

The9 LTD
Form 20-F/A
October 12, 2006
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 20-F/A
Amendment No. 1

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2005

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____.

Commission file number: 000-51053

THE9 LIMITED

(Exact name of Registrant as specified in its charter)

N/A

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(Translation of Registrant's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization)

Building No.3, 690 Bibo Road

Zhang Jiang Hi-Tech Park

Pudong New Area, Pudong

Shanghai 201203, People's Republic of China

(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Name of each exchange and Title of each class on which registered:

American Depositary Shares, each representing one ordinary share, par value

US\$0.01 per share, Nasdaq Global Market

(Title of Class)

Securities registered or to be registered pursuant to Section 12(g) of the Act.

[NONE]

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

[NONE]

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 24,214,130 ordinary shares, par value US\$0.01 per share.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which financial statement item the registrant has elected to follow:

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

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Explanatory Note

This Form 20-F/A amends and restates Item 5 of, and our audited consolidated financial statements for the year ended December 31, 2005 included in, our annual report on Form 20-F filed with the Securities and Exchange Commission on June 30, 2006 (such amendments and restatements, the Restatement). The Restatement is necessary to reflect dividends received by The9 during 2005 from 9Webzen, an affiliated company of The9, as a cash flow from operating activities in accordance with SFAS No. 95, Statement of Cash Flows. Such amount was previously reflected as cash flows from financing activities in our annual report on Form 20-F filed on June 30, 2006. As a result of the Restatement, cash provided by The9's operating activities in 2005 increased by RMB35,642,140 (US\$4,416,513) and cash provided by The9's financing activities in 2005 decreased by the same amount. Except for the impact to The9's consolidated financial statements for 2005 as referenced in Note 2(a) of the restated financial statements filed herewith, the Restatement has no impact on The9's consolidated statement of operations and comprehensive income and consolidated balance sheets.

This Form 20-F/A also amends Item 3.D., Risk Factors Risks Related to Our Company PRC laws and regulations, including the new MII notice issued in July 2006, restrict foreign ownership of the Internet content provision, Internet culture operation and Internet publishing licenses, and substantial uncertainties exist with respect to the application and implementation of PRC laws and regulations and Item 4.B., Information on the Company Business Overview Government Regulations to disclose a notice issued by a PRC governmental authority in July 2006 that is related to our business operation model.

Except for the foregoing, no other part of this annual report is being amended and the filing of this amended annual report should not be understood to mean that any statements contained herein are true or complete as of any date subsequent to June 30, 2006, the filing date of The9's annual report on Form 20-F for the year ended December 31, 2005.

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INTRODUCTION

In this annual report, unless otherwise indicated, (1) the terms we, us, our company, our and The9 refer to The9 Limited and its subsidiaries, in the context of describing our operations and risk factors, also include 9Webzen and our other affiliated PRC entities, (2) the term 9Webzen refers to 9Webzen Limited and its subsidiary, 9Webzen (Shanghai) Co., Ltd., (3) shares and ordinary shares refer to our ordinary shares, preferred shares refers to our convertible preferred shares, all of which were converted into our ordinary shares upon the completion of our initial public offering on December 20, 2004, ADSs refers to our American depositary shares, each of which represents one ordinary share, and ADRs refers to the American depositary receipts which evidence our ADSs, (4) all share numbers reflect the 2.86-for-1 share split of our ordinary shares and preferred shares which became effective on November 25, 2004, (5) China and PRC refer to the People's Republic of China, and solely for the purpose of this annual report, excluding Taiwan, Hong Kong and Macau, (6) all references to RMB and Renminbi are to the legal currency of China and all references to U.S. dollars, dollars, US\$ and \$ are to the legal currency of the United States, (7) all discrepancies in any table between the amounts identified as total amounts and the sum of the amounts listed therein are due to rounding; and (8) all translations from RMB to U.S. dollars and from U.S. dollars to RMB in this annual report were made at a rate of RMB8.0702 to US\$1.00, the noon buying rate in effect as of December 30, 2005.

This annual report on Form 20-F includes our audited consolidated statement of operations data for the years ended December 31, 2003, 2004 and 2005, and consolidated balance sheet data as of December 31, 2004 and 2005.

We and certain selling shareholders of our company completed the initial public offering of 6,075,000 ADSs, each representing one ordinary share, par value US\$0.01 per share, on December 20, 2004. On December 15, 2004, we listed our ADSs on the Nasdaq Global Market, or Nasdaq, under the symbol NCTY.

FORWARD-LOOKING INFORMATION

This annual report on Form 20-F contains statements of a forward-looking nature. These statements are made under the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. You can identify these forward-looking statements by terminology such as may, will, expects, anticipates, future, intend, plan, believe, estimate, is/are likely to or other and similar expressions. The accuracy of these statements may be impacted by a number of risks and uncertainties that could cause actual results to differ materially from those projected or anticipated. Such risks and uncertainties include, but not limited to, the following:

our ability to retain existing users and attract new users for the World of Warcraft®, or WoW, game;

our ability to successfully launch and operate additional online games licensed by us in China;

our ability to license, develop or acquire additional online games that are attractive to users;

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the maintenance and expansion of our relationships with online game developers, including our existing licensors;

uncertainties in and the timeliness of obtaining necessary governmental approvals and licenses for operating any new online game;

risks inherent in the online game business;

risks associated with our future acquisitions and investments;

our ability to compete successfully against our competitors;

risks associated with our corporate structure and the regulatory environment in China; and

other risks outlined in our filings with the Securities and Exchange Commission, or the SEC, including this annual report on Form 20-F.

These risks are not exhaustive. We operate in an emerging and evolving environment. New risk factors emerge from time to time and it is impossible for our management to predict all risk factors, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

We would like to caution you not to place undue reliance on forward-looking statements and you should read these statements in conjunction with the risk factors disclosed in Item 3.D. of this annual report, Key Information Risk Factors. We do not undertake any obligation to update the forward-looking statements except as required under applicable law.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not Applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not Applicable.

ITEM 3. KEY INFORMATION

A Selected Financial Data

The following table presents the selected consolidated financial information for our company. You should read the following information in conjunction with Item 5 Operating and Financial Review and Prospects below. The selected consolidated statement of operations data for the years ended December 31, 2003, 2004 and 2005 and the selected consolidated balance sheet data as of December 31, 2004 and 2005 have been derived from our audited consolidated financial statements and should be read in conjunction with those statements, which are included in this annual report beginning on page F-1. The selected consolidated statement of operations data for the year ended December 31, 2001 and 2002 and the selected consolidated balance sheet data as of December 31, 2001, 2002 and 2003 have been derived from our audited consolidated financial statements, which are not included in this annual report.

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	For the Year Ended December 31,					
	2001 RMB	2002 RMB	2003 RMB	2004 RMB	2005 RMB	2005 US\$(¹) (unaudited)
<i>(in thousands, except for per share and per ADS data)</i>						
Consolidated Statement of Operation Data:						
Revenues	5,527	3,280	17,268	36,636	489,191	60,617
Sales taxes	(283)	(192)	(883)	(1,913)	(24,164)	(2,994)
Net revenues	5,244	3,088	16,385	34,723	465,027	57,623
Costs of services	(3,413)	(3,730)	(6,492)	(9,139)	(240,416)	(29,791)
Gross profit (loss)	1,831	(642)	9,893	25,584	224,611	27,832
Operating expenses	(17,265)	(19,070)	(15,930)	(35,347)	(164,898)	(20,433)
Income (loss) from operations	(15,434)	(19,712)	(6,037)	(9,763)	59,713	7,399
Interest income (expenses), net	(484)	(907)	(1,381)	81	10,022	1,242
Other income (expense), net	74	(173)	165	15,792	14,467	1,793
Income (loss) before income tax benefit (expense), gain on investment disposal, minority interests and equity in profit (loss) of affiliated companies	(15,844)	(20,792)	(7,253)	6,110	84,202	10,434
Income tax benefit (expense)	(156)	(338)	5,850	(5,073)	(168)	(21)
Minority interests				6,871	(4,541)	(563)
Income (loss) before gain on investment disposal and equity in profit (loss) of affiliated companies	(16,000)	(21,130)	(1,403)	7,908	79,493	9,850
Gain on investment disposal					6,716	832
Equity in profit (loss) of affiliated companies, net of taxes		(5,211)	49,877	16,571	(13,737)	(1,702)
Net income (loss)	(16,000)	(26,341)	48,474	24,479	72,472	8,980
Net income (loss) attributable to shareholders	(18,169)	(28,692)	31,699	12,047	72,472	8,980
Earnings (loss) per share						
- Basic	(1.84)	(2.91)	3.21	1.17	3.00	0.37
- Diluted	(1.84)	(2.91)	1.94	0.87	2.92	0.36
Earnings (loss) per ADS ⁽²⁾						
- Basic	(1.84)	(2.91)	3.21	1.17	3.00	0.37
- Diluted	(1.84)	(2.91)	1.94	0.87	2.92	0.36

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	As of December 31,					
	2001 RMB	2002 RMB	2003 RMB	2004 RMB	2005 RMB	2005 US\$(¹) (unaudited)
	<i>(in thousands)</i>					
Consolidated Balance Sheet Data:						
Cash and cash equivalents	1,730	5,628	62,766	793,405	488,245	60,500
Non-current assets	12,166	8,817	60,801	171,565	602,744	74,688
Total assets	23,836	20,494	155,798	1,026,595	1,213,735	150,397
Current liabilities	23,204	46,982	134,210	149,265	271,750	33,673
Minority interests				12,165		
Series A convertible preferred shares ⁽³⁾	29,357	31,708	34,242			
Total shareholders' equity (deficit)	(30,144)	(58,461)	(12,654)	865,165	941,985	116,724
Total liabilities and shareholders' equity (deficit)	23,836	20,494	155,798	1,026,595	1,213,735	150,397

(1) Translation from RMB amounts into U.S. dollars was made at a rate of RMB8.0702 to US\$1.00. See Exchange Rate Information.

(2) Each ADS represents one ordinary share.

(3) Series A convertible preferred shares were not included as part of shareholders' equity as such shares were redeemable at the option of the holders thereof.

As of December 31, 2005, we and Webzen Inc., or Webzen, owned 30% and 70% of 9Webzen Limited, or 9Webzen, respectively. Prior to December 2005, we and Webzen owned 51% and 49% of 9Webzen, respectively. Due to Webzen's right to participate in certain decisions to be made in the ordinary course of business of 9Webzen, we have accounted for our interest in 9Webzen using the equity method. Our equity share of 9Webzen's net income contributed significantly to our net income for our fiscal years ended December 31, 2003 and 2004. In 2005, due to the declining popularity of the MU game, which comprised substantially all of 9Webzen's revenues, and due to our substantial increase in revenues resulting from the commercial launch of WoW in China, the portion of our income attributable to our equity interest in 9Webzen and our share of the total assets of 9Webzen were less than 20% of our operating income and total assets, respectively, for the year. Because 9Webzen's financial position and results of operation are no longer material to us, the audited financial statements for 9Webzen are not required for 2005. 9Webzen's audited consolidated financial statements for the years ended December 31, 2003 and 2004 and unaudited consolidated financial statements for the year ended December 31, 2005 are included in this annual report beginning on page F-44. For a discussion of 9Webzen's results of operations for the years ended December 31, 2003 and 2004, see Item 5, Operating and Financial Review and Prospects Overview 9Webzen's Results of Operations. For a more detailed discussion of 9Webzen's historical operating and financial information, see our annual report on Form 20-F for the year 2004, filed with the SEC on June 30, 2005.

Exchange Rate Information

Our business is primarily conducted in China and almost all of our revenues are denominated in RMB. However, periodic reports made to shareholders will be expressed in U.S. dollars using the then current exchange rates. This annual report contains translations of RMB amounts into U.S. dollars at specific rates solely for the convenience of the reader. The conversion of RMB into U.S. dollars in this annual report is based on the noon buying rate in The City of New York for cable transfers of RMB as certified for customs purposes by the Federal Reserve Bank of New York. For your convenience, this annual report contains translations of some RMB or U.S. dollar amounts for 2005 at US\$1.00: RMB8.0702, which was the noon buying rate in effect as of December 30, 2005. The prevailing rate at June 20, 2006 was US\$1.00: RMB8.0009. We make no representation that any RMB or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or RMB, as the case may be, at any particular rate, the rates stated below, or at all. The PRC government imposes control over its foreign currency reserves in part through direct regulation of the conversion of RMB into foreign currency and through restrictions on foreign exchange activities.

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The following table sets forth information concerning exchange rates between the RMB 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 annual report or will use in the preparation of our periodic reports or any other information to be provided to you. The source of these rates is the Federal Reserve Bank of New York.

Period	Period End	Noon Buying Rate		
		Average ⁽¹⁾	Low	High
(RMB per US\$1.00)				
2001	8.2766	8.2770	8.2786	8.2676
2002	8.2800	8.2770	8.2800	8.2669
2003	8.2767	8.2772	8.2800	8.2765
2004	8.2765	8.2768	8.2771	8.2765
2005	8.0702	8.1826	8.2765	8.0702
2006				
January	8.0608	8.0654	8.0702	8.0596
February	8.0415	8.0512	8.0616	8.0415
March	8.0167	8.0350	8.0505	8.0167
April	8.0165	8.0143	8.0248	8.0040
May	8.0215	8.0131	8.0300	8.0005
June (through June 20)	8.0009	8.0082	8.0225	7.9985

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

B. Capitalization and Indebtedness

Not Applicable.

C. Reasons for the Offer and Use of Proceeds

Not Applicable.

D. Risk Factors

Risks Related to Our Company

Our limited relevant operating history and the unproven long-term potential of our online game business model make evaluating our business and prospects difficult.

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We began to offer our self-developed online virtual community game the9 City in 2000, commenced the distribution and operation of MU, our first massively multiplayer online role playing game, or MMORPG, in China in February 2003. We launched two additional MMORPGs, Mystina Online and WoW, in China in February and June 2005, respectively. As a result, we have a limited relevant operating history for you to evaluate our business. It is also difficult to evaluate our prospective business, because we may not have sufficient experience to address the risks frequently encountered by early stage companies using new and unproven business models and entering new and rapidly evolving markets, including the online game market. These risks may include our potential failure to:

retain existing customers and attract new customers;

successfully launch and operate new online games licensed by us;

license, acquire or develop additional online games that are appealing to customers;

anticipate and adapt to changing consumer preferences;

adapt to competitive market conditions;

timely respond to technological changes or resolve unexpected network delays or interruptions;

adequately and efficiently operate, upgrade and develop our transaction and service platform; or

maintain adequate control of our expenses.

If we are unsuccessful in addressing any of the risks listed above, our results of operations may be materially and adversely affected.

We have incurred net losses in the past and may experience earnings declines or net losses in the future.

We incurred net losses in the first half of 2005. Although we have achieved net profit since the second half of 2005 as a result of the commercial launch of WoW in China, we cannot assure you that we can avoid net losses in the future nor that there will not be any earnings or revenue declines for any future quarterly or other periods. We expect that our operating expenses will increase as we incur additional expenditures in connection with our operation of WoW and other new games in China. As a result, any decrease or delay in generating more revenues could result in material operating losses and cause the market price of our ADSs to decline.

As we expect to continue to depend on WoW for most of our revenues in the near future, any adverse developments relating to WoW may materially and adversely affect our results of operations.

In February 2004, our subsidiary, China The9 Interactive Limited, or C9I, obtained an exclusive license to operate WoW in China from Vivendi Universal Games Inc., or VUG, and we commercially launched WoW in China in June 2005. In 2005, 98% of our total revenues were attributable to the operation of WoW in China, including game play time, merchandise sales and other related revenues. We expect to continue to depend on WoW for most of our revenues in the near future.

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In order to maximize the life span of a game, which we believe is typically four to five years for successful online games or two to three years for most other online games, it is necessary to continuously enhance, expand or upgrade the game with new features. We do not have any control over VUG's product development. As WoW's remaining economic life shortens, we will need to rely on other games to generate more revenues and to develop, license or acquire new games. If we are unable to do so, our future revenues will decline. In addition, any reduction in the user fees we charge to WoW game players as a result of intensifying competition or other factors, any breach of game-related software security, prolonged server delays, interruption due to network failure, illegal server activities, hacking or any other adverse developments relating to WoW, could materially and adversely affect our future results of operations.

We have invested and plan to continue to invest a significant amount of financial and personnel resources in operating WoW in China. While WoW has generated significant revenue in 2005 with 3.3 million activated user accounts as of December 31, 2005, we cannot assure you that WoW will continue to attract as many users as are required for our operation on a commercially viable basis. We have made significant financial commitments in connection with the licensing and operating of WoW in China. We are obligated to pay royalties equal to 22% of the face value of WoW prepaid cards and online points and either 37.7% or 39% of the face value of the CD-Keys sold by us by making recoupable advances against royalty payments in an aggregate amount of approximately US\$51.3 million over a four-year period commencing from the commercial launch in June 2005. We are also obligated to commit no less than approximately US\$13.0 million for the marketing and promotion of WoW in China during the four-year license period. If we lose our exclusive WoW license for failing to meet our financial obligations or for other reasons, or if we are unable to generate revenues from WoW exceeding the amount of operating costs and expenses incurred in connection with WoW, our future results of operations will be materially and adversely affected.

If we are unable to maintain a satisfactory relationship with VUG or any other online game developer which has licensed a game to us, our future results of operations or the growth of our business may suffer.

If we are unable to maintain a satisfactory relationship with VUG or any other online game developer which has licensed a game to us, or if VUG or any of our other online game licensors either establishes similar or more favorable relationships with our competitors in violation of its contractual arrangements with us or otherwise, our operating results and our business would be harmed, because our business depends significantly upon our exclusive licenses to operate WoW and other online games in China. We are currently in discussions with VUG regarding the terms of a license for the Burning Crusade expansion pack for the WoW game. We cannot assure you that VUG or any of our other online game licensors will renew its license agreement with us, or grant us an exclusive license for any new online games that it may develop or make expansion packs, including the Burning Crusade expansion pack, for existing games available to us in the future. Any deterioration of our relationship with VUG or any of our other online game licensors could harm our future results of operations or the growth of our business.

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Illegal game servers, unauthorized character enhancements and other infringements of our intellectual property rights could harm our business and reputation and materially and adversely affect our results of operation.

With the increase in the number of online game players in China, we have faced the risks of illegal game servers, unauthorized character enhancements and other infringements of our intellectual property rights. Our historical results of operations prior to our commercial launch of WoW in China were materially and adversely affected by illegal game servers. Although we have adopted a number of measures to address illegal server usage, misappropriation of our game server installation software and the establishment of illegal game servers could harm our business and reputation and materially and adversely affect our results of operations.

From time to time we have detected a number of players who have gained an unfair advantage by installing cheating tools to facilitate character progression. In response to these activities, we have expanded our customer service team dedicated to detecting unauthorized character enhancements. We also require that WoW game players purchase mandatory CD-Keys in order to play the game, which we believe reduces the number of unauthorized characters by preventing players from using cheating tools. In addition, we have installed software patches designed to prevent unauthorized modifications to our execution files. However, we cannot assure you that we will be able to identify and eliminate new illegal game servers, unauthorized character enhancements or other infringements of our intellectual property rights in a timely manner, or at all. The deletion of unauthorized character enhancements requires the affected players to restart with a new character from the starting level, and may result in some of these players ceasing to play the game altogether. In addition, any of our new games may be affected by similar or other infringement of our intellectual property rights. If we are unable to eliminate illegal servers, unauthorized character enhancements or suffer other infringement of our intellectual property rights, our players' perception of the reliability of our games may be negatively impacted, which may reduce the number of players using our games, shorten the life span of our games or may adversely affect our results of operations.

Undetected programming errors or flaws in our games could harm our reputation or decrease market acceptance of our games, which would materially and adversely affect our results of operations.

Our games may contain errors or flaws, which may only be discovered after their release, particularly as we launch new games or introduce new features to existing games under tight time constraints. If our games contain programming errors or other flaws, our customers may be less inclined to continue or resume playing our games or recommend our games to other potential customers, and may switch to our competitors games. Undetected programming errors and game defects can disrupt our operations, adversely affect the game experience of our users, harm our reputation, cause our customers to stop playing our games, divert our resources and delay market acceptance of our games, any of which could materially and adversely affect our results of operations.

We may not be able to prevent others from infringing upon our intellectual property rights, which may harm our business and expose us to litigation.

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We regard our proprietary software, domain names, trade names, trade marks and similar intellectual properties as critical to our success. Intellectual property rights and confidentiality protection in China may not be as effective as in the United States or other countries. Monitoring and preventing the unauthorized use of proprietary technology is difficult and expensive. The steps we have taken may be inadequate to prevent the misappropriation of our proprietary technology. Any misappropriation could have a negative effect on our business and operating results. We may need to resort to court proceedings to enforce our intellectual property rights in the future. Litigation relating to our intellectual property might result in substantial costs and diversion of resources and management attention away from our business. See Item 3, Key Information Risk Factors Risks Related to Doing Business in China Uncertainties with respect to the PRC legal system could adversely affect us.

If we are unable to license, develop or acquire additional online games, our future revenues and profitability will decline.

In order for our business strategy to succeed over time, we will need to license, acquire or develop new online games that are attractive to users. To achieve this, we will need to anticipate and effectively adapt to rapidly changing consumer tastes and preferences and technological advances. Also, in order to maintain the life span of our new online games, which we believe is typically four to five years for successful online games or two to three years for most other online games, we need to continue to develop and release upgrades to our new online games. We cannot assure you that we will be able to identify appropriate games or enter into arrangements with those game developers to offer these games in China, on terms acceptable to us or at all, or that we can maintain the expected life span of our new online games. We do not have a proven track record in developing proprietary MMORPGs, from which we derive a significant portion of our profits. If we are not able to license, develop or acquire additional attractive online games with lasting appeal to users, our future revenues and profitability will decline.

We face the risks of changing consumer preferences and uncertainty of market acceptance of our new products.

Online games are a new and evolving entertainment concept in Asia, particularly in China. The level of demand and market acceptance of our online games are subject to a high degree of uncertainty. This uncertainty is particularly relevant in our current situation because we are relying on a single MMORPG for substantially all of our revenues. Our future operating results will depend on numerous factors beyond our control. These factors include:

the popularity of WoW and other new online games operated by us;

VUG's timely upgrades of WoW to extend WoW's life span and to maintain WoW's competitive position in the online game market in China;

the introduction of new online games, competing with or replacing our existing online games;

general economic conditions, particularly economic conditions adversely affecting discretionary consumer spending;

changes in customer tastes and preferences;

the availability of other forms of entertainment; and

critical reviews and public tastes and preferences, all of which change rapidly and cannot be predicted.

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Our ability to plan for product development and distribution and promotional activities will be significantly affected by our ability to anticipate and adapt to relatively rapid changes in consumer tastes and preferences. Currently, one of the most popular types of online games in China is the MMORPG. However, there is no assurance that MMORPGs will continue to be popular in China or that their popularity will not be replaced by new and different types of online or other games in the future. A decline in the popularity of online games in general or the MMORPGs that we operate, will likely adversely affect our business and prospects.

In addition, we expect that as we introduce new MMORPGs, a certain portion of our existing customers will switch to the new games. If this transfer of players from our existing games exceeds our expectations, we may have to adjust our marketing, pricing and other business plans and, as a result, our growth and profitability could be materially and adversely affected.

We may not be able to maintain our market share and profitability as we operate in a highly competitive industry and compete against many companies.

There are currently over 100 online game operators in China. We expect more companies to enter the online game industry in China and a wider range of online games to be introduced to the China market, given the relatively low entry barriers to the online game industry. Our competitors vary in size and include large companies, many of which have significantly greater financial, marketing and game development resources and name recognition than we have, such as Shanda Interactive Entertainment Limited, Netease.com, Inc. and Sina Corporation. As a result, we may not be able to devote adequate resources to designing, developing or acquiring new games, undertaking extensive marketing campaigns, adopting aggressive pricing policies, paying high compensation to game developers or compensating independent game developers to the same degree as certain of our competitors. Our competitors may introduce new business methods, such as charging customers a flat user fee. If these new business methods are more attractive to customers than the business methods we currently use, our customers may switch to our competitors' games, and we may lose market share. We cannot assure you that we will be able to compete successfully against any new or existing competitors, or against any new business methods implemented by them. In addition, the increased competition we anticipate in the online game industry may also reduce the number of our users or growth rate of our user base, reduce the average number of hours played by our users, or cause us to reduce usage fees. All of these competitive factors could adversely affect our operational success, cash flows, operating margins and profitability.

Failure to achieve and maintain effective internal controls could have a material adverse effect on our business, results of operations and the trading price of our ADSs.

We are subject to the reporting obligations under the U.S. securities laws. The Securities and Exchange Commission, or the SEC, as required by Section 404 of the Sarbanes-Oxley Act of 2002, has adopted rules requiring public companies to include a report of management on such company's internal control over financial reporting in its annual report, that contains an assessment by management of the effectiveness of such company's internal control over financial reporting. In addition, an independent registered public accounting firm for a public company must attest to and report on management's assessment of the effectiveness of the company's internal control over financial reporting. These requirements will first apply to our annual report on Form 20-F for the fiscal year ending December 31, 2006. In an effort to comply with such requirements by the effective date for compliance, we are working on scoping and preliminary evaluation and performing the system and process documentation, testing, and if necessary, remediation. Our efforts to implement standardized internal control procedures and develop the internal tests necessary to verify the proper application of the internal control procedures and their effectiveness will be a key area of focus for our board of directors, our audit committee and our senior management. We cannot be certain as to the timing of completion of our evaluation, testing and any remedial actions or the impact of the same on our operations. If we fail to timely achieve and maintain effective internal control over financial reporting in compliance with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, we may be subject to sanctions or investigation by SEC or other regulatory authorities. Our failure to achieve and maintain effective internal control over financial reporting could result in the loss of investor confidence in the reliability of our financial statements, which in turn could harm our business and negatively impact the trading price of our ADSs. Furthermore, we anticipate that we will incur considerable costs and use significant management and other resources in an effort to comply with Section 404 and other requirements of the Sarbanes-Oxley Act.

We have had a material weakness and significant deficiencies in our internal control over financial reporting, and we cannot assure you that we will be able to remedy them in a timely manner or that additional material weaknesses will not be identified in the future.

In connection with our preparation of the financial statements for fiscal year 2005, our management concluded that, primarily due to the combined result of the following factors, as of December 31, 2005, we had a material weakness in internal control over financial reporting that would require us to enhance our procedures and systems relating to financial reporting. Specifically, there were two items which required adjustment under U.S. GAAP and which have been incorporated into our financial statements for fiscal year 2005: (i) adjustments relating to our acquisition of 31.1% in C9I (i.e., an adjustment in an amount of approximately \$399,000 of goodwill and non-interest-bearing payable in connection with the acquisition, and an adjustment in an amount of approximately \$255,000 of interest expense for the period subsequent to the acquisition); and (ii) a reclassification in the statement of cash flows of approximately RMB10 million from cash flows provided by operating

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activities to effect of foreign exchange rate changes on cash in 2005 to properly reflect the effect of the revaluation of RMB. In addition, with respect to our internal control over financial reporting, our management identified deficiencies relating to the lack of evidence of review and monitoring over the financial closing as well as the reporting and disclosure process and procedures.

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We have taken measures to, and aim to continue to, remedy the material weakness and significant deficiencies in order to meet the requirements under Section 404 of the Sarbanes-Oxley Act in time. We cannot assure you that we will be able to remedy them in a timely manner or that additional material weaknesses in our internal control over financial reporting will not be identified in the future. If the material weakness and significant deficiencies are not remedied or were to recur, or if we identify additional material weaknesses or fail to timely and successfully implement new or improved controls, our ability to assure timely and accurate financial reporting may be adversely affected, and we may be unable to conclude that we have effective internal controls over financial reporting. We could also suffer a loss of investor confidence in the reliability of our financial statements, which in turn could negatively impact the trading price of our ADSs or otherwise harm our reputation.

PRC laws and regulations, including the new MII notice issued in July 2006, restrict foreign ownership of the Internet content provision, Internet culture operation and Internet publishing licenses, and substantial uncertainties exist with respect to the application and implementation of PRC laws and regulations.

We are a Cayman Islands company and, as such, we are classified as a foreign enterprise under PRC laws. Various regulations in China currently restrict foreign or foreign-owned entities from holding certain licenses required in China to provide online games over the Internet, including Internet content provision, or ICP, Internet culture operation and Internet publishing licenses. In light of such restrictions, we rely on Shanghai The9 Information Technology Co., Ltd. (formerly known as Shanghai Jiucheng Information Technology Co., Ltd.), or Shanghai IT, in holding and maintaining the licenses necessary for operating online games in China. Shanghai IT is a PRC company controlled by Jun Zhu and Jie Qin, who are our Chief Executive Officer and former Senior Vice President, respectively.

In July 2006, the Ministry of Information Industry, or MII, issued a notice, or the new MII notice, which prohibits ICP license holders from leasing, transferring or selling telecommunications business operating license to any foreign investors in any form, or providing any resource, sites or facilities to any foreign investors for their illegal operation of telecommunications business in China. The notice also requires that ICP license holders and their shareholders directly own the domain names and trademarks used by such ICP license holders in their daily operations. The notice further requires each ICP license holder to have the necessary facilities for its approved business operations and to maintain such facilities in the regions covered by its license. In addition, all value-added telecommunication service providers are required to maintain network and information security in accordance with the standards set forth under relevant PRC regulations. The local authorities in charge of telecommunications services are required to ensure that existing ICP license holders will conduct a self-assessment of their compliance with the MII notice and to submit status reports to the MII before November 1, 2006. Since the new MII notice was issued, we have transferred to Shanghai IT almost all of the domain names used in its daily operations and are in the process of transferring to Shanghai IT certain trademarks used in its daily operations, as required under the new MII notice. As the transfer of registered trademarks requires the approval of the relevant PRC governmental agencies, we have not completed the transfer of relevant trademarks to Shanghai IT, nor can we assure you when we will obtain necessary approvals for such transfer. If we or Shanghai IT are found to be in violation of any existing or future PRC laws or regulations, including the New MII notice, the relevant governmental authorities, according to the nature of the violation, would have broad discretion to adopt one or more of the following measures against us, including levying fines, confiscating our income or the income of Shanghai IT, revoking our business licenses or the business license and/or other licenses of Shanghai IT, requiring us and Shanghai IT to restructure our ownership structure or operations, and requiring us or Shanghai IT to discontinue any portion or all of our operations related to online games. Any of these actions could cause significant disruption to our business operations and may materially and adversely affect our business and financial condition and results of operations.

In the opinion of our PRC counsel, Fangda Partners, the ownership structure and the business operation models of our PRC subsidiaries and consolidated affiliated entities comply with all existing PRC laws, rules and regulations, subject to the transfer of certain domain names and trademarks to Shanghai IT as required under the new MII notice. In addition, no consent, approval or license is required under any of the existing laws and regulations of China for their ownership structure, businesses and operations except for those which we have already obtained or which would not have a material adverse effect on our business or operations as a whole. There are, however, substantial uncertainties regarding the interpretation and application of current or future PRC laws and regulations. Accordingly, we cannot assure you that PRC government authorities will ultimately take a view that is consistent with the opinion of our PRC legal counsel.

We could also face material and adverse tax consequences if the PRC tax authorities determine that our contractual arrangements with Shanghai IT were not made on reasonable commercial terms or otherwise. If that happens, they may adjust our income and expenses for PRC tax purposes in the form of a transfer pricing adjustment. A transfer pricing adjustment could result in a reduction, for PRC tax purposes, of adjustments recorded by Shanghai IT, which could adversely affect us by (i) increasing Shanghai IT's tax liability without reducing our PRC subsidiaries' tax liability, which could further result in late payment fees and other penalties to Shanghai IT for underpaid taxes; or (ii) limiting Shanghai IT's ability to maintain preferential tax treatments and other financial incentives.

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Future acquisitions may have an adverse effect on our ability to manage our business.

Selective acquisitions form a part of our strategy to further expand our business. As we have yet to make any significant acquisitions other than our acquisition of the 31.1% interest in C9I, we do not have any prior experience integrating any new company into ours. Accordingly, we believe that integration of a new company's operation and personnel into ours will require significant attention of our management. The diversion of our management's attention away from our business and any difficulties encountered in the integration process could have an adverse effect on our ability to manage our business.

We intend to selectively acquire companies, technologies and personnel that are complementary to our existing business. Our ability to grow through future acquisitions, investments or organic means will depend on the availability of suitable acquisition and investment candidates at an acceptable cost, our ability to compete effectively to attract these candidates, and the availability of financing to complete larger acquisitions. We may face significant competition in acquiring new businesses or companies which may hinder the execution of our growth strategy. Future acquisitions or investments could result in potential dilutive issuance of equity securities or incurrence of debt, contingent liabilities or amortization expenses related to goodwill and other intangible assets, any of which could adversely affect our financial condition and results of operations. The benefits of an acquisition or investment may also take considerable time to develop and we cannot be certain that any particular acquisition or investment will produce the intended benefits. Future acquisitions would also expose us to potential risks, including risks associated with the assimilation of new operations, technologies and personnel, unforeseen or hidden liabilities, the diversion of resources from our existing businesses, sites and technologies, the inability to generate sufficient revenue to offset the costs and expenses of acquisitions, and potential loss of, or harm to, our relationships with employees, customers, licensors and other suppliers as a result of integration of new businesses.

We may need additional financing and we may not be able to obtain it on terms acceptable to us, or at all.

We believe that our current cash and cash equivalents and cash flow from operations will be sufficient to meet our anticipated cash needs for the foreseeable future. We may, however, require additional cash resources due to changes in business conditions or other future developments, including any investments or acquisitions we may decide to pursue. We have made significant financial commitments under the license agreements with the licensors of the MMORPGs operated by us. If our resources are insufficient to satisfy our cash requirements, we may seek additional financing in the form of additional sales of our shares, issuance of debt securities or through obtaining a credit facility. These forms of financing may result in dilution to our shareholders or increased debt service obligations, and could result in operating and financing covenants that would restrict our operations. We cannot assure you that any such future financing will be available to us in amounts or on terms acceptable to us, if at all.

Any failure to maintain a stable and efficient distribution network could materially and adversely affect our business and results of operations.

Online payment systems in China are at an early stage of development and are not as widely available or acceptable to consumers in China as in the United States and other developed countries. See Item 3, Key Information Risk Factors Risk Related to Doing Business in China Online payment systems in China are at an early stage of development and may restrict our development and growth. As a result, we rely heavily on a distribution network composed of third party distributors for the sale of our game playing time to end users. We do not have long-term agreements with any of our distributors, and cannot assure you that we will continue to maintain favorable relationships with them. If we fail to maintain a stable and efficient distribution network, our business and results of operations could be materially and adversely affected.

We rely on services from third parties to carry out our businesses and to deliver our prepaid cards to customers, and if there is any interruption or deterioration in the quality of these services, our customers may cease using our products and services.

We rely on distributors throughout China to sell prepaid online playing time for our MMORPGs. Also, we rely on third-party licenses for some of the software underlying our technology platform as well as China Telecom's Internet data centers to host our servers. See Item 4, Information on the Company Business Overview Pricing, Distribution and Marketing. Any interruption in our ability to obtain the services of these or other third parties or a deterioration in their performance could impair the timeliness and quality of our services. Furthermore, if our arrangements with any of these third parties are terminated or modified against our interest, we may not be able to find alternative channels of distribution on a timely basis or on terms favorable to us. If any of these events occurs, our customers may cease using our products and services.

We obtain WoW playing time information from a third party and use that information in connection with our recognition of revenues from sale of WoW playing time in China.

We obtain WoW playing time information from a third party and use that information in connection with our recognition of revenues from sale of WoW playing time in China. Since June 2005, substantially all of our revenues have been generated from our sale of WoW playing time in

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China. We sell game playing time primarily through the sales of prepaid cards and prepaid online points to distributors, who in turn sell them to our customers who play our games. Prepaid fees received from distributors for sales of game cards and online points are recognized as revenue only upon the customer's actual use of game playing time or the expiration of their game cards or online points. VUG maintains the systems that record and track the time that our customers spend playing the WoW game on our behalf. We are provided with data on customers' actual usage of WoW playing time by VUG, and use that data in connection with our recognition of revenues from the sale of WoW playing time in China. We do not have access to the systems maintained by VUG. If VUG suffers any data loss or miscalculates the time our customers spend playing the WoW game, our results of operation may be adversely affected.

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Unexpected network interruptions caused by system failures or other internal or external factors may lead to user attrition, revenue reductions and may harm our reputation.

Any failure to maintain the satisfactory performance, reliability, security and availability of our network infrastructure may cause significant harm to our reputation and our ability to attract and maintain users. The system hardware for our operations is located in several cities in China. We maintain backup system hardware only in Shanghai. Accordingly, any server interruptions, break-downs or system failures in the cities where we maintain our system hardware, including failures which may be attributable to sustained power shutdowns, or other events within or outside our control that could result in a sustained shutdown of all or a material portion of our services, could adversely impact our ability to service our users.

Our network systems are also vulnerable to damage from computer viruses, fire, flood, power loss, telecommunications failures, computer hacking and similar events. We do not maintain insurance policies covering losses relating to our systems and we do not have business interruption insurance.

Our business may be harmed if our technology becomes obsolete or if our system infrastructure fails to operate effectively.

The online game industry is subject to rapid technological change. We need to anticipate the emergence of new technologies and games, assess their acceptance and make appropriate investments. If we are unable to do so, new technologies in online game programming or operations could render WoW or other games obsolete or unattractive.

We use internally developed Pass9 and other software systems that support nearly all aspects of our billing and payment transactions. Our business may be harmed if we are unable to upgrade our systems fast enough to accommodate future traffic levels, to avoid obsolescence or to successfully integrate any newly developed or acquired technology with our existing systems. Capacity constraints could cause unanticipated system disruptions and slower response times, affecting data transmission and game play. These factors could, among other things, cause us to lose existing or potential customers and existing or potential game developer partners.

Our results of operations may be materially and adversely affected if our licensors cannot prevail on future intellectual property rights claims brought against them by third parties.

We expect to continue to derive substantially all of our revenues and profits from WoW and other licensed online games in the near future. Any of our licensors may be subject to intellectual property rights claims with respect to the online game it licensed to us. If any of our licensors cannot prevail on the intellectual property rights claims brought against it, we would lose our license from such licensor and may not be able to obtain the license from the legitimate owner of the game, and our results of operations could be materially and adversely affected.

We may be subject to future intellectual property rights claims or other claims which could result in substantial costs and diversion of our financial and management resources away from our business.

There is no assurance that our online games or other content posted on our websites do not or will not infringe upon patents, valid copyrights or other intellectual property rights held by third parties. We may be subject to legal proceedings and claims from time to time relating to the intellectual property of others in the future. In addition, some of our employees were previously employed at other companies including our current and potential competitors. We also intend to hire additional personnel to expand our product development and technical support teams. To the extent these employees have been involved in research at our company similar to research in which they have been involved at their former employers, we may become subject to claims that such employees may have used or disclosed trade secrets or other proprietary information of the former employers of our employees. In addition, our competitors may file lawsuits against us in order to gain an unfair competitive advantage over us. Although we are not aware of any pending or threatened claims, if any such claim arises in the future, litigation or other dispute resolution proceedings may be necessary to retain our ability to offer our current and future games, which could result in substantial costs and diversion of our financial and management resources. Furthermore, if we are found to have violated the intellectual property rights of others, we may be enjoined from using such intellectual property rights, incur additional costs to license or develop alternative games and be forced to pay fines and damages, any of which may materially and adversely affect our business and results of operations.

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We experience fluctuations in quarterly operating results.

Our quarterly operating results have fluctuated in the past and will likely fluctuate in the future. These fluctuations in operating results depend on a variety of factors, including the demand for our products and the products of our competitors, the level of usage of illegal game servers, the level of usage of the Internet, the size and rate of growth of the online game market, development and promotional expenses related to the introduction of new products, network interruptions and other system problems, and the recurrence of SARS or the outbreaks of any other contagious diseases such as avian flu. In addition, because our game software is susceptible to unauthorized character enhancements, we may periodically delete characters that are enhanced with unauthorized modifications. This has caused some affected customers to stop playing the game, which, in the aggregate, may cause our operating results to fluctuate.

As an online game operator, our revenues in any quarter are substantially dependent on the amount of the game playing time spent by our customers in that quarter. To a significant degree, our operating expenses are based on planned expenditures and our expectations regarding prospective customer usage. Failure to meet our expectations could disproportionately and adversely affect our operating results in any given quarter. As a result, we believe that period-to-period comparisons of operating results are not necessarily indicative of our future results.

Our business depends substantially on the continuing efforts of our senior executives, and our business may be severely disrupted if we lose their services.

Our future success heavily depends upon the continued services of our senior executives. We rely on their expertise in business operations, technology support and sales and marketing and on their relationships with our shareholders, distributors and relevant government authorities. We do not maintain key-man life insurance for any of our key executives. If one or more of our key executives are unable or unwilling to continue in their present positions, we may not be able to replace them easily or at all. As a result, our business may be severely disrupted, our financial conditions and results of operations may be materially adversely affected, and we may incur additional expenses to recruit and train personnel.

Each of our executive officers has entered into an employment agreement with us, which contains confidentiality and non-competition provisions. If any disputes arise between our executive officers and us, we cannot assure you the extent to which any of these agreements could be enforced in China, where these executive officers reside and hold most of their assets, in light of the uncertainties with PRC legal system. See Item 3, Key Information Risk Factors Risks Related to Doing Business in China Uncertainties with respect to the PRC legal system could adversely affect us.

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If we are unable to attract, train and retain key individuals and highly skilled employees, our business may be adversely affected.

If our business continues to expand, we will need to hire and retain additional qualified employees, including skilled and experienced online game developers. Since our industry is characterized by high demand and intense competition for talent, we may need to offer higher compensation and other benefits in order to retain key personnel in the future. We cannot assure you that we will be able to attract or retain the qualified game developers or other key personnel that we will need to achieve our business objectives. In addition, as we are still a relatively young company and our business has grown rapidly since our establishment, our ability to train and integrate new employees into our operations may not meet the increasing demands of our business.

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We depend on Shanghai IT for holding certain operating licenses. If Shanghai IT violates our contractual arrangements with it, our business could be disrupted and our reputation may be harmed.

Because the PRC government restricts our ownership of Internet content provision, Internet culture operation and Internet publishing businesses in China, we depend on Shanghai IT, in which we have no ownership interest, to hold and maintain certain licenses necessary for our business operations. Our relationship with Shanghai IT is governed by a series of contractual arrangements that are intended to provide us with effective control over these entities, but these contractual arrangements may not be as effective in providing control as direct ownership of these businesses. For example, Shanghai IT could violate its contractual arrangements with us, go bankrupt, suffer from problems in its business or otherwise become unable to perform its contracts with us and, as a result, we may lose the licenses required for our online game operations and our reputation and business could be harmed.

The principal shareholders of Shanghai IT have potential conflicts of interest with us, which may adversely affect our business.

Our Chief Executive Officer, Jun Zhu, and our Senior Vice President (through June 30, 2006), Jie Qin, are also the principal shareholders of Shanghai IT. Thus, conflicts of interest between their duties to our company and Shanghai IT may arise. We cannot assure you that when conflicts of interest arise, these persons will act completely in our interests or that conflicts of interests will be resolved in our favor. In addition, these persons could violate their non-competition or employment agreements with us or their legal duties by diverting business opportunities from us to others. In any such event, we would have to rely on the PRC legal system to enforce these agreements. Any legal proceeding could result in the disruption of our business, diversion of our resources and the incurrence of substantial costs. See Item 3, **Key Information** **Risk Factors** **Risks Related to Doing Business in China** **Uncertainties with respect to the PRC legal system** could adversely affect us.

We depend on two mobile phone operators in China to deliver our SMS services, maintain accurate records and collect payments for our SMS services.

We offer our short messaging services, or SMS, services to our customers through China Mobile and China Unicom. Given the dominant market position of China Mobile and China Unicom in China, our negotiating leverage with these operators is limited. If our contracts with these operators are terminated or adversely impaired, it may be impossible to find suitable replacement operators with the requisite licenses and permits, infrastructure and customer base to offer our SMS services, and our business may be adversely affected. We also depend on mobile phone operators in China to maintain accurate records of the fees paid by users of our SMS services and their willingness to pay us. Specifically, China Mobile currently provides us with monthly statements that do not provide itemized information regarding the SMS services that are being paid for. As a result, monthly statements that we have received from China Mobile cannot be reconciled with our own internal records, and we have only limited means to independently verify the information provided to us in this regard because we do not have access to their internal records. Our business and results of operations may be adversely affected if either mobile phone operator miscalculates the revenue generated from our SMS services and our portion of that revenue.

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Our subsidiaries in China are subject to restrictions on paying dividends or making other payments.

We are a holding company incorporated in Cayman Islands, and we rely primarily on dividends and other distributions from our subsidiaries in China, The9 Computer Technology Consulting (Shanghai) Co., Ltd., or The9 China, and The9 Interactive Information Technology (Shanghai) Co., Ltd., or C9I China, for our cash requirements. Current PRC regulations restrict our subsidiaries in China from paying dividends in the following two principal aspects: (i) our subsidiaries in China are only permitted to pay dividends out of their respective accumulated profits, if any, determined in accordance with PRC accounting standards and regulations; (ii) these entities are required to allocate at least 10% of their respective accumulated profits each year, if any, to fund certain capital reserves until the cumulative total of the allocated reserves reach 50% of registered capital, and these reserves are not distributable as cash dividends. See Item 4, Information on the Company Business Overview Government regulations. Further, if these entities incur debt on their behalf in the future, the instruments governing the debt may restrict their ability to pay dividends or make other payments. Our inability to receive dividends or other payments from The9 China or C9I China may adversely affect our ability to continue to grow our business and make cash or other distributions to the holders of our ordinary shares and ADSs. In addition, failure to comply with the relevant State Administration of Foreign Exchange, or SAFE, regulations may restrict the ability of our subsidiaries to make dividend payments to us. See Item 3, Key Information Risk Factors Risks Related to Doing Business in China Recent PRC regulations relating to acquisitions of PRC companies by foreign entities and offshore investment activities by PRC residents may create regulatory uncertainties that could limit our PRC subsidiaries' ability to distribute dividends or otherwise adversely affect the implementation of our acquisition strategy.

Our business could suffer if we do not successfully manage current growth and potential future growth.

Our current and anticipated growth has placed and will continue to place a significant strain on our management, operational, financial and other resources as we expand our operations and workforce. For example, the total number of our employees increased from 100 as of December 31, 2001 to 854 as of December 31, 2005. In addition, certain of our directors, officers and employees have begun to serve our company recently. These new personnel will have to learn our business and successfully integrate themselves into our company. In addition, we will need to continue to develop and improve our financial and management controls and our reporting systems and procedures. We cannot assure you that we will be able to efficiently or effectively manage the growth of our operations, and any failure to do so may limit our future growth and hamper our business strategy.

We may not be able to successfully implement our growth strategies.

Our objective is to become a leading provider and developer of multi-platform games in China. In order to achieve this objective, we are pursuing a number of growth strategies, including offering additional MMORPGs, casual games, and games that can be operated on different platforms such as PCs, consoles and hand-held devices. Some of these strategies relate to new services and products for which there are no established markets in China or in which we lack experience and expertise. As a result, we cannot assure you that we will be able to deliver new products or services on a commercially viable basis or in a timely manner, or at all, or that we will be able to successfully implement our other growth strategies. If any of these happens, our competitiveness may be harmed and our business, financial condition and results of operations may be materially and adversely affected.

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The recurrence of severe acute respiratory syndrome, or SARS, or similar adverse public health developments in China, may materially and adversely affect our business and operating results.

In early 2003, several economies in Asia, including China, were affected by the outbreak of SARS. During the height of the SARS epidemic in the second quarter of 2003, we experienced a decline in the number of concurrent users of our licensed game MU in China, which we believe resulted largely from the PRC government's decision to close Internet cafés in Beijing and elsewhere to prevent the spread of SARS. Most of our online game players can only access games at Internet cafés. If there is a recurrence of an outbreak of SARS or any outbreaks of other contagious diseases such as avian flu, it may adversely affect our business and operating results. Our operations may be impacted by a number of health-related factors, including, among other things, quarantines or closures of our offices which could severely disrupt our operations, the sickness or death of our key officers and employees, closure of Internet cafés and other public areas where people access the Internet, and a general slowdown in China's economy. Any of the foregoing events or other unforeseen consequences of public health problems could adversely affect our business and results of operations. We have not adopted any preventive measures or contingency plans to ensure the safety of employees and minimize disruptions or other adverse effects on our operations that may occur due to any outbreaks of contagious diseases such as SARS or avian flu in China.

We could be liable for breaches of security on our websites and fraudulent transactions by users of our websites.

Currently, a portion of our transactions are conducted through our websites. In such transactions, secured transmission of confidential information (such as customers' credit card numbers and expiration dates, personal information and billing addresses) over public networks is essential to maintain consumer confidence. Our current security measures may not be adequate. Security breaches could expose us to litigation and possible liability for failing to secure confidential customer information and could harm our reputation and ability to attract customers.

Existing major shareholders have substantial control over us and could delay or prevent a change in corporate control.

Incsight Limited, a company wholly owned by Jun Zhu, our Chairman and Chief Executive Officer, and Bosma Limited, the two largest shareholders of our company, currently own, in the aggregate, a majority of our outstanding ordinary shares. Incsight and Bosma have entered into a voting agreement to vote together with respect to election of our directors. See Item 6, Directors, Senior Management and Employees Board Practices Voting Agreement. As a result, these shareholders will continue to exert significant control over all matters requiring shareholder approval, including but not limited to, the election of directors and approval of significant corporate transactions. This voting power could delay or prevent an acquisition of our company on terms that other shareholders may desire. In addition, the rights of minority shareholders and the fiduciary obligations of directors and majority shareholders in the Cayman Islands may not be as extensive as those in the United States or elsewhere, and the ability to assert shareholder rights may be comparatively limited.

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If tax benefits currently available to The9 China, C9I China and Shanghai IT are reduced or repealed, our business could suffer.

Pursuant to the applicable tax laws in China, companies established in China are generally subject to the state enterprise income tax, or EIT, at a statutory rate of 33%. However, each of The9 China, C9I China and Shanghai IT is currently subject to a 15% EIT rate due to the fact that it is incorporated in the Zhang Jiang Hi-tech Park of Pudong New District of Shanghai. We can give no assurance that The9 China, C9I China and Shanghai IT will continue to be entitled to the 15% EIT rate. If our subsidiaries in China are required to pay the statutory EIT rate of 33% for any reason, our results of operations and financial condition will be materially adversely affected.

We may become a passive foreign investment company, which could result in adverse United States federal income tax consequences to U.S. Holders.

Based on the price of the ADSs and our ordinary shares and the composition of our income and assets, we believe we were not a passive foreign investment company, or PFIC, for United States federal income tax purposes for our taxable year ended December 31, 2005. However, we must make a separate determination each year as to whether we are a PFIC (after the close of each taxable year) and we cannot assure you that we will not be a PFIC for our current taxable year ending December 31, 2006 or any future taxable year. A non-U.S. corporation will be considered a PFIC for any taxable year if either (1) at least 75% of its gross income is passive income or (2) at least 50% of the value of its assets (based on an average of the quarterly values of the assets during a taxable year) is attributable to assets that produce or are held for the production of passive income. The market value of our assets is generally determined largely by reference to the market price of our ADSs and ordinary shares, which may fluctuate considerably. In addition, the composition of our income and assets will be affected by how, and how quickly, we spend the cash we raise in any offering. If we were treated as a PFIC for any taxable year during which a U.S. Holder held an ADS or an ordinary share, certain adverse United States federal income tax consequences could apply to the U.S. Holder. See Taxation United States Federal Income Taxation Passive Foreign Investment Company.

Our articles of association contain anti-takeover provisions that could adversely affect the rights of holders of our ordinary shares and ADSs.

Our current articles of association contain provisions that could limit the ability of others to acquire control of our company or cause us to engage in change-of-control transactions. These provisions could have the effect of depriving our shareholders of an opportunity to sell their shares at a premium over prevailing market prices by discouraging third parties from seeking to obtain control of our company in a tender offer or similar transaction. For example, our board of directors is divided into three classes with different terms, each of which will expire each year. This provision would delay the replacement of a majority of our directors and would make changes to the board of directors more difficult than if such provision was not in place. In addition, our board of directors has the authority, without further action by our shareholders, to issue preferred shares in one or more series and to fix their designations, powers, preferences, privileges, and relative participating, optional or special rights and the qualifications, limitations or restrictions, including dividend rights, conversion rights, voting rights, terms of redemption and liquidation preferences, any or all of which may be greater than the rights associated with our ordinary shares, in the form of ADS or otherwise. Preferred shares could be issued quickly with terms calculated to delay or prevent a change in control of our company or make removal of management more difficult. If our board of directors issues preferred shares, the price of our ADSs may fall and the voting and other rights of the holders of our ordinary shares and ADSs may be adversely affected.

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We have limited business insurance coverage in China.

The insurance industry in China is still at an early stage of development. Insurance companies in China offer limited business insurance products. As a result, we do not have any business liability or disruption insurance coverage for our operations in China. Any business disruption, litigation or natural disaster might result in our incurring substantial costs and the diversion of our resources.

Some of our subsidiaries and affiliated entities in China engaged in certain business activities beyond the authorized scope of their respective licenses, and if they are subject to administrative penalties or fines, our operating results may be adversely affected.

Some of our subsidiaries and affiliated entities in China engaged in business activities that were not within the authorized scope of their respective licenses. For example, in 2005, The9 China was engaged in the distribution of WoW-related accessories, souvenirs and other merchandise. The total sales in 2005 related to such merchandise was approximately RMB2.4 million (US\$0.3 million). The distribution of such merchandise, however, was not within the The9 China's authorized business scope. In addition, in 2005, Shanghai IT was issued a new ICP license with a national coverage issued by the Ministry of Information Industry, or the 2005 License, and returned the old ICP license issued in 2003 to the Shanghai Communication Administration. However, the 2005 License does not cover the online bulletin board service which was included in the old ICP license. Shanghai IT is in the process of applying to the Ministry of Information Industry for specific approval for the online bulletin board service. While all these companies are in the process of obtaining relevant licenses, the relevant PRC authorities have the authority to impose administrative fines or other penalties for their violations, which may in turn adversely affect our operating results.

Risks Related to Doing Business in China

Our business may be adversely affected by public opinion and government policies in China.

Currently, most of our recurring users are young males, including students. Due to the higher degree of user loyalty to MMORPGs, easy access to PCs and Internet cafés, and lack of more appealing forms of entertainment in China, many teenagers frequently play online games. This may result in these teenagers spending less time on or refraining from other activities, including education and sports. Internet cafés, which are currently the most important outlets for online games, have been criticized by the general public in China for having exerted a negative influence on young people. Due primarily to such adverse public reaction, some local governments in China have tightened their regulation of Internet café operations through, among other things, limiting the number of the new operating licenses to be issued and further reducing the hours during which the Internet cafés are permitted to open for business. Also, local and higher-level governmental authorities may from time to time decide to more strictly enforce the customers' age limit and other requirements relating to Internet cafés as a result of the occurrence of, and the media attention on, gang fights, arson or other incidents in or related to Internet cafés. As most of our customers access our games from Internet cafés, any restrictions on Internet café operations could result in a reduction of the amount of time our customers spend on our online games or a reduction in or slowdown in the growth of our customer base, thus adversely affecting our business and results of operations.

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In 2005, the General Administration of Press and Publication of China, or GAPP issued Trial standards for development of anti-fatigue system to promote the development of standards to limit the amount of time that a customer may continuously spend on online games. The Ministry and Culture and the Ministry of Information Industry further jointly issued certain opinions on development and administration of online games, which require online game operators to verify the identity of each player and to restrict the amount of time minors may spend on games, or even prohibit minors from accessing certain games. It is reported that the Ministry of Information Industry is drafting compulsory regulations to implement such requirements. The implementation of the aforementioned system and regulations may discourage or otherwise prevent or restrict our young and other customers from playing our online games, which could limit the growth of or reduce our revenues, thus adversely affecting our business and results of operations. In addition, it is also possible that the PRC government authorities may decide to adopt more stringent policies to monitor the online game industry as a result of adverse public reaction or otherwise. Any such restrictions on online game playing would adversely affect our business and results of operations.

Adverse changes in political and economic policies of the PRC government could have a material adverse effect on the overall economic growth of China, which could reduce the demand for our services and adversely affect our competitive position.

Substantially all of our operations are conducted in China and substantially all of our revenues are sourced from China. Accordingly, our results of operations, financial condition and prospects are subject to a significant degree to the economic, political and legal developments of China. Since the late 1970s, the PRC government has been reforming the economic system in China. These reforms have resulted in significant economic growth. However, we cannot predict the future direction of economic reforms or the effects such measures may have on our business, financial position or results of operations. Furthermore, while the economy of China has experienced significant growth in the past twenty years, growth has been uneven, both geographically and among various sectors of the economy. Any adverse change in the economic conditions in China, in policies of the PRC government or in laws and regulations in China, could have a material adverse effect on the overall economic growth of China and investment in the online game industry. Such developments could adversely affect our businesses, lead to reduction in demand for our services and adversely affect our competitive position.

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The laws and regulations governing the online game industry in China are developing and subject to future changes. If we fail to obtain or maintain all applicable permits and approvals, our business and operations would be materially and adversely affected.

The online game industry in China is highly regulated by the PRC government. Various regulatory authorities of the PRC central government, such as the State Council, the Ministry of Information Industry, the GAPP, the Ministry of Culture and the Ministry of Public Security, are empowered to issue and implement regulations governing various aspects of the online games industry.

We are required to obtain applicable permits or approvals from different regulatory authorities in order to provide online games. For example, an Internet content provider, or ICP, must obtain an ICP license in order to engage in any commercial ICP operations within China. In addition, an online games operator must also obtain a license from the Ministry of Culture and a license from the GAPP in order to distribute games through the Internet. Furthermore, online games, as a form of software products, are required to be registered with the Ministry of Information Industry or its local counterparts and obtain software products registration numbers and software products registration certificates. However, as the Ministry of Information Industry has not been strictly implementing this requirement, we have not applied for registration for some of our online games, including WoW and Mystina Online. If the Ministry of Information Industry begins to tighten its administration on online games and strictly require online games to be registered, and if we fail to make timely registration for our games as required, we may be subject to fines or penalties, including being ordered to cease operation of unregistered online games.

If we fail to maintain any of these required permits or approvals, we may be subject to various penalties, including fines and the discontinuation or restriction of our operations. Any such disruption in our business operations would materially and adversely affect our financial condition and results of operations.

As the online games industry is at an early stage of development in China, new laws and regulations may be adopted from time to time to require additional licenses and permits other than those we currently have, and address new issues that arise from time to time. As a result, substantial uncertainties exist regarding the interpretation and implementation of current and any future PRC laws and regulations applicable to the online gaming industry. However, we cannot assure you that we will be able to timely obtain this license or any other new license required in the future, or at all. While we believe that we are in compliance with all applicable PRC laws and regulations currently in effect, we cannot assure you that we will not be found in violation of any current or future PRC laws and regulations.

Intensified government regulation of Internet cafés could limit our ability to maintain or increase our revenues and expand our customer base.

In April 2001, the PRC government began tightening its supervision of Internet cafés, closing unlicensed Internet cafés, requiring those remaining open to install software to prevent access to sites deemed subversive and requiring web portals to sign a pledge not to host subversive sites. Furthermore, the PRC government's policy, which encourages the development of a limited number of national and regional Internet café chains and discourages the establishment of independent Internet cafés, may slow down the growth of Internet cafés. Currently, the issuance of Internet café licenses is subject to the overall planning of the local governments in respect of total number and locations of Internet cafés.

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In 2004, the grant of new Internet café licenses was suspended, and in some areas, this suspension has not yet been lifted. As Internet cafés are the primary venue for users to play our games, any reduction in the number, or any slowdown in the growth, of Internet cafés in China will limit our ability to maintain or increase our revenues and expand our customer base, which will in turn materially and adversely affect our business and results of operations.

Regulation and censorship of information disseminated over the Internet in China may adversely affect our business, and we may be liable for information displayed on, retrieved from, or linked to our Internet websites.

The PRC government has adopted certain 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 China, or is obscene, superstitious, fraudulent or defamatory. Failure to comply with these requirements could result in the revocation of ICP and other required licenses and the closure of the concerned websites. The website operator may also be held liable for such prohibited information displayed on, retrieved from or linked to such website.

The Ministry of Culture has issued a notice reiterating the government's policies to prohibit the distribution of games with violence, terror, cruelty or other elements that are believed to have the potential effect of instigating crimes, and to prevent the influx of harmful cultural products from overseas. The notice requires, among other things, the review and prior approval of all the new online games licensed from foreign game developers and related license agreements and the filing of domestically developed online games. We have obtained the necessary approvals from the Ministry of Culture for operating WoW and MU in China, and completed the relevant filing requirement with respect to Mystina Online and Joyful Journey West, or JJW. We will submit new games for the required review or filing in due course. The Ministry of Culture may find the content of our new licensed games objectionable, and we may otherwise be unable to obtain the approvals for these games in a timely manner, or at all. If this happens, we will not be able to launch our new licensed games within the expected timeframe or at all, and our business and results of operations could be materially adversely affected.

In addition, the Ministry of Information Industry has published regulations that subject website operators to potential liability for content included on their websites and the actions of users and others using their websites, including liability for violations of PRC laws prohibiting the dissemination of content deemed to be socially destabilizing. The Ministry of Public Security has the authority to order any local Internet service provider, or ISP, to block any Internet website maintained outside China at its sole discretion. Periodically, the Ministry of Public Security has stopped the dissemination over the Internet of information which it believes to be socially destabilizing. The State Secrecy Bureau, which is directly responsible for the protection of State secrets of the PRC government, is authorized to block any website it deems to be leaking State secrets or failing to meet the relevant regulations relating to the protection of State secrets in the dissemination of online information.

As these regulations are relatively new and subject to interpretation by the relevant authorities, it may not be possible for us to determine in all cases the type of content that could result in liability for us as a website operator. In addition, we may not be 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 websites by our users, despite our attempt to monitor such content. To the extent that regulatory authorities find any portion of our content objectionable, they may require us to limit or eliminate the dissemination of such information or otherwise curtail the nature of such content on our websites, which may reduce our user traffic and have a material adverse effect on our financial condition and results of operations. In addition, we may be subject to significant penalties for violations of those regulations arising from information displayed on, retrieved from or linked to our websites, including a suspension or shutdown of our operations.

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Future movements in exchange rates between the U.S. dollar and RMB may adversely affect the value of our ADSs.

We are exposed to foreign exchange risk arising from various currency exposures. Our payments to Webzen and VUG and a significant portion of our financial assets are denominated in U.S. dollars while almost all of our revenues are denominated in RMB, the legal currency in China. We have not used any forward contracts or currency borrowings to hedge our exposure to foreign currency risk. The value of RMB against the U.S. dollar and other currencies may fluctuate and is affected by, among other things, changes in political and economic conditions. The conversion of RMB into foreign currencies, including U.S. dollars, has been based on rates set by the People's Bank of China. On July 21, 2005, the PRC government changed its decade-old policy of pegging the value of the Renminbi to the U.S. dollar. Under the new policy, RMB is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. This change in policy has resulted in an approximately 2.5% appreciation of RMB against the U.S. dollar by the end of 2005. While the international reaction to the RMB revaluation has generally been positive, there remains significant international pressure on the PRC government to adopt an even more flexible currency policy, which could result in a further and more significant appreciation of the RMB against the U.S. dollar.

Any significant revaluation of RMB may adversely affect our cash flows and financial position, and the value of, and any dividends payable on, our ADSs in U.S. dollars. For example, an appreciation of RMB against the U.S. dollar would make any new RMB denominated investments or expenditures more costly to us, to the extent that we need to convert U.S. dollars into RMB for such purposes. An appreciation of RMB against the U.S. dollar would also result in foreign currency translation losses for financial reporting purposes when we translate our U.S. dollar denominated financial assets into RMB, as RMB is our reporting currency.

Restrictions on currency exchange in China limit our ability to utilize our revenues effectively, make dividend payments and meet our foreign currency denominated obligations.

Because substantially all of our revenues are in RMB, restrictions on currency exchange in China limit our ability to utilize revenue generated in RMB to fund our business activities outside China, make dividend payments in U.S. dollars, or obtain and remit sufficient foreign currency to satisfy our foreign currency-denominated obligations, such as license fees and royalty payments. The principal regulation governing foreign currency exchange in China is the Foreign Currency Administration Rules (1996), as amended. Under such rules, RMB is freely convertible for trade and service-related foreign exchange transactions, but not for direct investment, loan or investment in securities outside China unless the prior approval of SAFE is obtained. Although the PRC government regulations now allow greater convertibility of RMB for current account transactions, significant restrictions still remain. For example, foreign exchange transactions under our PRC subsidiaries' capital account, including principal payments in respect of foreign currency-denominated obligations, remain subject to significant foreign exchange controls and the approval of SAFE. These limitations could affect our ability to obtain foreign exchange for capital expenditures. We cannot be certain that the PRC regulatory authorities will not impose more stringent restrictions on the convertibility of RMB, especially with respect to foreign exchange transactions.

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Recent PRC regulations relating to the establishment of offshore special purpose companies by PRC residents may subject our PRC resident shareholders to personal liability and limit our ability to inject capital into our PRC subsidiary, limit our subsidiary's ability to increase its registered capital, distribute profits to us, or otherwise adversely affect us.

On October 21, 2005, SAFE issued the Notice on Issues Relating to the Administration of Foreign Exchange in Fund-raising and Reverse Investment Activities of Domestic Residents Conducted via Offshore Special Purpose Companies, or SAFE Circular Notice 75, which became effective as of November 1, 2005. According to Notice 75, prior registration with the local SAFE branch is required for PRC residents to establish or to control an offshore company for the purposes of financing that offshore company with assets or equity interests in an onshore enterprise located in the PRC. An amendment to registration or filing with the local SAFE branch by such PRC resident is also required for the injection of equity interests or assets of an onshore enterprise in the offshore company or overseas fund raised by such offshore company, or any other material change involving a change in the capital of the offshore company.

Moreover, Notice 75 applies retroactively. As a result, PRC residents who have established or acquired control of offshore companies that have made onshore investments in the PRC in the past are required to complete the relevant registration procedures with the local SAFE branch by March 31, 2006. Under the relevant rules, failure to comply with the registration procedures set forth in Notice 75 may result in restrictions being imposed on the foreign exchange activities of the relevant onshore company, including the increase of its registered capital, the payment of dividends and other distributions to its offshore parent or affiliate and the capital inflow from the offshore entity, and may also subject relevant PRC residents to penalties under PRC foreign exchange administration regulations.

We have requested all of our shareholders who, based on our knowledge, are PRC residents or have PRC residents as their ultimate beneficial owners to comply with any applicable SAFE registration requirements; however we have no control over our shareholders. We have been informed that our major shareholders, who are PRC residents and subject to the above registration requirements, have made the required SAFE registrations in respect of their investments in us. The failure or inability of such relevant PRC residents to comply with such SAFE registration requirements may subject such PRC residents to fines and legal sanctions and may also limit our ability to contribute additional capital into our PRC subsidiary, limit our subsidiary's ability to distribute profits to us, or otherwise adversely affect us.

Uncertainties with respect to the PRC legal system could adversely affect us.

We conduct our business primarily through our subsidiaries and affiliated entities incorporated in China. These entities are generally subject to laws and regulations applicable to foreign investment in China and, in particular, laws applicable to wholly-foreign owned enterprises. In addition, we depend on Shanghai IT to honor its service agreement with us.

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Almost all of these agreements are governed by PRC law and disputes arising out of these agreements are expected to be decided by arbitration in China. The PRC legal system is based on written statutes. Prior court decisions may be cited for reference but have limited precedential value. Since 1979, PRC legislation and regulations have significantly enhanced the protections afforded to various forms of foreign investments in China. However, since the PRC legal system continues to rapidly evolve, the interpretations of many laws, regulations and rules are not always uniform and enforcement of these laws, regulations and rules involve uncertainties, which may limit legal protections available to us. In addition, any litigation in China may be protracted and result in substantial costs and diversion of resources and management attention.

The limited use of personal computers in China and the relatively high cost of Internet access with respect to per capita gross domestic product may limit the development of the Internet in China and impede our growth.

Although the use of personal computers in China has increased in recent years, the penetration rate for personal computers in China is significantly lower than in the United States and other developed countries. Furthermore, despite a decrease in the cost of Internet access in China due to a decrease in the cost of personal computers and the introduction and expansion of broadband access, the cost of Internet access still remains relatively high compared to the average per capita income in China. The limited use of personal computers in China and the relatively high cost of Internet access may limit the growth of our business. In addition, there is no assurance that there will not be any increase in Internet access or telecommunication fees in China. If that happens, the number of our users may decrease and the growth of our user base may be materially impeded.

The continued growth of China's Internet market depends on the establishment of an adequate telecommunications infrastructure.

Although private sector Internet service providers currently exist in China, almost all access to the Internet is maintained through state-owned telecommunication operators under the administrative control and regulatory supervision of China's Ministry of Information Industry. In addition, the national networks in China connect to the Internet through government-controlled international gateways. These government-controlled international gateways are the only channel through which a domestic PRC user can connect to the international Internet network. We rely on this infrastructure to provide data communications capacity primarily through local telecommunications lines. Although the government has announced plans to develop aggressively the national information infrastructure, we cannot assure you that this infrastructure will be developed as planned or at all. In addition, we will have no access to alternative networks and services, on a timely basis if at all, in the event of any infrastructure disruption or failure. The Internet infrastructure in China may not support the demands necessary for the continued growth in Internet usage.

Risks Related to Our Shares and ADSs

The future sales or issuance of a substantial number of our ADSs or ordinary shares could adversely affect the price of our ADSs.

If our shareholders sell substantial amounts of our ADSs, including those issued upon the exercise of outstanding options, in the public market, the market price of our ADSs could fall. Such sales also might make it more difficult for us to sell equity or equity-related securities in the future at a time and price that we deem appropriate. If any existing shareholder or shareholders sell a substantial amount of ordinary shares, the prevailing market price for our ADSs could be adversely affected.

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In addition, we may issue additional ordinary shares or ADSs for future acquisitions. If we pay for our future acquisitions in whole or in part with additionally issued ordinary shares or ADSs, your ownership interests in our company would be diluted and this, in turn, could have a material adverse effect on the price of our ADSs.

The market price for our ADSs may be volatile.

The market price for our ADSs is likely to be highly volatile and subject to wide fluctuations in response to factors including the following:

actual or anticipated fluctuations in our quarterly operating results;

announcements of new games by us or our competitors;

changes in financial estimates by securities analysts;

price fluctuations of publicly traded securities of other China-based companies engaging in Internet-related services or other similar businesses;

conditions in the Internet or online game industries;

changes in the economic performance or market valuations of other Internet or online game companies;

announcements by us or our competitors of significant acquisitions, strategic partnerships, joint ventures or capital commitments;

addition or departure of key personnel; and

pending and potential litigation.

In addition, the securities market has from time to time experienced significant price and volume fluctuations that are not related to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of our ADSs.

You may face difficulties in protecting your interests, and our ability to protect our rights through the U.S. federal courts may be limited, because we are incorporated under Cayman Islands law.

Our corporate affairs are governed by our memorandum and articles of association and by the Companies Law (2004 Revision) and common law of the Cayman Islands. The rights of our shareholders and the fiduciary responsibilities of our directors under Cayman Islands law are not as clearly established as they would be under statutes or judicial precedents in the United States. In particular, the Cayman Islands has a less developed body of securities laws as compared to the United States, and provides significantly less protection to investors. Therefore, our public shareholders may have more difficulties in protecting their interests in the face of actions by our management, directors or controlling shareholders than would shareholders of a corporation incorporated in a jurisdiction in the United States. In addition, Cayman Islands companies may not have standing to initiate a shareholder derivative action before the federal courts of the United States. As a result, we may not be able to protect our interests if we are harmed in a manner that would otherwise enable us to sue in a United States federal court.

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Your ability to bring an action against us or against our directors and officers, or to enforce a judgment against us or them, will be limited because we are incorporated in the Cayman Islands, because we conduct a substantial portion of our operations in China and because the majority of our directors and officers reside outside of the United States.

We are incorporated in the Cayman Islands, and we conduct a substantial portion of our operations in China through our wholly-owned subsidiaries and several affiliated entities in China. Most of our directors and officers reside outside of the United States and most of the assets of those persons are located outside of the United States. As a result, it may be difficult or impossible for you to bring an action against us or against these individuals in the Cayman Islands or in China 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 China may render you unable to enforce a judgment against our assets or the assets of our directors and officers.

You may not be able to exercise your right to vote.

As a holder of ADSs, you may instruct the depository of our ADSs to vote the shares underlying your ADSs but only if we ask the depository to ask for your instructions. Otherwise, you will not be able to exercise your right to vote unless you withdraw the shares. However, you may not know about the meeting enough in advance to withdraw the shares and, in this regard, pursuant to our articles of association, a shareholders meeting may be convened by us on seven business days' notice. If we ask for your instructions, the depository will notify you of the upcoming vote and arrange to deliver our voting materials to you. We cannot assure you that you will receive the voting materials in time to ensure that you can instruct the depository to vote your shares. In addition, the depository and its agents are not responsible for failing to carry out voting instructions or for the manner of carrying out voting instructions, if any such action or nonaction is in good faith. This means that you may not be able to exercise your right to vote and there may be nothing you can do if the shares underlying your ADSs are not voted as you requested.

Your right to participate in any future rights offerings may be limited, which may cause dilution to your holdings.

We may from time to time distribute rights to our shareholders, including rights to acquire our securities. However, we cannot make rights available to you in the United States unless we register the rights and the securities to which the rights relate under the Securities Act of 1933, as amended, or the Securities Act, or an exemption from the registration requirements is available. Also, under the deposit agreement, the depository bank will not make rights available to you unless the distribution to ADS holders of both the rights and any related securities are either registered under the Securities Act, or exempt from registration under the Securities Act. We are under no obligation to file a registration statement with respect to any such rights or securities or to endeavor to cause such a registration statement to be declared effective. Moreover, we may not be able to establish an exemption from registration under the Securities Act. The depository may, but is not required to, sell such undistributed rights to third parties in this situation. Accordingly, you may be unable to participate in our rights offerings and may experience dilution in your holdings.

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You may not receive distributions on ordinary shares or any value for them if it is illegal or impractical to make them available to you.

The depositary of our ADSs has agreed to pay to you the cash dividends or other distributions it or the custodian receives on ordinary shares or other deposited securities after deducting its fees and expenses. You will receive these distributions in proportion to the number of ordinary shares your ADSs represent. However, the depositary is not responsible if it decides that it is unlawful or impractical to make a distribution available to any holders of ADSs. We have no obligation to register ADSs, ordinary shares, rights or other securities under U.S. securities laws. We also have no obligation to take any other action to permit the distribution of ADSs, ordinary shares, rights or anything else to holders of ADSs. This means that you may not receive the distribution we make on our ordinary shares or any value for them if it is illegal or impractical for us to make them available to you. These restrictions may have a material adverse effect on the value of your ADSs.

You may be subject to limitations on transfer of your ADSs.

Your ADSs represented by the ADRs are transferable on the books of the depositary. However, the depositary may close its transfer books at any time or from time to time when it deems expedient in connection with the performance of its duties. In addition, the depositary may refuse to deliver, transfer or register transfers of ADSs generally when our books or the books of the depositary are closed, or at any time if we or the depositary deem it advisable to do so because of any requirement of law or of any government or governmental body, or under any provision of the deposit agreement, or for any other reason.

ITEM 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

We were incorporated in the Cayman Islands in December 1999 under the name GameNow.net Limited and were renamed to The9 Limited in February 2004. We formed GameNow.net (Hong Kong) Limited, or GameNow, on January 17, 2000, as a wholly-owned subsidiary. We have historically conducted our operations in large part through The9 China, a direct wholly-owned subsidiary of GameNow in China.

In October 2002, we and Webzen formed 9Webzen to launch and operate the MU game in China. 9Webzen established 9Webzen Shanghai as its wholly-owned subsidiary in China on January 29, 2003 to operate MU in China. Prior to December 2005, we held a 51% ownership interest in 9Webzen. In December 2005, we sold and transferred 21% of 9Webzen's issued share capital to Webzen, thus reducing our ownership interest in 9Webzen from 51% to 30%.

In July 2003, we and China Interactive (Singapore) Pte. Ltd., or China Interactive, a privately-held Singaporean company, formed a joint venture, C9I, to acquire an exclusive license from VUG to localize and operate the WoW game in China. We have had effective control over C9I's management and operations since its inception. In February 2005, C9I established a wholly-owned subsidiary, C9I China, to operate WoW in China. We initially owned 54% of C9I and through a series of transactions with China Interactive, C9I became our wholly-owned subsidiary in August 2005.

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Due to the current restrictions on foreign ownership of the Internet content provision, Internet culture operation and advertising businesses in China, we rely on the following two affiliated PRC entities in holding certain licenses and approvals necessary for our business operations through a series of contractual arrangements with them and their shareholders:

Shanghai IT, which holds Internet content provision, Internet culture operation and Internet publishing licenses, and

Shanghai Jiucheng Advertisement Co., Ltd., or Shanghai Advertisement, whose business license permits it to conduct advertisement operations.

Shanghai IT is owned by Jun Zhu, our Chairman and Chief Executive Officer and shareholder, and Jie Qin, our Senior Vice President (through June 30, 2006) and shareholder. Shanghai Advertisement is owned by Shanghai IT and Xudong He, our Vice President. We do not have any ownership interest in Shanghai IT and Shanghai Advertisement. However, each of the individual shareholders of Shanghai IT and Shanghai Advertisement has entered into a shareholder voting proxy agreement with us, under which each such shareholder has irrevocably granted us the power to exercise voting rights on all matters to which he is entitled to vote. Each such shareholder has also entered into a call option agreement with us, pursuant to which we and/or any other parties designated by us would be entitled to acquire all or part of the equity interests in Shanghai IT or Shanghai Advertisement, as the case may be, to the extent permitted by the then-effective PRC laws and regulations, for the minimum amount of consideration permissible under applicable PRC laws and regulations. From 2001 to May 2005, we extended interest-free loans in an aggregate amount of RMB23.0 million to Jun Zhu and Jie Qin solely in connection with capitalizing and increasing the registered capital of Shanghai IT. The loans are repayable upon demand. Jun Zhu and Jie Qin have pledged all of their equity interests in Shanghai IT in favor of us under an equity pledge agreement. In the event of a breach of any term in the loan agreement or any other agreement by either Shanghai IT or its shareholders, we will be entitled to enforce our rights as a pledgee under the agreement.

Our principal executive offices are located at Building No. 3, 690 Bibo Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai 201203, People's Republic of China, and our telephone number is (8621) 5172-9999. In addition to our operational headquarters in Shanghai, we currently have small branch offices in Beijing, Chengdu, Nanjing, Nanning, Shenyang, Wuhan and Xi'an, China.

B. Business Overview

We are a leading online game operator in China. We were ranked as one of the top three online game operators in China in 2005 in terms of market share, according to a survey conducted by the IDC in April 2006. We began to offer our self-developed online virtual community game the9 City in 2000 and commercialized the9 City in December 2000. Currently, our business is primarily focused on operating MMORPGs, including WoW and other games in China. Because MMORPGs require a significant amount of time to master, they tend to have a high degree of user attraction, which means that users tend to spend greater amounts of time playing these games than using other Internet applications.

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We commercially launched WoW in China in June 2005 through C9I China. WoW is a full-view 3D MMORPG developed by Blizzard Entertainment, the game development studio of VUG, which has developed award-winning PC games including the Warcraft, Diablo and StarCraft series. In 2005, WoW was ranked as the Best 3D Online Game, Best Licensed Online Game and Most Popular Online Game in China by the Ministry of Culture in China.

We also operate MU through 9Webzen in which we own 30%. 9Webzen has obtained an exclusive license from Webzen to operate MU in China. MU is a 2.5D quarter-view MMORPG developed by Webzen, a leading online game developer and operator in Korea. In addition, we operate Mystina Online, an MMORPG developed by an online game developer in China.

We have obtained exclusive licenses to operate additional MMORPGs in China, consisting of the following:

An exclusive license obtained from Hanbitsoft, Inc., a Korean game developer, in 2004, to operate Granado Espada, an MMORPG that is currently being developed by Korean game developer IMC Games, Co., Ltd., which is partly owned by Hanbitsoft, Inc.;

an exclusive license obtained from Webzen in 2005 to operate Soul of the Ultimate Nation[®], or SUN, a 3D MMORPG;

an exclusive license obtained from NCsoft Corporation in 2006 to operate Guild Wars, a competitive online role-playing game, or CORPG; and

an exclusive license obtained from Hanbitsoft, Inc. in 2006 to operate Hellgate: London, an action role-playing game.

We are expanding our own product development capabilities to develop a suite of proprietary online games, including MMORPGs. On August 18, 2005, we commenced the all-access open beta for our first proprietary MMORPG, JJW, which is a side-scrolling MMORPG based on cartoon characters, and expect to commercially launch JJW in China in the second half of 2006.

We charge customers for the time they spend playing our online games. Our customers typically access our online games through PCs at home or in Internet cafés. They obtain our game playing time primarily through purchasing our prepaid cards at various retail outlets or purchasing online points at one of the more than 200,000 Internet cafés throughout China which have subscribed to our Pass9 system. Pass9 is our proprietary, fully integrated online membership management and payment system, which offers one-stop account management and payment services to our customers and facilitates our payment arrangements with distributors and Internet cafés.

To ensure quality customer service and seamless operations, we maintain a powerful technology platform consisting of over 3,000 servers and over 400 network devices located at eight Internet data centers.

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Products and Services

We offer engaging online games including MMORPGs and our self-developed online community game the9 City. Our other products and services include game operating support, website solutions and advertisement services, SMS and sales of our Pass9 system.

MMORPGs. In a typical MMORPG, thousands of players play in the same game world at the same time. MMORPG players can select a specific character to compete within the game with whom they develop experience and enhance game attributes, which can be carried over into next higher game levels. MMORPGs incorporate many cutting-edge technology features, including:

sophisticated 2.5D or 3D graphics which expose players to captivating screen scenes;

player upgrading system which allows players to attain higher game attributes with their characters as they develop experience and enhanced game capabilities over time; and

instant messaging system which allows players to communicate with each other during the game and form groups with other players, thereby coordinating their game skills to achieve collective objectives.

We currently have exclusive licenses to operate or own the following eight MMORPGs in China:

Game	Developer	Description	Status
WoW	Blizzard Entertainment	3D MMORPG	Commercially launched in China in June 2005
MU	Webzen	2.5D quarter-view MMORPG	Commercially launched in China in February 2003
Mystina Online	Lager (Beijing) Information Co., Ltd.	MMORPG	Commercially launched in China in February 2005
Granado Espada	Hanbitsoft	MMORPG	Beta testing in Korea
SUN	Webzen	3D MMORPG	Preparing for beta-testing
Guild Wars	NCsoft Corporation	MMORPG	Preparing for beta besting
Joyful Journey West	The9	MMORPG	Beta testing in China
Hellgate: London	Flagship Studios, Inc.	Action role-playing game	Under development

In preparation for commercial launch of a new game, we conduct closed beta testing of the game to eliminate technical problems, which is followed by open beta testing in which we allow our registered users to play without charge in open market conditions to ensure performance consistency and stability of operation systems.

Our MMORPGs offer ongoing play experience which allows our users to play the game online 24 hours a day, seven days a week. Our users can access our MMORPGs from any location with an Internet connection. Substantially all of our users in China access the game servers either from PCs at home or Internet café outlets equipped with multiple personal computers that have Internet access. Currently, a significant portion of our users access the game through Internet cafés throughout China which sell game playing time to their customers. To offset the impact of the limited use of online and credit card payment systems in China, we have introduced a prepaid game playing time purchase and management system, Pass9. See Item 4, Information on the Company Business Overview Membership Management and Payment System.

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Other Products and Services. Our other products and services mainly consist of our online virtual community named the9 City, our game operating support, website solutions and advertisement services, SMS service and sales of our Pass9 system.

The9 City. We launched our online virtual community game the9 City at www.the9.com in 2000 and commercialized it in December 2000. We believe that the9 City is the first commercialized virtual community in China. Our game the9 City was designed based on the idea of a virtual society consisting of mini games. Most of the content offered in the9 City are free of charge. As of December 31, 2005, the9 City had close to 16 million registered users, which we believe have formed a loyal and strong customer base for online games and other products we offer from time to time.

Game Operating Support, Website Solutions and Advertisement Services. Our game operating support, website solutions and advertisement services primarily relate to providing game operating support to 9Webzen in connection with operating MU in China. Our game operating support services to 9Webzen include payment collection and processing, user membership management, production of prepaid cards and other online game related technical support in connection with the operation of MU in China. Prior to the commercial launch of MU in February 2003, we generated a significant portion of our revenue from a variety of different website solutions and advertisement services to third parties, including website development and construction, hardware and software support, training, website maintenance and website advertisements. Since February 2003, we have not pursued any new business opportunities for our website solution and advertisement services.

SMS. Leveraging our existing user base, we offer several different SMS products and subscription packages that enable MU users to, among other things, transmit and receive SMS messages, receive password protection services, and download game-related ring tones, logos and screensavers for their mobile phones.

Pass9. We began to sell our proprietary integrated membership management and payment system, Pass9, in the fourth quarter of 2004. See Membership Management and Payment System below.

Membership Management and Payment System

We pioneered the establishment of Pass9, an integrated membership management and payment system in China in early 2001, allowing us to maintain a single customer database that contains each customer's profile and payment history. Pass9 provides one-stop service to our customers, distributors and developers. Pass9 provides our customers with an integrated platform to log in, pay and use any of the fee-based products and services we offer. It also allows our distributors to sell our online points to Internet cafés, and enables Internet cafés to check the balance of their points and pay us on their customers' behalf. In addition, Pass9 provides our game developer partners with simple interface to integrate their games to our system.

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Our integrated membership management and payment system also incorporates a variety of community-building features, such as chat rooms which provide registered users a platform to interact in real-time groups or one-on-one discussions, and bulletin boards which allow registered users to post notes or inquiries and respond to other users' notes or inquiries. We believe these features encourage user congregation on our site and facilitate player interaction for the games we offer.

Customer Service

Since our inception, we have focused on providing excellent customer service in order to retain our existing customers as well as attract new customers. In November 2003, we received a 9001 service quality authentication certificate from the International Organization for Standardization. We believe that we are the first online game operator in China to receive such a certificate. We were ranked among the top three online game operators in China by market share in 2005 according to a survey conducted by IDC in April 2006. Our MMORPG customers can access our customer service center via phone or e-mail at any time, or visit our visitor center in Shanghai during normal business hours.

We have in-game game masters dedicated to each of the MMORPGs that we operate. Game masters are responsible for organizing in-game events, troubleshooting and actively and continuously monitoring the online game environment. Game masters are available to respond to players' inquiries, initiate the bug reporting and removal process, as well as to identify, record and deal with players' inappropriate behavior such as cheating and fighting. We believe that our provision of game masters to monitor the gaming environment is an important element in maintaining our customer loyalty and efficiently addressing technical problems as they arise.

Purchase of Game Playing Time

A customer can purchase game playing time through any of the following methods:

Prepaid Cards. A customer can buy prepaid cards at retail outlets including convenience stores, supermarkets and bookstores all across China. Each prepaid card contains a pass code representing game playing time offered by the card based on its face value.

Prepaid Online Points. Over 200,000 Internet cafés across China have subscribed to our self-developed eSales System, which is part of our Pass9 system and enables an Internet café to buy prepaid online points from our distributors and sell such points to their customers.

Online Payment. A customer can buy game playing time online by charging payment directly to a credit or debit card. In addition, we offer free online game playing time to our new registered customers and users of our SMS service. We have also included free game cards in our marketing materials to attract new customers.

Customers of the WoW game are required to purchase an access code, or CD-Key, to play the game in China. We use the CD-Key as a measure to reduce the use of cheating tools by WoW players. When we discover that a WoW player is using cheating tools, we will terminate that user's account and the user will have to purchase another CD-Key to activate his account to play WoW from the beginner level. Our CD-Keys normally carry up to 20 hours of free WoW play time. Once these hours expire, customers must purchase game playing time through one of the methods provided above.

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Pricing, Distribution and Marketing

Pricing. We determine the pricing of a game near the end of the free testing period based on several factors, including the prices of other comparable games, the technological and other features of the game, and the targeted marketing position of the game. Our prepaid game cards are offered in a variety of denominations to provide users with maximum flexibility. For instance, a game player may choose to purchase a prepaid game point card with any denomination for a specified number of hours that can be used at any time or a prepaid game subscription card that provides unlimited access to the game for a week or a month. Point cards expire if they are activated but are unused for a specified period of time.

Distribution. Due to the limited availability of online payment systems in China, we sold our game playing time primarily through sales of our prepaid cards and online points to distributors across the country. For WoW, we have entered into agreements with 20 regional distributors for our prepaid cards and over 40 regional distributors for our online points. These regional distributors sell our prepaid game cards and online points to over 500 local distributors who in turn sell the game cards to end users and prepaid online points to Internet cafés throughout China. Our regional distributors were selected after an open and competitive bidding process and our local distributors are normally selected by our regional distributors. As of December 31, 2005, WoW has over 3.3 million activated user accounts and over 200,000 Internet cafés have subscribed to our eSales system, which enables Internet cafes to sell our prepaid online points to their customers. For MU, we have entered into a distribution agreement with Junnet Group to appoint it as the exclusive distributor of our prepaid game cards in China. We may terminate this agreement if Junnet Group fails the required payments to us for two consecutive months.

Marketing. Our overall marketing strategy is to rapidly attract new customers and increase revenues from recurring customers. The marketing programs and promotional activities that we employ to promote our games include:

Advertising and Online Promotion. We advertise in many game magazines and online game sites that are updated regularly.

Cross-Marketing. We have cross-marketing relationships with major consumer brands, technology companies and major telecom carriers. For example, we conducted cross-marketing activities with Coca-Cola in connection with the promotion of WoW in 2005, and have entered into a new agreement to continue this joint marketing campaign through the end of 2006. We believe that our cross-marketing relationships with well-known companies will increase the recognition of our online game brands.

On-Site Promotion. We distribute free game-related posters, promotional prepaid cards for beginners, game-related souvenirs such as watches, pens, mouse pads, calendars and paper bags at trade shows, selected Internet cafés and computer stores.

In-Game Marketing. We conduct in-game marketing programs from time to time, including online adventures for grand prizes. We also regularly hold WoW game tournaments for our customers.

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Game Development and Licensing

We believe that the online game industry in China will continue its recent pattern of developing increasingly sophisticated MMORPGs tailored to the China market. In order to remain competitive, we are focusing our product development efforts on enhancing the Chinese version of the licensed MMORPGs and developing new proprietary online games. Currently, our product development team is responsible for game design, technical development and art design. In addition, we outsource part of our art design work to Tose Co. Ltd., a leading Japanese outsource cartoon designer for game developers.

Our licensing process begins with a preliminary screening, review and testing of a game, followed by a cost analysis, negotiations and licensing of a game, including all regulatory and approval processes. A team is then designated to conduct closed beta testing of the game to eliminate technical problems, followed by open beta testing during which our registered users may play the game without charge in open market conditions to ensure performance consistency and stability of operation systems. Testing generally takes three to six months, during which time we commence other marketing activities.

Technology

We aim to build a reliable and secure technology infrastructure to fully support our operations, and we maintain separate technology networks for each of our games. Our current technology infrastructure consists of the following:

over 3,000 servers and over 400 network devices located at eight Internet data centers, including for WoW, six dedicated server sites with each site comprised of approximately 48 high-performance server sets, located in Shanghai, Beijing, Chengdu and Shenzhen, with uninterruptible power supply and diesel power generator backup;

proprietary software including Pass9 and game monitor tools that are integrated with our websites and customer service center operations; and

hardware platform primarily consisting of Lenovo, Hewlett-Packard/Compaq, Dell, IBM and Cisco servers.

We have a network operation team responsible for stability and security of our network. The team follows the workflow for problem detecting, recording, analyzing and solving. In addition, we frequently upgrade our game server software to ensure the stability of our operation and reduce hacking risks.

Competition

Our major competitors include but not limited to:

online game operators in China, including Shanda Interactive Entertainment Limited (which operates Legend of Mir and Actoz Soft s Legend of Mir 2) and Guangzhou Optisp s (which operates Wemade s Legend of Mir 3); and

major Internet portal operators in China, including publicly-listed companies such as 163.com affiliated with NetEase (which operates Westward Journey Online and Fantasy Westward Journey) and Sohu.com (which operates Knights Online and Blade Online), all of which leverage their existing strength in aggregating content, and marketing and cross-selling among their established Internet user base to promote online games.

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Our existing and potential competitors may compete with us in marketing activities, quality of online games and sales and distribution network. Some of our existing and potential competitors have significantly greater financial and marketing resources than we do. For a discussion of risks relating to competition, see **Risk Factors** **Risks Related to Our Company**. We may not be able to maintain our profitability, financial or operational success in our market as we operate in a highly competitive industry and compete against many large companies.

Intellectual Property

Our intellectual property rights include trademarks and domain names associated with the name the9 in China and copyright and other rights associated with our websites, technology platform, self-developed software and other aspects of our business. We regard our intellectual property rights as critical to our business. We rely on trademark and copyright law, trade secret protection, non-competition and confidentiality agreements with our employees, and license agreements with our partners, to protect our intellectual property rights. We require our employees to enter into agreements requiring them to keep confidential all information relating to our customers, methods, business and trade secrets during and after their employment with us and assign their inventions developed during their employment to us. Our employees are required to acknowledge and recognize that all inventions, trade secrets, works of authorship, developments and other processes made by them during their employment are our property.

We have registered our domain names including www.the9.com, www.muchina.com and www.wowchina.com with third-party domain registration entities, and have legal rights over these domain names. We conduct our business under the brand name and the9 logo. We have registered the marks the9, and, as well as our logo with the Trade Mark Office of the State Administration for Industry and Commerce in China. We have also filed trademark applications for the marks and in China.

Legal Proceedings

We are not currently a party to any material litigation or other legal proceeding and are not aware of any pending or threatened litigation or other legal proceeding that may have a material adverse impact on our business or operations.

Government Regulations

Current PRC laws and regulations impose substantial restrictions on foreign ownership of the online gaming and Internet content provision businesses in China. As a result, we conduct our online gaming and Internet content provision businesses in China through contractual arrangements with Shanghai IT, our affiliated PRC entity. Shanghai IT is ultimately owned by Jun Zhu and Jie Qin, both of whom are PRC citizens as well as our shareholders.

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In the opinion of our PRC counsel, Fangda Partners, the ownership structure and the business operation models of our PRC subsidiaries and consolidated affiliated entities comply with all existing PRC laws, rules and regulations, subject to the transfer of certain domain names and trademarks to Shanghai IT as required under the new MII notice. In addition, no consent, approval or license is required under any of the existing laws and regulations of China for their ownership structure, businesses and operations except for those which we have already obtained or which would not have a material adverse effect on our business or operations as a whole.

As the online games industry is at an early stage of development in China, new laws and regulations may be adopted from time to time to require additional licenses and permits other than those we currently have, and address new issues that arise from time to time. As a result, substantial uncertainties exist regarding the interpretation and implementation of current and any future PRC laws and regulations applicable to the online games industry. See Item 3, Risk Factors Risks Related to Doing Business in China The laws and regulations governing the online game industry in China are developing and subject to future changes. If we fail to obtain or maintain all applicable permits and approvals, our business and operations would be materially and adversely affected.

Internet Content Provision Service, Online Gaming and Internet Publishing

Our provision of online game-related content on our websites is subject to various PRC laws and regulations relating to the telecommunications industry, Internet and online gaming, and regulated by various government authorities, including the Ministry of Information Industry, the Ministry of Culture, the GAPP and the State Administration of Industry and Commerce. The principal PRC regulations governing the Internet content provision industry as well as the online gaming services in China include:

Telecommunications Regulations (2000);

The Administrative Rules for Foreign Investments in Telecommunications Enterprises (2001);

The Administrative Measures for Telecommunications Business Operating Licenses (2001);

The Internet Information Services Administrative Measures (2000);

The Tentative Measures for Administration of Internet Culture (2003);

The Notice on Several Issues Relating to the Implementation of The Tentative Measures for Administration of Internet Culture (2003);

The Tentative Measures for Administration of Internet Publication (2002); and

The Foreign Investment Industrial Guidance Catalogue (2004).

In July 2006, the MII issued a notice entitled Notice on Strengthening Management of Foreign Investment in Operating Value-Added Telecommunication Services, or the new MII notice. The new MII notice prohibits ICP license holders from leasing, transferring or selling telecommunications business operating license to any foreign investors in any form, or providing any resource, sites or facilities to any foreign investors for their illegal operation of telecommunications business in China. The notice also requires that ICP license holders and their shareholders directly own the domain names and trademarks used by such ICP license holders in their daily operations. The notice further requires each ICP license holder to have the necessary facilities for its approved business operations and to maintain such facilities in the regions covered by its license. In addition, all the value-added telecommunication service providers are required to maintain network and information security in accordance with the standards set forth under relevant PRC regulations. The local authorities in charge of telecommunications services are required to ensure that existing ICP license holders will conduct a self-assessment of their compliance with the MII notice and to submit status reports to the MII before November 1, 2006. For those which are not in compliance with the above requirements and further fail to

rectify the situation, the relevant governmental authorities would have broad discretion to adopt one or more measures against them, including but not limited to revoking their operating licenses. See Risk Factors Risks Related to Our Company PRC laws and regulations, including the new MII notice issued in July 2006, restrict foreign ownership of the Internet content provision, Internet culture operation and Internet publishing licenses, and substantial uncertainties exist with respect to the application and implementation of PRC laws and regulations.

Under these regulations, a foreign investor is currently prohibited from owning more than 50% of the equity interest in a PRC entity that provides value-added telecommunications services. Internet content provision services are classified as value-added telecommunications businesses, and a commercial operator of such services must obtain a value-added telecommunications business operating license for Internet content provision (the ICP License) from the appropriate telecommunications authorities in order to carry on any commercial Internet content provision operations in China.

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With respect to the online gaming industry in China, since online games fall into the definition of "Internet culture products" under The Tentative Measures for Internet Culture Administration (2003), a commercial operator of online games must, in addition to the ICP License, obtain an Internet culture operation license from the appropriate culture administrative authorities for its operation of online games. Furthermore, according to The Tentative Measures for Internet Publication Administration (2002), the provision of online games is deemed an Internet publication activity. Therefore, an online game operator must obtain the approval from the appropriate press and publication administrative authorities as an Internet publisher in order to carry on its online gaming businesses in China. Furthermore, online games, regardless of whether imported and domestic, must be registered with the Ministry of Information Industry and such online games are subject to a content review and approval by or filing with the Ministry of Culture prior to commencement of operations in China.

The GAPP and the Ministry of Information Industry jointly impose a license requirement for any company that intends to engage in Internet publishing, defined as any act by an Internet information service provider to select, edit and process content or programs and to make such content or programs publicly available on the Internet. Furthermore, prepaid online game cards and CD-Keys for online gaming programs are considered electronic publications, and the distribution of these goods are subject to a licensing requirement. Shanghai IT holds the license necessary to distribute electronic publications, which allows it to distribute prepaid cards and CD-Keys for the games we operate. We sell our prepaid cards and CD-Keys through third-party distributors, which are responsible for maintaining requisite licenses for distributing our prepaid cards and CD Keys in China. See Item 3, "Key Information - Risk Factors - Risks Related to Our Company - We rely on services from third parties to carry out our businesses and to deliver our prepaid cards to customers, and if there is any interruption or deterioration in the quality of these services, our customers may cease using our products and services."

The operation of SMS in China is classified as value-added telecommunication business and SMS service providers shall obtain the relevant value-added telecommunication business permits.

Furthermore, the Ministry of Information Industry has promulgated rules requiring ICP License holders that provide online bulletin board services to register with, and obtain approval from, the relevant telecommunication authorities.

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Regulation of Internet Content

The PRC government has promulgated measures relating to Internet content through a number of ministries and agencies, including the Ministry of Information Industry, the Ministry of Culture and the GAPP. These measures specifically prohibit Internet activities, which includes the operation of online games, that result in the publication of any content which is found to, among other things, propagate obscenity, gambling or violence, instigate crimes, undermine public morality or the cultural traditions of the PRC, or compromise State security or secrets. See Item 3, Key Information Risks Factors Risks Related to Doing Business in China The laws and regulations governing the online game industry in China are developing and subject to future changes. If we fail to obtain or maintain all applicable permits and approvals, our business and operations would be materially and adversely affected. If an ICP license holder violates these measures, the PRC government may revoke its ICP license and shut down its websites.

In 2005, GAPP issued Trial standards for development of anti-fatigue system to promote the development of anti-fatigue system which may limit the amount of time that a young or other user may continuously spend on an online game. The Ministry and Culture and the Ministry of Information Industry further jointly issued certain opinions on development and administration on online games, which require online game operators to verify the identity of a player and restrict the amount of time minors may spend on games, or even prohibit minors from accessing certain games. It is reported that the Ministry of Information Industry is drafting compulsory regulations to implement such requirements. We cannot be certain when these regulations will become effective, what form they will take or how they may affect our business. Should the PRC government continue to tighten its regulation of the Internet and online games, and its supervision of Internet cafés, this could limit or slow down our growth prospects, as well as reduce our revenues and earnings. See Item 3, Key Information Risks Factors Risks Related to Doing Business in China Our business may be adversely affected by public opinion and government policies in China.

Regulation of Information Security

Internet content in China is also regulated and restricted from a State security standpoint. The National People's Congress, China's national legislative body, has enacted a law that may subject to criminal punishment in China any effort to: (1) gain improper entry into a computer or system of strategic importance; (2) disseminate politically disruptive information; (3) leak State secrets; (4) spread false commercial information; or (5) infringe intellectual property rights.

The Ministry of Public Security has promulgated measures that prohibit use of the Internet in ways which, among other things, result in a leakage of State secrets or a spread of socially destabilizing content. The Ministry of Public Security has supervision and inspection rights in this regard, and we may be subject to the jurisdiction of the local security bureaus. See Item 3, Key Information Risks Factors Risks Related to Doing Business in China Regulation and censorship of information disseminated over the Internet in China may adversely affect our business, and we may be liable for information displayed on, retrieved from, or linked to our Internet websites. If an ICP license holder violates these measures, the PRC government may revoke its ICP license and shut down its websites.

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Import Regulation

Our ability to obtain licenses for online games from abroad and import them into China is regulated in several ways. We are required to register with the Ministry of Commerce any license agreement with a foreign licensor that involves an import of technologies, including online game software into China. Without that registration, we cannot remit licensing fees out of China to any foreign game licensor. In addition, the Ministry of Culture requires us to submit for its content review and approval of any online games we want to license from overseas game developers. If we license and operate games without that approval, the Ministry of Culture may impose penalties on us, including revoking the Internet culture operation license required for the operation of online games in China. Also, pursuant to a jointly issued notice in July 2004, the GAPP and the State Copyright Bureau require us to obtain their approval for imported online game publications. Furthermore, the State Copyright Bureau requires us to register copyright license agreements relating to imported software. Without the State Copyright Bureau registration, we cannot remit licensing fees out of China to any foreign game licensor and are not allowed to publish or reproduce the imported game software in China.

Intellectual Property Rights

The State Council and the State Copyright Bureau have promulgated various regulations and rules relating to protection of software in China. Under these regulations and rules, software owners, licensees and transferees may register their rights in software with the State Copyright Bureau or its local branches and obtain software copyright registration certificates. Although such registration is not mandatory under PRC law, software owners, licensees and transferees are encouraged to go through the registration process and registered software rights may receive better protections. We have registered all of our in-house developed online games with the State Copyright Bureau.

Internet Café Regulation

Internet cafés are required to obtain a license from the Ministry of Culture and the State Administration of Industry and Commerce, and are subject to requirements and regulations with respect to location, size, number of computers, age limit of customers and business hours. Although we do not own or operate any Internet cafés, many Internet cafés distribute our virtual pre-paid cards. The PRC government has enacted laws to intensify its regulation and administration of Internet cafés, which are currently the primary venue for our users to play online games. Intensified government regulation of Internet cafés could restrict our ability to maintain or increase our revenues and expand our customer base. See Item 3,

Key Information Risks Factors Risks Related to Doing Business in China Intensified government regulation of Internet cafés could limit our ability to maintain or increase our revenues and expand our customer base .

Privacy Protection

PRC laws and regulations do not prohibit Internet content providers from collecting and analyzing personal information from their users. We require our users to accept a user agreement whereby they agree to provide certain personal information to us. PRC law prohibits Internet content providers from disclosing to any third parties any information transmitted by users through their networks unless otherwise permitted by law. If an Internet content provider violates these regulations, the Ministry of Information Industry or its local bureaus may impose penalties and the Internet content provider may be liable for damages caused to its users.

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Regulation of Foreign Currency Exchange and Dividend Distribution

Foreign Currency Exchange. Foreign currency exchange regulation in China is primarily governed by the following rules:

Foreign Exchange Administration Rules (1996), as amended, or the Exchange Rules; and

Administration Rules of the Settlement, Sale and Payment of Foreign Exchange (1996), or the Administration Rules. Pursuant to the Exchange Rules, RMB is freely convertible for trade and service-related foreign exchange transactions, but not for direct investment, loan, investment in securities, or other transactions through a capital account outside China unless the prior approval of the State Administration of Foreign Exchange of the People's Republic of China is obtained. Further, foreign investment enterprises in China may purchase foreign exchange without the approval of the State Administration of Foreign Exchange of the People's Republic of China for trade and service-related foreign exchange transactions by providing commercial documents evidencing these transactions. Foreign investment enterprises that need foreign exchange for the distribution of profits to their shareholders may effect payment from their foreign exchange account or purchase and pay foreign exchange at the designated foreign exchange banks to their foreign shareholders by producing board resolutions for such profit distribution. Under the Administration Rules, based on their needs, foreign investment enterprises are permitted to open foreign exchange settlement accounts for current account receipts and payments of foreign exchange along with specialized accounts for capital account receipts and payments of foreign exchange at certain designated foreign exchange banks.

Dividend Distribution. The principal regulations governing distribution of dividends of foreign holding companies include:

The Foreign Investment Enterprise Law (1986), as amended; and

Administrative Rules under the Foreign Investment Enterprise Law (2001). Under these regulations, foreign investment enterprises in China may pay dividends only out of their accumulated profits, if any, determined in accordance with PRC accounting standards and regulations. In addition, foreign investment enterprises in China are required to allocate at least 10% of their respective profits each year, if any, to fund certain reserve funds until the cumulative total of the allocated reserve funds reaches 50% of an enterprise's registered capital. These reserves are not distributable as cash dividends.

Regulation of Foreign Exchange in Certain Onshore and Offshore Transactions

On October 21, 2005, SAFE issued the Notice on Issues Relating to the Administration of Foreign Exchange in Fund-raising and Reverse Investment Activities of Domestic Residents Conducted via Offshore Special Purpose Companies, or Notice 75, which became effective as of November 1, 2005.

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According to Notice 75:

prior to establishing or assuming control of an offshore company for the purposes of financing that offshore company with assets or equity interests in an onshore enterprise in the PRC, each PRC resident, whether a natural person or a legal entity, must complete the overseas investment foreign exchange registration procedures with the local SAFE branch;

an amendment to the registration with the local SAFE branch is required to be filed by any PRC resident that directly or indirectly holds interests in that offshore company upon either (1) the injection of equity interests or assets of an onshore enterprise in the offshore company, or (2) the completion of any overseas fund raising by such offshore company; and

an amendment to the registration with the local SAFE branch is also required to be filed by such PRC resident when there is any material change involving a change in the capital of the offshore company, such as (1) an increase or decrease in its capital, (2) a transfer or swap of shares, (3) a merger or division, (4) a long term equity or debt investment, or (5) the creation of any security interests over the relevant assets located in China.

Moreover, Notice 75 applies retroactively. As a result, PRC residents who have established or acquired control of offshore companies that have made onshore investments in the PRC in the past are required to complete the relevant overseas investment foreign exchange registration procedures by March 31, 2006. Under the relevant rules, failure to comply with the registration procedures set forth in Notice 75 may result in restrictions being imposed on the foreign exchange activities of the relevant onshore company, including an increase of its registered capital, the payment of dividends and other distributions to its offshore parent or affiliate and the capital inflow from the offshore entity, and may also subject relevant PRC residents to penalties under PRC foreign exchange administration regulations.

As a result of the uncertainties relating to the interpretation and implementation of Notice 75, we cannot predict how these regulations will affect our business operations or strategies. For example, our present or future PRC subsidiaries' ability to conduct foreign exchange activities, such as remittance of dividends and foreign-currency-denominated borrowings, may be subject to compliance with such SAFE registration requirements by relevant PRC residents, over whom we have no control. In addition, we cannot assure you that any such PRC residents will be able to complete the necessary approval and registration procedures required by the SAFE regulations. We have requested that all of our shareholders whom we know are PRC residents or have PRC residents as their ultimate beneficial owners comply with any SAFE registration requirement, but we have no control over our shareholders. We have been informed that our major shareholders, who are PRC residents and subject to the above registration requirements, had made the required SAFE registration in respect of his investment in our company. Such uncertainties may restrict our ability to implement our acquisition strategy and adversely affect our business and prospects.

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C. Organizational Structure

The following diagram illustrates our company's organizational structure, and the place of formation, ownership interest of each of our subsidiaries and the affiliated entity that operates MU in China.

Beneficial interest

Contractual arrangements for the operation of WoW and MU. See Item 5, Operating and Financial Review and Prospects, Arrangements with Online Game Developers and Item 7, Major Shareholders and Related Party Transactions, Related Party Transactions - Arrangement with Affiliated PRC Entities

* *Operates WoW in China*

** *Operates MU in China*

*** *Shanghai The9 Information Technology Co., Ltd. is owned by Jun Zhu, our chairman and chief executive officer, and Jie Qin, our senior vice president (through June 30, 2006).*

D. Property, Plant and Equipment

Our headquarters are located on premises comprising approximately 14,000 square meters in an office building in Shanghai, China. We lease all of our premises from unrelated third parties. In addition, we have small branch offices in Beijing, Nanjing, Nanning, Wuhan and Xi'an, Chengdu and Shenyang, China. Our equipment consist substantially of over 3,000 servers and over 400 network devices located at eight Internet data centers.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion of our financial condition and results of operations is based upon and should be read in conjunction with our consolidated financial statements and their related notes included in this annual report on Form 20-F. This report contains forward-looking statements. See Item 1, Introduction Forward-Looking Information. In evaluating our business, you should carefully consider the information provided under the caption Risk Factors in this annual report on Form 20-F. We caution you that our businesses and financial performance are subject to substantial risks and uncertainties.

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A. Overview

We are a leading online game operator in China.

In September 2002, we and Webzen formed 9Webzen to localize and operate MU in China. Prior to December 2005, we held a 51% ownership interest in 9Webzen. We accounted for our interest in 9Webzen using the equity method because under the joint venture agreement, Webzen has the right to participate in certain decisions to be made in the ordinary course of business of 9Webzen. 9Webzen began to charge users for MU playing time in February 2003, and has derived substantially all of its revenues through sales of prepaid cards and prepaid online points for MU playing time to distributors, who in turn sell them to end customers. From February 2003 to early 2005, we had derived our revenues primarily from provision of game operating support services in connection with operating MU in China.

In December 2005, in light of the declining popularity of the MU game, which comprised substantially all of 9Webzen's revenues, and to concentrate our resources on the WoW game, we entered into an agreement with Webzen Inc. to sell a 21% interest in 9Webzen to Webzen Inc. After the consummation of the sale, our interest in 9Webzen was reduced from 51% to 30%. As a result, and due to our substantial increase in revenues resulting from the commercial launch of the WoW game in China, the portion of our income attributable to our equity interest in 9Webzen and our share of the total assets of 9Webzen were less than 20% of The9's operating income and total assets, respectively, for the year. Because 9Webzen's financial position and results of operation are no longer material to us, audited financial statements for 9Webzen are not required for 2005. 9Webzen's audited consolidated financial statements for the years ended December 31, 2003 and 2004 and unaudited consolidated financial statements for the year ended December 31, 2005 are included in this annual report beginning on page F-44. For a discussion of 9Webzen's results of operations for the years ended December 31, 2003 and 2004, see 9Webzen's Results of Operations.

In July 2003, we and China Interactive formed C9I to localize and operate the WoW game in China. We have had effective control over C9I's management and operations since its inception. In February 2005, C9I established a wholly-owned subsidiary, C9I China, to operate WoW in China. We initially owned 54% of C9I and through a series of transactions with China Interactive, C9I became our wholly-owned subsidiary in August 2005. WoW was commercially launched in China in June 2005. In 2005, 98% of our total revenues were attributable to the operation of WoW in China, including game play time, merchandise sales and other related revenues. We expect to continue to depend on WoW for most of our revenues in the near future.

To broaden our product offerings and enhance our leadership position in the online game market in China, we have obtained exclusive licenses to operate additional MMORPGs in China, including Granado Espada, Soul of the Ultimate Nation, Mystina Online, Guild Wars, and Hellgate: London. In addition, in August 2005, we commenced the all-access open beta for our first proprietary MMORPG, JJW, and expect to commercially launch JJW in China in the second half of 2006.

The major factors affecting our results of operations and financial condition are:

our revenue composition and sources of revenue growth;

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our cost of services;

our operating expenses; and

arrangements with online game developers.

Each of these factors is discussed below.

Revenue Composition and Sources of Revenue Growth.

In 2005, we generated substantially all of our revenues from online game services, and a minor portion of our revenues from other services.

Online Game Services. Our online game service revenues for the years before 2005 were primarily derived from sales of prepaid playing time for the9 City. Since we commercially launched WoW in China in June 2005, we have derived substantially all of our online game service revenues from sales of WoW playing time. In 2003, 2004 and 2005, revenues from our online game services amounted to RMB 0.7 million, RMB 0.4 million and RMB466.6 million (US\$57.8 million), respectively. We plan to add additional games to our product offerings to attract more users and increase our online game service revenues.

We sell game playing time mostly through sales of prepaid cards and prepaid online points to distributors who in turn sell them to end users. Both prepaid cards and prepaid online points provide customers with a pre-specified length of game playing time valid for a specified period of time. Prepaid fees received from distributors are recognized as revenues upon end users' actual usage of game playing time or expiration of their game cards or online points. We are provided with data on end users' actual usage of WoW playing time by the licensor of WoW and do not otherwise have direct access to such information pursuant to the license agreement with the licensor.

Game Operating Support, Website Solutions and Advertisement. Prior to the commercial launch of WoW in China in June 2005, we derived a significant portion of our revenues from providing game operating support and website solutions and advertisement services, including website development and construction, hardware and software support, staff training, maintenance and advertisement. In 2003, 2004 and 2005, revenues from our game operating support, website solutions and advertisement services were RMB13.3 million, RMB24.7 million and RMB6.1 million (US\$0.7 million), respectively. The substantial decrease in revenues from our game operating support, website solutions and advertisement services in 2005 was primarily due to the substantial decrease in revenues from sales of MU playing time in China, of which we were entitled to 10.5% pursuant to the revenue-sharing arrangement with 9Webzen. Prior to 2004, our revenues from game operating support, website solutions and advertisement services were recognized when services were rendered and collection of the related fees was reasonably assured. In January 2004, we entered into a new revenue-sharing arrangement with 9Webzen whereby we are entitled to 10.5% of the revenues from operating MU in China. Under the new revenue-sharing arrangement, we recognize revenues from our game operating support based on the actual usage of MU playing time by end users or the expiration of their game cards or online points.

Short Messaging Services. We began offering SMS services near the end of 2003. In 2004 and 2005, revenues from our SMS service amounted to RMB11.1 million and RMB3.4 million (US\$0.4 million), respectively.

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Other Products and Services. Our other sources of revenues primarily consist of revenues recognized from sales of game-related accessories and merchandises. In 2003, 2004 and 2005, revenues from our other products and services amounted to RMB3.3 million, RMB 0.5 million and RMB13.2 million (US\$1.6 million), respectively.

Cost of Services. Our cost of services consists of costs directly attributable to rendering our products and services, including WoW royalties which are equal to 22% of the face value of our prepaid cards and online points and either 37.7% or 39% of the face value of the CD-Keys sold, amortization of the initial WoW license fee, amortization of intangible assets from the acquisition of C9I and other upfront license fees and other WoW-related costs, depreciation of property and equipment, consisting primarily of server depreciation charges, Internet data center and broadband bandwidth rental fees, production costs for prepaid cards and compensation to our customer service representatives. We expect that our cost of services will increase primarily because we plan to establish new centralized servers in connection with the launch and operation of the new games.

Operating Expenses. Our operating expenses consist primarily of product development expenses, sales and marketing expenses, and general and administrative expenses.

Product Development. Our product development expenses consist primarily of outsource research and development expenses, compensation to our product development personnel, equipment and software depreciation charges and other expenses for the development of online games. Our other product development costs include costs that we have incurred to develop and maintain our websites. We expect that our product development expenses will increase in the near future as we expand our internal game development capabilities.

Sales and Marketing. Our sales and marketing expenses primarily consist of advertising and marketing expenses to promote WoW and other games and compensation to our sales and marketing personnel. As we intend to continue aggressively marketing and promoting the WoW game and other MMORPGs, we expect that our sales and marketing expenses will increase in 2006.

General and Administrative. Our general and administrative expenses consist primarily of compensation and travel expenses for our administrative staff, depreciation of property and equipment, entertainment expenses, administrative office expenses, as well as fees paid to professional service providers for auditing and legal services.

Arrangements with Online Game Developers. Because our business prospects depend significantly on C9I's exclusive right to operate WoW in China, we must maintain a satisfactory relationship with VUG, the licensor of WoW. In connection with our licensing and operation of WoW in China, we are obligated to pay royalties equal to 22% of the face value of WoW prepaid cards and online points and either 37.7% or 39% of the face value of the CD-Keys sold by us by making recoupable advances against royalty payments in an aggregate amount of approximately US\$51.3 million over a four-year period commencing from the commercial launch. We are also obligated to commit no less than approximately US\$13.0 million in the marketing and promotion of WoW in China during the four-year term of the license. As security for each advance payment, C9I is obligated to procure a standby letter of credit prior to each relevant period.

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The license agreement with VUG also provides the license to the WoW game is non-assignable, non-sublicensable and non-transferable. VUG has the right to, among others, (i) modify WoW in any manner and at any time without liability to C9I; and (ii) except for those rights expressly granted to C9I, exploit its intellectual property in any manner, including the right to grant licenses to third parties for further exploitation of WoW in such form as movie, television exploitation and merchandising, and the exploitation of other versions of WoW in China. In addition, VUG retains ownership of all its intellectual property rights, including those relating to the localized WoW.

VUG has the right to terminate this agreement: (i) upon C9I's failure to cure a material breach of the agreement within 30 days; (ii) in the event C9I attempts any unauthorized assignment for the benefit of creditors, files any petition for reorganization, rearrangement of its business, enters bankruptcy, insolvency or receivership; or (iii) if C9I merges, consolidates or otherwise experiences any substantial change in management or control of more than 20% of its common stock or the equivalent, without obtaining Vivendi Universal Games' prior written consent.

Upon expiration or termination of the license agreement for any reason, we are obligated to, among other things, immediately cease using any VUG trademarks, logos or trade names, as well as to cease the manufacture, distribution and sale of WoW game cards and online game points. We shall also immediately cease operations pertaining to the localized WoW. If the license agreement is terminated for cause for any reason other than our failure to obtain the requisite approvals and permits from the governmental authorities in China, then the recoupable advances due for the quarterly period in which the termination is effected, as well as the recoupable advances for the immediately following quarterly period, and all other payments due and owing will be immediately due and payable to Vivendi Universal Games within ten days of the effective date of termination, and we will not be entitled to any refund of any licensee fee or other payments we made pursuant to the license agreement.

Our business prospects also depend in part on our exclusive rights to operate other licensed games, including MU, Mystina Online, Granado Espada, Soul of the Ultimate Nation, Guild Wars, and Hellgate: London in China. If we are unable to maintain a satisfactory relationship with any of our online game developers, or if any of our online game developers either establishes similar or more favorable relationships with our competitors in violation of its contractual arrangements with us, our operating results and our business would be harmed and, the price of our ADSs and ordinary shares could decline.

Holding Company Structure

We are a holding company incorporated in the Cayman Islands, and rely primarily on dividends and other distributions from our subsidiaries and affiliates in China for our cash requirements. Current PRC regulations restrict our affiliated entities and subsidiaries from paying dividends in the following two principal aspects: (i) our affiliated entities and subsidiaries in China are only permitted to pay dividends out of their respective accumulated profits, if any, determined in accordance with PRC accounting standards and regulations; and (ii) these entities are required to allocate at least 10% of their respective accumulated profits each year, if any, to fund certain capital reserves until the cumulative total of the allocated reserves reach 50% of registered capital, and these reserves are not distributable as cash dividends. See Item 4, Information on the Company Business Overview Government Regulations. As of December 31, 2005, approximately RMB78.6 million (US\$9.7 million) of our portion of the net assets of our affiliated entities and subsidiaries in China were subject to the regulatory restrictions on transfer to their shareholders in the form of cash dividends.

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Regulation of Internet Business in China

The PRC government heavily regulates the Internet sector in China, including the legality of foreign investments in the PRC Internet sector, the permit requirements for companies in the Internet industry and the existence and enforcement of restrictions on Internet content and the licensing. See Item 4, Information on the Company Business Overview Government Regulations.

In order to comply with restrictions imposed by current PRC laws and regulations on foreign ownership of the Internet content provision, Internet culture operation and advertising businesses in China, we operate our PRC online gaming and Internet content provision businesses through contractual arrangements with Shanghai IT. Shanghai IT is ultimately owned by Jun Zhu and Jie Qin, both of whom are PRC citizens as well as shareholders of The9.

In April 2001, the PRC government began tightening its supervision of Internet cafés, closing unlicensed Internet cafés, requiring those remaining open to install software to prevent access to sites deemed subversive and requiring web portals to sign a pledge not to host subversive sites. Furthermore, the PRC government's policy, which encourages the development of a limited number of national and regional Internet café chains and discourages the establishment of independent Internet cafés, may slow down the growth of Internet cafés. The issuance of Internet café licenses had been suspended for a period of time until 2005, and in some areas such suspension has not yet been lifted. As Internet cafés are the primary venue for users to play our games, any reduction in the number, or any slowdown in the growth, of Internet cafés in China, or any tightening of the governmental requirements relating to the customers' age, business hours and other operational aspects of Internet cafés, could limit our ability to maintain or increase our revenues and expand our customer base, which will materially and adversely affect our business and results of operations. Furthermore, the Ministry of Culture has issued a notice to require, among other things, the review and prior approval of all the new online games licensed from foreign game developers and related license agreements. The pre-approval will not be granted if the Ministry of Culture finds the content of the game objectionable or the terms of the related license agreement grossly unfairly to the Chinese licensee. There is no assurance that we will be able to obtain the pre-approvals for our new licensed foreign games in a timely manner.

In 2005, GAPP issued Trial standards for development of anti-fatigue system to promote the development of anti-fatigue system which may limit the amount of time that a young or other user may continuously spend on an online game. The Ministry and Culture and the Ministry of Information Industry further jointly issued certain opinions on development and administration on online games, which require online game operators to verify the identity of a player and restrict the amount of time minors may spend on games, or even prohibit minors from accessing certain games. It is reported that the Ministry of Information Industry is drafting compulsory regulations to implement such requirements. We cannot be certain when these regulations will become effective, what form they will take or how they may affect our business. Should the PRC government continue to tighten its regulation of the Internet and online games, and its supervision of Internet cafés, this could limit or slow down our growth prospects, as well as reduce our revenues and earnings.

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Certain PRC regulatory authorities have published regulations that subject website operators to potential liability for content included on their websites and the actions of users and others using their systems. As these regulations are relatively new and subject to interpretation by the relevant authorities, it may not be possible for us to determine in all cases the type of content that could result in liability for us as a website operator. To the extent that PRC regulatory authorities find any portion of our content objectionable, they may require us to limit or eliminate the dissemination of such information or otherwise curtail the nature of such content on our websites, which may reduce our user traffic. In addition, we may be subject to significant penalties for violations of those regulations arising from information displayed on, retrieved from or linked to our websites, including a suspension or shutdown of our operations.

Income and Business Taxes

Companies established in China are generally subject to the EIT, at a statutory rate of 33%. Currently, The9 China, C9I China, Shanghai IT and 9Webzen Shanghai are subject to a 15% EIT rate due to their place of incorporation in the Zhang Jiang Hi-tech Park of Pudong New District of Shanghai. In addition, C9I China is currently exempt from EIT as the applicable government authorities in Shanghai granted it the high-technology enterprise status. This tax status entitles C9I China to enjoy EIT exemption for 2005 and 2006. The continued eligibility of C9I China for such preferential tax treatment is subject to the applicable government authorities' annual inspection of C9I China's qualifications as a high-technology enterprise, which include achieving a specified percentage of qualifying sales revenue and product development expenses relative to total revenue. See Item 3, Key Information Risk Factors Risks Related to Our Company. If tax benefits currently available to The9 China and C9I China are reduced or repealed, our business could suffer.

The subsidiaries and affiliates of The9 and 9Webzen in China are subject to the business tax at a statutory rate of 5% of the gross revenues generated by each of them. This business tax is deducted from the total revenues of The9 and 9Webzen, as applicable.

Internal Control Over Financial Reporting

We are aware of the importance of maintaining controls and procedures and are working towards improving our controls and procedures. Section 404 of the Sarbanes-Oxley Act of 2002 requires us to, beginning with the fiscal year ending after July 15, 2006, to include an internal control report of management with our annual report on Form 20-F. In addition, our independent registered public accounting firm is required to issue a written attestation as to the effectiveness of our internal controls over financial reporting.

In connection with our preparation of the financial statements for fiscal year 2005, our management concluded that, primarily due to the combined result of the following factors, as of December 31, 2005, we had a material weakness in internal control over financial reporting that would require us to enhance our procedures and systems relating to financial reporting. Specifically, there were two items which required adjustment under U.S. GAAP and which have been incorporated into our financial statements for fiscal year 2005: (i) adjustments relating to our acquisition of 31.1% in C9I (i.e., an adjustment in an amount of approximately \$399,000 of goodwill and non-interest-bearing payable in connection with the acquisition, and an adjustment in an amount of approximately \$255,000 of interest expense for the period subsequent to the acquisition); and (ii) a reclassification in the statement of cash flows of approximately RMB10 million from cash flows provided by operating activities to effect of foreign exchange rate changes on cash in 2005 to properly reflect the effect of the revaluation of RMB. In addition, with respect to our internal control over financial reporting, our management identified deficiencies relating to the lack of evidence of review and monitoring over the financial closing as well as the reporting and disclosure process and procedures.

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We have undertaken remedial measures and will continue to undertake remedial measures to make improvements in our internal control. Under the supervision and with the participation of our senior management, including our principal executive officer and principal financial officer, we are in the process of conducting further evaluation of our internal control over financial reporting. We plan to design enhanced processes and controls to address these and any other issues that might be identified through our review. As we are still in the detailed evaluation process, we may identify other conditions that may result in additional material weaknesses in the future; should we discover such conditions, we will take action to correct them. We are committed to taking appropriate steps for remediation, as needed, and have engaged professional consultants to assist us in performing the evaluation and designing steps for necessary remediation.

Critical Accounting Policies

We prepare financial statements in conformity with U.S. GAAP, which requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities on the date of the financial statements, and the reported amounts of revenue and expenses during the financial reporting period. We continually evaluate these estimates and assumptions based on the most recently available information, our own historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Since the use of estimates is an integral component of the financial reporting process, actual results could differ from those estimates. Some of our accounting policies require higher degrees of judgment than others in their application. We consider the policies discussed below to be critical to an understanding of our financial statements as their application assists management in making their business decisions.

Revenue Recognition. We generate revenue from the sale of our prepaid game cards and prepaid online points for our online game products to distributors who in turn ultimately sell them to customers. Both prepaid cards and prepaid online points provide customers with a certain amount of game playing time that may be used for a pre-specified period of time. All prepaid fees received from distributors are initially recognized as advances from customers. Prepaid fees are recognized as deferred revenue upon the customers' online registration and activation of their cards or online points, and recognized as revenue upon the actual usage of the game playing time by customers, when customers are no longer entitled to access our online games, or when the likelihood that we would provide further online game service to those customers becomes remote.

Our customers are required to activate their pre-paid game cards by using access codes and passwords to transfer the value of those cards to their personal game accounts. We do not recognize revenues for game cards which are sold but not yet activated as we believe it is likely that some of these cards will be activated in the future and we will be required to provide services related to those cards. Future usage patterns may differ from the historical usage patterns on which our revenue recognition policy is based. We intend to continue to monitor the operational statistics and usage patterns to the inactive cards.

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We sold our proprietary integrated membership management and payment system, Pass9, to third-party companies for RMB11.7 million (US\$1.4 million) in 2005 and RMB14.9 million (US\$1.8 million) in 2004 respectively. We recognized other income from our sale of Pass9 upon delivery of Pass9 to the purchaser. We do not believe that we have any future obligations associated with the sale and believe that the collectibility of the associated amount was reasonably assured as of December 31, 2004 and 2005.

We account for arrangements in which we perform multiple revenue-generating activities in accordance with EITF 00-21, Revenue Arrangements with Multiple Deliverables. In accordance with EITF 00-21, we determine whether an arrangement with multiple deliverables consists of more than one unit of accounting and whether such arrangement should be allocated among the separate units of accounting. Determining whether an arrangement consists of more than one unit of accounting and how considerations should be allocated among the separate units of accounting require significant judgment, including judgment with regards to whether the delivered item(s) has value to the customer on a stand-alone basis and the fair value of the undelivered item. Different judgments may result in different amount and timing of revenue recognized.

Product Development. We recognize software development costs for the development of software, including online games, to be sold or marketed to customers in accordance with SFAS No. 86, Accounting for Costs of Computer Software to be Sold, Leased, or Otherwise Marketed. As such, we expense software development costs incurred prior to technological feasibility. Once a software product becomes technologically feasible, all subsequent software costs for that product are capitalized until that product is released for sale. Determination of technological feasibility requires significant judgment. Technological feasibility is evaluated on a product-by-product basis but typically occurs once the online game has reached open beta testing. After an online game is released, the capitalized product development costs are amortized to expense based on the expected life of the game. This expense is recorded as a component of cost of services. Since our incorporation, we have not capitalized any development costs because the amount qualifying for capitalization has been immaterial.

Income Taxes. We account for income taxes under the provisions of SFAS No. 109, Accounting for Income Taxes. Under SFAS No. 109, income taxes are accounted for under the asset and liability method. Deferred taxes are determined based upon the differences between the carrying value of assets and liabilities for financial reporting and tax purposes at currently enacted statutory tax rates for the years in which the differences are expected to reverse. The effect on deferred taxes of a change in tax rates is recognized in income in the period of change.

A valuation allowance is provided on deferred tax assets to the extent that it is more likely than not that such deferred tax assets will not be realized. Realization of the future tax benefits related to the deferred tax assets is dependent on many factors, including our ability to generate taxable income within the period during which the temporary differences reverse or our tax loss carry forwards expire, the outlook for the PRC economic environment, and the overall future industry outlook. We consider these factors in reaching our conclusion on the recoverability of the deferred tax assets and determine the valuation allowances necessary at each balance sheet date.

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The9 China and C9I China are subject to EIT on the taxable income reported in its statutory financial statements adjusted in accordance with the Income Tax Law of the People's Republic of China concerning Foreign Investment Enterprise and Foreign Enterprises (the PRC Income Tax Law). Pursuant to the PRC Income Tax Law, The9 China and C9I are generally subject to EIT at a statutory rate of 33%. However, The9 China, C9I China and Shanghai IT are incorporated in the Zhang Jiang Hi-tech Park of Pudong New District of Shanghai and is therefore subject to a preferential 15% EIT rate. There is no guarantee that The9 China, C9I China and Shanghai IT will continue to be entitled to the reduced EIT rate of 15% in the future.

Consolidation of Variable Interest Entities. Our company is incorporated in the Cayman Islands and considered as a foreign entity under the PRC laws. Due to the restrictions on foreign ownership on the provision of online games, we are dependent on Shanghai IT to hold the licenses necessary for conducting our online game business in China. The9 China and 9Webzen Shanghai have entered into contractual arrangements with Shanghai IT for the exclusive right to use its relevant licenses and websites.

We do not have any voting or ownership interest in Shanghai IT. But pursuant to various agreements entered into among us, Shanghai IT and the shareholders of Shanghai IT, we generally have economic control of Shanghai IT. Because of this, we are considered the primary beneficiary of Shanghai IT and accordingly we consolidate Shanghai IT's results in our financial statements.

Property, Equipment and Software. In addition to the original cost of property, equipment and software, the carrying value of these assets is impacted by a number of estimates and assumptions, including estimated useful lives, residual values and impairment charges. SFAS No. 144, *Accounting for the Impairment or Disposal of Long-lived Assets*, requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable from its undiscounted future cash flows. For each of 2002, 2003, 2004 and 2005, we did not recognize any impairment charges for property, equipment and software. Recognition of impairment charges require significant judgment. Any material differences to the estimated that had been used could result in differences in the amount and timing of the impairment charges.

Our computers and equipment for our online game operation are amortized over an estimated useful life of approximately three to five years. The servers used for WoW are amortized over WoW's remaining license period, which has a license period of four years commencing from June 2005. We use estimates and judgment in determining the useful life of our computers and equipment, and if different estimates of judgments had been utilized, the timing or the amount of depreciation recorded could be different. For example, if a useful life of 3 years were used, the amortization charges would have been decreased by approximately RMB 2.3 million in 2004, as a significant portion of the computer and equipment would have been fully depreciated by the end of 2003, and would have resulted in an increase in depreciation recorded for the year 2005 by approximately RMB8.5 million (US\$1.1 million), as there were additional servers acquired for use for the WoW game in 2005.

Goodwill. We recognize goodwill as the excess of the purchase price over the fair value of the identifiable assets and liabilities acquired as a result of an acquisition we make. We adopted SFAS No. 142 *Goodwill and Intangible Assets* (SFAS 142). Under SFAS 142, goodwill is no longer amortized, but tested for impairment upon first adoption and annually thereafter, or more frequently if events or changes in circumstances indicate that it might be impaired. We assess goodwill for impairment in accordance with SFAS 142. In December of each year, we test impairment of goodwill at the reporting unit level and recognize impairment in the event that the carrying value exceeds the fair value of each reporting unit. Impairment assessment of goodwill requires significant judgment, including assumptions used to determine the fair value of the reporting units. No goodwill impairment was recognized in 2005.

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In August 2005, we acquired the remaining 31.1% of the shares of C9I, the company that operates WoW in mainland China, for US\$ 40 million. Of this amount, we paid US\$30 million in August 2005, and US\$5 million in each of February 2006 and April 2006. In connection with this acquisition, we recorded RMB 30,199,751 as goodwill and also recorded intangible assets in the amount of RMB283.7 million (US\$35.2 million) from the acquisition and amortized it over the remaining license terms of the WoW of approximately four years.

Intangible assets. Our intangible assets consist primarily of intangible assets from business combination and upfront licensing fees.

We apply criteria specified in SFAS No. 141 Business Combinations (SFAS 141) to determine whether an intangible asset should be recognized separately from goodwill. Intangible assets acquired through business acquisitions are recognized as assets separate from goodwill if they satisfy either the contractual-legal or separability criterion. Intangible assets with definite lives are amortized over their estimated useful life and reviewed for impairment in accordance with SFAS No. 144. Accounting for the Impairment or Disposal of Long-lived Assets (SFAS144). Intangible assets, such as purchased technology, licenses, domain names, partnership, and non-compete agreements, arising from the acquisitions of subsidiaries and variable interest entities are recognized and measured at fair value upon acquisition. Intangible assets from such business combination transaction are amortized over the remaining licensing term of the WoW game of approximately four years.

Upfront licensing fees paid to licensors are recognized as intangible assets and are amortized on a straight-line basis over the shorter of the useful economic life of the relevant online game or license period, which range from 2 to 4 years. We commence amortization of the upfront licensing fees upon the launch of the related online game.

Share-Based Compensation. We granted a total of 1,114,739 options in 2004 and 92,600 options in 2005 under our 2004 Stock Option Plan to some of our employees, directors and consultants.

We account for share-based compensation arrangements with employees in accordance with Accounting Principles Board (APB) Opinion No. 25, *Accounting for Stock Issued to Employees* (APB No. 25), and complies with the disclosure provisions of SFAS No. 123, *Accounting for Stock-Based Compensation* (SFAS No. 123). In general, compensation cost under APB No. 25 is recognized based on the difference, if any, between the estimated fair value of our ordinary shares and the amount an employee is required to pay to acquire the ordinary shares, as determined on the date the option is granted. Compensation cost, if any, is recorded in shareholders' equity as additional paid-in capital with an offsetting entry recorded to deferred share-based compensation. Deferred share-based compensation is amortized and charged to expense based on the vesting terms of the underlying options.

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We account for share based compensation arrangement with non-employees in accordance with SFAS No. 123. Under SFAS No. 123, share-based compensation expense is recognized based on the fair value of the option on the date of grant over the vesting period.

No share-based compensation expense or deferred compensation was recognized for options granted to our employees under APB No. 25 as the exercise price equal the fair value of the shares on the date of grant.

Determining the fair value of stock options in accordance with SFAS No. 123 requires significant judgment, including, among other things, estimates of the fair value of our ordinary shares and certain assumptions, including volatility, required to determine the estimated fair value of the purchase rights granted.

We recognized share-based compensation expense for the options granted to 9Webzen Shanghai's employees of RMB5.6 million (US\$0.7 million) for the year ended December 31, 2004 in accordance with EITF No. 00-12. Such expense has been included in Equity in Profit of Affiliated Companies. In January 2005, the employees of 9Webzen became our employees. As a result of the change in the aforementioned grantee's employment status, the accounting of the related stock options will be accounted for prospectively in accordance with a new measurement date. The compensation expense recognized prior to the date of change was approximately RMB 0.4 million (US\$0.05 million) in 2005.

On January 25, 2005, the employees of 9Webzen who received our options were transferred to The9 China on January 25, 2005. As a result of the changes in the grantees' employment status, we began to account the related options in accordance with APB No. 25 based on a new measurement date. The effect of the transfer was deemed as a cancellation of the old options and grant of new options.

In December 2004, FASB issued FASB Statement No. 123(R), "Share-Based Payment", which requires a public company to recognize, as an expense, the fair value of share options and other share-based compensation to employees at the beginning of the first annual period after June 15, 2005 based on the vesting terms of the share-based awards. We estimate the total stock option compensation expense related to the unvested options at December 31, 2005 upon adoption of FAS 123R to be approximately RMB 25.6 million (US\$3.2 million), which would be recognized over the remaining vesting period of our stock option grants. Of this amount approximately RMB 13.8 million (US\$1.7 million) will be recognized in 2006.

Impairment of Long-lived Assets and Intangible Assets. Long-lived assets and intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We assess the recoverability of long-lived assets and intangible assets (other than goodwill) by comparing the carrying amount to the estimated future undiscounted cash flow associated with the related assets. We recognize impairment of long-lived assets and intangible assets in the event that the net book value of such assets exceeds the estimated future undiscounted cash flow attributable to such assets. We use estimates and judgment in our impairment tests, and if different estimates of judgments had been utilized, the timing or the amount of the impairment charges could be different. Impairment provisions relating to intangible assets amounting to RMB5.7 million (US\$709,938) was recognized in 2005.

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Business Combinations. We account for our business combinations using the purchase method of accounting. This method requires that the acquisition cost be allocated to the assets, including separate identifiable tangible assets, and liabilities we acquired based on their estimated fair values. We make estimates and judgments in determining the fair value of the acquired assets and liabilities based on independent appraisal reports as well as our experience with similar assets and liabilities in similar industries. If different judgment or assumptions were used, the amounts assigned to the individual acquired assets or liabilities could be materially affected.

Results of Operations

The following table sets forth a summary of our consolidated statements of operations as a percentage of net revenues for the periods indicated.

	Year Ended December 31,		
	2003	2004	2005
Revenues:			
Online game services	4.1%	1.0%	100.4%
Game operating support, website solutions and advertisement	81.4%	71.1%	1.3%
Short message services		32.0%	0.7%
Other revenues	19.9%	1.3%	2.8%
Sales taxes	(5.4%)	(5.4%)	(5.2%)
Net revenues	100.0%	100.0%	100.0%
Cost of services	(39.6%)	(26.3%)	(51.7%)
Gross profit (loss)	60.4%	73.7%	48.3%
Operating expenses:			
Product development	(17.2%)	(26.0%)	(8.7%)
Sales and marketing	(23.1%)	(26.6%)	(13.3%)
General and administrative	(57.0%)	(49.2%)	(13.5%)
Total operating expenses	(97.3%)	(101.8%)	(35.5%)
(Loss) profit from operations	(36.9%)	(28.1%)	12.8%
Interest income (expenses), net	(8.4%)	0.2%	2.2%
Other income (expense), net	1.0%	45.5%	3.2%
Income tax benefit (expense)	35.7%	(14.6%)	0.0%
Minority interests		19.8%	(1.0%)
Gain on investment disposal			1.4%
Equity in profit (loss) of affiliated company, net of taxes	304.4%	47.7%	(3.0%)
Net income (loss)	295.8%	70.5%	15.6%

Year 2005 Compared to Year 2004

Revenues. Our revenues in 2005 substantially increased substantially to RMB489.2 million (US\$60.6 million) from RMB36.6 million in 2004, primarily due to the substantial increase of our revenue from online game services, which was in turn due to our commercial operation of WoW in China since June 2005. As online games have a life span, which we believe is typically four to five years for successful online games, WoW's remaining useful life will gradually come to an end. Accordingly, we do not expect to achieve the same revenue growth rate in future years as what we experienced in 2005.

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Online Game Services. In 2005, revenues from online game services substantially increased to RMB466.6 million (US\$57.8 million) from RMB0.4 million in 2004, primarily due to the increase in revenues we generated from our commercial operation of WoW in China since June 2005.

Game operating support, website solutions and advertisement. In 2005, revenues from game operating support, website solutions and advertisement decreased by 75.5% to RMB6.1 million (US\$0.7 million) from RMB24.7 million in 2004. The decrease was primarily due to the decline in MU revenue.

Short Messaging Services. In 2005, revenues from our SMS service decreased by 69.1% from RMB11.1 million in 2004 to RMB3.4 million (US\$0.4 million) in 2005, primarily because we allocated substantially all of our resources to online game operation and development.

Other Revenues. In 2005, revenues generated from other products and services substantially increased substantially to RMB13.2 million (US\$1.6 million) from RMB0.5 million in 2004, primarily due to the sales of WoW-related accessories and merchandise in 2005.

Cost of Services. Cost of services in 2005 increased substantially to RMB240.4 million (US\$29.8 million) from RMB9.1 million in 2004, primarily due to WoW-related costs, including the payment of royalties to VUG, that were incurred in 2005 but not in 2004.

Operating Expenses. Operating expenses in 2005 increased by 366.5% to RMB164.9 million (US\$20.4 million) from RMB35.3 million in 2004, primarily due to the expenses relating to the launch and operation of WoW in China in 2005.

Product Development. Product development expenses in 2005 increased by 350.2% to RMB40.6 million (US\$5.0 million) from RMB9.0 million in 2004, primarily due to the continued development of our first self-developed game, JJW, and a new 3D MMORPG we outsourced to a third party.

Sales and Marketing. Sales and marketing expenses in 2005 increased by 569.8% to RMB61.8 million (US\$7.7 million) from RMB9.2 million in 2004. The increase was primarily due to WoW-related advertising and promotion activities conducted in 2005.

General and Administrative. General and administrative expenses in 2005 increased by 265.4% to RMB62.5 million (US\$7.7 million) from RMB17.1 million in 2004, primarily due to increase of staff costs, which was in large part due to an increase in the number of our employees, expenses related to relocation to new premises, depreciation of fixed assets of new office and public company related professional fees, impairment provision for accounts receivable in connection with our SMS services and intangible assets related to our licenses for Zhi Zun and Mystina Online games.

Interest Income (Expenses), Net. Net interest income increased to RMB10.0 million (US\$1.2 million) in 2005 from RMB0.08 million in 2004 due to the increase of our average cash balance, which was primarily attributable to the proceeds of our initial public offering in December 2004.

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Income Tax Benefit (Expense). Income tax expenses decreased by 96.7% to RMB0.2 million (US\$0.02 million) in 2005 from RMB5.1 million in 2004. In 2004, our effective tax rate was 83% mainly due to a near break-even accounting profit coupled with an add-back of non-deductible expenses for tax purpose. In 2005, our effective tax rate was close to nil primarily as a result of the EIT exemption enjoyed by C9I China, which contributed to a substantial majority of our net profit for the year.

Other Income, Net. Other income, net slightly decreased by 8.4% to RMB14.5 million (US\$1.8 million) in 2005 from RMB15.8 million in 2004, primarily due to decreased income from sales of Pass9 of approximately RMB3.0 million (US\$0.4 million), and foreign exchange loss due to the appreciation of the Chinese Renminbi in 2005 compared to 2004 of RMB9.7 million (US\$1.2 million), partially offset by the financial subsidy of RMB13.4 million (US\$1.7 million) from the local government received in 2005.

Equity in Profit of Affiliated Companies, Net of Taxes. In 2005, we recorded RMB13.7 million (US\$1.7 million) of equity in losses from affiliated companies, net of taxes, compared to an income of RMB16.6 million (US\$2.0 million) in 2004. This was primarily due to the decline in revenues of MU which resulted in a loss for 9Webzen in 2005. Additionally, other companies in which we have equity interests are still in the development or early game commercialization stages and recorded operating losses.

Net income. Net income in 2005 increased by 196.1% to RMB72.5 million (US\$9.0 million) from RMB24.5 million in 2004, as a result of the cumulative effect of the above factors.

Year 2004 Compared to Year 2003

Revenues. Our revenues in 2004 increased by 112.1% to RMB36.6 million from RMB17.3 million in 2003, primarily due to the increase in revenues from our game operating support, website solutions and advertisement and SMS services, offset in part by the decrease in revenues from our online game service and other products and services. MU was commercially launched in February 2003.

Online Game Services. In 2004, revenues from online game services decreased to RMB0.4 million from RMB0.7 million in 2003, primarily due to the decrease in revenues we generated from the sale of playing time of the9 City.

Game operating support, website solutions and advertisement. In 2004, revenues from game operating support, website solutions and advertisement increased by 85.7% to RMB24.7 million from RMB13.3 million in 2003. The increase was primarily due to the increase in revenues from provision of MU-related game operating support services to 9Webzen. Pursuant to the amended revenue sharing arrangement which became effective from January 1, 2004, we are entitled to 10.5% of the revenues derived from MU in China. Prior to 2004, we were entitled to 5% of the total revenues derived from MU and a fixed annual license fee of RMB10,000 per month from 9Webzen. Another factor causing the increase in 2004 is that we recognized a total of RMB3.5 million advertisement revenue from Junnet Group, our exclusive nationwide distributor of our prepaid game cards, for our MU promotion services.

Short Messaging Services. We began offering SMS service near the end of 2003. In 2004, revenues from our SMS service amounted to RMB11.1 million, representing 30.3% of our total net revenues.

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Other Revenues. In 2004, revenues generated from other products and services decreased to RMB0.5 million from RMB3.3 million in 2003, primarily because of the decrease in revenues from 9Webzen for our promotion of MU and non-recurring technical consulting revenues earned in 2003.

Cost of Services. Cost of services in 2004 increased by 40.0% to RMB9.1 million from RMB6.5 million in 2003, primarily due to increased costs for upgrading the Pass9 system and SMS services. In 2004, The9 incurred approximately RMB0.7 million to develop better security features to the Pass9 system to enhance data integrity. In addition, our cost of services in 2004 included compensation and benefits to additional personnel we hired in connection with SMS services, which commenced near the end of 2003.

Operating Expenses. Operating expenses in 2004 increased by 122% to RMB35.3 million from RMB15.9 million in 2003, primarily due to increases in product development expenses and general and administrative expenses, partially offset by a decrease in sales and marketing expenses.

Product Development. Product development expenses in 2004 increased by 221.4% to RMB9.0 million from RMB2.8 million in 2003, primarily due to expansion of our internal game development capabilities and increased expenditures to further upgrade our website.

Sales and Marketing. Sales and marketing expenses in 2004 increased by 142.1% to RMB9.2 million from RMB3.8 million in 2003. The increase was primarily due to increased advertising and promotion activities relating to Mystina Online, which commenced open beta testing in September 2004, and due to the preliminary launch preparation of WoW's beta testing in China in early 2005.

General and Administrative. General and administrative expenses in 2004 increased by 83.9% to RMB17.1 million from RMB9.3 million in 2003, primarily due to the hiring of additional general and administrative personnel to prepare for the operation of WoW, Mystina Online and Joyful Journey West, increase in related office rental cost, and professional service fees in connection with our initial public offering in 2004.

Interest Income (Expenses), Net. Net interest income in 2004 was RMB0.08 million, and net interest expense in 2003 was RMB1.4 million. In 2003, we accrued interest on the October 2001 and October 2002 convertible loans issued to us by Bosma Limited and Jun Zhu. In January 2004, Bosma Limited and Jun Zhu converted the October 2001 loans into our Series A convertible preferred shares, and therefore, we no longer paid interest on those particular loans after January 2004.

Income Tax Benefit (Expense). Income tax expenses in 2004 was RMB5.1 million, and income tax benefit in 2003 was RMB5.9 million, primarily because The9 China, our operating subsidiary in China, did not become profitable until 2004.

Other Income, Net. Other income, net increased substantially to RMB15.8 million in 2004 from RMB0.2 million in 2003, primarily due to the proceeds from sales of our Pass9 system in 2004.

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Equity in Profit of Affiliated Companies, Net of Taxes. Equity in profit (loss) of affiliated companies, net of taxes for in 2004 decreased by 66.7% to RMB16.6 million from RMB 49.9 million in 2003, primarily due to the decrease in net income of 9Webzen.

Net income. Net income in 2004 decreased to RMB 24.5 million from RMB48.5 million in 2003, as a result of the cumulative effect of the above factors.

9Webzen's Results of Operations

The results of operations of 9Webzen, which was material to us in the years ended December 31 2003 and 2004, are presented separately in the following paragraphs. For a more detailed discussion of 9Webzen's historical operating and financial information, see our annual report on Form 20-F for the year 2004 filed with the SEC on June 30, 2005.

The following table sets forth a summary of 9Webzen's consolidated statements of operations as a percentage of net revenues for the period indicated.

	For the Year Ended December 31,	
	2003	2004
Consolidated Statement of Operation Data:		
Revenues	106.7%	105.3%
Online game services	105.8%	104.9%
Other revenues	0.9%	0.4%
Sales taxes	(6.7)%	(5.3)%
Net revenues	100.0%	100.0%
Costs of services	(41.0)%	(53.2)%
Gross profit (loss)	59.0%	46.8%
Product development	(2.2)%	(4.6)%
Sales and marketing	(9.6)%	(11.2)%
General and administrative	(5.4)%	(8.4)%
Share-based compensation		(3.4)%
Total operating expenses	(17.1)%	(27.6)%
Income (loss) from operations	41.9%	19.2%
Interest income	0.0%	0.3%
Other income (expense), net	0.0%	5.1%
Income (loss) before income tax benefit	41.9%	24.6%
Income tax benefit	0.5%	0.6%
Net income (loss)	42.4%	25.2%

Revenues. 9Webzen's revenues decreased by 28.8% to RMB175.1 million (US\$21.2 million) in 2004 from RMB246.0 million in 2003, primarily due to the decrease in revenues from operating MU in China.

Online Game Services. 9Webzen's online game services revenues decreased by 28.5% to RMB174.5 million (US\$21.1 million) in 2004 from RMB244.0 million in 2003, primarily due to the combined effect of the reduction in average MU revenue per user-hour and average MU concurrent users and the new revenue-sharing arrangement in 2004. Under the revenue-sharing arrangement with The9 which became effective on January 1, 2004, 9Webzen's game operating support fees payable to The9 were deemed to be paid directly by MU end users and were not included in 9Webzen's revenues in 2004. In 2003, 9Webzen recognized the gross amount received from the sale of prepaid cards as MU revenues and recognized the amounts paid to The9 for game operating support fee as cost of sales.

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Other Revenues. 9Webzen's other revenues decreased substantially to RMB0.6 million (US\$0.08 million) in 2004 from RMB2.1 million in 2003, because 9Webzen sold less MU game installation packages and advanced MU user manuals in 2004.

Cost of Services. 9Webzen's cost of services decreased by 6.4% to RMB88.5 million (US\$10.7 million) in 2004 from RMB94.6 million in 2003, primarily due to the smaller amount of MU royalties paid to Webzen in 2004 as a result of the reduced revenues and the new revenue sharing arrangement beginning from January 1, 2004 whereby 9Webzen no longer recognizes the amount paid to The9 for game operating support as cost of services.

Operating Expenses. 9Webzen's operating expenses increased by 16.5% to RMB45.9 million (US\$5.5 million) in 2004 from RMB39.4 million in 2003, primarily due to the increase in share-based compensation expenses, product development expenses and general and administrative expenses, partly offset by the decrease in the sales and marketing expenses.

Product Development. 9Webzen's product development expenses increased by 54.0% to RMB7.7 million (US\$0.9 million) in 2004 from RMB5.0 million in 2003, primarily due to the increase in the number of product development personnel and the average employee salaries.

Sales and Marketing. 9Webzen's sales and marketing expenses decreased by 15.6% to RMB18.6 million (US\$2.3 million) in 2004 from RMB22.1 million in 2003, as a result of more sales and promotion expenditures spent in 2003 during MU's first year of commercial operations in China.

General and Administrative. 9Webzen's general and administrative expenses increased by 13% to RMB13.9 million (US\$1.7 million) in 2004 from RMB12.3 million in 2003, mainly due to the increase in the number of administrative personnel and the increased professional service expenses in 2004.

Share-Based Compensation. 9Webzen incurred RMB5.6 million (US\$0.7 million) share-based compensation expenses in 2004, because of the share options granted by The9 to 9Webzen's employees in December 2004. In accordance with EITF 00-12, Accounting by an Investor for Stock-Based Compensation Granted to Employees of an Equity Investee, 9Webzen recognized share-based compensation expenses based on estimated fair value of the options on the grant date.

Net income. Net income in 2004 decreased to RMB41.8 million (US\$5.1 million) from RMB97.8 million in 2003, as a result of the cumulative effect of the above factors.

Table of Contents**B. Liquidity and Capital Resources**

The following table sets forth the summary of our cash flows for the periods indicated:

	2003 RMB	2004 RMB	Year Ended December 31,	
			2005 RMB	2005 US\$
			(restated) ⁽¹⁾ (in thousands)	(restated and unaudited) ⁽¹⁾
Net cash provided by (used in) operating activities	57,711	35,076	184,541	22,867
Net cash provided by (used in) investing activities	(1,967)	(126,260)	(483,651)	(59,931)
Net cash provided by (used in) financing activities	1,527	821,699	3,832	475
Effect of foreign exchange rate changes on cash	(133)	124	(9,882)	(1,224)
Net increase (decrease) in cash and cash equivalents	57,138	730,639	(305,160)	(37,813)
Cash and cash equivalents at beginning of period	5,628	62,766	793,405	98,313
Cash and cash equivalents at end of period	62,766	793,405	488,245	60,500

⁽¹⁾ We restated our consolidated financial statements for the year ended December 31, 2005 to reflect dividends received during 2005 from 9Webzen Hong Kong as a cash flow from operating activities in accordance with SFAS No. 95, Statement of Cash Flows. Such amounts were previously reflected as cash flows from financing activities. As a result of the restatement, cash provided by operating activities increased by RMB35,642,140 and cash provided by financing activities decreased by the same amount. The restatement has no impact on the net income for the year.

We have financed our operations primarily through the proceeds from the sale of our Series A convertible preferred shares in April 2000, the convertible loans received from our principal shareholders in October 2001 and October 2002, respectively, and the net proceeds from our initial public offering of our ADSs in December 2004. We repaid the entire outstanding principal plus interest accrued on the convertible loans in December 2004.

Lastly, we have financed our operations through our operating activities. As of December 31, 2005, we had RMB488.2 million (US\$60.5 million) in cash and cash equivalents. For the foreseeable future, our liquidity will be heavily dependent on cash flow generated by operating activities.

Net cash provided by operating activities was RMB184.5 million (US\$22.9 million) in 2005 compared to RMB35.1 million in 2004 primarily due to the significant increase of our revenue from online game services, which was primarily due to our commercial launch of WoW in China in June 2005. Net cash provided by operating activities was RMB35.1 million in 2004 compared to RMB57.7 million in 2003 primarily because as of the second quarter of 2004, we ceased to collect payments for prepaid MU playing time on behalf of 9Webzen, and because in 2004, we repaid some of the historical cash collected from MU to 9Webzen.

Net cash used in investing activities was RMB483.7 million (US\$ 59.9) in 2005, compared to RMB126.3 million in 2004 and RMB2.0 million in 2003. This significant increase from 2004 to 2005 was primarily due to additional investments in C9I in connection to our commercial launch of WoW in June 2005. The increase from 2003 to 2004 was due primarily to our investment in C9I.

Capital Expenditures

Capital Expenditures. We made capital expenditures of RMB1.1 million, RMB6.0 million and RMB264.9 million (US\$32.8 million) in 2003, 2004 and 2005, respectively. The capital expenditures in the past principally consisted of purchases of servers, computers and other items related to our network infrastructure and license fees. Our capital expenditures in 2005 primarily consist of funding for the commercial launch of the WoW and Mystina Online games and the purchase of additional computer software, servers and other equipment in connection with the commercial launch of these games. However, if we license new games or enter into strategic joint ventures or acquisitions, we may require additional funds. Our capital expenditures in 2006 are expected to amount to approximately RMB147 million.

Table of Contents**C. Research and Development**

Our research and development efforts are primarily focused on the localization of licensed games from foreign developers, the development of our proprietary online games, and the maintenance of our websites. We intend to maintain our internal game development capabilities and license more new games that are attractive to users in China.

D. Trend Information

Other than as disclosed elsewhere in this annual report, we are not aware of any trends, uncertainties, demands, commitments or events for the period from January 1, 2003 to December 31, 2005 that are reasonably likely to have a material effect on our net revenues, income, profitability, liquidity or capital resources, or that caused the disclosed financial information to be not necessarily indicative of future operating results or financial conditions.

E. Off-Balance Sheet Arrangements

Other than our operating leases, we do not have any outstanding derivative financial instruments, off-balance sheet guarantees, interest rate swap transactions or foreign currency forward contracts. We do not engage in trading activities involving non-exchange traded contracts.

F. Contractual Obligations

We have entered into leasing arrangements related to office premises. The following table sets forth our commitments under operating leases as of December 31, 2005:

	Total	Payment Due by Period			More than 5 years
		Less than 1 year	1-3 years (in US\$)	3-5 years	
Long-Term Debt Obligations					
Capital (Finance) Lease Obligations					
Operating Lease Obligations	8,627,437	6,492,249	2,135,188		
Other Long-Term Liabilities Reflected on the Company's Balance Sheet					
Total	8,627,437	6,492,249	2,135,188		

In addition to the leasing obligations set forth above, we have contractual obligations under various license agreements to pay the licensors license fees and royalties based on the face value of the online game cards and online points sold by us. The following table sets forth our committed advance payments of royalties from sales of WoW playing time in China as of December 31, 2005.

	Total	Payment Due by Period			More than 5 years
		Less than 1 year	1-3 years (in US\$)	3-5 years	
Advance Payment of WoW-related Royalties	38,310,840	7,424,981	25,729,622	5,156,237	

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The following two paragraphs describe royalties and other amounts that we have agreed to pay in connection with our licensing and operation of WoW in China.

In connection with our licensing and operation of WoW in China, we are obligated to pay royalties equal to 22% of the face value of WoW prepaid cards and online points and either 37.7% or 39% of the face value of the CD-Keys sold by us by making recoupable advances against royalty payments in an aggregate amount of approximately US\$51.3 million over a four-year period commencing from the commercial launch. We paid VUG an initial non-refundable license fee of US\$3.0 million in 2004 and the first year minimum royalty guarantee of US\$13.0 million in 2005. We are also obligated to commit no less than approximately US\$13.0 million in the marketing and promotion of WoW in China during the term of the license agreement. As security for each advance payment, C9I China is obligated to procure a standby letter of credit prior to each relevant period.

As part of our commitment to the marketing and promotion of WoW in China, in April 2006, we renewed our joint marketing relationship with Coca-cola (China) Beverages Limited to jointly advertise the WoW game with the Coca-cola brand in mainland China. We have agreed to invest a minimum of US\$1.6 million in such joint marketing activities in 2006.

Other than WoW-related royalty payment obligations, as of December 31, 2005, the total outstanding license fees, guaranteed minimum royalties, marketing expenses and other amounts we were required to pay within the next five years under other license agreements were approximately US\$25.7 million, excluding royalties based on the actual sale of game playing time that are payable in addition to the guaranteed minimum royalties. Additionally, we have agreed with Webzen to incur marketing expenses related to the SUN game amounting to approximately US\$3 million for the first year after our execution of the license agreement with Webzen, and similar amounts to be agreed upon between Webzen and us for each of the two years thereafter.

G. Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Risk. Our exposure to interest rate risk for changes in interest rates relates primarily to the interest income generated by excess cash invested in short-term money market accounts and certificates of deposit. We have not used any derivative financial instruments in our investment portfolio or for cash management purposes. Interest-earning instruments carry a degree of interest rate risk. We have not been exposed nor do we anticipate being exposed to material risks due to changes in interest rates. However, our future interest income may fall short of expectations due to changes in interest rates.

Foreign Exchange Risk. We are exposed to foreign exchange risk arising from various currency exposures. Our payments to Webzen and VUG and a significant portion of our financial assets are denominated in U.S. dollars while almost all of our revenues are denominated in RMB, the legal currency in China. We have not used any forward contracts or currency borrowings to hedge our exposure to foreign currency risk. The value of RMB against the U.S. dollar and other currencies may fluctuate and is affected by, among other things, changes in political and economic conditions. The conversion of RMB into foreign currencies, including U.S. dollars, has been based on rates set by the People's Bank of China. On July 21, 2005, the PRC government changed its decade-old policy of pegging the value of the Renminbi to the U.S. dollar. Under the new policy, RMB is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. This change in policy has resulted in an approximately 2.5% appreciation of RMB against the U.S. dollar by the end of 2005. While the international reaction to the RMB revaluation has generally been positive, there remains significant international pressure on the PRC government to adopt an even more flexible currency policy, which could result in a further and more significant appreciation of the RMB against the U.S. dollar.

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Any significant revaluation of RMB may adversely affect our cash flows and financial position, and the value of, and any dividends payable on, our ADSs in U.S. dollars. For example, an appreciation of RMB against the U.S. dollar would make any new RMB denominated investments or expenditures more costly to us, to the extent that we need to convert U.S. dollars into RMB for such purposes. An appreciation of RMB against the U.S. dollar would also result in foreign currency translation losses for financial reporting purposes when we translate our U.S. dollar denominated financial assets into RMB, as RMB is our reporting currency.

Foreign exchange transactions under our capital account, including principal payments with respect to foreign currency-denominated obligations, continue to be subject to significant foreign exchange controls and the approval of the SAFE. These limitations could affect our ability to obtain foreign exchange through debt or equity financing, or to obtain foreign exchange for capital expenditures. See Item 3, Key Information Risk Factors Risks Related to Doing Business in China Restrictions on currency exchange currently limit our ability to receive and use our revenues effectively.

H. Recent Accounting Pronouncements

In December 2004, the FASB issued its final standard on accounting for share-based payments, FASB Statement No. 123R (revised 2004), Share-Based Payment (SFAS No.123R), that requires companies to expense the value of employee stock options and similar awards. This statement supersedes APB No. 25. Under SFAS No.123R, share-based payments will be measured at fair value on the awards grant date, based on the estimated number of awards that are expected to vest. SFAS No.123R is effective for public companies for annual periods beginning after June 15, 2005 and applies to all outstanding and unvested share-based payment awards at a company s adoption date.

We adopted SFAS No.123R and related FASB staff positions beginning January 1, 2006 and select the modified prospective transitional method. Upon adoption, we will recognize share-based compensation relating to the unvested portion of the outstanding grants based on the fair value of the options as determined under SFAS No. 123. New options to be issued after the effective date will be recognized based on the provisions of SFAS No. 123R. We estimate the total stock option compensation expense related to the unvested options at December 31, 2005 upon adoption of FAS 123R to be approximately RMB 25.6 million (US\$3.2 million), which would be recognized over the remaining vesting period of our stock option grants. Of this amount approximately RMB 13.8 million (US\$1.7 million) will be recognized in 2006.

On November 24, 2004, the FASB issued Statement No. 151, Inventory Costs, an amendment of ARB No. 43, Chapter 4 (SFAS No.151). SFAS No.151 requires that abnormal amounts of idle capacity and spoilage costs be excluded from the cost of inventory and expensed when incurred. The provisions of SFAS No.151 are applicable to inventory costs incurred during fiscal years beginning after June 15, 2005. We do not expect the adoption of SFAS No.151 to have a material impact on the our financial position or results of operation.

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On December 15, 2004, the FASB issued Statement No. 153, Exchanges of Non monetary Assets, an amendment of APB Opinion No. 29 (SFAS No.153). SFAS No.153 requires exchanges of productive assets to be accounted for at fair value, rather than at carryover basis, unless (1) neither the asset received nor the asset surrendered has a fair value that is determinable within reasonable limits or (2) the transactions lack commercial substance. SFAS No.153 is effective for non monetary asset exchanges occurring in fiscal periods beginning after June 15, 2005. We do not expect the adoption of SFAS No.153 to have a material impact on the our financial position or results of operation.

In June 2005, the FASB issued SFAS No. 154, Accounting Changes and Error Corrections, which replaces APB Opinion No. 20, Accounting Changes, and FASB Statement No.3, Reporting Accounting Changes in Interim Financial Statements, and changes the requirements for the accounting for and reporting of a change in accounting principle. Opinion 20 previously required that most voluntary changes in accounting principle be recognized by including in net income of the period of the change the cumulative effect of changing to the new accounting principle. SFAS No. 154 requires retrospective application to prior periods financial statements of changes in accounting principal, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. This statement will be effective for accounting changes and correction of errors made in fiscal years beginning after December 15, 2005.

In June 2005, the FASB ratified the Emerging Issues Task Forces Issue No.05-06, Determining the Amortization Period for Leasehold Improvements (EITF No.05-06). EITF No.05-06 provides that the amortization period used for leasehold improvements acquired in a business combination or purchased after the inception of a lease be shorter of (a) the useful life of the assets or (b) a term that includes required lease periods and renewals that are reasonably assured upon the acquisition of the purchase. The provisions of EITF No.05-06 should be applied to leasehold improvements (within the scope of this issue) that are purchased or acquired in reporting periods beginning after June 29, 2005. We believe the adoption of EITF No.05-06 will not have a significant impact on our financial statements.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**A. Directors and Senior Management**

The names of our current directors and executive officers and their respective ages and positions as of the date of this report are as follows:

Directors, Director Nominees and Executive Officers	Age	Position/Title
Jun Zhu	39	Chairman of the Board and Chief Executive Officer
Stephen C. K. Law	43	Director
Chao Y. Wang ⁽¹⁾⁽²⁾	41	Independent Director
Davin Alexander Mackenzie ⁽¹⁾⁽²⁾	45	Independent Director
Ka Keung Yeung ⁽¹⁾⁽²⁾	47	Independent Director
Jie Qin ⁽³⁾	33	Senior Vice President
Hannah Lee	32	Vice President and Chief Financial Officer
Xudong He	33	Vice President
Jun Yao	36	Vice President
Nancy Zhou	52	Vice President Operations
Chris Shen	38	Vice President Marketing
Alan Chen ⁽⁴⁾	45	Vice President and Chief Technology Officer

⁽¹⁾ Member of Compensation Committee.

- (2) Member of Audit Committee.
- (3) Mr. Qin has resigned as Senior Vice President, effective July 1, 2006.
- (4) Mr. Chen has been appointed as Vice President and Chief Technology Officer, effective July 1, 2006.

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Each of our officers will hold office until such officer's successor is elected and duly qualified, or until such officer's earlier death, bankruptcy, insanity, resignation or removal. There are no family relationships among any of the directors or executive officers of our company. For the terms of our directors, see Board Practices Terms of Directors.

Biographical Information

Jun Zhu is one of the co-founders of our company. He has served as the Chairman of our board of directors and Chief Executive Officer since our inception. Prior to founding The9, Mr. Zhu co-founded Flagholder New Technology Co. Ltd., an information technology company based in China, in 1997 and served as its director from 1997 to 1999. From 1993 to 1997, Mr. Zhu worked at QJ (U.S.A.) Investment, Ltd., a trading company in the United States. Mr. Zhu attended an undergraduate program at Shanghai Jiao Tong University.

Jie Qin is one of the co-founders of our company. Mr. Qin had served as a director of our company from December 2004 to July 2005. Mr. Qin has served as our Senior Vice President since March 2004. Prior to that, he had served at a number of positions at our company, including as the chief operating officer. Prior to founding The9, Mr. Qin co-founded Flagholder New Technology Co. in 1997 and served as its director from 1997 to 1999. From 1995 to 1997, Mr. Qin was an engineer of Inventec (Shanghai) Electronics Technology Co. Ltd. Mr. Qin received his Bachelor's degree from Shanghai Jiao Tong University. Mr. Qin has resigned as Senior Vice President, effective as of July 1, 2006.

Stephen Cheuk Kin Law has served as a member of our board of directors since February 2004. In July 2000, Mr. Law joined the Morningside group, an international investment group of companies that manage and, in some cases, fund investments in a wide range of businesses and projects in established and emerging industries in Asia Pacific, North America and Europe. He is currently Director, Finance & Corporate Development, of Morningside Technologies Inc. and was the Chief Financial Officer of Media Partners International Holdings Inc. until it was acquired by JC Decaux Pearl & Dean, Ltd. From 1995 to July 2000, Mr. Law worked in different positions with Wheelock and Wharf Groups, where he gained extensive internet, media and corporate finance experience. Prior to working for Wheelock, Mr. Law had served as regional financial controller for a number of international corporations. Mr. Law has also served on the board of several companies, including Media Partners International Group Ltd., BatesAsia Hong Kong Limited and Communication Central Group. Mr. Law is a member of the Institute of Chartered Accountants in England and Wales, a member of the Hong Kong Institute of Certified Public Accountants, and a registered practicing Certified Public Accountant in Hong Kong. He holds a Bachelor's degree from the University of Birmingham, United Kingdom and an MBA degree from the University of Hull, United Kingdom. The business address for Mr. Law is 22nd Floor, Hang Lung Centre, 2-20 Paterson Street, Causeway Bay, Hong Kong.

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Chao Y. Wang has served as our independent director since December 2004. Mr. Wang is the founding partner and Chief Executive Officer of ChinaEquity Investment Co., a China-based independent venture capital firm which focuses on the technology, media and telecommunications sectors in Greater China. Before founding ChinaEquity in 1999, Mr. Wang had spent 12 years in the investment banking and financial services industry with Chase, Standard & Poors, Morgan Stanley and the China Development Bank. During that time, he headed Morgan Stanley's Beijing operation for three years. Mr. Wang presently serves on the board of directors of several companies including Rising Tech Co., Infront Sport Media and Marketing (Asia) Co., Ltd., Fans Media Co., Ltd., and AC China Team Holding Co. Mr. Wang holds a Bachelor's degree from Huazhong University of Science and Technology and an MBA degree from Rutgers University. Mr. Wang has also attended the Senior Executive Program of Harvard University and Tsinghua University. Mr. Wang's business address is Suite 516, West Tower, China World Trade Center, No. 1 Jianguomenwai Ave., Beijing 100004, PRC.

Davin Alexander Mackenzie has served as our independent director since July 2005. Mr. Mackenzie is the Managing Director and Beijing Representative of Peak Capital, a private equity firm focused on China investments. Prior to his co-founding Peak Capital, Mr. Mackenzie served seven years with the International Finance Corporation, a private sector arm of The World Bank Group, including four years as the Country Manager for China and Mongolia. Mr. Mackenzie has also worked at Mercer Management Consultants in Washington, D.C, and at First National Bank of Boston in Taiwan. Mr. Mackenzie is a graduate of Dartmouth College with a Bachelor's degree in Government. He received an M.A. degree in International Studies and an MBA degree from the Wharton School of the University of Pennsylvania. Mr. Mackenzie has also completed the World Bank Executive Development Program at Harvard Business School in Boston, Massachusetts.

Ka Keung Yeung has served as our independent director since July 2005. Mr. Yeung is the Executive Vice President and Chief Financial Officer of Phoenix Satellite Television Holdings Limited in charge of corporate finance and administration. He is also the Company Secretary and Qualified Accountant of Phoenix Satellite Television Holdings Limited. Mr. Yeung joined Phoenix in March 1996 and is in charge of all of Phoenix's internal and external financial management and arrangements as well as the supervision of administration and personnel matters. Mr. Yeung graduated from the University of Birmingham and remained in the United Kingdom until 1992 after obtaining his qualification as a chartered accountant. Upon returning to Hong Kong, he worked at Hutchison Telecommunications and STAR in the field of finance and business development.

Hannah Lee has served as our Vice President and Chief Financial Officer since January 2004. Prior to joining us, she was a manager of audit and risk advisory services in KPMG, Shanghai from January 2003 to January 2004. From 1998 to 2002, Ms. Lee worked at PricewaterhouseCoopers Canada, including as a manager of audit and business assurance services. Ms. Lee is a member of the Institute of Chartered Accountants in Canada and a CPA in Illinois, USA. Ms. Lee received her Bachelor's degree with honors from the University of British Columbia, Canada.

Xudong He has served as our Vice President since March 2004. He was our Vice President and Financial Controller from 2000 to 2001 and Vice President and acting Chief Operating Officer from January 2002 to February 2004. Prior to joining us, Mr. He held a number of positions at PricewaterhouseCoopers in China, including senior consultant and auditor from 1995 to 2000. Mr. He received his Bachelor's degree from Fudan University and MBA degree from Shanghai Jiao Tong University. Mr. He is a member of China Institute of Certified Public Accountants.

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Jun Yao has served as our Vice President in charge of business development since 2000. Prior to joining us, he was a business development manager at Eachnet.com from January 2000 to June 2000. From 1998 to 1999, Mr. Yao was a manager in the business technology and consulting department of Pudong Software Development Company. Prior to that, he had worked at the Shanghai Municipal Government and Pudong New District Government from 1992 to 1998. Mr. Yao received his Bachelor's degree from Zhejiang University.

Nancy Zhou has served as our Vice President – Operations since September 2005. Prior to joining The9, Ms. Zhou served as Vice President, Operations for UT Starcom in China since 2003. Ms. Zhou had also served in various capacities at Nortel Networks in Canada from 1993 to 2003, last serving as Vice President of Global Marketing and Director of Global Customer Research. During her career with Nortel, Ms. Zhou had served in numerous capacities, including Senior Manager of Corporate Marketing, Manager of Product Cost Management, and as Senior Technical Trainer. Ms. Zhou is a graduate of the Beijing University of Aeronautics & Astronautics, receiving a Masters degree in Electrical Engineering. She has also received an MBA degree from the University of Toronto, Canada.

Chris Shen has served as our Vice President – Marketing since January 1, 2006. Mr. Shen joined The9 in August 2005 as our Senior Director of Marketing and is in charge of The9's marketing and public relations activities. Prior to joining The9, Mr. Shen served as Group Account Director and Account Director for several renowned advertising agencies in Shanghai and Taipei, mainly focused on servicing multinational brands of different industries, including fast-moving consumer goods, financial services and retailing. During the past 12 years, Mr. Shen helped numerous local and international brands plan and execute various marketing initiatives, resulting in these brands' excellent performance in their respective markets. Mr. Shen received his Bachelor's degree in management science from the National Chiao Tung University in Taiwan.

Alan Chen has been appointed as our Vice President and Chief Technology Officer, effective as of July 1, 2006. Prior to joining The9, Mr. Chen served as Executive Vice President at Hewlett-Packard (China) Co., Ltd. in the Technology Services Group. He also served as Vice President of Professional Services, Greater China, at Lucent Technologies (China) Limited. Mr. Chen received his Bachelor's degree in Telecommunication Engineering from Beijing University of Posts and Telecommunications, and his Masters degree in Computer and Telecommunication Engineering jointly from Beijing University of Posts and Telecommunications and Hong Kong Polytechnic University. He also holds a Ph.D. degree in Electrical Engineering from the University of Ottawa, Canada.

B. Compensation of Directors and Executive Officers

In 2005, the aggregate cash compensation to our executive officers was approximately RMB6.1 million (US\$0.76 million). We paid a total of RMB1.0 million (US\$0.13 million) in cash to our non-executive directors for their services in 2005. No executive officer is entitled to any severance benefits upon termination of his or her employment with our company.

2004 Stock Option Plan

Our board of directors and our shareholders have adopted and approved a 2004 stock option plan in order to attract and retain the best available personnel for positions of substantial responsibility, to provide additional incentive to employees, directors and consultants and to promote the success of our business. We have reserved 1,345,430 ordinary shares under our 2004 option plan, 1,056,819 of which were granted as at December 31, 2005, excluding options forfeited pursuant to the terms of our 2004 stock option plan. The following table provides a summary of the options granted to our directors, executive officers and other individuals as a group under our 2004 stock option plan as of December 31, 2005.

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	Ordinary Shares Underlying Options Granted*	Exercise Price	Date of Grant	Date of Expiration
Stephen Law	14,300	17.00	December 15, 2004	November 25, 2009
Hannah Lee	134,543	17.00	December 15, 2004	November 25, 2009
Chao Y. Wang	14,300	17.00	December 15, 2004	November 25, 2009
Jun Yao	67,272	17.00	December 15, 2004	November 25, 2009
Ka Keung Yeung	14,300	17.50	October 5, 2005	November 25, 2009
Davin Alexander Mackenzie	14,300	17.50	October 5, 2005	November 25, 2009
Other individuals as a group	797,804	17.00	December 15, 2004	November 25, 2009

* Excluding 150,520 options forfeited as at December 31, 2005 pursuant to the terms of our 2004 stock option plan. The following paragraphs describe the other principal terms of our 2004 stock option plan.

Termination of Options. Where the option agreement permits the exercise or purchase of the options granted for a certain period of time following the recipient's termination of service with us, or the recipient's disability or death, the options will terminate to the extent not exercised or purchased on the last day of the specified period or the last day of the original term of the options, whichever occurs first.

Administration. Our stock option plan is administered by our board of directors or an option administrative committee designated by our board of directors constituted to comply with applicable laws. In each case, our board of directors or the committee it designates will determine the provisions, terms and conditions of each option grant, including, but not limited to, the option vesting schedule, repurchase provisions, forfeiture provisions, form of payment upon settlement of the award, payment contingencies and satisfaction of any performance criteria.

Vesting Schedule. Options granted under our stock option plan vest over a two to four year period following a specified vesting commencement date. In general, our options vest over four years, and in such case, twenty-five percent of the options granted vest at the end of each year beginning from the first anniversary of the vesting commencement date, subject to the optionee continuing to be a service provider on each vesting date.

Option Agreement. Options granted under our stock option plan are evidenced by an option agreement that contains, among other things, provisions concerning exercisability and forfeiture upon termination of employment or consulting arrangement, as determined by our board. In addition, the option agreement also provides that options granted under our stock option plan are subject to a 180-day lock-up period following the effective date of a registration statement filed by us under the Securities Act, if so requested by us or any representative of the underwriters in connection with any registration of the offering of any of our securities.

Option Exercise. The term of options granted under our stock option plan may not exceed five years from the date of grant. The consideration to be paid for our shares upon exercise of an option or purchase of shares underlying the option will be determined by the plan administrator and may include cash, check, ordinary shares, a promissory note, consideration received by us under a cashless exercise program implemented by us in connection with our stock option plan, or any combination of the foregoing methods of payment.

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Third-Party Acquisition. If a third party acquires us through the purchase of all or substantially all of our assets, a merger or other business combination, all outstanding options or share purchase rights will be assumed or equivalent options or rights substituted by the successor corporation or parent or subsidiary of successor corporation. In the event that the successor corporation refuses to assume or substitute for the options or share purchase rights, all options or share purchase rights will become fully vested and exercisable immediately prior to such transaction and all unexercised awards will terminate unless, in either case, the awards are assumed by the successor corporation or its parent.

Termination of Plan. Unless terminated earlier, our stock option plan will expire in 2009. Our board of directors has the authority to amend, alter, suspend or terminate our stock option plan subject to shareholder approval to the extent necessary to comply with applicable law. However, no such action may (i) impair the rights of any optionee unless agreed by the optionee and the stock option plan administrator, or (ii) affect the stock option plan administrator's ability to exercise the powers granted to it under our stock option plan.

C. Board Practices

In 2005, our directors met in person for four times or passed resolutions by unanimous written consent for nine times. No director attended fewer than 100% of all the meetings of our board and its committees on which he served after becoming a member of our board. No director is entitled to any severance benefits upon termination of his directorship with us.

Board of Directors

Our board of directors consists of the following five directors: Jun Zhu, Stephen Law, Chao Y. Wang, Davin Mackenzie and Ka Keung Yeung. A director is not required to hold any shares in our company by way of qualification. A director may vote with respect to any contract, proposed contract or arrangement in which he is materially interested. A director may exercise all the powers of our company to borrow money, mortgage its undertaking, property and uncalled capital, and issue debentures or other securities whenever money is borrowed or as security for any obligation of the company or of any third party.

Committees of the Board of Directors

Audit Committee. In 2005, our audit committee held four meetings. Our audit committee consists of Messrs. Chao Y. Wang, Davin Mackenzie and Ka Keung Yeung, all of whom satisfy the independence definition under Rule 4200 of the Nasdaq Stock Market, Inc. Marketplace Rules, or the Nasdaq Rules and the audit committee independence standard under Rule 10A-3 under the Securities Exchange Act of 1934, as amended. All the members of our audit committee meet the financial expert definition of the Nasdaq Rules.

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The audit committee oversees our accounting and financial reporting processes and the audits of the financial statements of our company. The audit is responsible for, among other things:

selecting the independent auditors and pre-approving all auditing and non-auditing services permitted to be performed by the independent auditors;

reviewing and approving all proposed related-party transactions;

discussing the annual audited financial statements with management and the independent auditors;

annually reviewing and reassessing the adequacy of our audit committee charter;

meeting separately and periodically with management and the independent auditors;

reporting regularly to the full board of directors; and

such other matters that are specifically delegated to our audit committee by our board of directors from time to time.

Compensation Committee. In 2005, our compensation committee did not hold any meeting. Our compensation committee consists of Messrs. Chao Y. Wang, Davin Mackenzie and Ka Keung Yeung, all of whom meet the independence definition under the Nasdaq Rules. The compensation committee assists the board in reviewing and approving the compensation structure of our executive officers, including all forms of compensation to be provided to our executive officers. The compensation committee will be responsible for, among other things:

reviewing and determining the compensation for our seven most senior executives;

reviewing the compensation of our other employees and recommending any proposed changes to the management;

reviewing and approving director and officer indemnification and insurance matters;

reviewing and approving any employee loans in an amount equal to or greater than US\$60,000; and

reviewing periodically and approving any long-term incentive compensation or equity plans, programs or similar arrangements, annual bonuses, employee pension and welfare benefit plans.

Duties of Directors

Under Cayman Islands law, our directors have a statutory duty of loyalty to act honestly in good faith with a view to our best interests. Our directors also have a duty to exercise the skill they actually possess and such care and diligence that a reasonably prudent person would exercise in comparable circumstances. In fulfilling their duty of care to us, our directors must ensure compliance with our memorandum and articles of association. A shareholder has the right to seek damages if a duty owed by our directors is breached.

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Terms of Directors

Our board of directors are currently divided into two classes with different terms, each of which expiring each year. This provision would delay the replacement of a majority of our directors and would make changes to the board of directors more difficult than if such provision were not in place. The three independent directors hold office until the date of the annual general meeting of shareholders to be held in 2006, and Jun Zhu and Stephen Law, each of whom represents a major shareholder of our company, will hold office until the date of the annual general meeting of shareholders to be held in 2007.

Upon expiration of the term of office of each class, succeeding directors in each class will be elected for a term of three years. Directors may be removed from office by ordinary resolution of shareholders at any time before the expiration of his/her term.

Pursuant to the natural expiration of the directorial terms, elections for directors would be held each year on the date of the annual general meeting of shareholders. We may remove a director from office by ordinary resolution.

Voting Agreement

On November 26, 2004, IncSight Limited and Bosma Limited, our two largest shareholders, entered into a voting agreement with respect to the election of our board of directors. Both parties have agreed to vote their respective shares to ensure that our board of directors consists of: (i) one director designated by IncSight, so long as it holds 5% or more of our total outstanding shares, which initially shall be Jun Zhu; (ii) one director designated by Bosma, so long as it holds 5% more of our total outstanding shares, which initially shall be Stephen Law; (iii) two individuals mutually acceptable to IncSight and Bosma, but who are not otherwise affiliated with either of them, our company or any of our shareholders; and (iv) Jie Qin, for a term beginning from December 15, 2004 until July 31, 2005 or such earlier date by which we are required to appoint an additional independent director. Upon expiration of Jie Qin's term as director, IncSight and Bosma will elect one additional individual who is not affiliated with either of them, our company or any of our shareholders. Both parties agreed to vote to ensure that none of the directors elected pursuant to the voting agreement shall be removed from office, except for cause or unless by the affirmative vote of both parties. In addition, each of IncSight and Bosma agrees to elect one or two individuals designated by the other party as directors so long as each of them holds not less than 20% of the total issued shares of our company. The voting agreement shall continue until both parties mutually agree in writing to terminate it.

D. Employees

As of December 31, 2005, we had 854 employees, including 66 in management and administration, 542 in our customer service center, 109 in game operation, sales and marketing, and 137 in product development including supplier management personnel and technical support personnel. We consider our relations with our employees to be good.

E. Share Ownership

The following table sets forth information with respect to the beneficial ownership of our ordinary shares as of March 31, 2006, by:

- (1) each of our directors and executive officers who are also our shareholders; and

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(2) each person known to us to own beneficially more than 5% of our ordinary shares.

Name	Ordinary Shares Beneficially Owned	
	Number ⁽¹⁾	% ⁽²⁾
Directors and executive officers:		
Jun Zhu ⁽³⁾	6,597,334	26.9
Jie Qin ⁽⁴⁾	878,193	3.6
Xudong He ⁽⁵⁾	113,000	
All Directors and Senior Executive Officers as a Group ⁽⁶⁾	7,588,527	31.0
Principal shareholders:		
Bosma Limited ⁽⁷⁾	6,422,834	26.2

- Less than 1%.

- (1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission, and includes voting or investment power with respect to the securities.
- (2) Percentage of beneficial ownership is based on 24,496,140 ordinary shares outstanding as of March 31, 2006, excluding shares underlying outstanding options as of that date.
- (3) Consists of 6,597,334 ordinary shares held by IncSight Limited, a British Virgin Islands company 100% owned by Mr. Zhu. The business address for Mr. Zhu is Building No. 3, 690 Bibo Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai 201203, People's Republic of China.
- (4) Includes 579,596 ordinary shares held by Air Tech Ventures Limited, a British Virgin Islands company 100% owned by Mr. Jie Qin. Mr. Qin is Ms. Jing Fei Zhou's husband. Magic Health Limited, a British Virgin Islands company wholly owned by Ms. Jing Fei Zhou, owns 298,597 ordinary shares of our company. The business address for Mr. Qin is Building No. 3, 690 Bibo Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai 201203, People's Republic of China.
- (5) Includes 113,000 ordinary shares held by Mr. He. The business address for Mr. He is Building No. 3, 690 Bibo Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai 201203, People's Republic of China.
- (6) Shares owned by all of our directors and executive officers as a group include shares beneficially owned by Jun Zhu, Jie Qin and Xudong He, and exclude shares underlying options held by our directors and officers.
- (7) Consists of 6,422,834 ordinary shares held by Bosma. Bosma Limited, a British Virgin Islands corporation, is wholly-owned by Morningside VC Limited, a British Virgin Islands corporation, which is in turn wholly-owned by The HCB Trust, an Isle of Man trust, the trustee of which is Dunn Investments Limited, an Isle of Man corporation. Dunn Investments Limited controls indirectly, through The HCB Trust, a 100% interest in Bosma Limited, and as a result has the sole power to vote and dispose of the shares of The9 Limited held by Bosma Limited. Dunn Investments Limited is controlled by its board of directors, consisting of Lorna Irene Cameron and Philip Alvaro Salazar, both of whom expressly disclaim beneficial ownership of the shares held by Bosma Limited. The address for Bosma Limited is Pasea Estate, Road Town, Tortola, British Virgin Islands.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

See Item 6, Directors, Senior Management and Employees Share Ownership.

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B. Related Party Transactions Arrangements with Affiliated PRC Entities

Current PRC laws and regulations impose substantial restrictions on foreign ownership of entities involved in the Internet content provision, Internet culture operation and Internet publishing businesses in China, which include online game operations. Therefore, we conduct part of our activities through a series of agreements with Shanghai IT under which Shanghai IT, The9 China and 9Webzen Shanghai jointly operate the MU game in China and share the revenues from MU. C9I China has entered into similar contractual arrangements with Shanghai IT and The9 China to jointly operate WoW in mainland China and to share the revenues from operating WoW in China.

Shanghai IT holds the requisite licenses and approvals for conducting Internet content provision, Internet culture operation and Internet publishing businesses in China; Shanghai IT is owned by Jun Zhu, our Chief Executive Officer and shareholder, and Jie Qin, our Senior Vice President (through June 30, 2006) and shareholder. Shanghai Advertisement holds the requisite license for conducting the advertising business in China; Shanghai Advertising is owned by Shanghai IT and Xudong He, our Vice President and Chief Operating Officer.

We have obtained the exclusive right to benefit from Shanghai IT's licenses and approvals. In addition, through a series of contractual arrangements with Shanghai IT, Shanghai Advertisement and their respective shareholders, we are able to direct and control the operation and management of Shanghai IT and Shanghai Advertisement. We believe that the individual shareholders of Shanghai IT and Shanghai Advertisement will not receive material personal benefits from these agreements except as shareholders of The9 Limited.

We do not believe we could have obtained these agreements, taken as a whole, from unrelated third parties. Because of the uncertainty relating to the legal and regulatory environment in China, the terms of most of the agreements were not defined unless terminated by the parties thereto. According to our PRC counsel, Fangda Partners, these agreements are valid, binding and enforceable under the current laws and regulations of China. The principal provisions of these agreements are described below.

Master Agreement for MU. The9 China, 9Webzen and Shanghai IT have entered into a master agreement in connection with operating MU in China and providing services to customers jointly. Under the agreement, The9 China acts as the technical service provider of Pass9, which is the membership management and payment system used in our online game operation; 9Webzen Shanghai acts as the exclusive licensee of MU in China and the technical service provider for the operation of MU; and Shanghai IT acts as the provider of the domain name *www.muchina.com* and Internet content provider. The parties share the revenues generated by MU in China pursuant to the following revenue sharing provisions set forth in the agreement: (i) Shanghai IT is entitled to the amounts being RMB10 per average concurrent user per month, but in any case no more than 5.5% of net revenue; (ii) The9 China is entitled to 5% of the net revenue; and (iii) 9Webzen is entitled to the rest of the revenue after deducting the portions allocated to Shanghai IT and The9 China.

Master Agreement for WoW. The9 China, C9I China and Shanghai IT have entered into a master agreement in connection with operation WoW in China and providing services to customers jointly. Under the agreement, The9 China acts as the technical service provider of Pass9, which is the membership management and payment system used in our online game operation; C9I China acts as the exclusive licensee of WoW in China and the technical service provider for the operation of WoW. The revenues generated by WoW in China are shared by C9I China, Shanghai IT and The9 China pursuant to following revenue sharing provisions set forth in the master agreement in connection with operating WoW in China: (i) Shanghai IT is entitled to RMB10,000 per month; (ii) The9 China is entitled to 5% of the net revenue, less the RMB10,000 per month paid to Shanghai IT; and (iii) C9I China is entitled to the remaining 95% of the net revenue.

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Domain Name License Agreement. We granted Shanghai IT the right to use the domain name *www.the9.com* for its hosting of the9 City and its provision of Internet content in China for a lump-sum license fee of US\$300. The term of such license is from January 2001 to January 2010, and may be automatically extended pursuant to the agreement.

Exclusive Technical Service Agreement. We provide Shanghai IT with technical services for the operation of computer software and related business, including the provision of systematic solutions to the operation of Internet websites, the rental of computer and Internet facilities, daily maintenance of Internet servers and databases, the development and update of relevant computer software, and all other related technical and consulting services. Shanghai IT pays quarterly service fees to us based on their actual operating results. We are the exclusive provider of these services to Shanghai IT.

Shareholder Voting Proxy Agreements. Each of the shareholders of Shanghai IT has entered into a Shareholder Voting Rights Proxy Agreement with us, under which each shareholder of Shanghai IT irrevocably grants us the power to exercise all voting rights to which he is entitled as a shareholder of Shanghai IT. We have also entered into a similar agreement with the individual shareholder of Shanghai Advertisement.

Call Option Agreements. We entered into a call option agreement with each of the shareholders of Shanghai IT, under which the parties irrevocably agreed that, at our sole discretion, we and/or any third parties designated by us will be entitled to acquire all or part of the equity interests in Shanghai IT, to the extent permitted by the then-effective PRC laws and regulations. The consideration for such acquisition will be the minimum amount permitted by applicable PRC law. The shareholders of Shanghai IT have also agreed not to enter into any transaction, or fail to take any action, that would substantially affect the assets, liabilities, equity or operations of Shanghai IT without our prior written consent. We and the only individual shareholder of Shanghai Advertisement have entered into a similar call option agreement.

Loan Agreements. From 2002 to May 2005, we loaned a total of RMB23.0 million to Jun Zhu and Jie Qin, the shareholders of Shanghai IT, solely for the purposes of capitalizing and increasing the registered capital of Shanghai IT. Such loan shall become immediately due and payable when we send a written notice to the borrowers requesting repayment. Jun Zhu and Jie Qin have pledged all of their equity interests in Shanghai IT in favor of us under an equity pledge agreement. In the event of a breach of any term in the loan agreement or any other agreement by either Shanghai IT or its shareholders, we will be entitled to enforce our rights as a pledgee under the agreement.

Equity Pledge Agreements. To secure the full performance by Shanghai IT or its shareholders of their respective obligations under the Exclusive Technical Service Agreement, the Shareholder Voting Rights Proxy Agreement, the Call Option Agreement and the Loan Agreement, the shareholders of Shanghai IT have pledged all of their equity interests in Shanghai IT in favor of us under an equity pledge agreement. In the event of a breach of any term in the above agreements by either Shanghai IT or its shareholders, we will be entitled to enforce our pledge rights over such pledged equity interests to compensate for any and all losses suffered from such breach. A similar equity pledge agreement was also entered into by and between us and the individual shareholder of Shanghai Advertisement.

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Transactions with China Interactive

In July 2003, we and China Interactive formed C9I to acquire an exclusive license from VUG to localize and operate the WoW game in China. We have had effective control over C9I's management and operations since its inception. When C9I was established in July 2003, we and China Interactive owned 54% and 46% of C9I, respectively. Our share ownership in C9I increased to 68.9% in January 2005 when China Interactive transferred a 14.9% interest in C9I to us at the per share price equal to the aggregate invested amount per share paid by China Interactive for the transferred shares. Such transfer was made in connection with our grant of a demand loan in the aggregate principal amount of US\$4.6 million to China Interactive.

In April 2005, concurrently with our execution of a loan agreement to grant China Interactive a US\$6.0 million, interest-bearing loan, China Interactive granted an option to us purchase all C9I's shares held by China Interactive at the total purchase price equal to the principal amount of the loan plus the interest accrued thereon. We may exercise the option, in whole or in part, only if China Interactive fails to repay the loan and interest accrued thereon in full on the maturity date of the loan or otherwise breaches the loan agreement, or an event of default under the loan agreement shall have occurred. The loan matures one year from the date on which the loan was made. China Interactive has pledged all of its C9I shares to us to secure the due and timely performance of its obligations under the loan agreement. In July 2005, we signed a term sheet to purchase the remaining 31.1% interest in C9I from China Interactive for a total purchase price of US\$40 million, payable at four installments. We acquired the remaining interest and C9I became our wholly-owned subsidiary in late August 2005. As of the date of this report, the US\$40 million purchase price has been paid in full.

Investments in Affiliated Companies

In December 2005, we entered into an agreement with Webzen, Inc. to sell our 21% interest in 9Webzen to Webzen, Inc. for a total consideration of US\$2.8 million (approximately RMB 22.2 million). After completion of the sale, our interest in 9Webzen was reduced from 51% to 30%.

In June 2005, we entered into a joint venture agreement through Spring Asia with Softworld, Ltd., and established GFD, Inc., or GFD. We currently own 30% of GFD, and Softworld, Ltd. owns the remaining 70%. Our total investment in this joint venture was RMB 12.1 million (US\$1.5 million). GFD holds an exclusive license to operate the WoW game in China outside of mainland China.

Stock Option Grants

See Item 6, Directors, Senior Management and Employees' Employee's Stock Option Plans.

C. Interests of Experts and Counsel

Not applicable.

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ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

We have appended consolidated financial statements filed as part of this annual report.

Legal Proceedings

We are not currently a party to any material litigation or other legal proceeding and are not aware of any pending or threatened litigation or other legal proceeding that may have a material adverse impact on our business or operations.

Dividend Policy

Since our inception in 1999, we have not declared or paid any dividends on our ordinary shares. We do not have any present plan to pay any cash dividends on our ordinary shares in the foreseeable future. We currently intend to retain most, if not all, of our available funds and any future earnings for use in the operation and expansion of our business.

We rely on dividends and other fees paid to us by our subsidiaries and affiliated entities in China. In accordance with current PRC laws, regulations and accounting standards, our subsidiaries and affiliated entities in China are required to allocate to their general reserves at least 10% of their respective after-tax profits. Appropriations to these reserves are not required after these reserves have reached 50% of the registered capital of the respective companies. Our affiliated entities in China are also required to transfer between 5% to 10% of their after-tax profits to the statutory public welfare reserve. In addition, at the discretion of their respective board of directors, our subsidiaries and affiliated entities in China may allocate a portion of their respective after-tax profits to their enterprise expansion funds, staff welfare and bonus funds and discretionary surplus reserve. Staff welfare and bonus reserve funds may not be distributed to equity owners except in the event of liquidation.

Our board of directors has complete discretion as to whether we will distribute dividends in the future, subject to the approval of our shareholders. Even if our board of directors determines to distribute dividends, the form, frequency and amount of our dividends will depend upon our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors as the board of directors may deem relevant. Any dividend we declare will be paid to the holders of ADSs, subject to the terms of the deposit agreement, to the same extent as holders of our ordinary shares, less the fees and expenses payable under the deposit agreement. Any dividend we declare will be distributed by the depository bank to the holders of our ADSs. Cash dividends on our ordinary shares, if any, will be paid in U.S. dollars.

B. Significant Changes

We have not experienced any significant changes since the date of our audited consolidated financial statements included in this annual report.

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Our ADSs, each representing one ordinary share, have been listed on the Nasdaq Global Market since December 15, 2004. Our ADSs are traded under the symbol NCTY.

For the year ended December 31, 2004, the trading price ranged from US\$21.00 to US\$24.10 per ADS. For the year ended December 31, 2005, the trading price ranged from US\$13.69 to US\$28.51 per ADS.

The following table provides the high and low trading prices for our ADSs on the Nasdaq Global Market for (1) the last quarter in 2004 and the four quarters in 2005 and (2) each of the past six months of our ADS's trading history.

	Sales Price	
	High	Low
Quarterly High and Low		
Fourth Quarter 2004	25.25	17.49
First Quarter 2005	24.11	16.46
Second Quarter 2005	27.5	14.55
Third Quarter 2005	28.51	17.86
Fourth Quarter 2005	19.77	13.69
Monthly Highs and Lows		
November 2005	19.50	14.15
December 2005	18.00	13.69
January 2006	20.38	15.50
February 2006	22.45	19.14
March 2006	31.94	20.50
April 2006	31.77	28.20
May 2006	31.25	21.56
June 2006 (through June 20)	27.94	21.82

B. Plan of Distribution

Not applicable.

C. Markets

Our ADSs, each representing one ordinary share, have been listed on the Nasdaq Global Market since December 15, 2004 under the symbol NCTY.

D. Selling Shareholders

Not applicable.

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E. Dilution
Not applicable.

F. Expenses of the Issue
Not applicable.

ITEM 10. ADDITIONAL INFORMATION

A. Share Capital
Not applicable.

B. Memorandum and Articles of Association
We incorporate by reference into this annual report the description of our amended and restated memorandum of association contained in our F-1 registration statement (File No. 333-120810) originally filed with the SEC on November 26, 2004, as amended. Our shareholders adopted our amended and restated memorandum and articles of association by a special resolution on December 9, 2004.

C. Material Contracts
We have not entered into any material contracts other than in the ordinary course of business and other than those described in Item 4, Information on the Company or elsewhere in this annual report on Form 20-F.

D. Exchange Controls
China's government imposes control over the convertibility of RMB into foreign currencies. The conversion of RMB into foreign currencies, including U.S. dollars, has been based on rates announced by the People's Bank of China. On July 21, 2005, the PRC government changed its decade-old policy of pegging the value of the Renminbi to the U.S. dollar. Under the new policy, the Renminbi is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. This change in policy has resulted in an approximately 2.5% appreciation of the RMB against the U.S. dollar by the end of 2005. While the international reaction to the RMB revaluation has generally been positive, there remains significant international pressure on the PRC government to adopt an even more flexible currency policy, which could result in a further and more significant appreciation of the RMB against the U.S. dollar.

Pursuant to the Foreign Exchange Control Regulations issued by the State Council on January 29, 1996, and effective as of April 1, 1996 (and amended on January 14, 1997) and the Administration of Settlement, Sale and Payment of Foreign Exchange Regulations which came into effect on July 1, 1996 regarding foreign exchange control, or the Regulations, conversion of RMB into foreign exchange by foreign investment enterprises for current account items, including the distribution of dividends and profits to foreign investors of joint ventures, is permissible. Foreign investment enterprises are permitted to remit foreign exchange from their foreign exchange bank account in China on the basis of, inter alia, the terms of the relevant joint venture contracts and the board resolutions declaring the distribution of the dividend and payment of profits. On January 14, 1997, the State Council amended the Foreign Exchange Control Regulations and added, among other things, an important provision, as Article 5 provides that the State shall not impose restrictions on recurring international current account payments and transfers. Conversion of RMB into foreign currencies and remittance of foreign currencies for capital account items, including direct investment, loans, security investment, is still subject to the approval of SAFE, in each such transaction.

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Under the Regulations, foreign investment enterprises are required to open and maintain separate foreign exchange accounts for capital account items (but not for other items). In addition, foreign investment enterprises may only buy, sell and/or remit foreign currencies at those banks authorized to conduct foreign exchange business upon the production of valid commercial documents and, in the case of capital account item transactions, document approval from SAFE.

Currently, foreign investment enterprises are required to apply to SAFE for foreign exchange registration certificates for foreign investment enterprises (which are granted to foreign investment enterprises, upon fulfilling specified conditions and which are subject to review and renewal by SAFE on an annual basis). With such foreign exchange registration certificates and required underlying transaction documents, or with approval documents from the SAFE if the transactions are under capital account (which are obtained on a transaction-by-transaction basis), foreign-invested enterprises may enter into foreign exchange transactions at banks authorized to conduct foreign exchange business to obtain foreign exchange for their needs.

E. Taxation

The following summary of the material Cayman Islands and United States federal income tax consequences of an investment in our ADSs or ordinary shares is based upon laws and relevant interpretations thereof in effect as of the date of this annual report, all of which are subject to change. This summary does not deal with all possible tax consequences relating to an investment in our ADSs or ordinary shares, such as the tax consequences under state, local and other tax laws.

Cayman Islands Taxation

In the opinion of our Cayman Islands counsel, Maples and Calder, the Cayman Islands currently levies no taxes on individuals or corporations based upon profits, income, gains or appreciation 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 except for stamp duties which may be applicable on instruments executed in, or brought within the jurisdiction of the Cayman Islands. The Cayman Islands is not party to any double tax treaties. There are no exchange control regulations or currency restrictions in the Cayman Islands.

United States Federal Income Taxation

The following discussion describes the material United States federal income tax consequences under present law of an investment in the ADSs or ordinary shares. This summary applies only to investors that hold the ADSs or ordinary shares as capital assets and that have the U.S. dollar as their functional currency. This discussion is based on the tax laws of the United States as in effect on the date of this report and on United States Treasury regulations in effect or, in some cases, proposed, as of the date of this report, as well as judicial and administrative interpretations thereof available on or before such date. All of the foregoing authorities are subject to change, which change could apply retroactively and could affect the tax consequences described below.

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The following discussion does not deal with the tax consequences to any particular investor or to persons in special tax situations such as:

banks;

financial institutions;

insurance companies;

broker dealers;

traders that elect to mark to market;

tax-exempt entities;

persons liable for alternative minimum tax;

persons holding an ADS or ordinary share as part of a straddle, hedging, conversion or integrated transaction;

holders that actually or constructively own 10% or more of our voting stock;

persons holding ADSs or ordinary shares through partnerships or other pass-through entities; or

persons who acquired ADSs or ordinary shares pursuant to the exercise of any employee share option or otherwise as consideration. Investors are urged to consult their tax advisors about the application of the United States federal tax rules to their particular circumstances as well as the state and local and foreign tax consequences to them of the purchase, ownership and disposition of ADSs or ordinary shares.

The discussion below of the United States federal income tax consequences to U.S. Holders applies to you if you are the beneficial owner of ADSs or ordinary shares and you are, for U.S. federal income tax purposes.

a citizen or individual resident of the United States;

a corporation or partnership organized under the laws of the United States, any State or the District of Columbia;

an estate whose income is subject to United States federal income taxation regardless of its source;

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a trust that (1) is subject to the supervision of a court within the United States and the control of one or more United States persons or (2) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a United States person.

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If you are a beneficial owner of ADSs or ordinary shares and you are not described as a U.S. Holder, you will be considered a Non-U.S. Holder. Non-U.S. Holders should consult the discussion below regarding the United States federal income tax consequences applicable to Non-U.S. Holders.

The discussion below assumes that the representations contained in the deposit agreement are true and that the obligations in the deposit agreement and any related agreement have been and will be complied with in accordance with the terms. If you hold ADSs, you should be treated as the holder of the underlying ordinary shares represented by those ADSs for United States federal income tax purposes.

The U.S. Treasury has expressed concerns that parties to whom ADSs are pre-released may be taking actions that are inconsistent with the claiming, by U.S. Holders of ADSs, of foreign tax credits for United States federal income tax purposes. Such actions would also be inconsistent with the claiming of the reduced rate of tax applicable to dividends received by certain non-corporate U.S. Holders, as described below. Accordingly, the availability of the reduced tax rate for dividends received by certain non-corporate U.S. Holders could be affected by future actions that may be taken by the U.S. Treasury or parties to whom ADSs are pre-released.

U.S. Holders

Taxation of Dividends and Other Distributions on the ADSs or Ordinary Shares

Subject to the passive foreign investment company rules discussed below, the gross amount of dividends paid with respect to the ADSs or ordinary shares generally will be included in your gross income as ordinary dividend income on the date of receipt by the depository, in the case of ADSs, or by you, in the case of ordinary shares, but only to the extent that the distribution is paid out of our current or accumulated earnings and profits (as computed under United States federal income tax principles). The dividends will not be eligible for the dividends-received deduction allowed to corporations in respect of dividends received from other U.S. corporations. To the extent that the amount of the distribution exceeds our current and accumulated earnings and profits, it will be treated first as a tax-free return of your tax basis in your ADSs or ordinary shares, and to the extent the amount of the distribution exceeds your tax basis, the excess will be taxed as capital gain.

Dividends paid in RMB will be included in your income as a U.S. dollar amount based on the exchange rate in effect on the date of receipt by the depository, in the case of ADSs, or by you, in the case of ordinary shares, regardless of whether the payment is in fact converted into U.S. dollars at that time. If you do not receive U.S. dollars on the date the dividend is distributed, you will be required to include either gain or loss in income when you later exchange the RMB for U.S. dollars. The gain or loss will be equal to the difference between the U.S. dollar value of the amount that you include in income upon receipt of the dividend and the amount that you receive when you actually exchange the RMB for U.S. dollars. The gain or loss generally will be ordinary income or loss from United States sources.

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With respect to individual taxpayers for taxable years beginning before January 1, 2011, such dividends may be qualified dividend income which is taxed at the lower applicable capital gains rate provided that (1) the ADSs or ordinary shares, as applicable, are readily tradable on an established securities market in the United States, (2) we are not a passive foreign investment company (as discussed below) for either our taxable year in which the dividend was paid or the preceding taxable year, and (3) certain holding period requirements are met. For this purpose, ADSs listed on Nasdaq will be considered to be readily tradable on an established securities market in the United States. You should consult your tax advisors regarding the availability of the lower rate for dividends paid with respect to our ADSs or ordinary shares.

Dividends will constitute foreign source income for foreign tax credit limitation purposes. If the dividends are qualified dividend income (as discussed above), the amount of the dividend taken into account for purposes of calculating the foreign tax credit limitation will be limited to the gross amount of the dividend, multiplied by the reduced rate divided by the highest rate of tax normally applicable to dividends. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, dividends distributed by us with respect to the ADSs or ordinary shares will be passive income or, in the case of certain U.S. Holders, financial services income. For taxable years beginning after December 31, 2006, dividends distributed by us with respect to ADSs or ordinary shares generally will constitute passive category income but could, in the case of certain U.S. Holders, constitute general category income.

Taxation of Disposition of Shares

Subject to the passive foreign investment company rules discussed below, you will recognize taxable gain or loss on any sale, exchange or other taxable disposition of an ADS or ordinary share equal to the difference between the amount realized (in U.S. dollars) for the ADS or ordinary share and your tax basis (in U.S. dollars) in the ADS or ordinary share. If the consideration you receive for the ADS or ordinary share is not paid in U.S. dollars, the amount realized will be the U.S. dollar value of the payment received. In general, the U.S. dollar value of such a payment will be determined on the date of receipt of payment if you are a cash basis taxpayer and on the date of disposition if you are an accrual basis taxpayer. However, if the ADSs or ordinary shares, as applicable, are treated as traded on an established securities market and you are either a cash basis taxpayer or an accrual basis taxpayer who has made a special election, you will determine the U.S. dollar value of the amount realized in a foreign currency by translating the amount received at the spot rate of exchange on the settlement date of the sale. The gain or loss generally will be capital gain or loss. If you are an individual who has held the ADS or ordinary share for more than one year, you generally will be eligible for reduced tax rates. The deductibility of capital losses is subject to limitation. Any such gain or loss that you recognize generally will be treated as United States source income or loss (in the case of loss, subject to certain limitations).

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Passive Foreign Investment Company

Based on the market value of our ADSs, the composition of our assets and income and our operations, we believe that we were not a passive foreign investment company for United States federal income tax purposes for the taxable year ended December 31, 2005. A non-U.S. corporation is considered a passive foreign investment company for any taxable year if either

at least 75% of its gross income is passive income (the income test), or

at least 50% of the value of its assets (based on an average of the quarterly values of the assets during a taxable year) is attributable to assets that produce or are held for the production of passive income (the asset test).

We are treated as owning our proportionate share of the assets and earning our proportionate share of the income of any other corporation in which we own, directly or indirectly, more than 25% (by value) of the stock.

We must make a separate determination each year as to whether we are a passive foreign investment company. As a result, our passive foreign investment company status may change. In particular, because the total value of our assets for purposes of the asset test generally will be calculated using the market price of our ADSs and ordinary shares, our passive foreign investment company status will depend in large part on the market price of our ADSs and ordinary shares. Accordingly, fluctuation in the market price of our ADSs or ordinary shares may result in us becoming a passive foreign investment company in future taxable years. If we are a passive foreign investment company for any year during which you hold ADSs or ordinary shares, we generally will continue to be treated as a passive foreign investment company for all succeeding years during which you own ADSs or ordinary shares. However, if we cease to be a passive foreign investment company, you may avoid some of the adverse effects of the passive foreign investment company regime by making a deemed sale election with respect to the ADSs or ordinary shares, as applicable.

If we are a passive foreign investment company for any taxable year during which you hold ADSs or ordinary shares, you will be subject to special tax rules with respect to any excess distribution that you receive and any gain you realize from a sale or other disposition (including a pledge) of the ADSs or ordinary shares, unless you make a mark-to-market election as discussed below. Distributions you receive in a taxable year that are greater than 125% of the average annual distributions you received during the shorter of the three preceding taxable years or your holding period for the ADSs or ordinary shares will be treated as an excess distribution. Under these special tax rules

the excess distribution or gain will be allocated ratably over your holding period for the ADSs or ordinary shares,

the amount allocated to the current taxable year, and any taxable year prior to the first taxable year in which we were a passive foreign investment company, will be treated as ordinary income, and

the amount allocated to each other year will be subject to tax at the highest tax rate in effect for that year and the interest charge generally applicable to underpayments of tax will be imposed on the resulting tax attributable to each such year.

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The tax liability for amounts allocated to years prior to the year of disposition or excess distribution cannot be offset by any net operating losses for such years, and gains (but not losses) realized on the sale of the ADSs or ordinary shares cannot be treated as capital, even if you hold the ADSs or ordinary shares as capital assets.

If we are a passive foreign investment company, you may avoid taxation under the rules described above by making a qualified electing fund election to include your share of our income on a current basis, or a deemed sale election once we no longer qualify as a passive foreign investment company. However, you may make a qualified electing fund election only if we agree to furnish you annually with certain tax information, and we do not intend to prepare or provide such information.

Alternatively, a U.S. Holder of marketable stock in a passive foreign investment company may make a mark-to-market election for such stock of a passive foreign investment company to elect out of the tax treatment discussed above. If you make a valid mark-to-market election for the ADSs or ordinary shares, you will include in income each year an amount equal to the excess, if any, of the fair market value of the ADSs or ordinary shares as of the close of your taxable year over your adjusted basis in such ADSs or ordinary shares. You are allowed a deduction for the excess, if any, of the adjusted basis of the ADSs or ordinary shares over their fair market value as of the close of the taxable year. However, deductions are allowable only to the extent of any net mark-to-market gains on the ADSs or ordinary shares included in your income for prior taxable years. Amounts included in your income under a mark-to-market election, as well as gain on the actual sale or other disposition of the ADSs or ordinary shares, are treated as ordinary income. Ordinary loss treatment also applies to the deductible portion of any mark-to-market loss on the ADSs or ordinary shares, as well as to any loss realized on the actual sale or disposition of the ADSs or ordinary shares, to the extent that the amount of such loss does not exceed the net mark-to-market gains previously included for such ADSs or ordinary shares. Your basis in the ADSs or ordinary shares will be adjusted to reflect any such income or loss amounts. If you make such a mark-to-market election, tax rules that apply to distributions by corporations which are not passive foreign investment companies would apply to distributions by us (except that the lower applicable capital gains rate would not apply).

The mark-to-market election is available only for marketable stock, which is stock that is traded in other than de minimis quantities on at least 15 days during each calendar quarter (regularly traded) on a qualified exchange or other market, as defined in applicable Treasury regulations. The ADSs are currently listed on Nasdaq, which is a qualified exchange for these purposes. Accordingly, if the ADSs remain listed on Nasdaq and are regularly traded, the mark-to-market election would be available to you if you hold ADSs, were we to become a passive foreign investment company.

If you hold ADSs or ordinary shares in any year in which we are a passive foreign investment company, you would be required to file Internal Revenue Service Form 8621 regarding distributions received on the ADSs or ordinary shares and any gain realized on the disposition of the ADSs or ordinary shares.

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Non-U.S. Holders

If you are a Non-U.S. Holder, you generally will not be subject to United States federal income tax on dividends paid by us unless the income is effectively connected with your conduct of a trade or business in the United States.

You generally will not be subject to United States federal income tax on any gain attributable to a sale or other disposition of the ADSs or ordinary shares unless such gain is effectively connected with your conduct of a trade or business within the United States or you are an individual who is present in the United States for 183 days or more and certain other conditions exist.

Dividends and gains that are effectively connected with your conduct of a trade or business in the United States generally will be subject to tax in the same manner as they would be if you were a U.S. Holder. Effectively connected dividends and gains received by a corporate Non-U.S. Holder may also be subject to an additional branch profits tax at a 30% rate or a lower tax treaty rate.

Information Reporting and Backup Withholding

In general, information reporting for U.S. federal income tax purposes will apply to distributions made on the ADSs or ordinary shares paid within the United States to a non-corporate U.S. Holder and on sales of the ADSs or ordinary shares to or through a United States office of a broker by a non-corporate U.S. Holder. Payments made outside the United States will be subject to information reporting in limited circumstances.

In addition, backup withholding of U.S. federal income tax will apply to distributions made on ADSs or ordinary shares within the United States to a non-corporate U.S. Holder and on sales of ADSs or ordinary shares to or through a United States office of a broker by a non-corporate U.S. Holder who:

fails to provide an accurate taxpayer identification number,

is notified by the Internal Revenue Service that backup withholding will be required, or

fails to comply with applicable certification requirements.

A Non-U.S. Holder generally may eliminate the requirement for information reporting and backup withholding by providing certification of its foreign status to the payer, under penalties of perjury, on Internal Revenue Service Form W-8BEN.

The amount of any backup withholding collected will be allowed as a credit against United States federal income tax liability provided that appropriate returns are timely filed.

F. Dividends and Paying Agents

Not Applicable.

G. Statement by Experts

Not Applicable.

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H. Documents on Display

We previously filed with the SEC our registration statement on Form F-1, as amended and prospectus under the Securities Act of 1933, with respect to our ordinary shares.

We are subject to the periodic reporting and other informational requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Under the Exchange Act, we are required to file reports and other information with the SEC. Specifically, we are required to file annually a Form 20-F no later than six months after the close of each fiscal year, which is December 31. Copies of reports and other information, when so filed, may be inspected without charge and may be obtained at prescribed rates at the public reference facilities maintained by the Securities and Exchange Commission at 100F Street, N.E., Washington, D.C. 20549, and at the regional office of the Securities and Exchange Commission located at Citicorp Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661. The public may obtain information regarding the Washington, D.C. Public Reference Room by calling the Commission at 1-800-SEC-0330. The SEC also maintains a web site at www.sec.gov that contains reports, proxy and information statements, and other information regarding registrants that make electronic filings with the SEC using its EDGAR system. As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and content of quarterly reports and proxy statements, and officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act.

Our financial statements have been prepared in accordance with U.S. GAAP.

We will furnish our shareholders with annual reports, which will include a review of operations and annual audited consolidated financial statements prepared in conformity with U.S. GAAP.

I. Subsidiary Information

For a listing of our subsidiaries, see Item 4. C. of this annual report, Information on the Company Organizational Structure .

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See Item 5, Operating and Financial Review and Prospects Quantitative and Qualitative Disclosures About Market Risk.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not Applicable.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

Not Applicable.

