has been placed on the disclosure principles for significant events and transactions. Additional requirements have been put in place to cover disclosure of changes to fair value measurement (if significant), and the need to update relevant information from the most recent annual report. The amendment to IAS 34 only results in additional disclosures. The Group has applied this amendment from 1 January 2011.

## **2 Segment Information**

The Group has the following reportable segments for the three and nine months ended 30 September 2011 and 2010:

- IVAS;
- MVAS;
- Online advertising; and
- Others.

Other segments of the Group are mainly comprised of the provision of trademark licensing, software development services and software sales.

There were no inter-segment sales during the three and nine months ended 30 September 2011 and 2010. The revenues from external customers reported to the chief operating decision-makers are measured in a manner consistent with that applied in the consolidated income statement.

The segment information provided to the chief operating decision-makers for the reportable segments for the three and nine months ended 30 September 2011 and 2010 is as follows:

	<b>Unaudited</b>				
	<b>Three months ended 30 September 2011</b>				
	<b>IVAS</b>	<b>MVAS</b>	<b>Online advertising</b>	<b>Others</b>	<b>Total</b>
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Segment revenues (revenues from external customers).....	<b>6,003,135</b>	<b>844,900</b>	<b>600,572</b>	<b>47,550</b>	<b>7,496,157</b>
Gross profit/(losses) .....	<b>3,964,044</b>	<b>495,175</b>	<b>399,001</b>	<b>(23,470)</b>	<b>4,834,750</b>
Depreciation .....	<b>196,480</b>	<b>16,756</b>	<b>15,567</b>	<b>11,937</b>	<b>240,740</b>
Amortization .....	<b>26,307</b>	-	-	-	<b>26,307</b>
Share of (losses)/profit of associates .....	<b>(22,859)</b>	<b>1,017</b>	-	-	<b>(21,842)</b>
Share of losses of jointly controlled entities .....	<b>(59,926)</b>	-	-	-	<b>(59,926)</b>
	<b>Unaudited</b>				
	<b>Three months ended 30 September 2010</b>				
	<b>IVAS</b>	<b>MVAS</b>	<b>Online advertising</b>	<b>Others</b>	<b>Total</b>
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Segment revenues (revenues from external customers).....	4,129,008	695,057	382,542	20,021	5,226,628
Gross profit/(losses) .....	2,864,257	427,095	267,698	(8,966)	3,550,084
Depreciation .....	100,062	9,617	5,110	3,846	118,635
Amortization .....	3,428	-	-	-	3,428
Share of profit/(losses) of associates .....	11,217	(232)	-	-	10,985

Unaudited					
Nine months ended 30 September 2011					
	IVAS	MVAS	Online advertising	Others	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Segment revenues (revenues from external customers).....	<u>16,640,995</u>	<u>2,416,531</u>	<u>1,393,778</u>	<u>122,317</u>	<u>20,573,621</u>
Gross profit/(losses) .....	<u>11,071,516</u>	<u>1,446,852</u>	<u>905,479</u>	<u>(36,999)</u>	<u>13,386,848</u>
Depreciation .....	497,385	42,068	39,673	23,945	603,071
Amortization .....	39,904	—	—	—	39,904
Share of profit of associates.....	39,441	25	—	—	39,466
Share of losses of jointly controlled entities .....	<u>(124,912)</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>(124,912)</u>

Unaudited					
Nine months ended 30 September 2010					
	IVAS	MVAS	Online advertising	Others	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Segment revenues (revenues from external customers).....	<u>11,098,361</u>	<u>1,987,415</u>	<u>984,396</u>	<u>51,696</u>	<u>14,121,868</u>
Gross profit/(losses) .....	<u>7,720,650</u>	<u>1,256,013</u>	<u>681,181</u>	<u>(23,814)</u>	<u>9,634,030</u>
Depreciation .....	253,997	24,841	13,376	9,846	302,060
Amortization .....	34,105	—	—	—	34,105
Share of profit of associates .....	<u>31,578</u>	<u>3,654</u>	<u>—</u>	<u>—</u>	<u>35,232</u>

### 3 Available-for-sale financial assets

Unaudited	
Nine months ended 30 September	
	2011
	2010
	RMB'000
	RMB'000
At beginning of period.....	4,126,878
Additions .....	1,430,149
Net losses recognized in other comprehensive income.....	(912,479)
Transfer to investment in associates.....	—
At end of period .....	<u>4,644,548</u>
Market value of listed securities (Note (a), (b) & (c)).....	<u>3,509,697</u>



Notes:

- (a) As at 30 September 2011, the Group held 16,228,000 ordinary shares in Mail.ru Group Limited, a company listed on the London Stock Exchange, representing approximately 7.78% economic interest in the company.
- (b) As at 30 September 2011, the Group held 27,800,000 ordinary shares in Huayi Brothers Media Corporation, a company listed on the Shenzhen Stock Exchange, representing approximately 4.60% equity interest in the company.
- (c) As at 30 September 2011, the Group held 658,750,000 ordinary shares in Media Asia Group Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange, representing approximately 5.01% equity interest in the company.

As at 30 September 2011, there were certain call options embedded in some of these available-for-sale financial assets. The directors of the Company have considered that the fair value of such call options was insignificant and accordingly, the Group did not separately recognize these call options in the Interim Financial Information.

#### 4 Accounts receivable

	<u>Unaudited</u>	<u>Audited</u>
	<u>30 September</u>	<u>31 December</u>
	<u>2011</u>	<u>2010</u>
	RMB'000	RMB'000
0 - 30 days .....	1,312,413	931,438
31 - 60 days .....	412,751	331,922
61 - 90 days .....	274,730	143,785
Over 90 days but less than one year .....	444,811	308,267
	<u>2,444,705</u>	<u>1,715,412</u>

Receivable balances as at 30 September 2011 mainly represented amounts due from telecommunication operators, including China Mobile, China United Network Communications Corporation Limited, China Telecommunications Corporation and their respective branches, subsidiaries and affiliates, as well as online advertising customers mainly located in the PRC.

While there are no contractual requirements for the telecommunication operators to pay amounts owed to the Group within a specified period of time, they usually settle the amounts due by them within a period of 30 to 120 days. Online advertising customers, which are mainly advertising agencies, are usually granted a credit period of 90 days after full execution of the contracted advertisement orders.

#### 5 Share option and share award schemes

##### (a) Share option schemes

The Company has adopted several share option schemes for the purpose of providing incentives and rewards to its directors, executives or officers, employees, consultants and other eligible persons:

##### (i) Pre-IPO Option Scheme

As at the listing of the Company on 16 June 2004, all options under the Pre-IPO Option Scheme had been granted.

##### (ii) Post-IPO Option Scheme I

This was terminated upon the adoption of the Post-IPO Option Scheme II as mentioned below.

(iii) **Post-IPO Option Scheme II**

Pursuant to the Post-IPO Option Scheme II, the Board may, at its discretion, grant options to any eligible person to subscribe for shares in the Company. The Post-IPO Option Scheme II shall be valid and effective for a period of ten years commencing on its date of adoption.

(iv) **Post-IPO Option Scheme III**

Pursuant to the Post-IPO Option Scheme III, the Board may, at its discretion, grant options to any eligible person (any senior executive or senior officer, director of any member of the Group or any invested entity and any consultant, advisor or agent of any member of the Board) to subscribe for shares in the Company. The Post-IPO Option Scheme III shall be valid and effective for a period of ten years commencing on its date of adoption.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

	Pre-IPO Option Scheme		Post-IPO Option Scheme I		Post-IPO Option Scheme II		Post-IPO Option Scheme III		Total
	Average exercise price	No. of options	Average exercise price	No. of options	Average exercise price	No. of options	Average exercise price	No. of options	No. of options
At 1 January 2010 .....	USD0.0812	1,865,068	HKD11.5050	24,941,918	HKD45.1756	28,991,419	–	–	55,798,405
Granted.....	–	–	–	–	HKD138.3689	2,708,350	HKD158.5000	1,000,000	3,708,350
Exercised .....	USD0.0761	(1,088,100)	HKD9.7552	(10,596,957)	HKD42.9947	(1,778,703)	–	–	(13,463,760)
Lapsed .....	–	–	HKD17.9514	(210,203)	HKD52.7582	(212,574)	–	–	(422,777)
At 30 September 2010 ...	USD0.0884	776,968	HKD12.7210	14,134,758	HKD53.7478	29,708,492	HKD158.5000	1,000,000	45,620,218
Exercisable as at 30 September 2010.....	USD0.0884	776,968	HKD10.8463	11,592,918	HKD41.2209	6,885,484	–	–	19,255,370
At 1 January 2011 .....	USD0.0935	563,193	HKD12.8579	12,805,763	HKD54.9391	28,795,168	HKD158.5000	1,000,000	43,164,124
Granted.....	–	–	–	–	HKD191.1886	771,175	–	–	771,175
Exercised .....	USD0.0898	(550,620)	HKD12.1124	(2,472,173)	HKD44.9194	(2,770,830)	–	–	(5,793,623)
Lapsed .....	–	–	HKD6.0211	(5,534)	HKD53.4612	(171,416)	–	–	(176,950)
At 30 September 2011 ..	USD0.2547	12,573	HKD13.0400	10,328,056	HKD59.9379	26,624,097	HKD158.5000	1,000,000	37,964,726
Exercisable as at 30 September 2011.....	USD0.2041	12,573	HKD11.8607	9,119,636	HKD42.7095	9,134,396	–	–	18,266,605

Note:

During the nine months ended 30 September 2011, no share option (during the nine months ended 30 September 2010: 1,000,000 options) was granted to any directors of the Company.

(b) **Share award scheme**

The Company has adopted a share award scheme (the “Share Award Scheme”), which is managed by the Trustee appointed by the Group. The vesting period of the awarded shares is determined by the Board.

Movements in the number of shares held for the Share Award Scheme and awarded shares for the nine months ended 30 September 2011 and 2010 are as follows:

	<b>Numbers of shares held for the Share Award Scheme</b>	<b>Numbers of awarded shares</b>
At 1 January 2010 .....	10	10,411,424
Purchased .....	972,483	–
Allotted .....	3,662,975	–
Granted.....	(4,635,388)	4,635,388
Vested.....	–	(1,495,680)
	<u>80</u>	<u>13,551,132</u>
At 30 September 2010 .....		
Exercisable as at 30 September 2010 .....		<u>177,861</u>
<b>At 1 January 2011</b> .....	<b>80</b>	<b>13,562,734</b>
Purchased (Note (i)).....	<b>1,640,090</b>	–
Shares to be allotted to the Share Award Scheme (Note (ii)).....	<b>4,045,360</b>	–
Granted (Note (iii)).....	<b>(5,685,530)</b>	<b>5,685,530</b>
Vested.....	–	<b>(2,426,559)</b>
	<u>–</u>	<u>16,821,705</u>
<b>At 30 September 2011</b> .....		
Exercisable as at 30 September 2011 .....		<u>13,704</u>

Notes:

(i) During the nine months ended 30 September 2011, the Trustee acquired 1,640,090 ordinary shares of the Company in the open market, and the Group granted such shares to eligible persons. The total amount paid for the acquisition of the ordinary shares was HKD329,685,000 (equivalent to approximately RMB276,575,000) and had been deducted from shareholder’s equity.

(ii) On 15 August 2011, the Company made an announcement under which a total of 4,045,360 Awarded Shares were awarded to 2,016 Awarded Persons by way of allotment of new Shares of the Company pursuant to the Scheme (the “Announcement”). The Announcement mentioned that “none of the Trustee and all the Awarded Persons and their respective ultimate beneficial owners, if any, is an Excluded Person for the purpose of the Scheme as at the time of granting the Awarded Shares”. The Trustee and all the Awarded Persons and their respective ultimate beneficial owners, if any, were third parties independent of the Company and were not connected persons of the Company, and none of them was a director or a substantial shareholder of the Group, as defined under the Listing Rules as at the time of granting the awarded shares. The procedures associated with the share allotment had not been completed as at 30 September 2011.

For the purpose of this note only, all terms used have the same meaning as defined in the Announcement.

(iii) During the nine months ended 30 September 2011, 35,000 awarded shares (during the nine months ended 30 September 2010: Nil) were granted to independent non-executive directors of the Company.

## 6 Accounts payable

Accounts payable and their ageing analysis are as follows:

	<u>Unaudited</u>	<u>Audited</u>
	<u>30 September 2011</u>	<u>31 December 2010</u>
	RMB'000	RMB'000
0 - 30 days .....	1,452,870	975,869
31 - 60 days .....	340,149	242,547
61 - 90 days .....	23,682	68,632
Over 90 days but less than one year .....	208,685	93,416
	<u>2,025,386</u>	<u>1,380,464</u>

## 7 Short-term borrowings

	<u>Unaudited</u>	<u>Audited</u>
	<u>30 September 2011</u>	<u>31 December 2010</u>
	RMB'000	RMB'000
Bank borrowings accounted for as RMB borrowings (Note (a))		
- Secured (Note (b)) .....	2,958,720	990,887
- Unsecured .....	—	334,440
	<u>2,958,720</u>	<u>1,325,327</u>
USD bank borrowings		
- Unsecured (Note (c)).....	3,812,940	3,973,620
Bonds		
- Unsecured (Note (d)).....	635,490	—
	<u>7,407,150</u>	<u>5,298,947</u>

Movement in the short-term borrowings is analyzed as follows:

	<u>Unaudited</u>	
	<u>Nine months ended 30 September</u>	
	<u>2011</u>	<u>2010</u>
	RMB'000	RMB'000
At beginning of period.....	5,298,947	202,322
Additions of bank borrowings .....	5,389,827	3,880,057
Issuance of bonds .....	657,520	—
Repayments of borrowings .....	(3,765,941)	(202,322)
Exchange impact.....	(173,203)	(41,817)
	<u>7,407,150</u>	<u>3,838,240</u>

Notes:

- (a) These bank borrowings were denominated in USD according to the loan agreements executed with the lending banks. The aggregate principal amount was USD460,000,000 and the interest rates were fixed at 2.78% to 3.54% per annum. These borrowings will be repaid in full in USD and the term for each of these borrowings is one year. Concurrently, foreign exchange forward contracts were arranged with the same banks as at the respective initial borrowing dates in order to enable the Group to purchase the required amount of USD with RMB for settling the principal amount of the borrowings plus related interest upon the respective loan due dates. The bank borrowings and the foreign exchange forward contracts are deemed as linked transactions and accordingly, the bank borrowings have effectively been accounted for as borrowings denominated in RMB.

These bank borrowings and the forward contracts were transacted on the belief that, despite the associated interest expenses to be incurred, the Group would benefit from the interest income from the restricted cash (Note (b)) and the cash increase as a result of the unsecured bank borrowings, as well as the fixed exchange gains arising from the bank borrowings (which are calculated as the difference between the forward rate stated in the contracts and the respective spot rates at the borrowing dates).

- (b) Bank borrowings of carrying amounts of RMB2,958,720,000 were secured by a pledge of bank deposits of RMB3,071,621,000.
- (c) Unsecured bank borrowings of carrying amount of RMB3,812,940,000 as at 30 September 2011 were also denominated in USD. The aggregate principal amount was USD600,000,000 and the interest rates were fixed at 1.20% to 1.59% per annum. In addition, the Group entered into foreign exchange forward contracts to purchase the required amount of USD with RMB for settling the principal amount of the borrowings upon the respective loan due dates. However, the Group arranged the bank loans and the forward contracts with different banks, and the Group did not adopt hedge accounting. As a result, these bank borrowings and relevant foreign exchange forward contracts were accounted for separately. The bank borrowings were accounted for as USD denominated bank borrowings stated at amortised cost, while the forward contracts were accounted for as derivative financial instruments stated at fair value with their gains or losses recorded in "Other gains/(losses), net" in the consolidated income statement.
- (d) During the nine months ended 30 September 2011, the Group issued USD denominated unsecured bonds at par value of USD100,000,000 (equivalent to approximately RMB 635,490,000). The bonds bear a floating rate of LIBOR plus 0.25% per annum and will mature in March 2012.

The fair value of the short-term borrowings approximated to their carrying amounts as at 30 September 2011.

## 8 Other gains, net

	Unaudited		Unaudited	
	Three months ended 30 September		Nine months ended 30 September	
	2011	2010	2011	2010
	RMB'000	RMB'000	RMB'000	RMB'000
Gains on deemed disposal of an associate .....	—	—	459,037	—
(Losses)/Gains from derivative financial instruments .....	(29,983)	(10,965)	(74,852)	6,613
Government subsidies .....	26,063	37,599	41,051	51,133
Donation to Tencent Charity Fund .....	—	(30,000)	(100,000)	(70,000)
Others .....	13,120	25,845	25,842	26,873
	<b>9,200</b>	<b>22,479</b>	<b>351,078</b>	<b>14,619</b>

## 9 Expenses by nature

	Unaudited		Unaudited	
	Three months ended 30 September		Nine months ended 30 September	
	2011	2010	2011	2010
	RMB'000	RMB'000	RMB'000	RMB'000
Employee benefit expenses (Note) .....	<b>1,356,958</b>	842,167	<b>3,566,910</b>	2,238,066
Content costs and agency fees.....	<b>1,283,609</b>	751,075	<b>3,520,386</b>	1,943,029
Mobile and telecom charges and bandwidth and server custody fees.....	<b>689,880</b>	546,943	<b>1,901,948</b>	1,537,147
Depreciation of fixed assets (Note) .....	<b>323,167</b>	175,375	<b>817,711</b>	469,967
Promotion and advertising expenses .....	<b>357,337</b>	127,650	<b>804,341</b>	364,974
Amortization of intangible assets .....	<b>222,163</b>	21,483	<b>498,024</b>	84,578
Operating lease rentals in respect of office buildings .....	<b>98,773</b>	27,205	<b>238,123</b>	67,754
Travelling and entertainment expenses .....	<b>66,865</b>	31,780	<b>144,414</b>	84,644
Other expenses.....	<b>239,185</b>	124,775	<b>602,228</b>	337,072
	<b>4,637,937</b>	2,648,453	<b>12,094,085</b>	7,127,231

Note:

Research and development expenses were RMB737,195,000 and RMB1,922,173,000 for the three and nine months ended 30 September 2011, respectively (for the three and nine months ended 30 September 2010: RMB450,744,000 and RMB1,209,174,000, respectively) which included employee benefit expenses of RMB633,132,000 and depreciation of fixed assets of RMB73,299,000 for the three months ended 30 September 2011 (for the three months ended 30 September 2010: RMB386,096,000 and RMB49,501,000, respectively) and employee benefit expenses of RMB1,655,235,000 and depreciation of fixed assets of RMB189,590,000 for the nine months ended 30 September 2011 (for the nine months ended 30 September 2010: RMB1,012,346,000 and RMB147,010,000, respectively).

## 10 Income tax expense

Income tax expense is recognized based on management's best knowledge of the income tax rates expected for the financial year.

### (a) Cayman Islands and British Virgin Islands corporate tax

The Group was not subject to any taxation in these jurisdictions for the three and nine months ended 30 September 2011 and 2010.

### (b) Hong Kong profits tax

No Hong Kong profits tax has been provided as the Group had no assessable profit arising in Hong Kong for the three and nine months ended 30 September 2011 and 2010.

### (c) PRC CIT

CIT is provided on the assessable income of entities within the Group incorporated in the PRC, calculated in accordance with the relevant regulations of the PRC after considering the available tax benefits from refunds and allowances.

Pursuant to the PRC Corporate Income Tax Law passed by the Tenth National People's Congress on 16 March 2007 (the "CIT Law"), the CIT rate for domestic and foreign enterprises has been unified at 25%, effective from 1 January 2008.

The CIT Law also provides a five-year transitional period starting from its effective date for those enterprises which were established before the promulgation of the CIT Law and which were entitled to preferential income tax rates under the then effective tax laws or regulations.

On 26 December 2007, the State Council issued the “Circular to Implementation of the Transitional Preferential Policies for the Corporate Income Tax”. Pursuant to this circular, the transitional CIT rates for the Group’s subsidiaries established in the Shenzhen Special Economic Zone or the Beijing High Technology Zone before 16 March 2007 are 18%, 20%, 22%, 24% and 25% for 2008, 2009, 2010, 2011 and 2012, respectively. Other tax preferential treatments such as reduction of 50% in income tax rates shall be based on the above transitional income tax rates for the respective years.

In 2008, certain subsidiaries of the Company in the PRC were approved as High/New Technology Enterprise, and accordingly, they were subject to a reduced preferential CIT rate of 15% for a 3-year period from 2008 to 2010 according to the applicable CIT Law. As at 30 September 2011, these subsidiaries were in the process of renewing such entitlements by applying to the relevant government authorities. The directors of the Company expect that they will continue to be approved as High/New Technology Enterprise. As such, CIT rate of 15% was adopted by these subsidiaries in accruing their CIT for the three and nine months ended 30 September 2011.

In addition, according to relevant tax circulars issued by the PRC tax authorities, certain subsidiaries of the Company are exempt from CIT for either two or three years, in either case followed by a 50% reduction in the applicable tax rates for the next three years, commencing either from the first year of their commercial operations or from the first year of profitable operation after offsetting their tax losses generated in prior years.

(d) **United States corporate tax**

No United States corporate tax has been provided as the Group had no taxable income arising in the United States for the three and nine months ended 30 September 2011 and 2010.

(e) **PRC withholding tax on dividend**

According to the applicable PRC tax regulations, dividends distributed by a company established in the PRC to a foreign investor with respect to profits derived after 1 January 2008 are subject to a withholding tax rate of 10%. If a foreign investor is incorporated in Hong Kong and meets the conditions or requirements under the double taxation arrangement entered into between the PRC and Hong Kong, the relevant withholding tax rate will be reduced to 5% from 10%.

The income tax expense of the Group for the three and nine months ended 30 September 2011 and 2010 are analyzed as follows:

	Unaudited		Unaudited	
	Three months ended 30 September		Nine months ended 30 September	
	2011	2010	2011	2010
	RMB'000	RMB'000	RMB'000	RMB'000
PRC current tax .....	485,056	357,577	1,345,291	1,023,635
Deferred tax .....	21,704	154,436	98,615	294,278
	<b>506,760</b>	512,013	<b>1,443,906</b>	1,317,913

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the tax rate of 24% for the three and nine months ended 30 September 2011 (for the three and nine months ended 30 September 2010: 22%), being the tax rate of the major subsidiaries of the Company before preferential tax treatments. The difference is analyzed as follows:

	Unaudited		Unaudited	
	Three months ended 30 September		Nine months ended 30 September	
	2011	2010	2011	2010
	RMB'000	RMB'000	RMB'000	RMB'000
Profit before income tax .....	<b>2,952,908</b>	2,680,329	<b>9,117,534</b>	7,219,840
Share of losses/(profit) of associates .....	<b>21,842</b>	(10,985)	<b>(39,466)</b>	(35,232)
Share of losses of jointly controlled entities ..	<b>59,926</b>	—	<b>124,912</b>	—
	<b>3,034,676</b>	2,669,344	<b>9,202,980</b>	7,184,608
Tax calculated at a tax rate of 24% (for the three and nine months ended 30 September 2010: 22%) .....	<b>728,322</b>	587,256	<b>2,208,715</b>	1,580,614
Effects of different tax rates applicable to different subsidiaries of the Group .....	<b>(227,012)</b>	(77,448)	<b>(760,232)</b>	(242,876)
Effects of tax holiday on assessable profit of subsidiaries .....	<b>(117,826)</b>	(172,238)	<b>(367,402)</b>	(376,753)
Income not subject to tax .....	<b>(5,930)</b>	(5,791)	<b>(17,593)</b>	(11,049)
Expenses not deductible for tax purposes .....	<b>42,493</b>	28,907	<b>156,372</b>	78,823
Withholding tax on earnings expected to be remitted by the PRC subsidiaries .....	<b>81,000</b>	142,000	<b>222,500</b>	257,000
Unrecognized deferred income tax assets /(Utilization of previously unrecognized deferred income tax assets) .....	<b>8,462</b>	9,327	<b>63,790</b>	32,154
Adjustments in respect of prior year .....	<b>(2,749)</b>	—	<b>(62,244)</b>	—
Income tax expense .....	<b>506,760</b>	512,013	<b>1,443,906</b>	1,317,913



## (a) Basic

EPS are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

	Unaudited		Unaudited	
	Three months ended 30 September		Nine months ended 30 September	
	2011	2010	2011	2010
Profit attributable to equity holders of the Company for the period (RMB'000) .....	<u>2,446,437</u>	<u>2,153,111</u>	<u>7,666,057</u>	<u>5,852,807</u>
Weighted average number of ordinary shares in issue (thousand shares) .....	<u>1,825,190</u>	<u>1,817,586</u>	<u>1,823,638</u>	<u>1,815,736</u>
Basic EPS (RMB per share) .....	<u>1.340</u>	<u>1.185</u>	<u>4.204</u>	<u>3.223</u>

## (b) Diluted

Diluted EPS is calculated by adjusting the weighted average number of ordinary shares outstanding by the assumption of the conversion of all potential dilutive ordinary shares arising from share options and awarded shares granted by the Company (collectively forming the denominator for computing diluted EPS). No adjustment is made to earnings (numerator).

	Unaudited		Unaudited	
	Three months ended 30 September		Nine months ended 30 September	
	2011	2010	2011	2010
Profit attributable to equity holders of the Company for the period (RMB'000) .....	<u>2,446,437</u>	<u>2,153,111</u>	<u>7,666,057</u>	<u>5,852,807</u>
Weighted average number of ordinary shares in issue (thousand shares) ....	<u>1,825,190</u>	<u>1,817,586</u>	<u>1,823,638</u>	<u>1,815,736</u>
Adjustments for share options (thousand shares) .....	<u>27,709</u>	<u>32,743</u>	<u>30,089</u>	<u>36,095</u>
Adjustments for awarded shares (thousand shares) .....	<u>8,935</u>	<u>7,335</u>	<u>10,331</u>	<u>7,503</u>
Weighted average number of ordinary shares for the calculation of diluted EPS (thousand shares) .....	<u>1,861,834</u>	<u>1,857,664</u>	<u>1,864,058</u>	<u>1,859,334</u>
Diluted EPS (RMB per share) .....	<u>1.314</u>	<u>1.159</u>	<u>4.113</u>	<u>3.148</u>

## 12 Dividend

A final dividend in respect of the year ended 31 December 2010 of HKD0.55 per share (2009: HKD0.40 per share) was proposed pursuant to a resolution passed by the Board on 16 March 2011 and approved by shareholders at the annual general meeting of the Company held on 11 May 2011. Such dividend, totalling HKD1,010,294,000 (equivalent to approximately RMB838,290,000) (final dividend for 2009: HKD727,180,000 (equivalent to approximately RMB639,264,000)), had been paid as at 30 September 2011.

The Board did not propose any interim dividend for the nine months ended 30 September 2011 (for the nine months ended 30 September 2010: Nil).

## 13 Business Combination

### The Riot Games Acquisition

#### (a) Step-up business combination

On 18 February 2011 (the “Closing Date”), the Group acquired a majority equity interest in Riot Games from its existing stakeholders including the founders of Riot Games, for a cash consideration of USD231,465,000 (equivalent to approximately RMB1,524,632,000), together with other cash and non-cash consideration related to the put options mentioned below. Immediately before the Riot Games Acquisition, the Group held 22.34% equity interest (the “Previously Held Interest”) in Riot Games and it was reported as an investment in associate. Immediately after the Riot Games Acquisition, the Group held 8,209,473 shares, representing 92.78% equity interest in Riot Games. Riot Games operates a stock plan established before the Closing Date, pursuant to which, Riot Games may grant share options or special restricted stock units (“RSUs”) to its eligible employees (the “Eligible Persons”). As at the Closing Date, all share options and RSUs held by the Eligible Persons, both vested and unvested, amounted to a total of 2,040,456 shares in addition to the issued shares. In addition, according to the stock plan, 2,009,000 share options or RSUs may be further granted to the Eligible Persons as appropriate. After the Riot Games Acquisition, Riot Games was accounted for as a subsidiary of the Company. Riot Games continues to operate independently under the leadership of its founders and local management team.

A goodwill of RMB1,932,376,000 was recognized as a result of the Riot Games Acquisition. It is mainly attributable to the operating synergies and economies of scale expected to be derived from combining the operations of the Group and Riot Games. None of the goodwill recognized is expected to be deductible for income tax purposes.

The Group chose to record the non-controlling equity interest in Riot Games (the “Non-controlling Interest”) at fair value on the Closing Date. The following table summarizes the consideration paid for the acquisition and the fair value of the assets acquired and liabilities assumed or recognized as at the Closing Date.

	<u>RMB'000</u>
<b>Considerations:</b>	
Cash consideration paid/payable for additional equity interest in Riot Games .....	1,524,632
Deemed consideration arising from the grant of put options on Riot Games' existing share options .....	<u>154,732</u>
<b>Total considerations</b> .....	1,679,364
Fair value of the Previously Held Interest .....	576,539
Fair value of the Non-controlling Interest .....	<u>187,092</u>
	<u><u>2,442,995</u></u>

**Recognized amounts of identifiable assets acquired and liabilities assumed:**

Current assets.....	101,135
Fixed assets .....	14,690
Existing game licenses and other acquired intangible assets .....	671,803
Deferred revenue.....	(2,627)
Other payables and accruals .....	(4,589)
Deferred income tax liabilities .....	(269,793)
<b>Total identifiable net assets.....</b>	<b>510,619</b>
Goodwill .....	1,932,376
	<u>2,442,995</u>
<b>Acquisition-related costs (Note).....</b>	<b>54,400</b>

Note:

The acquisition-related costs are included in general and administrative expenses in the consolidated income statement for the nine months ended 30 September 2011.

The Riot Games Acquisition was treated as a step-up business combination. As a result, a deemed disposal gain of RMB459,037,000, being the difference between the fair value of the Previously Held Interest as at the Closing Date and its then carrying value of RMB117,502,000, was recorded as “Other gains, net” in the consolidated income statement for the nine months ended 30 September 2011.

For the period from the Closing Date to 30 September 2011, Riot Games contributed revenues of RMB190,784,000 and a net loss of RMB653,345,000 to the Group, which included expenses arising from the Riot Games Acquisition, including amortization of intangible assets acquired, related deferred tax impact and share-based compensation related to the arrangements mentioned below. The revenue and net loss contributed by Riot Games to the Group would not be materially different from the aforesaid reported figures if the Riot Games Acquisition had occurred on 1 January 2011.

**(b) Other arrangements associated with the Riot Games Acquisition**

In connection with the Riot Games Acquisition, the Group offered, among others, certain share options and RSUs of Riot Games to the Eligible Persons before the Closing Date. Certain Eligible Persons were also granted by the Group cash bonus and put options so that they are entitled to sell to the Group their respective retained equity interests in Riot Games, and all the Eligible Persons are entitled to sell to the Group their shares acquired after the exercise of the vested share options and RSUs granted on or before the Closing Date by Riot Games. These put options will be exercisable for a period of up to 10 years following the Closing Date, subject to certain conditions.

The grant of the put options on the share options owned by the Eligible Persons before the acquisition (the “Existing Share Options”) was accounted for as a modification of the options as at the Riot Games Acquisition. The portion of fair value of the Existing Share Options, assessed at the Closing Date, attributable to the service period before the acquisition (amounting to RMB154,732,000) was treated as part of the purchase consideration for the acquisition. The remaining portion of the fair value will be recorded as employee costs throughout the future vesting period.

In addition, the grants of share options and RSUs of Riot Games, together with the put feature mentioned above, on the Closing Date have been accounted for as a grant of a compound instrument to the Eligible Persons. They will be accounted for as employee costs throughout the vesting period.

The aforesaid cash bonus and share-based compensation expense recorded as employee costs in the consolidated income statements for the three and nine months ended 30 September 2011 were not material.

The grant of the put options for the retained interest of the Eligible Persons was accounted for as a transaction undertaken with the non-controlling shareholders. The Group recognized, as at the Closing Date, the relevant financial liabilities based on the present value of estimated future cash out flow that the Group is required to honor the put option obligations, together with a debit to other reserve within equity of the Group.

**PRINCIPAL AND REGISTERED OFFICE OF THE COMPANY**

**Tencent Holdings Limited**

Kejizhongyi Avenue  
Hi-tech Park  
Nanshan District  
Shenzhen 518057  
PRC

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

**TRUSTEE**

**Deutsche Bank Trust  
Company Americas**  
Trust & Agency Services  
60 Wall Street, 27th Floor  
MS NYC 60-2750  
New York, NY10005

**PRINCIPAL PAYING AND TRANSFER AGENT AND REGISTRAR**

**Deutsche Bank Trust  
Company Americas**  
Trust & Agency Services  
60 Wall Street, 27th Floor  
MS NYC 60-2750  
New York, NY10005

**LEGAL ADVISORS TO THE COMPANY**

*as to PRC law*

*as to United States law  
and Hong Kong law*

*as to Cayman Islands law*

**Jun He Law Offices**  
China Resources Building,  
20th Floor  
8 Jianguomenbei Avenue  
Beijing, 100005  
PRC

**Freshfields Bruckhaus Deringer**  
11th Floor  
Two Exchange Square  
Central  
Hong Kong

**Conyers Dill & Pearman**  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

**LEGAL ADVISORS TO THE INITIAL PURCHASERS**

*as to PRC law*

*as to United States law  
and Hong Kong law*

**Haiwen & Partners**  
21/F Beijing Silver Tower  
2 Dong San Huan North Road  
Beijing 100027  
PRC

**Simpson Thacher & Bartlett**  
35th Floor, ICBC Tower  
3 Garden Road  
Central  
Hong Kong

**INDEPENDENT AUDITOR**

**PricewaterhouseCoopers**  
22/F Prince's Building  
Central  
Hong Kong